

**CANADIAN IMPERIAL VENTURE CORP.**

**OFFICER'S CERTIFICATE**

TO: British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

I, Tina Ricketts, Chief Financial Officer of Canadian Imperial Venture Corp. (the "Company") hereby certify on behalf of the Company and not in my personal capacity that:

1. this certificate is delivered pursuant to section 2.20 of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") and in connection with the mailing of the Company's proxy-related materials for its Annual and Special General Meeting to be held on December 14, 2012 (the "Meeting");
2. the Company has arranged to have proxy-related materials for the Meeting sent in compliance with NI 54-101 to all beneficial owners at least 21 days before the date fixed for the Meeting;
3. the Company has arranged to have carried out all of the requirements of NI 54-101 in addition to those prescribed in paragraph 2 above; and
4. with respect to the Meeting, the Company is relying upon section 2.20 of NI 54-101 to abridge the time prescribed in subsections 2.2(1) and 2.5(1) of NI 54-101.

All defined terms used in this certificate and not otherwise defined shall have the meanings ascribed to such terms in NI 54-101.

Dated this 19th day of November, 2012.

**CANADIAN IMPERIAL VENTURE CORP.**

Per: ***"Tina Ricketts"***

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Tina Ricketts  
Chief Financial Officer