

**CANADIAN IMPERIAL VENTURE CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

TAKE NOTICE that the board of directors of **Canadian Imperial Venture Corp.** (the "Company") has called the 2012 annual general and special meeting of the shareholders of the Company for 10:00 a.m. on **Friday, December 14, 2012**, at the offices of **Miller Thomson LLP, Robson Court, 1000-840 Howe Street, Vancouver, British Columbia V6Z 2M1** for the following purposes:

1. To receive the financial statements of the Company for the year ended November 30, 2011 and the auditor's report thereon;
2. To appoint an auditor for the coming year and authorize the directors to fix the auditor's remuneration;
3. To fix the number of directors at four (4);
4. To elect directors for the coming year;
5. To consider and, if thought advisable, pass a resolution approving the incentive stock option plan, as described in the accompanying information circular;
6. To consider and, if thought advisable, pass a special resolution approving the consolidation of the issued and outstanding common shares of the Company on a basis of one (1) new share for up to ten (10) old shares or such fewer number of old shares as the directors may determine (the "Consolidation"), and to authorize the directors to use their discretion to implement the Consolidation, as described in the accompanying information circular; and
7. To transact any other business as may properly come before the meeting or any adjournments thereof.

All registered shareholders are entitled to attend and vote at the meeting in person or by proxy. The board of directors requests all shareholders who will not be attending the meeting in person to read, date and sign the accompanying proxy and deliver it to Computershare Trust Company of Canada, 9th Floor - 100 University Avenue, Toronto, Ontario M5J 2Y1 not less than 48 hours (excluding Saturdays, Sundays and holidays), before the time for holding the meeting, otherwise the registered shareholder will not be entitled to vote at the meeting by proxy.

Non-registered shareholders who receive this notice and information circular from their broker or other intermediary should complete and return the proxy or voting instruction form in accordance with the instructions provided with it. Failure to do so may result in the shares of the non-registered shareholders not being eligible to be voted at the annual general meeting.

An information circular, a form of proxy or voting instruction form and a return card accompany this notice.

Dated on November 19, 2012

By order of the board of directors

"Gerard M. Edwards"

Gerard M. Edwards, MBA
President and CEO