

MATERIAL CHANGE REPORT

FORM 51-102F3

- Item 1. **Name and Address of Company**
Canadian Imperial Venture Corp. (the "Company" / "CIVC")
189 Water Street, Third Floor
P.O. Box 6232, Stn. C
St. John's, NL A1C 6J9
- Item 2. **Date of Material Change**
April 22, 2013
- Item 3. **News Release**
The news release was issued on April 23, 2013 and disseminated through Canada Newswire.
- Item 4. **Summary of Material Change**
Canadian Imperial Venture Corp. announced that it had closed on April 22, 2013, a non-brokered private placement previously announced on March 22, 2013. Upon closing, a total of 10,137,400 units ("Units") were sold for proceeds of \$506,870.
- The Company also announced that Certain insiders of the Company acquired Units under this private placement. Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") and the Policies of the TSX Venture Exchange, such participation is considered to be a "related party transaction" as defined under MI 61-101. The Company is relying upon the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 on the basis that neither the fair market value of any Units issued to, nor the consideration paid by, such persons exceeds 25% of the Company's market capitalization calculated in accordance with MI 61-101. Gerard Edwards, a director of the Company subscribed for 4,000,000 Units. Jerome Byrne, also a director of the Company, indirectly subscribed for 190,000 Units.
- Item 5. **Full Description of Material Change**
See attached news release.
- Item 6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102.**
Not applicable.
- Item 7. **Omitted Information**
Not applicable.
- Item 8. **Executive Officer**
For more information, please contact Gerard M. Edwards
Telephone: (709) 739-6700.

DATED May 8, 2013.

CANADIAN IMPERIAL VENTURE CORP.

Per: "Gerard Edwards"

Gerard M. Edwards
President and CEO

April 23, 2013

Trading Symbol:
TSX Venture Exchange: CQV

**Canadian Imperial Venture Corp.
Announces Closing of Private Placement**

St. John's, NL - Canadian Imperial Venture Corp. (TSXV: CQV) (the "Company") is pleased to announce it has closed on April 22, 2013, a non-brokered private placement previously announced on March 22, 2013. Upon closing, a total of 10,137,400 units ("Units") were sold for proceeds of \$506,870. The proceeds from the private placement will be used on the Company's exploration project and for general working capital purposes.

Each Unit consists of one common share in the capital of the Company and one non-transferable share purchase warrant ("Warrant"). One whole Warrant will entitle the holder to buy an additional share in the capital of the Company for a period of two years at a price of \$0.10 per share. All common shares sold in the private placement and any shares acquired upon exercise of the Warrants will be subject to a four-month hold period expiring August 23, 2013. The private placement is subject to regulatory acceptance. No finder's fees or commissions were paid in connection with this private placement.

Certain insiders of the Company acquired Units under this private placement. Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") and the Policies of the TSX Venture Exchange, such participation is considered to be a "related party transaction" as defined under MI 61-101. The Company is relying upon the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 on the basis that neither the fair market value of any Units issued to, nor the consideration paid by, such persons exceeds 25% of the Company's market capitalization calculated in accordance with MI 61-101. Gerard Edwards, a director of the Company subscribed for 4,000,000 Units. Jerome Byrne, also a director of the Company, indirectly subscribed for 190,000 Units.

Canadian Imperial Venture Corp. is an independent Canadian-based resource company.

CANADIAN IMPERIAL VENTURE CORP.

By: "Gerard Edwards"
Gerard M. Edwards
President and CEO

For further information:
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St. John's, NL A1C 6J9
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NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

This release includes certain forward looking statements which reflect beliefs, expectations, objectives and goals which are believed to be reasonable at the time such statements are made. Actual results could differ materially from anticipated results and may be impacted upon such factors as commodity prices, political developments, legal decisions, market and economic conditions, industry competition, the weather, changes in financial markets and changing legislation