

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Captiva Verde Industries Ltd. (the “**Company**”)
9 Landport
Newport Beach, California
USA 92660

Item 2. Date of Material Change

August 10, 2015.

Item 3. News Release

News Release dated August 10, 2015 was disseminated via Stockwatch and Market News and filed on SEDAR on August 11, 2015.

Item 4. Summary of Material Change

The Company has closed the fifth and final tranche of a non-brokered private placement of units and has raised gross proceeds of \$2,728,520.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced further to its news release of August 7, 2015, that the Company has closed the fifth, and final, tranche of the non-brokered private placement of units of the Company (the “**Units**”) at \$0.25 per Unit (the “**Offering**”) for gross proceeds for the fifth tranche of \$2,728,520.

The fifth tranche closing consisted of 10,914,080 Units. Each Unit consisted of one common share in the capital of the Company (each a “**Share**”) plus one-half of one common share purchase warrant (a “**Warrant**”). Each whole Warrant entitles the holder to purchase one additional Share at a price of \$0.30 per Share until August 10, 2016.

As disclosed in the Company’s previous news releases, Captiva previously closed four tranches of the Offering and previously issued (i) 2,212,000 Units for gross proceeds of \$553,000 and (ii) convertible debentures in the principal amount of \$175,000 (see Captiva’s news releases dated June 2, July 17, and July 27, 2015). Taking into account all five tranches of the Offering, Captiva issued 13,126,080 Units and convertible debentures in the principal

amount of \$175,000. In aggregate, the Company raised total gross proceeds of \$3,456,520 inclusive of the convertible debentures. Since June 3rd the Company raised \$4,471,520.

In connection with the fifth tranche of the Offering, the Company paid cash commissions in the amount of \$161,852, being 10% of the aggregate proceeds raised from the sale of Units to purchasers introduced by eligible finders. The Company also issued non-transferable warrants (the “**Finder’s Warrants**”) to acquire a total of 375,600 Shares, being 6% of the number of Units sold under the fifth tranche of the Offering to purchasers introduced by eligible finders. Each Finder’s Warrant entitles the holder to purchase one Share at a price of \$0.30 per Share until August 10, 2020.

All securities issued in connection with the fifth tranche of the Offering will be subject to a statutory hold period expiring on December 11, 2015. The net proceeds from the fifth tranche of the Offering; will be used by the Company for its organic farming plan and for general and administrative expenses.

As disclosed in the Company’s news release of August 7, 2015, Captiva is proceeding with a new non-brokered private placement of up to 10,000,000 units (the “**New Units**”) at \$0.26 per New Unit for gross proceeds of up to \$2,600,000.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51–102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Jeffrey Ciachurski, Chairman and Chief Executive Officer
Telephone: (949) 903-5906.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 13th day of August, 2015.