

**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**

September 4, 2015.

**Item 3. News Release**

News Release dated September 4, 2015 was disseminated via Stockwatch and Market News on September 4, 2015 and filed on SEDAR on September 8, 2015.

**Item 4. Summary of Material Change**

The Company has closed the first tranche of a non-brokered private placement of units and has raised gross proceeds of \$346,250.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced further to its news release of August 10, 2015, that the Company has closed the first tranche of the non--brokered private placement of units of the Company (the “**Units**”) at \$0.2625 per Unit (the “**Offering**”) for gross proceeds for the first tranche of approximately \$346,250.

The first tranche closing consisted of 1,319,047 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 \$0.35 per Share until September 4, 2016.

In connection with the first tranche of the Offering, the Company paid cash commissions in the amount of \$21,500, 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 49,142 Shares, being 6% of the number of Units sold under the first 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 \$0.35 per Share until September 4, 2020.

All securities issued in connection with the first tranche of the Offering will be subject to a statutory hold period expiring on January 5, 2016. Captiva will use the net proceeds from the first tranche of the Offering for its organic farming plan and for general and administrative expenses.

The Company will be proceeding with the next tranche of the Offering.

**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 10<sup>th</sup> day of September, 2015.