

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Captiva Verde Industries Ltd. (the “**Company**”)
Suite 201 78080 Calle Amigo
La Quinta, California
92253

Item 2. Date of Material Change

September 23, 2015.

Item 3. News Release

News Release dated September 23, 2015 was disseminated via Stockwatch and Market News on September 24, 2015 and filed on SEDAR on September 24, 2015.

Item 4. Summary of Material Change

The Company has closed the second tranche of a non-brokered private placement of units and has raised gross proceeds of approximately \$1,251,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced further to its news release of September 4, 2015, that the Company closed the second 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 second tranche of approximately \$1,251,000.

The second tranche closing consisted of 4,765,715 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 23, 2016.

In connection with the second tranche of the Offering, the Company paid cash commissions in the amount of \$72,600, 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 131,657 Shares, being 6% of the number of Units sold under the second 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 23, 2020.

All securities issued in connection with the second tranche of the Offering will be subject to a statutory hold period expiring on January 24, 2016. Captiva will use the net proceeds received from the second tranche of the Offering, for its organic farming plan and for general and administrative expenses.

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 24th day of September, 2015.