

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

October 27, 2015 for changes in directors and officers and November 5, 2015 for private placement of units.

Item 3. News Release

News Release dated October 27, 2015 was disseminated via Stockwatch and Market News and filed on Sedar on October 27, 2015.

News Release dated November 5, 2015 was disseminated via Stockwatch and Market News and filed on Sedar on November 5, 2015.

Item 4. Summary of Material Change

Ian Kennedy has resigned as a director of the Company and Allan Silber and Morris Perlis have been appointed new directors of the Company.

The Company has closed the non-brokered private placement of units and has raised gross proceeds of approximately \$2,000,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that Ian Kennedy has resigned as a director of the Company and Allan Silber and Morris Perlis have been appointed new directors of the Company. Mr. Perlis has agreed to take over from Jeff Ciachurski as chairman of the board.

The Company announced further to its news release of September 24, 2015, that the Company closed the non-brokered private placement of units of the Company (the “**Units**”) at \$0.40 per Unit (the “**Offering**”) for net proceeds of \$2,000,000. The closing consisted of 5,000,000 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 \$0.50 per Share until November 5, 2016.

All securities issued in connection with the Offering will be subject to a statutory hold period expiring on March 6, 2016. Captiva will use the proceeds received from the Offering, for its organic farming plan.

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, Chief Executive Officer and director
Telephone: (949) 903-5906.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 5th day of November, 2015.