

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

June 2, 2015.

Item 3. News Release

News Release dated June 3, 2015 was disseminated via Stockwatch and Market News and filed on SEDAR on June 3, 2015.

Item 4. Summary of Material Change

The Company has closed a non-brokered private placement of units and has raised gross proceeds of \$1,015,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced further to its news release dated May 29, 2015, that the Company has closed the non-brokered private placement of 4,060,000 units (the “**Units**”) at \$0.25 per Unit for gross proceeds of \$1,015,000 (the “**Offering**”).

Each Unit consists of one common share in the capital of the Company plus one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at a price of \$0.30 per warrant on or before June 2, 2016.

In connection with the Offering, the Company paid, a cash commission in the total amount of \$101,500, being 10% of the aggregate proceeds received from the sale of the Units to purchasers introduced by the finder. The Company has also issued warrants (the “**Finder’s Warrants**”) to acquire a total of 243,600 Shares, being 6% of the number of Units sold under the Offering to purchasers introduced by the finder. Each Finder’s Warrant entitles the holder to purchase one Share at a price of \$0.30 per warrant until June 2, 2020.

All securities issued in connection with the Offering are subject to a statutory hold period expiring on October 3, 2015 in accordance with applicable securities legislation.

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 3rd day of June, 2015.