

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

July 16, 2015.

Item 3. News Release

News Release dated July 17, 2015 was disseminated via Stockwatch and Market News and filed on SEDAR on July 17, 2015.

Item 4. Summary of Material Change

The Company has closed the second tranche of a non-brokered private placement of units and convertible debenture and has raised gross proceeds of \$273,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced further to its news releases of June 26 and July 1, 2015, that the Company has closed the second tranche of the non-brokered private placement of units of the Company (the “**Units**”) at \$0.25 per Unit purchased entirely by the CFO and a spouse of a director and a 6% convertible debenture of the Company issued to the CFO of the Company (the “**Debenture**”) (together, the “**Offering**”).

The second tranche closing consisted of 892,000 Units, for gross proceeds of \$223,000, and a Debenture in the principal amount of \$50,000, for total gross proceeds of \$273,000. Each Unit consisted of one common share in the capital of the Company (the “**Shares**”) plus one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional Share at a price of \$0.30 until July 16, 2016. The principal and any accrued and unpaid interest under the Debenture will be unsecured and will be convertible on or before July 16, 2017, at the holder’s option, into fully paid and non-assessable Units at a conversion price of \$0.26 with respect to the principal and any accrued and unpaid interest.

All securities issued in connection with the Offering will be subject to a statutory hold period ending on November 17, 2015 in accordance with applicable securities legislation. The net proceeds received from the Offering will be used by the Company for its Farming Plan.

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 17th day of July, 2015.