

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 24 and July 27, 2015.

Item 3. News Release

News Release dated July 27, 2015 was disseminated via Stockwatch and Market News and filed on SEDAR on July 27, 2015.

Item 4. Summary of Material Change

The Company has closed further tranche of a non-brokered private placement of units and convertible debenture and has raised gross proceeds of \$225,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced further to its news release of July 17, 2015, that the Company has closed the third and fourth tranches of the non-brokered private placement of units of the Company (the “**Units**”) at \$0.25 per Unit (the “**Offering**”) for aggregate gross proceeds of \$225,000.

The third tranche closing consisted of 200,000 Units for gross proceeds of \$50,000 and the fourth tranche closing consisted of 700,000 Units for gross proceeds of \$175,000. 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 for a period of one year from the date of issuance.

In connection with the Offering, the Company has paid cash commission in the amount of \$5,000 for the third tranche and \$17,500 for the fourth tranche, being 10% of the aggregate proceeds from the sale of Units to purchasers introduced by the finders. The Company has also issued non-transferable warrants (the “**Finder’s Warrants**”) to acquire a total of 12,000

Shares for the third tranche and Finder's Warrants to acquire a total of 42,000 Shares for the fourth tranche, being 6% of the number of Units sold under the Offering to purchasers introduced by the finders. Each Finder's Warrant entitles the holder to purchase one Share at a price of \$0.30 per Share for a period of five years from the date of issuance.

All securities issued in connection with the Offering are subject to a statutory hold period of four months plus a day in accordance with applicable securities legislation ending on November 25, 2015 for the third tranche and ending on November 27, 2015 for the fourth tranche. The net proceeds received from the Offering will be used by the Company to advance its Farming Plan.

The Company will be proceeding with a further 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 28th day of July, 2015.