

**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 29, 2016

**Item 3. News Release**

News Release dated October 3, 2016 was disseminated via Stockwatch and Market News and filed on Sedar on October 3, 2016.

**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 CDN\$429,410.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announces that the Company closed the second tranche of the private placement of \$0.25 Units of the Company. The second tranche closing consisted of 1,717,640 Units for aggregate gross proceeds of \$429,410. Each Unit consisted of one common share in the capital of the Company plus one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share at a price of \$0.30 on or before September 29, 2017. 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 January 30, 2017. The net proceeds received from the Offering will be used by the Company for working capital and the Company’s 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. Directors**

The following director of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Ross Drysdale, Director  
Telephone: (403) 585-3737

**Item 9. Date of Report**

October 3, 2016