

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1 Name and Address of Company

Captiva Verde Land Corp. (the “Company”)
632 Foster Avenue
Coquitlam, BC V3J 2L7

Item 2 Date of Material Change

October 9, 2018

Item 3 News Release

The news release concerning the material changes described herein was disseminated via Stockwatch and Market News and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the closing of its public offering (the “**Offering**”) pursuant to its prospectus dated September 20, 2018. Under the Offering, the Company issued 5,000,000 common shares of the Company (the “**Shares**”) at a price of \$0.10 per Share for gross proceeds of \$500,000. PI Financial Corp. acted as sole agent for the Offering.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the closing of its public offering pursuant to its prospectus dated September 20, 2018 (the “**Prospectus**”) filed with the Securities Commissions in British Columbia, Alberta and Ontario. Under the Offering, the Company issued 5,000,000 common shares of the Company at a price of \$0.10 per Share for gross proceeds of \$500,000. PI Financial Corp. (the “**Agent**”) acted as sole agent for the Offering.

In consideration for acting as agent, the Agent received a cash commission of \$35,000, such amount being equal to 7% of the gross proceeds of the Offering, a corporate finance fee consisting of a cash portion and 300,000 common shares of the Company (the “**Corporate Finance Shares**”). The Company also issued the Agent options (“**Agent’s Options**”) to purchase 350,000 common shares of the Company the “**Agent’s Option Shares**”) at a price of \$0.10 for a period of 36 months after closing of the Offering. All of the Corporate Finance Shares and a portion of the Agent’s Options were qualified for distribution under the Prospectus. The balance of the Agent’s Options are subject to a four-month hold period which will expire on February 10, 2019.

The Company is also pleased to announce that pursuant to the terms of the acquisition agreement with Greenbriar Capital (U.S.) LLC (“**Greenbriar**”), it has completed the acquisition (the “**Acquisition**”) of a 50% undivided interest in a property located in Tehachapi, California (the “**Property**”) as further described in the Prospectus. As consideration for the Acquisition, the Company has issued 10,687,500 common shares of the Company at a deemed price of \$0.20 per share (the “**Acquisition Shares**”) to Greenbriar and \$112,500 was paid through a one year interest free loan (the “**Loan**”). The Acquisition Shares are subject to a four-month hold period which will expire on February 10, 2019.

The Company intends to use the proceeds from the Offering for the purposes contemplated in the Prospectus.

The Shares have been listed and posted on the Canadian Securities Exchange (the “**CSE**”) and commenced trading under the symbol PWR at the opening of markets on October 10, 2018.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Jeffrey Ciachurski
Chief Executive Officer and Director
Phone: (949) 903-5906
E-mail: westernwind@shaw.ca

Item 9 Date of Report

October 12, 2018