

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

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

February 15, 2022

Item 3 News Release

The news release concerning the material changes described herein was disseminated on February 17, 2022 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company has issued 27,000,000 common shares in the capital of the Company at a deemed price of \$0.05 to settle approximately \$1,350,000 in debt.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Further to its news release dated December 21, 2021 the Company has issued 27,000,000 common shares in the capital of the Company, at a deemed price per common share of \$0.05, to settle approximately \$1,350,000 in debt (the “**Shares for Debt Settlement**”) owed to certain creditors.

All securities issued under the Shares for Debt Settlement are subject to a statutory hold period expiring on June 16, 2022 in accordance with applicable securities legislation.

The securities issued pursuant to the Shares for Debt Settlement have not been, and will not be, registered under the United States *Securities Act of 1933*, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements. This news release will not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

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

February 17, 2022