

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

December 31, 2024

Item 3: Report

A news release announcing the material change described herein was disseminated on December 31, 2024, and subsequently filed on SEDAR+ at www.sedarplus.ca.

Item 4: Summary of Material Change

On December 31, 2024, the Company closed the transaction (the “**Transactions**”) contemplated by its share repurchase agreement dated August 30, 2024, as amended October 10, 2024 (the “**Repurchase Agreement**”), with its wholly-owned subsidiary, 1435300 B.C. Ltd. (“**Sonny Sports Holdco**”), Ronnie Strasser (“**Strasser**”) and certain other shareholders of the Company listed in Schedule “A” thereto (collectively with Strasser, the “**Purchasing Shareholders**”). Following the closing of the Transactions, the Company is focused on its real estate development business and Sonny Sports Holdco no longer operates as a subsidiary of the Company.

Item 5.1: Full Description of Material Change

On December 31, 2024, the Company closed the Transactions contemplated by the Repurchase Agreement with Sonny Sports Holdco and the Purchasing Shareholders. Following the closing of the Transactions, the Company is focused on its real estate development business and Sonny Sports Holdco is no longer a subsidiary of the Company. ‘

Pursuant to the terms of the Repurchase Agreement, the Company transferred its interest in Sonny Sports Holdco to the Purchasing Shareholders in exchange for the Purchasing Shareholders arranging for the return of an aggregate of 89,000,000 common shares in the capital of the Company (each common share, a “**Common Share**”) to the treasury of the Company for cancellation and an aggregate of 55,000,000 Common Share purchase warrants (each, a “**Warrant**”) for cancellation (the “**Share Repurchase**”). The Common Shares were returned to the Company for cancellation for consideration of \$0.015 per Common Share, being consideration not greater in any material respect to the market price of the Common Shares on the Canadian Securities Exchange on the date the Repurchase Agreement was entered

into, when the closing price of the Common Shares on the Canadian Securities Exchange was \$0.015 per Common Share.

In connection with the Repurchase Agreement, the Company entered into an option agreement (the “**Option Agreement**”) with Strasser and certain shareholders of the Company (collectively, the “**Strasser Group**”), pursuant to which the Strasser Group granted to the Company the option to identify purchasers of up to 37,000,000 Common Shares beneficially owned or controlled, directly or indirectly, by any member of the Strasser Group at a price of \$0.02 per Common Share (the “**Option**”).

The Company exercised the Option for the transfer of an aggregate of 35,000,000 Common Shares to purchasers identified by the Company. Also, in connection with the Repurchase Agreement, pursuant to the terms of the Company's previously announced (i) debt assumption and settlement amendment agreement (the “**Greenbriar Debt Assumption and Settlement Amendment Agreement**”) with Greenbriar Sustainable Living Inc. (“**Greenbriar**”) and Greenbriar Capital (U.S.) LLC (“**Greenbriar USA**”) and (ii) debt settlement agreement with Greenbriar (the “**Greenbriar Debt Settlement Agreement**”), the Company received 2,197,802 common shares (each, a “**Greenbriar Share**”) at a deemed price of \$0.455 per Greenbriar Share in exchange for settling \$1,000,000 in debt owed to the Company by Greenbriar USA. Each such Greenbriar Share is subject to the restricted period legend contained in s. 2.5(2)3(i) of National Instrument 45-102 *Resale of Securities*. Additionally, the Company entered into a debt assumption and settlement agreement (the “**Consulting Debt Assumption and Settlement Agreement**”) with Strasser and Sonny Sports Holdco, pursuant to which the Company assumed \$858,249.09 of liabilities owed to Strasser and his affiliates by Sonny Sports Holdco under a consulting agreement dated August 31, 2023, between Sonny Sports Holdco and Strasser (the “**Consulting Assumed Indebtedness**”), and settled the Consulting Assumed Indebtedness in exchange for 1,500,000 Greenbriar Shares. 1,125,000 of such Greenbriar Shares are subject to voluntary contractual hold periods, which expire on June 30, 2025, in respect of 375,000 Greenbriar Shares and on September 30, 2025, in respect of 750,000 Greenbriar Shares. The Company also entered into a mutual release (the “**Mutual Release**”) with Sonny Sports Holdco, Jeffrey J. Ciachurski, and Strasser, pursuant to which, among other things and subject to certain limitations, the Company released Sonny Sports Holdco and Strasser from all claims and Sonny Sports Holdco, and Strasser released the Company from all claims.

The Ontario Securities Commission granted the Company exemptive relief from the requirements applicable to issuer bids in Part 2 of National Instrument 62-104 Take-Over Bids and Issuer Bids in connection with the Share Repurchase.

Cautionary Note Regarding Forward-Looking Information

This report includes "forward-looking statements" and "forward-looking information" within the meaning of Canadian securities laws and United States securities laws (together, “**forward-looking statements**”). All statements included in this report, other than statements of historical fact, are forward-looking statements, including, without limitation, statements with respect to the Company's strategy or plans.

Forward-looking statements include predictions, projections and forecasts and are often, but not always, identified by the use of words such as "anticipate", "believe", "plan", "estimate", "expect", "potential", "target", "budget", "propose" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions and includes the negatives thereof.

Forward-looking statements are based on a number of assumptions and estimates that, while considered reasonable by management based on the business and markets in which the Company operates, are inherently subject to significant operational, economic, and competitive uncertainties, risks and contingencies. These include assumptions regarding, among other things: general business and economic conditions. There can be no assurance that forward-looking statements will prove to be accurate and actual results, and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include those described under the heading "Risks and Uncertainties" in the Company's most recently filed MD&A (a copy of which is available under the Company's SEDAR+ profile at www.sedarplus.ca). The Company does not undertake to update or revise any forward-looking statements, except in accordance with applicable law.

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
Telephone: (949) 903-5906
E-mail: westernwind@shaw.ca

Item 9: Date of Report

January 10, 2025