

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**

January 9, 2025

**Item 3: News Release**

A news release announcing the material change described herein was disseminated on January 9, 2025 and subsequently filed on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4: Summary of Material Change**

The Company announced that further to its news releases of August 26, 2024, October 11, 2024, November 25, 2024 and November 29, 2024, that it has closed the second tranche of a non-brokered private placement consisting of 12,375,000 units of the Company at a price of \$0.02 per unit for gross aggregate proceeds of \$247,500.

**Item 5.1: Full Description of Material Change**

The Company announced that further to its news releases of August 26, 2024, October 11, 2024, November 25, 2024 and November 29, 2024, that it has closed the second tranche of a non-brokered private placement (the “**Private Placement**”) consisting of 12,375,000 units of the Company (the “**Units**”) at a price of \$0.02 per Unit for gross aggregate proceeds of \$247,500.

Each Unit consisted of one common share of the Company (each, a “**Common Share**”) and one common share purchase warrant (each, a “**Warrant**”), with each Warrant entitling the holder thereof to acquire one common share of the Company (a “**Warrant Share**”) at a price of \$0.05 for a period of three years following the closing of the Private Placement.

All securities issued pursuant to the Private Placement are subject to a statutory hold period expiring on May 10, 2025 in accordance with applicable securities legislation. The proceeds of the Private Placement will be used for general working capital and as a reserve to advance Captiva’s business of developing sustainable real estate projects that was disclosed in the Company’s final prospectus dated September 20, 2018.

No finders’ fees were paid in connection with the first tranche closing of the Private Placement.

The securities offered pursuant to the Private Placement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction 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  
Telephone: (949) 903-5906  
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**Item 9: Date of Report**

January 10, 2025