

FORM 27
MATERIAL CHANGE REPORT

1. Reporting Issuer

Sea Green Capital Corp.
43 Fleming Crescent
Toronto, Ontario
M4G 2B1

2. Date of Material Change

December 30, 2003
December 31, 2003

3. Press Release

A press release in the form of Schedule "A" attached hereto was disseminated on January 9, 2004 via CNN Matthews with Canadian distribution.

4. Summary of Material Change

Sea Green Capital Corp. completed the closing of a private placement of an aggregate of 7,000,000 common shares at \$0.05 per share as of December 30, 2003, and a private placement of 250,000 flow-through common shares at \$0.20 per share as of December 31, 2003.

5. Full Description of Material Change

Please see the attached press release for a full description of the material change.

6. Omitted Information

No significant facts have been omitted from this report.

7. Senior Officer

Brian Murray, President, is the officer knowledgeable about the details of this material change report.

8. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto the 9th day of January, 2004.

(signed) R. Brian Murray
President

SCHEDULE "A"

PRESS RELEASE

FOR IMMEDIATE RELEASE

Trading on NEX

January 9, 2004

Symbol SGS.H

Sea Green Capital Corp. Reports Completion of Private Placements

Sea Green Capital Corp. announces that it completed its previously announced private placement of 7,000,000 shares of the Company at a price of \$0.05 per share as of December 30, 2003 and previously announced private placement of flow through common shares at a price of \$0.20 per share as of December 31, 2003, with an aggregate 250,000 flow-through shares issued. The securities issued above are subject to a twelve month hold period.

The amount of \$100,000 of the subscription price was satisfied by settlement of an outstanding debt of \$100,000. The cash portion of the proceeds of the private placement will be used to for the exploration program at the Company's newly acquired mineral property located in the Casa Berardi, Dieppe, Collet and Laberge Townships of Quebec and for general corporate purposes. A technical report on the Quebec property has been filed by the Company and is available on SEDAR at "www.sedar.com".

FOR FURTHER INFORMATION CONTACT:

Sea Green Capital Corp.
R. Brian Murray
President
Tel: (416) 985-7810

Neither NEX nor the TSX Venture Exchange has reviewed or accepts responsibility for the adequacy or accuracy of this release.