

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. Reporting Issuer

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

ITEM 2. Date of Material Change

June 4, 2007.

ITEM 3. Press Release

Press release in the form of Schedule A attached hereto was disseminated on June 4, 2007 via MarketWire news distribution service.

ITEM 4. Summary of Material Change

Sea Green Capital Corp. ("**Sea Green**") announced that it has completed the balance of its financing for a total of \$920,000. This includes the first tranche of the financing of \$510,000 announced previously on March 22, 2007.

The total financing was made up of \$180,000 in units (the "Units") at a subscription price of \$0.10 per Unit and \$740,000 in flow-through units (the "FT Units") at a subscription price of \$0.10 per FT Unit. Each Unit consists of one common share of the Corporation and one warrant (a "Warrant"), each Warrant entitling the holder to purchase one common share of the Corporation at a price of \$0.15 per share for a period of 18 months. Each FT Unit consists of one flow-through share of the Corporation and one-half of one warrant (a "FT Warrant"), each whole FT Warrant entitling the holder to purchase one common share of the Corporation at a price of \$0.15 per share for a period of 18 months. Finders' fees of \$33,400 were paid in connection with a portion of the Financing.

ITEM 5. Full Description of Material Change

See attached Schedule A.

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

Not applicable.

ITEM 7. Omitted Information

No significant facts have been omitted from this report.

ITEM 8. Executive Officer

The following officer of the Company may be contacted in order to contact an executive officer for further information:

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

ITEM 9. Date of Report

DATED at Toronto, Ontario this 6th day of June, 2007.

Schedule A



JUNE 4, 2007 - 14:48 ET

Sea Green Capital Corp. Announces Update on Quebec Exploration Programs in Beschefer and Casa Berardi Areas and Completion of Financing

TORONTO, ONTARIO--(Marketwire - June 4, 2007) - Sea Green Capital Corp. (TSX VENTURE:SGS) (the "Corporation" or "Sea Green") is pleased to announce that it has completed the balance of its financing for a total of \$920,000. This includes the first tranche of the financing of \$510,000 announced previously on March 22, 2007.

The total financing was made up of \$180,000 in units (the "Units") at a subscription price of \$0.10 per Unit and \$740,000 in flow-through units (the "FT Units") at a subscription price of \$0.10 per FT Unit. Each Unit consists of one common share of the Corporation and one warrant (a "Warrant"), each Warrant entitling the holder to purchase one common share of the Corporation at a price of \$0.15 per share for a period of 18 months. Each FT Unit consists of one flow-through share of the Corporation and one-half of one warrant (a "FT Warrant"), each whole FT Warrant entitling the holder to purchase one common share of the Corporation at a price of \$0.15 per share for a period of 18 months. Finders' fees of \$33,400 were paid in connection with a portion of the Financing.

The securities issued pursuant to the Financing are subject to restrictions on transfer for a period of four months from closing.

The proceeds of the Financing are being used to fund the Corporation's current exploration activities in the Casa Berardi region of Quebec, in Beschefer Township in Quebec and in Ogden Township in Ontario.

Exploration Update:

Casa-Berardi Area

Diamond drilling commenced in late December and continued to the beginning of April, completing ten holes for a total of 2,669 metres on four of the five grid areas. Due to unusual warm weather conditions and difficult drilling conditions six diamond drill holes are deferred until later this year.

Casa-Berardi South Property

Grid Number	Drill Hole Number	Length (m)	Target
1	SC1 06-02	356	Base Metal target
1	SC1 07-01A	300	Base Metal target
2	SC2 07-02A	189	Base Metal target
2	SC2 07-02B	237	Base Metal target
2	SC2 07-03C	300	Base Metal target

Casa-Berardi North Property

4	SC4 07-01	336	Gold target
4	SC4 07-02	228	Gold target
4	SC4 07-03	177	Gold target
5	SC5 07-01A	246	Gold target
5	SC5 07-02B	300	Gold target

Note that assays for all ten diamond drill cores are outstanding, and will be reported when received. Contractors are currently completing drill logs, plans and sections with core sampling to be completed in June and July.

Casa-Berardi South Property

Five diamond drill holes (1,382 metres) completed on grids 1 and 2 confirmed the presence of the favourable Joutel-Raymond volcanic rocks in this area. The induced polarization / magnetic anomalies tested are attributable to graphitic horizons without significant base metal mineralization within the Laberge deformation zone, a major north-northwest trending fault.

Casa-Berardi North property

Three diamond drill holes (741 metres) completed on grid 4 tested a gold-bearing shear zone that has a historical intercept of 3.6 g/t gold over 3.4 metres. Rock alteration (carbonate minerals, fuchsite, sericite and pyrite) associated with quartz veins lead to staking of forty additional claims, which were subsequently covered with an induced polarization survey, indicating an anomalous response over 2,400 metres long.

Grid 5 is approximately six kilometers south of the producing Casa-Berardi mine site. Two diamond drill holes (546 metres) completed on grid 5 were designed to test a geophysical target showing coincident airborne electromagnetic, induced polarization and magnet responses. Examination of drill cores indicate the holes penetrated the Casa-Berardi sedimentary sequence containing favourable gold associated alteration (quartz veins with fuchsite, carbonate minerals, arsenopyrite and pyrite).

Casa-Berardi North - Joint Venture Property (with Aurizon Mines Ltd.)

Previous drilling on the 50% owned joint venture lands has identified a fault zone with associated arsenic geochemical values parallel to and approximately 400 m south of Aurizon's "123S" gold zone. Aurizon plans a 10,000 m drilling campaign to explore for additional gold mineralization along a 4.5 km segment this structure on joint venture lands. Favourable results from this exploratory drilling have positive implications for the next 14.5 km of the structure on wholly owned lands located farther east, which hosts a continuation of this favourable structure.

In 2007 Sea Green and associated company Explorers Alliance Corporation conducted geophysical surveys on two areas within the 14.5 km strike of 100% owned lands. Historical drilling in 1990 on these lands in the vicinity of the newly recognizes structure intersected 5.0 g/t gold over 4.27 m. Sea Green has partially tested an induced polarization responses by drilling 5 of 12 planned drill holes. Drilling was prematurely suspended due to an early break-up. Hole SC4-07-02 encountered a graphitic fault zone, iron formation and intensely hydrothermal altered basalt consisting of sericite, fuchsite and quartz ankerite veins enriched in pyrite, arsenic and minor base metals.

Another major drill program is contemplated, after all pending results have been received and interpreted, on both the Casa-Berardi North and Casa-Berardi South properties later this year, in order to complete drilling of targets not completed this past winter. This program will include two diamond drill holes on grid 1 to test a copper-zinc target, two diamond drill holes on grid 3, six diamond drill holes on grid 4 and one diamond drill hole on grid 5.

Beschefer Joint Venture Property

Sea Green has received approximately 90% of the samples collected from the five diamond drill holes (on the Beschefer property, located 15 kilometres southeast of the past-producing Selbaie Mine. The past diamond drilling program consisted of five diamond drill holes (1,303.8 metres) focused in the area of historical gold intercepts (press release of September 6, 2006).

Drill hole Number	From (m)	To (m)	Intercept (m)	Gold (g/t)
SBJ 06-1	201.8	211.0	10.0	4.63
incl	201.8	209.8	1.0	12.45
SBJ 06-2		NSA		
SBJ 06-3	176.0	177.0	1.0	2.43
and	190.0	191.0	1.0	1.81
and	218.0	219.0	1.0	1.71
and	227.0	230.0	3.0	1.98
and	233.0	234.0	1.0	1.96
SBJ 06-4		NSA		
SBJ 06-5		NSA		

Note: NSA means no significant assays. True widths of the mineralized structures is estimated to be 75-80% of the reported intercept.

An analysis of the drilling pattern and assays suggests that the auriferous structure strikes east-west and dips steeply north. The operator of the joint venture has informed Sea Green that it plans a 1,300 metre program to test new structural trends identified in the phase 1 drill program.

G. A. Harron, P. Eng., a qualified person under the definitions established by National Instrument # 43-101, has reviewed the information contained in this news release.

Sea Green Capital Corp. is a junior exploration Company focused on Gold and base metal prospects in Ontario and Quebec.

Sea Green currently has 63,890,568 common shares outstanding.

The TSX Venture Exchange has not in any way passed upon the merits of the matters disclosed herein, and has not approved or disapproved the contents of this press release.

Contact Information:

Sea Green Capital Corp.
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(416) 985-7810