FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

Clean Seed Capital Group Ltd.
Unit 14 – 7541 Conway Avenue
Burnaby, BC V5E 2P7

Item 2 **Date of Material Change**

October 31, 2013

Item 3 **News Release**

The news release dated October 31, 2013 was issued in Vancouver, B.C., and disseminated through Newswire and Stockwatch.

Item 4 **Summary of Material Change**

Vancouver, B.C., October 31, 2013 – Clean Seed Capital Group Ltd. (TSX-V: CSX) (the "Issuer") announced a private placement of up to 5,200,000 units of the Issuer ("Units") at a price of $0.25 per Unit for gross proceeds of up to $1,300.000. Each Unit consists of one common share and one common share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder to purchase one common share of the Issuer for a period of 24 months from the closing date at a price of $0.35 per share in the first 12 months and $0.45 in the 12 months thereafter.

The Issuer has closed the first tranche closing of the Private Placement. The Issuer has raised an aggregate $230,250 through issuance of 921,000 Units in the first tranche closing.

A finder's fee of $18,420 and 73,680 broker warrants was paid in connection with the first tranche closing of the Private Placement. The securities issued in relation to the first tranche closing are subject to regulatory four month hold period expiring March 1, 2014.

The Issuer expects to close on the balance within days.

The proceeds from this financing will be used for general working capital purposes and the continued development of the CX-6 Crossover drill.

Item 5 **Full Description of Material Change**

By news release dated October 31, 2013, the Issuer announced a private placement of up to 5,200,000 units of the Issuer ("Units") at a price of $0.25 per Unit for gross proceeds of up to $1,300.000. Each Unit consists of one common share and one common share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder to purchase one common share of the Issuer for a period of 24 months from the closing date at a price of $0.35 per share in the first 12 months and $0.45 in the 12 months thereafter.

The Issuer has closed the first tranche closing of the Private Placement. The Issuer has raised an aggregate $230,250 through issuance of 921,000 Units in the first tranche closing.

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

Not applicable.

Item 7 **Omitted Information**

No information has been omitted from this report on the basis that it is confidential information.

Item 8 **Executive Officer**

Graeme Lempriere, CEO and President
Tel (604) 566 - 9895

Item 9 **Date of Report**

This report is dated as of the 31st day of October, 2013.