

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

**ITEM 1. NAME AND ADDRESS OF ISSUER**

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

**ITEM 2. DATE OF MATERIAL CHANGE**

July 16, 2014

**ITEM 3. NEWS RELEASE**

Issued July 16, 2014 and distributed through the facilities of Canada Newswire.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

See news release dated July 16, 2014 attached.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

**5.1 Full Description of Material Change**

By news release dated July 14, 2014, the Issuer announced it has closed its brokered private placement announced May 13, 2014. See news release dated July 16, 2014 attached.

**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**

There are no significant facts required to be disclosed herein which have been omitted.

**ITEM 8. EXECUTIVE OFFICER**

Contact: Graeme Lempriere, Chief Executive Officer  
Telephone: (604) 318 - 1448

**ITEM 9. DATE OF REPORT**

July 16, 2014



Unit 14 - 7451 Conway Ave  
Burnaby, BC, Canada  
V5E 2P7

tel: 604.566.9895

## NEWS RELEASE

### CLEAN SEED CAPITAL CLOSING PRIVATE PLACEMENT

Vancouver, British Columbia – July 16, 2014 – **Clean Seed Capital Group Ltd.** (the “Company”) (TSXV: CSX), announces that it has closed its private placement. The company elected to limit the financing to \$1,500,000 through the issuance of 2,500,000 Units at \$0.60 per unit.

“The persuasive results garnered from the debut of our full scale CX-6 SMART Seeder at Canada’s Farm Progress Show, related business development opportunities and over 50 signed committed farmers for our upcoming field demo day motivated the decision to limit dilution at this stage of growth. This decision gives the Company more flexibility to evaluate and accommodate synergistic business development opportunities”, stated Graeme Lempriere, President & CEO.

Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share for a period of two years at a price of \$0.85 per share in the first year and \$1.25 thereafter until July 16, 2016.

The private placement was brokered by a syndicate of agents, led by Industrial Alliance Securities Inc. (the “Agents”). The Agents collectively received: (i) an aggregate cash commission of \$86,268; and (ii) 143,780 compensation options entitling the Agents to purchase an equivalent number of Units of the Company for a period of 18 months from closing at a price of \$0.60 per unit.

“I support the company’s decision to limit the raise rather than take more dilutive capital at this price point while appraising strategic options they have in front of them from the show. The option is available to do a second and final close after the field demo days of the CX-6 should the company elect to exercise”, stated Jeret Bode, Managing Director Investment Banking, Industrial Alliance Securities.

Certain insiders of the Company subscribed for a total of 119,667 units under the private placement (the “**Insider Participation**”). The Insider Participation is exempt from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) based on that neither the fair market value of such Insider Participation nor the consideration paid by such person exceeded 25% of the Company’s market capitalization. The Company did not file a material change report 21 days prior to the closing of the private placement as participation of insiders had not been established at that time.

All of the securities issued under the private placement to subscribers and the Agents are subject to statutory and TSX Venture Exchange imposed resale restrictions expiring on November 17, 2014.

The net proceeds of the private placement will be used for the marketing and commercialization of the Company’s CX-6 SMART Seeder, as well as for general working capital purposes.

Additional information about Clean Seed Capital can be viewed on the company’s website at [www.cleaneedcapital.com](http://www.cleaneedcapital.com).

ON BEHALF OF THE BOARD

“Graeme Lempriere”

President, CEO

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.*

**This press release is not an offer or a solicitation of an offer of securities for sale in the United States. The common shares of Clean Seed Capital Group Ltd. have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration.**