

**Form 45-106F6**

***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

**CLEAN SEED CAPITAL GROUP LTD.**

Unit 14, 7541 Conway Avenue

Burnaby, B.C. V5E 2P7

Tel: (604) 318 - 1448

B. If an underwriter is completing this report, state the following: **N/A**

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

**Item 2: Reporting issuer status**

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**The Issuer is a reporting issuer in British Columbia, Alberta, Saskatchewan and Ontario**

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box below.

- |   |  |
|---|--|
| <input type="checkbox"/> Bio-tech                       | Mining   |
| Financial Services                                      | <input type="checkbox"/> exploration/development     |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production                  |
| <input type="checkbox"/> mortgage investment companies  | <input type="checkbox"/> Oil and gas                 |
| <input type="checkbox"/> Forestry                       | <input type="checkbox"/> Real estate                 |
| <input type="checkbox"/> Hi-tech                        | <input type="checkbox"/> Utilities                   |
| <input type="checkbox"/> Industrial                     | <input checked="" type="checkbox"/> Other (describe) |

**Agricultural Industries****Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

**Details of distribution****Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**October 31, 2013 and November 5, 2013**

**Item 6: Number and type of securities**

For each security distributed:

- describe the type of security;
- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and
- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

**5,605,000 Units at a price of \$0.25 per Unit. Each Unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$0.35 per share for the first 12 months and at \$0.45 per share in the 12 months thereafter.**

**Item 7: Geographical information about purchasers**

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	16	\$0.25	\$205,250
Alberta	2	\$0.25	\$10,000
Manitoba	12	\$0.25	\$540,000
Saskatchewan	22	\$0.25	\$525,000
England	1	\$0.25	\$40,000
Switzerland	1	\$0.25	\$75,000
United States of America	1	\$0.25	\$6,000
Total number of Purchasers	55		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,401,250.00

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

## Item 8: Information about purchasers

### Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number of Units purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Global Farm and Forest Invest AG c/o Aspara GMBH Lederbach 3 Herisau, Switzerland 9100 Contact: Robert Werthmueller Tel: unknown		300,000	75,000	s. 2.3 of NI 45-106	2013-10-31
Violetta Holdings Ltd. 5550 Laburnum Street Vancouver, BC V6M 3S8 Contact: David Malm Tel: (604) 261 - 5355		100,000	25,000	s. 2.3 of NI 45-106	2013-10-31
1336132 Alberta Ltd. 3412 McKay Lane SW Edmonton, AB T6W 1L5 Contact: Jason Ratzlaff Tel: (306) 665-8840		20,000	5,000	s. 2.3 of NI 45-106	2013-10-31

**Information about non-individual purchasers**

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number of Units purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
1150418 Alberta Ltd. 21018 60 Avenue Edmonton, AB T6M 0H6 Contact: James Salamon Tel: (306) 665-8890		20,000	5,000	s. 2.3 of NI 45-106	2013-10-31
Bratrud Ag. Commodities Ltd. Box 873 Weyburn, SK S4H 2L1 Contact: Mark J. Bratrud Tel: (306) 842 - 1938		100,000	25,000	s. 2.5 of NI 45-106	2013-11-05
Viva Rok Holdings Corp. Box 452 Midale, SK S0L 1S0 Contact: Kyle Peterson Tel: (306) 458 - 7726		200,000	50,000	s. 2.3 of NI 45-106	2013-11-05
Kostal Ag. Consulting Ltd. 23 Royal Park Crescent Winnipeg, MB R2J 3Z1 Contact: Greg Kostal Tel: (204) 261 - 9922		800,000	200,000	s. 2.5 of NI 45-106	2013-11-05
Molder Farms Inc. PO Box 247 Weyburn, SK S4H 2K1 Contact: Jeffrey Molder Tel: (306) 842 - 0838		120,000	30,000	s. 2.3 of NI 45-106	2013-11-05
Holloway Ag Corp. Box 58 Halbnite, SK S0C 1H0 Contact: N. Bradley Eggum Tel: (306) 861 - 7048		80,000	20,000	s. 2.3 of NI 45-106	2013-11-05
JVM Van Staveren Farms Inc. Box 89 Griffin, SK S0C 1G0 Contact: Marcel van Steveren Tel: (306) 861 - 3764		100,000	25,000	s. 2.3 of NI 45-106	2013-11-05
Kenilworth Estates 210 – 1979 Yew Street Vancouver, BC V6K 4R9 Contact: Penny Killas Tel: (604) 837 - 1675		120,000	30,000	s. 2.5 of NI 45-106	2013-11-05
Robertson Farms 2010 Ltd. PO Box 397 Treherne, MB R0G 2V0 Contact: Mark W. Robertson Tel: (204) 723 - 0326		50,000	12,500	s. 2.3 of NI 45-106	2013-11-05

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

#### Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Canaccord Genuity Corp. 2200 – 609 Granville Street Vancouver, BC V7Y 1H2	R	\$18,420	73,680 broker warrants	\$0.35 \$0.45	s. 2.3 of NI 45-106 2013-10-31	\$44,208.00

## **Certificate**

On behalf of the Clean Seed Capital Group Ltd., I certify that the statements made in this report are true.

Date: November 6, 2013

CLEAN SEED CAPITAL GROUP LTD.

Name of [issuer/underwriter] (please print)

Mark T. Tommasi, Director                      Tel: (604) 566 - 9895

Print name, title and telephone number of person signing

"Mark T. Tommasi"

Signature

## **Item 10: Contact information**

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

## **Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

## **British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581