

**FORM 45-103F4
REPORT OF EXEMPT DISTRIBUTION**

ISSUER INFORMATION

1. State the full name, address and telephone number of the issuer of the security distributed. Include former name if name has changed since last report. If this report is filed by a vendor, other than the issuer, also state the full name and address of the vendor.

Sea Green Capital Corp. (the "Corporation")
43 Fleming Cres.
Toronto, ON
M4G 2B1

Phone: (416) 985-7810

2. 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, and Ontario.

DETAILS OF DISTRIBUTION

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

May 10, 2004

4. For each security distributed:

(a) describe the type of security, and

(b) 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.

✓ 170,000 units (the "Units") were distributed in British Columbia at a price of \$0.15 per Unit. Each Unit consists of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share at a price of \$0.25 per share for a two-year period from the date of closing.

5. Provide details of the distribution by completing the attached schedule.

6. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 7, below.

Each jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	\$0.15	\$25,500
Ontario	\$0.15	\$275,400
Total dollar value of distribution in all jurisdictions (Canadian \$)		\$300,900

COMMISSIONS AND FINDER'S FEES

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Full name and address of person being compensated	Compensation paid (in Canadian \$ and, if applicable, number and type of securities)	Exemption relied on and date of distribution (if applicable)	Price per share (Canadian \$)
Northern Securities Inc. 150 York Street West, Suite 1814 Toronto, Ontario M5H 3S5	Finder's fee of \$12,624 paid in cash. 105,200 finders' warrants (the "Finders Warrants"). Each Finders Warrant entitles the holder to purchase one finders unit at \$0.15 per unit until May 10, 2006. Each finders unit consists of one common share of the Corporation and one common share purchase warrant. Each common share purchase warrant will entitle the holder to purchase one additional common share of the Corporation at \$0.25 per share until May 10, 2006.	Section 2.3 of OSC Rule 45-501	N/A
Canaccord Capital Corporation P.O. Box 6 320 Bay Street, Suite 1210 Toronto, Ontario M5H 4A6	Finder's fee of \$2,928 paid in cash. 24,400 Finders' Warrants; see above for description.	Section 2.3 of OSC Rule 45-501	N/A

T: \$15,552

CERTIFICATE

On behalf of the issuer (or vendor), I certify that the statements made in this report and in each schedule to this report are true.

Date: May 14, 2004

SEA GREEN CAPITAL CORP.

Name of issuer or vendor (please print)

R. Brian Murray, Director

Print name and position of person signing

Signature 