

AMENDED 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.

www.cleaneedcapital.com

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.

N/A

Item 3: Issuer's industry

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

- Bio-tech
 Financial Services
 investment companies and funds
 mortgage investment companies
 Forestry
 Hi-tech
 Industrial
- Mining**
 exploration/development
 production
 Oil and gas
 Real estate
 Utilities
 Other (describe)
Agricultural Industry

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.

September 8, 2015

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.

4,492,000 Units at a price of \$0.40 per Unit.

Each Unit consists of one common share and one-half of one share purchase warrant, each warrant entitling to purchase one additional common share for a period of two years at a price of \$0.60 per share for a period of two years.

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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	8	\$0.40	290,000
Alberta	3	\$0.40	129,000
Manitoba	3	\$0.40	300,000
Newfoundland	1	\$0.40	10,000
Saskatchewan	1	\$0.40	20,000
Switzerland	4	\$0.40	572,800
United Kingdom	5	\$0.40	475,000
Total number of Purchasers	25		
Total dollar value of distribution in all jurisdictions (Canadian \$)			1,796,800

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)
Glasswaters Foundation PO Box 595, Stn A Campbell River BC V9W 2M2 Contact: Katherine Smail Tel: (250) 850-2031		250,00	100,000	s. 2.3 of NI 45-106	2015-09-08
Oldcourt Investments Fund Inc. PO Box 440, Basel Switzerland 4010 Contact: Werner Ulaich Tel: unknown		45,000	18,000	s. 2.3 of NI 45-106	2015-09-08
KTS Capital Management Utoquai 39 CH 8032 Zurich Switzerland Contact: Gabriela Manferdini Tel: unknown		1,125,000	450,000	s. 2.3 of NI 45-106	2015-09-08
NHP Asset Management AG Claridenstrasse 20 Zurich, 8002 Switzerland Contact: Olaf Herr Tel: +41 43 443 80 95		225,000	90,000	s. 2.3 of NI 45-106	2015-09-08

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)
City Natural Resources High Yield Trust PLC Exchange house, Primrose Street London, EC2A 2NY Contact: Shaun Brick Tel: +44 20 7201 1298		625,000	250,000	s. 2.3 of NI 45-106	2015-09-08
Kenilworth Estates 3940 Cove Road Ladysmith, BC V9G 1K5 Contact: Penny Killas Tel: 604-837-1675		50,000	20,000	s. 2.3 of NI 45-106	2015-09-08

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)				Total dollar value of compensation (Canadian \$)
		Cash (Canadian \$)	Securities			
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Wolverton Securities Ltd. 17 th floor, 777 Dunsmuir Street Vancouver, BC V7Y 1J5	R	\$14,560	36,400 broker warrants*	\$0.40	s. 2.3 of NI 45-106 2015-09-08	\$14,560
Canaccord Genuity Corp. 2200 – 609 Granville Street Vancouver, BC V7Y 1H2	R	\$102,120.98	255,302 broker warrants*	\$0.40	s. 2.3 of NI 45-106 2015-09-08	\$102,120.98

***NOTE:** each broker warrant entitles to purchase one additional common share at a price of \$0.40 per share for a period of one year.

Certificate

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

Date: September 11, 2015

CLEAN SEED CAPITAL GROUP LTD.

Name of [issuer/underwriter] (please print)

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

Print name, title and telephone number of person signing

"Mark 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