

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.

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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.

July 16, 2014

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.

2,500,000 Units at a price of \$0.60 per Unit.

Each Unit consists of one common share and one share purchase warrant, each warrant entitling to purchase one additional common share for a period of two years at a price of \$0.85 per share for the first 12 months and thereafter at \$1.25 per share.

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 | 15 | \$0.60 | 405,100.20 |
| Alberta | 4 | \$0.60 | 154,999.80 |
| Manitoba | 10 | \$0.60 | 286,400.00 |
| Ontario | 3 | \$0.60 | 181,999.80 |
| Quebec | 2 | \$0.60 | 30,199.80 |
| Saskatchewan | 10 | \$0.60 | 219,300.40 |
| Malaysia | 1 | \$0.60 | 30,000.00 |
| Switzerland | 1 | \$0.60 | 60,000.00 |
| United Kingdom | 3 | \$0.60 | 132,000.00 |
| Total number of Purchasers | 49 | | |
| Total dollar value of distribution in all jurisdictions (Canadian \$) | | | 1,500,000.00 |

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) |
| Stone Agribusiness Fund 36 Toronto St., Suite 710 Toronto, ON M5C 2C5 Contact: Chyanne Fickes Tel: 416-360-3400 | | 250,000 | 150,000 | s. 2.3 of NI 45-106 | 2014-07-16 |
| Farquhar Holdings Limited 2401 Parliament Avenue Regina, SK S4S 4G5 Contact: Bradley Farquhar Tel: 306-539-7440 | | 16,666 | 9,999.60 | s. 2.3 of NI 45-106 | 2014-07-16 |
| 2379388 Ontario Ltd. B-Block Second floor Berwick House 8-10 Knoll Rise, Kent BR6 0FL Contact: M. Kalairajah Tel: 011-441-689-828311 | | 10,000 | 6,000 | s. 2.3 of NI 45-106 | 2014-07-16 |
| Seumasogha Corporation 2155 Guy Rue, Suite 1210 Montreal, QC H3H 2R9 Contact: Glenn Munro Tel: 514-984-8706 | | 33,333 | 19,999.80 | s. 2.3 of NI 45-106 | 2014-07-16 |

| | | | | | |
|--|---|---------|-----------|------------------------|------------|
| 49 North Resources Inc. 224 4 th Ave S, Suite 602 Saskatoon, SK S7K 5M5 Contact: Tom MacNeill Tel: 360-653-2692 | | 100,000 | 60,000 | s. 2.3 of NI 45-106 | 2014-07-16 |
| Global Farm and Forest Invest Lederbach 3 Herisau, Switzerland 9100 Contact: Robert Weithmilles Tel: 011-076-383-2553 | | 100,000 | 60,000 | s. 2.3 of NI 45-106 | 2014-07-16 |
| Prestan Transport Inc. Box 423 Treherne MB R0G 2V0 Contact: Preston Stanton Tel: unknown | | 83,333 | 50,000 | s. 2.3 of NI 45-106 | 2014-07-16 |
| Beyond Agronomy Inc. 236 5th Ave. South, Three Hills, AB, T0M 2A0 Contact: Steve Larocque Tel: (403) 321 - 0181 | | 85,000 | 51,000 | s. 2.3 of NI 45-106 | 2014-07-16 |
| The Howard Group Inc. 51 Palomino Blvd. RR2, Calgary, AB, T3Z-1B9 Contact: Grant Howard Tel: (403) 247 - 0024 | | 100,000 | 60,000 | s. 2.3 of NI 45-106 | 2014-07-16 |
| Aleurone Capital Ltd. 45 Sandstone Rd. S., Lethbridge, AB, T1K-8C9 Contact: Allan Gajdostik Tel: (403) 634-4277 | | 40,000 | 24,000 | s. 2.3 of NI 45-106 | 2014-07-16 |
| Canary Capital Corp. #105-666 Burrard St., Vancouver, BC., V6C-2X8 Contact: Matt Fleming Tel: 1-800-574-0901 | | 158,000 | 94,800 | s. 2.3 of NI 45-106 | 2014-07-16 |
| Capital Event Management Ltd. 325 Howe St. Suite 102, Vancouver, BC., V6C-1Z7 Contact: Howard Fitch Tel: (604) 569 - 2209 | | 41,500 | 24,900 | s. 2.3 of NI 45-106 | 2014-07-16 |
| Marvelle Capital Corporation – 952 161B Street Surrey, BC V4A 9M8 Contact: Graeme Lempriere Tel: (604) 614 - 9739 | I | 119,667 | 71,800.20 | s. 2.3 of NI 45-106 | 2014-07-16 |

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 \$) | Number and type of securities issued | Price per security (Canadian \$) | Exemption relied on and date of distribution (yyyy-mm-dd) | Total dollar value of compensation (Canadian \$) |
| Industrial Alliance Securities Inc. 224, 4 th Avenue S., Suite 600 Saskatoon, SK S7K 5M5 | R | \$86,267.48 | 78,679 broker warrants | \$0.60 | s. 2.3 of NI 45-106 2014-07-16 | \$133,474.88 |
| Canaccord Genuity Corp. 2200 – 609 Granville Street Vancouver, BC V7Y 1H2 | R | N/A | 29,450 broker warrants | \$0.60 | s. 2.3 of NI 45-106 2014-07-16 | \$17,670.00 |
| GMP Securities L.P. 145 King St. W., Suite 300 Toronto, ON M5H 1J8 | R | N/A | 833 broker warrants | \$0.60 | s. 2.3 of NI 45-106 2014-07-16 | \$499.80 |
| Leede Financial Markets Inc. 1800 – 1140 W. Pender St. Vancouver, BC V6E 4G1 | R | N/A | 4,250 broker warrants | \$0.60 | s. 2.3 of NI 45-106 2014-07-16 | \$2,550.00 |
| EuroPacific Canada Inc. 483 Bay Street, Suite 200 Toronto, ON M5G 2N7 | R | N/A | 26,893 broker warrants | \$0.60 | s. 2.3 of NI 45-106 2014-07-16 | \$16,135.80 |
| National Bank Financial Suite M100, 1010, Rue de la Gauchetiere West, Montreal, QC H3B 5J2 | R | N/A | 1,675 broker warrants | \$0.60 | s. 2.3 of NI 45-106 2014-07-16 | \$1,005.00 |
| First Republic Capital Corp. 411 Cranbrooke Avenue Toronto, ON M5M 1N4 | R | N/A | 2,000 broker warrants | \$0.60 | s. 2.3 of NI 45-106 2014-07-16 | \$1,200.00 |

Certificate

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

Date: July 16, 2014

CLEAN SEED CAPITAL GROUP LTD.

Name of [issuer/underwriter] (please print)

Mark Tommasi, Director Tel: (604) 318-1448

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