

Form 45-106F1
Report of Exempt Distribution

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

Issuer information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report.

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

Tel: 416-985-7810

Item 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 Alberta, British Columbia and Ontario.

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed 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)

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Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

December 29, 2006

Item 6: For each security distributed:

- (a) describe the type of security,

Flow-through units ("**FT Units**") at a subscription price of \$0.08 per FT Unit. Each FT Unit consists of one flow-through share of the Corporation and one-half of one warrant (a "**FT Warrant**"), each whole FT Warrant entitling the holder to purchase one common share of the Corporation at a price of \$0.15 per share for a period of 24 months.

Units ("**Units**") at a subscription price of \$0.08 per Unit. Each Unit consists of one common share of the Corporation and one warrant (a "**Warrant**"), each Warrant entitling the holder to purchase one common share of the Corporation at a price of \$0.15 per share for a period of 24 months.

- (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; and

5,240,000 FT Units and 1,600,000 Units

- (c) state the exemption(s) relied on.

Section 2.3(2) of National Instrument 45-106 - *Prospectus and Registration Exemptions* ("NI 45-106").

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Ontario	27	\$0.08	\$486,000
Quebec	5	\$0.08	\$41,200
British Columbia	1	\$0.08	\$12,000
Newfoundland	1	\$0.08	\$8,000
Total number of Purchasers	34		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$547,200

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

Commissions and finder's fees

Item 8: 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 payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please 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	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	Exemption relied on and date of distribution	
Jennings Capital Inc., Ste 320 33 Yonge Street Toronto, Ontario M5E 1G4	\$15,680	N/A	N/A	Section 2.3(2) of NI 45-106	N/A

Item 9: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: January 4, 2007

Sea Green Capital Corp.

Name of issuer (please print)

R. Brian Murray, President and CEO, (416) 985-7810

Print name, title and telephone number of person signing

Signature

Item 10: 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.