

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.
43 Fleming Crescent
Toronto, Ontario
M4G 2B1

Telephone 416 985-7810
Fax 416 863-4943

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.

Sea Green Capital Corp. is a reporting issuer in the Provinces of British Columbia, Alberta 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 –

Details of distribution

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

Schedule 1 is attached.

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 17, 2010

Item 6. For each security distributed:

- (a) describe the type of security,*
- (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*
- (c) state the exemption(s) relied on.*

(a) The type of securities that were distributed were Units (as hereinafter defined) of Sea Green Capital Corp.

(b) The total number of securities distributed pursuant to the private placements was 13,930,000 Units.

Each Unit is comprised of one common share and one-half of one share purchase warrant, with each whole warrant exercisable into a common share of Sea Green at an exercise price of \$0.15 per share for a term of 18 months.

(c) Sea Green Capital Corp. has relied on National Instrument 45-106, Section 2.3 – *Accredited Investor*

- 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.*

<i>Each jurisdiction where purchasers reside</i>	<i>Number of purchasers</i>	<i>Price per security (Canadian \$)¹</i>	<i>Total dollar value raised from purchasers in the jurisdiction (Canadian \$)</i>
Ontario, CANADA	27	CDN\$0.05	CDN\$466,000
British Columbia, CANADA	24	CDN\$0.05	CDN\$205,500
Alberta, CANADA	2	CDN\$0.05	CDN\$25,000
Totals	53		CDN\$696,500

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.

<i>Full name and address of the person being compensated</i>	<i>Compensation paid or to be paid (cash and/or securities)</i>				
	<i>Cash (Cdn\$)</i>	<i>Number and type of securities issued</i>	<i>Price per security</i>	<i>Exemption relied on and date of distribution</i>	<i>Total dollar value of compensation (Cdn\$)</i>
Union Securities Limited 900 – 700 West Georgia Street, Vancouver, BC V7Y 1H4	\$29,920	598,400 Non – Transferable Finder Warrants	\$0.05	December 17, 2010	\$29,920
CANNACORD GENUITY CORP. 2200 - 609 Granville Street, Vancouver, B.C. V7Y 1H2	\$8,000	160,000 Non – Transferable Finder Warrants	\$0.05	December 17, 2010	\$8,000
JENNINGS CAPITAL INC., 1010 Rue De la Gauchetiere Ouest Suite 1410, Montreal, QC H3B 5J2	\$2,800	56,000 Non – Transferable Finder Warrants	\$0.05	December 17, 2010	\$2,800
PI FINANCIAL	\$8,000				\$8,000
JONES GABLE	\$1,000				\$1,000

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.

Confirmed.

Certificate

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

Date: December 23, 2010.

Sea Green Capital Corp.

Per: 

Rick Moscone, Assistant Secretary

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.

Brian Murray
Sea Green Capital Corp.
Telephone 416 985-7810

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

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation. If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s).
The issuer hereby confirms that each purchaser listed in Schedule I of this report

- (a) has been notified by the issuer
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.