

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Carl Data Solutions Inc. (the "Company")  
Suite 488 – 1090 West Georgia Street  
Vancouver, BC V6E 3V7

**Item 2 Date of Material Change**

October 24, 2016

**Item 3 News Release**

The news release dated October 24, 2016 was disseminated through Marketwired.

**Item 4 Summary of Material Change**

On October 24, 2016, the Company announced that it has closed a non-brokered private placement offering (the "Offering") pursuant to which it sold an aggregate of 2,500,000 units (each, a "Unit"), at a price of \$0.36 per Unit, for gross proceeds of \$900,000. Each Unit was comprised of one common share (each, a "Share") in the capital of the Company and one half of one transferable share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional Share at a price of \$0.60 for a period of two years.

In connection with the Offering, the Company issued 200,000 finder's Shares at \$0.36 per Share and 200,000 finder's warrants. Each warrant entitles the holder thereof to acquire one additional Share at a price of \$0.60 for a period of two years.

The Company is also pleased to announce that a debtholder of the Company has agreed to settle debt in the aggregate amount of \$147,938 in consideration of the issuance of an aggregate of 435,111 common shares of the Company at \$0.34 per share.

The securities issued under the Offering and the debt settlement, and the shares that may be issuable on exercise of the warrants, are subject to a statutory hold period of four months and one day.

**Item 5 Full Description of Material Change**

5.1 *Full Description of Material Change*

The material changes are fully described in Item 4 above and in the News Release attached hereto.

5.2 *Disclosure for Restructuring Transactions*

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7    Omitted Information**

None

**Item 8    Executive Officer**

Greg Johnston, President and Chief Executive Officer, 604.209.0034

**Item 9    Date of Report**

November 1, 2016

## SCHEDULE "A"



CSE: CRL  
Frankfurt: 7C5

### CARL ANNOUNCES COMPLETION OF \$900,000 PRIVATE PLACEMENT

*Carl plans to continue investing in the expansion their data collection, monitoring and analysis applications while moving into new utility market opportunities.*

**October 24, 2016 - Vancouver, British Columbia** - Carl Data Solutions Inc. (CSE:CRL, Frankfurt: 7C5) ("Carl" or the "Company"), a developer of Big-Data-as-a-Service ("BDaaS")-based solutions for data integration, business intelligence, and industrial Internet-of-Things ("IoT") applications, is pleased to announce that it has closed a non-brokered private placement offering (the "Offering") pursuant to which it sold an aggregate of 2,500,000 units (each, a "Unit"), at a price of \$0.36 per Unit, for gross proceeds of \$900,000. Each Unit was comprised of one common share (each, a "Share") in the capital of the Company and one half of one transferable share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to acquire one additional Share at a price of \$0.60 for a period of two years.

Carl gained a strong foothold in the utility market with the acquisition of FlowWorks, a water and waste water management application. The Company has plans to expand beyond FlowWorks' current customer base to include mining and oil & gas in addition to local and regional government water infrastructure management. The proceeds from the Offering will help the Company further develop and customize its applications for use in these lucrative markets. Carl will use the Offering proceeds for R&D, sales, marketing and developing new distribution channels. A key focus in promoting the adoption of Carl's applications will be on promoting new application features that use machine learning to simplify many tasks.

Greg Johnston, CEO of Carl, commented, "It's great to have additional investors on board who understand the opportunity and potential in the industrial IoT data analytics sector. We are very pleased to have the additional resources to continue to grow our customer base and develop industry leading applications."

In connection with the Offering, the Company issued 200,000 finder's Shares at \$0.36 per Share and 200,000 finder's warrants. Each warrant entitles the holder thereof to acquire one additional Share at a price of \$0.60 for a period of two years.

The Company is also pleased to announce that a debtholder of the Company has agreed to settle debt in the aggregate amount of \$147,938 in consideration of the issuance of an aggregate of 435,111 common shares of the Company at \$0.34 per share.

The securities issued under the Offering and the debt settlement, and the shares that may be issuable on

exercise of the warrants, are subject to a statutory hold period of four months and one day.

#### **About Carl Data Solutions Inc.**

Carl Data Solutions Inc. is focused on providing next generation information collection, storage and analytics solutions for data centric companies. Building on its recent acquisitions, Flow Works Inc., a company that helps its clients analyze and understand all forms of environmental data through a powerful platform of data collection, monitoring, analysis and reporting tools and Extend to Social Media Inc., a company that specializes in unstructured data analysis from Social Media, Carl develops applications to work with new cloud-based mass storage services and analytics tools (Big-Data-as-a-Service ("BDaaS")).

Carl's development platform can accommodate virtually unlimited storage of any type of data. This technology allows Carl to build advanced applications for monitoring, reporting and analysis. Carl's data collection and storage methods allow the company to build smart Software-as-a-Service ("SaaS")-based applications that can collect data from many diverse sources and provide deep insight for decision-making purposes. More information can be found at [www.carlsolutions.com](http://www.carlsolutions.com).

On behalf of the Board of Directors:

Greg Johnston  
President, Chief Executive Officer, Director  
Carl Data Solutions Inc.

#### **For further information please contact:**

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Carl Data Solutions Inc.  
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The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.

#### **Forward-Looking Statements**

Certain statements in this press release related to future expansion of sales are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding Carl's plans to (i) expand beyond FlowWorks' current customer base to include mining and oil & gas in addition to local and regional government water infrastructure management, (ii) further develop and customize its applications for use in these lucrative markets and (iii) develop new distribution channels. These statements are only predictions and involve known and unknown risks which may cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking statements, including: the risk that the Company will be able to carry out its marketing plans and that they will be successful; the effects of government regulation on the Company's business; risks associated with the Company's ability to obtain and protect rights to its intellectual property; risks and uncertainties associated with the Company's ability to raise additional capital; and other factors beyond the Company's control. Although the Company believes that the expectations reflected in the forward-looking statements

are reasonable, it cannot guarantee future results, levels of activity or performance. Further, any forward-looking statement speaks only as of the date on which such statement is made and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of such factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Readers should consult all of the information set forth herein and should also refer to the risk factor disclosure outlined in the Company's continuous filings filed from time-to-time with the British Columbia Securities Commission on SEDAR at [www.sedar.com](http://www.sedar.com).