

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of Listed Issuer: Carl Data Solutions Inc. (the "Issuer").

Trading Symbol: CRL .

Date: October 23, 2017 .

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 46,127,416.

Date of News Release Announcing Private Placement: August 15, 2017 and October 20, 2017.

Closing Market Price on Day Preceding the Issuance of the News Release: The Closing Market Price on August 14, 2017 was \$0.32.

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

| Full Name & Residential Address of Placee | Number of Securities Purchased or to be Purchased | Purchase price per Security (CDN\$) | Conversion Price (if Applicable) | Prospectus Exemption | No. of Securities, directly or indirectly, Owned, Controlled or Directed | Payment Date(1) | Describe relationship to Issuer (2) |
|--|---|-------------------------------------|----------------------------------|--------------------------|--|------------------|-------------------------------------|
| Harpreet Phagura 13661 56th Avenue Surrey, BC V3X 2Z7 | 10,000 shares and 10,000 warrants | \$0.26 per unit | \$0.40 per warrant share | BCI 45-534 | 10,000 shares | October 25, 2017 | Arms' Length |
| Bob Widmer 789 Citadel Drive Port Coquitlam, BC V3C 6E4 | 40,000 shares and 40,000 warrants | \$0.26 per unit | \$0.40 per warrant share | BCI 45-534 | 11,000 shares | October 25, 2017 | Arms' Length |
| Matt Kuhn 18242 8th Avenue Surrey, BC V3Z 9K9 | 100,000 shares and 100,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.3 of NI 45-106 | 130,000 shares and 25,000 warrants | October 25, 2017 | Arms' Length |
| Ken Wong 1145 Trans Canada Hwy. PO Box 449 Lytton, BC V0K 1Z0 | 25,000 shares and 25,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.3 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |

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| Amanda Wong 701 Klahanie Drive Apt. 104 Port Moody, BC V3H 5L6 | 25,000 shares and 25,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.3 of NI 45-106 | 10,000 warrants | October 25, 2017 | Arms' Length |
| Terry Sklavenitis 181 Athletes Way Apt. 202 Vancouver, BC V5Y 0E5 | 50,000 shares and 50,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.3 of NI 45-106 | 28,500 shares | October 25, 2017 | Arms' Length |
| Duncan Milne 109-1425 Esquimalt West Vancouver, BC V7T 1L1 | 60,000 shares and 60,000 warrants | \$0.26 per unit | \$0.40 per warrant share | BCI 45-534 | 331,000 shares and 24,000 warrants | October 25, 2017 | Arms' Length |
| Alan Clark 315 1st Street E., Apt. 207 North Vancouver, BC V7L 1B6 | 100,000 shares and 100,000 warrants | \$0.26 per unit | \$0.40 per warrant share | BCI 45-534 | 135,000 shares | October 25, 2017 | Arms' Length |
| Nadika Viswakula 977 Mainland Street, Apt. 505 Vancouver, BC V6B 1T2 | 60,000 shares and 60,000 warrants | \$0.26 per unit | \$0.40 per warrant share | BCI 45-534 | 60,000 shares | October 25, 2017 | Arms' Length |
| Kathy Kneale 3561 Mayfair Avenue Vancouver, BC V6N 2Z2 | 40,000 shares and 40,000 warrants | \$0.26 per unit | \$0.40 per warrant share | BCI 45-534 | 5,500 warrants | October 25, 2017 | Arms' Length |
| Alan Wilson 2011 Blairview Avenue North Vancouver, BC V7H 2N4 | 11,500 shares and 11,500 warrants | \$0.26 per unit | \$0.40 per warrant share | BCI 45-536 | NIL | October 25, 2017 | Arms' Length |
| Henry Wang 1820 Alderlynn Drive North Vancouver, BC V7J 2S7 | 20,000 shares and 20,000 warrants | \$0.26 per unit | \$0.40 per warrant share | BCI 45-536 | NIL | October 25, 2017 | Arms' Length |
| Paul Lijdsman 516 Martin Place, PO Box 749 Oyen, AB T0J 2J0 | 28,000 shares and 28,000 warrants | \$0.26 per unit | \$0.40 per warrant share | BCI 45-534 | 25,000 shares | October 25, 2017 | Arms' Length |
| Stephen Mills 368 4th Street E. North Vancouver, BC V7L 1J2 | 8,000 shares and 8,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |

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| Ryan Taylor 2820 Nash Drive Coquitlam, BC V3B 6V5 | 10,000 shares and 10,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |
| Ryan Lesyshen 2007 Solent Street South Sooke, BC V9Z 0X1 | 7,700 shares and 7,700 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |
| Ronald John Monk 3935 West 22nd Avenue Vancouver, BC V6S 1J9 | 20,000 shares and 20,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |
| Peter Tapp 2111 Badger Road North Vancouver, BC V7G 1S9 | 15,000 shares and 15,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | 30,000 shares | October 25, 2017 | Arms' Length |
| Mike Dickens 1252 Michigan Drive Coquitlam, BC V3B 6T8 | 50,000 shares and 50,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | 25,000 shares | October 25, 2017 | Arms' Length |
| Karl Mueller 3900 Rankine Place Armstrong, BC V0E 1B4 | 7,700 shares and 7,700 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |
| Jurek Janota-Bzowski 1624 Grandview Road Gibsons, BC V0N 1V5 | 10,000 shares and 10,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |
| Irfan Gehlen 2376 Oranda Avenue Coquitlam, BC V3K 3A4 | 100,000 shares and 100,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | 50,000 shares | October 25, 2017 | Arms' Length |
| Hua Bai 1639 McHugh Close Port Coquitlam, BC V3C 6E1 | 8,000 shares and 8,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |
| Frank Belfry 9339 Jorgensen Drive Halfmoon Bay, BC V0N 1Y2 | 8,000 shares and 8,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |

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| Douglas Andersen 3032 Royal Avenue North Vancouver, BC V7K 1Y5 | 50,000 shares and 50,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | 150,000 shares | October 25, 2017 | Arms' Length |
| David Sanders 5468 45th Avenue Delta, BC V4K 1L4 | 50,000 shares and 50,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | 25,000 shares | October 25, 2017 | Arms' Length |
| Craig Kipkie 130 Tuscany Ridge Close NW Calgary, AB T3Z 2K6 | 50,000 shares and 50,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | 50,000 shares | October 25, 2017 | Arms' Length |
| Chris Johnston 13386 14th Avenue Surrey, BC V4A 9B6 | 76,923 shares and 76,923 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | 313,362 shares | October 25, 2017 | Insider |
| Anton Benes 19 Crawford Bay Port Moody, BC V3H 3N7 | 40,000 shares and 40,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |
| Cindy Sword 7 Caledonia Place Box 1267 Elkford, BC V0B 1H0 | 38,000 shares and 38,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.3 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |
| Red Fern Consulting Ltd. 1429 Frederick Road North Vancouver, BC V7K 1J6 | 115,385 shares and 115,385 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.5 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |
| Nadine Taylor Suite 180, 10250 101 Street Edmonton, AB T5J 3P4 | 384,616 shares and 384,616 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.3 of NI 45-106 | NIL | October 25, 2017 | Arms' Length |
| Chris Johnston 13386 14th Avenue Surrey, BC V4A 9B6 | 40,384 shares and 40,384 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.14 of NI 45-106 | NIL | Settlement of accounts payable incurred prior to October 25, 2017 | Insider |

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|---|---|-------------------------------------|----------------------------------|---------------------------|--|---|-------------------------------------|
| Skanderbeg Financial Advisory Inc. Suite 488 - 1090 West Georgia Street Vancouver, BC V6E 3V7 | 40,384 shares and 40,384 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.14 of NI 45-106 | 150,000 shares and 367,247 options | Settlement of accounts payable incurred prior to October 25, 2017 | Insider |
| McKenzie Management & Consulting Ltd. 1849 Hay Road Revelstoke, BC V0E 2S3 | 225,000 shares and 225,000 warrants | \$0.26 per unit | \$0.40 per warrant share | Section 2.14 of NI 45-106 | NIL | Settlement of accounts payable incurred prior to October 25, 2017 | Insider |

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

- Total amount of funds to be raised: The second tranche of the private placement consisting of \$420,893.98 and \$79,500 in settlement of debt.
- Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. The Issuer intends to use \$420,893.98 of the proceeds of the private placement to implement new advanced features to its FlowWorks application and for general working capital and \$79,500 to settle outstanding debts.
- Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:

| Full Name | Relationship to the Issuer | Number of Securities to be Issued | Total Proceeds | Other Particulars |
|---------------------------------------|---|-------------------------------------|----------------|---|
| Chris Johnston | Director of the Issuer | 40,384 shares and 40,384 warrants | \$10,500.00 | Settlement of \$10,500 accounts payable |
| Skanderbeg Financial Advisory Inc. | Director, Kevin Ma, is a Director of the Issuer | 40,384 shares and 40,384 warrants | \$10,500.00 | Settlement of \$10,500 accounts payable |
| McKenzie Management & Consulting Ltd. | President, Craig Tennock, is a Director of the Issuer | 225,000 shares and 225,000 warrants | \$58,500.00 | Settlement of \$58,500 accounts payable |

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4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. The Issuer intends to issue 305,768 units to settle debts in the amount of \$79,500 in connection with the accounts payable.
5. Description of securities to be issued:
- (a) Class Common Shares.
 - (b) Number 1,618,824 Common Shares will be issued in the second tranche of the private placement and 305,768 Common Shares will be issued to settle outstanding debts
 - (c) Price per security: \$0.26.
 - (d) Voting rights One share is entitled to one vote.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: 1,618,824 warrants will be issued in the second tranche of the private placement and 305,768 warrants will be issued to settle outstanding debts
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 1,618,824 Common Shares on exercise of the warrants which will be issued in the second tranche of the private placement and 305,768 Common Shares on exercise of the warrants which will be issued to settle outstanding debts
 - (c) Exercise price: \$0.40. Should the stock trade at a price greater than CDN\$0.75 per share for ten consecutive trading days, the Company will have the right to accelerate the expiry of the Warrants by giving notice to the holders of the Warrants by news release that the Warrants will expire on a date that is not less than 30 days from the date notice is given.
 - (d) Expiry date: October 25, 2019.
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount: Not Applicable.
 - (b) Maturity date Not Applicable .
 - (c) Interest rate Not Applicable.
 - (d) Conversion terms Not Applicable .
 - (e) Default provisions Not Applicable.

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8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):
Leede Jones Gable Inc., 1800 - 1140 West Pender Street, Vancouver, BC V6E 4G1
 - (b) Cash 8% (\$11,845.60).
 - (c) Securities 8% warrants exercisable into units being sold in the second tranche (45,560 warrants).
 - (d) Other Not Applicable.
 - (e) Expiry date of any options, warrants etc. October 25, 2019. Should the stock trade at a price greater than CDN\$0.75 per share for ten consecutive trading days, the Company will have the right to accelerate the expiry of the warrants by giving notice to the holder of the warrants by news release that the warrants will expire on a date that is not less than 30 days from the date notice is given.
 - (f) Exercise price of any options, warrants etc. \$0.33.
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship. Unrelated third party.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
Not Applicable.
11. State whether the private placement will result in a change of control. Not Applicable.
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.
Not Applicable.
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Not Applicable.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

Not Applicable.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: Not Applicable.

(b) Cash: Not Applicable.

(c) Securities (including options, warrants etc.) and dollar value: Not Applicable.

(d) Other: Not Applicable.

(e) Expiry date of options, warrants, etc. if any: Not Applicable.

(f) Exercise price of options, warrants, etc. if any: Not Applicable.

(g) Work commitments: Not Applicable.

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

Not Applicable.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer:

Not Applicable .

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

| Name of Party (If not an individual, name all insiders of the Party) | Number and Type of Securities to be Issued | Dollar value per Security (CDN\$) | Conversion price (if applicable) | Prospectus Exemption | No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party | Describe relationship to Issuer ⁽¹⁾ |
|--|--|-----------------------------------|----------------------------------|----------------------|---|--|
| | | | | | | |
| | | | | | | |

⁽¹⁾ Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Not Applicable.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Not Applicable.
 - (b) Cash Not Applicable.
 - (c) Securities Not Applicable.
 - (d) Other Not Applicable.
 - (e) Expiry date of any options, warrants etc. Not Applicable.
 - (f) Exercise price of any options, warrants etc. Not Applicable.
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.
- Not Applicable.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.
- Not Applicable.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated October 23, 2017.

Alastair Brownlow

Name of Director or Senior Officer



Signature

Chief Financial Officer

Official Capacity