

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: November 22, 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: 48,324,735.

Date of News Release Announcing Private Placement: November 20, 2017.

Closing Market Price on Day Preceding the Issuance of the News Release: The Closing Market Price on November 17, 2017 was \$0.29.

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)
To be Determined							

(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.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: up to \$2,000,000.
2. 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 the proceeds to implement new advanced features to its FlowWorks application and for general working capital.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Not Applicable.
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. Not Applicable.
5. Description of securities to be issued:
 - (a) Class Common Shares.
 - (b) Number up to 7,692,308 Common Shares.
 - (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: up to 7,692,308 warrants.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): up to 7,692,308 Common Shares on exercise of the warrants.
 - (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: two years from closing date.
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount: Not Applicable.

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- (b) Maturity date Not Applicable .
- (c) Interest rate Not Applicable.
- (d) Conversion terms Not Applicable .
- (e) Default provisions 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 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):
- To be determined
- (b) Cash 8%.
- (c) Securities 10% warrants exercisable into units being sold.
- (d) Other Not Applicable.
- (e) Expiry date of any options, warrants etc. two years from closing date.
- (f) Exercise price of any options, warrants etc. \$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 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.
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.

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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). Arm's length negotiation.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: Not Applicable.

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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: _____

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): _____

(b) Cash _____

(c) Securities _____

(d) Other _____

(e) Expiry date of any options, warrants etc. _____

(f) Exercise price of any options, warrants etc. _____

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. _____

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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. _____

_____.


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 November 22, 2017.

Alastair Brownlow
Name of Director or Senior Officer


Signature

CFO
Official Capacity