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FSE:7C5
OTC:CDTAF



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CARL DATA SOLUTIONS ANNOUNCES COMPLETION OF RIGHTS OFFERING

January 8, 2018 - Vancouver, British Columbia - Carl Data Solutions Inc. (CSE:CRL, FSE:7C5, OTC:CDTAF) (“**Carl Data**” or the “**Company**”) is pleased to announce the completion of its previously announced rights offering (the “**Rights Offering**”). The Rights Offering, which expired on December 28, 2017, was fully subscribed and the Company issued an aggregate of 11,042,331 units of the Company (each, a “**Unit**”) at a subscription price of \$0.26 per Unit, raising aggregate gross proceeds of \$2,871,006.

Each Unit issued consisted of one common share (each, a “**Share**”) in the capital of Carl Data and one listed transferable common share purchase warrant (each, a “**Warrant**”), with each Warrant being exercisable for a two-year period from the date of issuance of the Units at a price of \$0.35 per Share, if exercised prior to July 5, 2018, and at a price of \$0.40 per Share thereafter. The Warrants are expected to be listed on the Canadian Securities Exchange, with trading commencing on or around January 10, 2018 under the symbol “CRL.WT”, and are governed under a warrant indenture between the Company and Computershare Trust Company of Canada dated January 5, 2018.

A total of 8,845,426 Units were subscribed for by rights holders pursuant to the basic subscription privilege attached to the rights and a total of 2,196,905 Units were subscribed for by rights holders pursuant to the additional subscription privilege attached to the rights, in accordance with such holders’ pro-rata entitlements to the Units available under the additional subscription privilege.

As previously announced, Mackie Research Capital Corporation (“**Mackie**”) acted as exclusive soliciting dealer on a commercially reasonable efforts basis in connection with the Rights Offering, in consideration for: (i) a corporate finance fee of \$40,000; (ii) a cash commission of \$287,100; and (iii) the issuance of 2,085,002 options (the “**Soliciting Dealer’s Option**”) to acquire units of the Company (each, a “**Soliciting Dealer’s Unit**”) at a price of \$0.26 per Soliciting Dealer’s Unit, provided that Mackie shall not acquire any Soliciting Dealer’s Units under the Soliciting Dealer’s Option if by doing so Mackie will hold greater than 19.9% of the issued and outstanding Shares at such time. Upon exercise of the Soliciting Dealer’s Option, each Soliciting Dealer’s Unit shall be comprised of one

Share and one common share purchase warrant (a “**Soliciting Dealer’s Unit Warrant**”), each Soliciting Dealer’s Unit Warrant being exercisable for a two-year period from January 5, 2018 at a price of \$0.35 per Share, if exercised prior to July 5, 2018, and at a price of \$0.40 per Share thereafter.

Carl Data intends to use the net proceeds of the Rights Offering for research and development, sales and marketing, general corporate and operating purposes, unallocated working capital and the repayment of debt.

The participation in the rights offering by certain “related parties” of Carl Data, namely, directors and officers of Carl Data, constituted a “related party transaction”, as such terms are defined by Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). Such participation was exempt from (i) the formal valuation requirement under MI 61-101 by virtue of the exemption contained in section 5.5(a) of MI 61-101, in that the fair market value of the related parties’ participation in the Rights Offering did not exceed 25% of the Company’s market capitalization, and (ii) the minority shareholder approval requirement under MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101, in that the fair market value of the related parties’ participation in the Rights Offering did not exceed 25% of the Company’s market capitalization. The Rights Offering was made to all shareholders of Carl Data as at the record date, including the related parties, on the same terms.

None of the securities issued in connection with the Rights Offering will be registered under the *United States Securities Act* of 1933, as amended (the “**1933 Act**”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

About Carl Data Solutions Inc.

Carl Data Solutions Inc. is an Industrial IoT (IIoT) company focused on providing next generation information collection, storage and analytics solutions for data-centric companies. Building on its recent acquisitions, Carl helps its clients analyze and understand all forms of environmental data through a powerful platform of data collection, monitoring, reporting, and predictive analysis tools.

Carl Data continues to develop applications to work with new cloud-based mass storage services and analytics tools (Big-Data-as-a-Service (BDaaS)) to provide scalability for municipalities, utilities and other industrial verticals. These 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.

On behalf of the Board of Directors:

Greg Johnston
President, Chief Executive Officer, Director
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

This press release contains certain forward-looking statements within the meaning of applicable securities law. Forward-looking statements are frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur. In particular, forward-looking statements in this press release include, but are not limited to, statements regarding the expected use of proceeds from the Rights Offering and the expectation that the Warrants will be listed on the Canadian Securities Exchange.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements including, without limitation, risks with respect to: the use of proceeds from the Rights Offering; that the Warrants will not be listed on the Canadian Securities Exchange; the ability of the Company to establish a market for its services; competitive conditions in the industry; general economic conditions in Canada and globally; the inability to secure additional financing; competition for, among other things, capital and skilled personnel; potential delays or changes in plans with respect to deployment of services or capital expenditures; possibility that government policies or laws may change; technological change; risks related to the Company’s competition; the Company’s not adequately protecting its intellectual property; interruption or failure of information technology systems; and regulatory risks relating to the Company’s business, financings and strategic acquisitions. Any forward-looking statements contained in this press release are made as of the date of this press release. The Company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.