

## FORM 11

### NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

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

Trading Symbol: CRL

Date: December 17, 2020

#### 1. New Options Granted:

Date of Grant:

December 17, 2020

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
2286252 Ontario Inc.	Company owned by a director	Yes	500,000	\$0.14	Oct. 14, 2022	None
Cale Thomas	Officer	Yes	500,000	\$0.14	Oct. 14, 2022	None
Alicja Dobrzeniecka	Consultant	No	30,000	\$0.14	Oct. 14, 2022	None

Total Number of optioned shares proposed for acceptance: 1,030,000.

#### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Torrey Hills Capital Inc.	100,000	\$0.19	April 24, 2018	April 24, 2021
Chris Johnston	100,000	\$0.19	April 24, 2018	April 24, 2022
Kevin Ma	100,000	\$0.19	April 24, 2018	April 24, 2022
Rick Sanderson	100,000	\$0.19	April 24, 2018	April 24, 2022

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Greg Johnston	200,000	\$0.19	April 24, 2018	April 24, 2022
Mike McDonald	100,000	\$0.19	April 24, 2018	April 24, 2022
Piotr Stepinski	100,000	\$0.19	April 24, 2018	April 24, 2022
Red Fern Consulting Ltd.	100,000	\$0.19	April 24, 2018	April 24, 2022
Bhupinder Anand	100,000	\$0.19	April 24, 2018	April 24, 2022
Sina Razi	50,000	\$0.19	April 24, 2018	April 24, 2022
Kevin Marsh	100,000	\$0.19	April 24, 2018	April 24, 2022
Trent Kammins	75,000	\$0.19	April 24, 2018	April 24, 2022
BDirect Online Communications Inc.	500,000	\$0.16	June 8, 2018	June 8, 2022
Pilar Portela	500,000	\$0.16	June 8, 2018	June 8, 2022
Mike McDonald	400,000	\$0.14	October 14, 2018	October 14, 2022
Piotr Stepinski	300,000	\$0.14	October 14, 2018	October 14, 2022
Bhupinder Anand	250,000	\$0.14	October 14, 2018	October 14, 2022
Brian Lofquist	110,000	\$0.14	October 14, 2018	October 14, 2022
Jakub Wenta	60,000	\$0.14	October 14, 2018	October 14, 2022
Tomasz Pichlak	60,000	\$0.14	October 14, 2018	October 14, 2022
Kevin Marsh	400,000	\$0.14	October 14, 2018	October 14, 2022
Chris Johnston	150,000	\$0.14	October 14, 2018	October 14, 2022
Rick Sanderson	150,000	\$0.14	October 14, 2018	October 14, 2022
Kevin Ma	367,247	\$0.14	October 14, 2018	October 14, 2022
Red Fern Consulting Inc.	100,000	\$0.14	October 14, 2018	October 14, 2022
Trent Kammins	25,000	\$0.14	October 14, 2018	October 14, 2022
Ernesto Chaves	100,000	\$0.14	October 14, 2018	October 14, 2022
Greg Johnston	1,000,000	\$0.14	October 14, 2018	October 14, 2022
TH International Consulting GmbH	500,000	\$0.20	November 1, 2019	November 1, 2021

(1) Set out number of optioned shares for each grant with different terms.

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### 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. No Shareholder approval required.
- (b) State the date of the news release announcing the grant of options. December 18, 2020.
- (c) State the total issued and outstanding share capital at the date of grant or amendment. 87,002,286.
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. The total number of outstanding stock options after this grant represents 8.3% of the total outstanding shares.
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. A total of 1,472,981 shares remain reserved for issuance under the plan.
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors. N/A.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. None

### 4. 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.
- 2. As of the date hereof there is no 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 CNSX Policy 1).

4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: December 17, 2020.

Cale Thomas  
Name of Director or Senior  
Officer

"Cale Thomas"  
Signature

Chief Financial Officer  
Official Capacity