

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: July 15, 2016 .

Is this an updating or amending Notice: Yes No

Issued and Outstanding Securities of Issuer Prior to Issuance: 30,537,811 .

Date of News Release Announcing Private Placement: N/A .

Closing Market Price on Day Preceding the Issuance of the News Release: The closing market price on July 15, 2016 was \$0.58.

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)
Jason Scharfe, Suite 802, 530 Burrard Street, Vancouver, BC V6C 2K1	18,750 common shares	\$0.48	N/A	Section 2.5 of NI 45-106	1,266,000 shares and 135,000 stock options	The date that funds were originally advanced under the promissory note was December 1, 2015	A director of the Issuer
Susan Chow, 2075 West 48 th Avenue, Vancouver,	30,410 common shares	\$0.48	N/A	Section 2.5 of NI 45-106	None	The date that funds were originally	Arms Length

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BC V6M 2P4						advanced under the promissory note was December 1, 2015	
Scharfe Holdings Inc. Suite 488, 1090 West Georgia Street, Vancouver, BC V6E 3V7	233,426 common shares	\$0.48	N/A	Section 2.5 of NI 45-106	2,166,620 common shares	The date that funds were originally advanced under the promissory note was December 22, 2015	Arms Length
Scharfe Investment Group of Companies Inc. Suite 488, 1090 West Georgia Street, Vancouver, BC V6E 3V7	3,125 common shares	\$0.48	N/A	Section 2.5 of NI 45-106	Nil	The date that funds were originally advanced under the promissory note was March 8, 2016	Arms Length
Triple K Ventures, 24549 53 Avenue, Langley, BC V2Z 1H6	114,583 common shares	\$0.48	N/A	Section 2.5 of NI 45-106	900,000 common shares	The date that funds were originally advanced under the promissory note was December 22, 2016	Arms Length
Cale Thomas, 2261 East 11 th Avenue, Vancouver, BC V5N 1Z7	6,593 common shares	\$0.48	N/A	Section 2.5 of NI 45-106	1,700,000 common shares and 200,000 options	The date that funds were originally advanced under the promissory note was March 1, 2016	Arms Length

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Skanderbeg Financial Advisory Inc. Suite 488, 1090 West Georgia Street, Vancouver, BC V6E 3V7	165,625 common shares	\$0.48	N/A	Section 2.5 of NI 45-106	220,000 options	The date that a guarantee was provided under the Debenture Note Purchase Agreement was May 30, 2016.	The CFO of the Issuer is also a director of Skanderbeg
Greg Johnston, 2383 Cypress Street, Vancouver, BC V6J 3W7	372,916 common shares	\$0.48	N/A	Section 2.5 of NI 45-106	2,927,591 shares and 700,000 options	The date that a guarantee was provided under the Debenture Note Purchase Agreement was May 30, 2016.	Mr. Johnston is a director of the Issuer

(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.

1. Total amount of funds to be raised: The Issuer intends to issue 406,887 common shares to settle debts and interest on debts in the amount of \$195,306 in connection with amounts remaining to be paid on promissory notes, and 538,541 common shares in payment of certain debenture guarantees made pursuant to the May 30, 2016 Note Purchase Agreement whereby the Issuer issued up to \$2M in convertible debentures.
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 issue 406,887 common shares to settle debts and interest on debts in the amount of \$195,306 in connection with amounts remaining to be paid on promissory notes, and 538,541 common shares in payment of certain debenture guarantees made pursuant to the May 30, 2016 Note Purchase Agreement whereby the Issuer issued up to \$2M in convertible debentures.

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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. The Issuer intends to issue a total of 406,887 common shares to Jason Scharfe, Susan Wong, Scharfe Holdings Inc., Scharfe Investment Group of Companies Inc. and Triple K Ventures, for full payment of a total of \$195,305 in interest and principal related to promissory notes outstanding, and to issue a total of 538,541 common shares to Skanderbeg Financial Advisory Inc. and Gregory Johnston in full payment for a total of \$258,500 in payment for debenture value that was personally guaranteed for the Issuer in the May 30, 2016 Note Purchase Agreement.

5. Description of securities to be issued:
 - (a) Class Common Shares .
 - (b) Number 945,428 .
 - (c) Price per security \$0.48 .
 - (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 Not Applicable .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Not Applicable .
 - (c) Exercise price Not Applicable .
 - (d) Expiry date Not Applicable .

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): 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, 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 Not Applicable
10. Describe any unusual particulars of the transaction (i.e. tax flow through shares, etc.).
None
11. State whether the private placement will result in a change of control.
No
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.

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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: _____

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: _____

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: _____ .
 - (b) Cash: _____ .
 - (c) Securities (including options, warrants etc.) and dollar value: _____
_____ .
 - (d) Other: _____ .
 - (e) Expiry date of options, warrants, etc. if any: _____ .
 - (f) Exercise price of options, warrants, etc. if any: _____ .
 - (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arms-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____
_____ .
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. _____

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. _____

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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 July 15, 2016.

Kevin Ma
Name of Director or Senior
Officer

"Kevin Ma"
Signature

CFO
Official Capacity