

FORM 51-102F3
Material Change Report

Item 1: Name and Address of Company

Big Rock Labs Inc. (the "Issuer")
100 College Street, Suite 531
Toronto, ON M5G 1L5

Item 2: Date of Material Change

October 31, 2014

Item 3: News Release

A news release was issued and disseminated by the Issuer on October 31, 2014 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule A hereto.

Item 4: Summary of Material Change

Big Rock Labs Inc. ("Big Rock" or the "Company") (CSE: BLA) (FSE: BR1) has successfully closed its non-brokered private placement announced on October 17, 2014 and on October 23, 2014. The Company has raised gross proceeds of C\$301,000 through the issuance of 430,000 units at a price of C\$0.70 per unit.

Each unit consists of one common share and one warrant exercisable to purchase one additional common share at a price of C\$1.00 per share for a period of 5 years after the issuance date.

Big Rock plans to use the proceeds from the private placement for product development, sales and marketing, acquisitions and general working capital purposes.

The shares and any warrant shares issued upon exercise of the warrants are subject to a four months and one day resale restriction following the date of distribution under applicable Canadian provincial securities laws.

Item 5: Full Description of Material Change

Please see the attached Schedule A.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7: Omitted Information

None

Item 8: Executive Officer

Harald Seemann, Chief Financial Officer, Telephone: 416.879.1989

Item 9: Date of Report

October 31, 2014

Schedule A
NEWS RELEASE

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES
OR FOR DISSEMINATION IN THE UNITED STATES.

Big Rock Labs Closes Private Placement of Units

Toronto, ON – October 31, 2014 – Big Rock Labs Inc. (“Big Rock” or the “Company”) (CSE: BLA) (FSE: BR1) has successfully closed its non-brokered private placement announced on October 17, 2014 and on October 23, 2014. The Company has raised gross proceeds of C\$301,000 through the issuance of 430,000 units at a price of C\$0.70 per unit.

Each unit consists of one common share and one warrant exercisable to purchase one additional common share at a price of C\$1.00 per share for a period of 5 years after the issuance date.

Big Rock plans to use the proceeds from the private placement for product development, sales and marketing, acquisitions and general working capital purposes.

The shares and any warrant shares issued upon exercise of the warrants are subject to a four months and one day resale restriction following the date of distribution under applicable Canadian provincial securities laws.

About the Company

Big Rock Labs (CSE: BLA) (FSE: BR1) is an emerging Canadian technology company that specializes in digital product research and development. The Company is currently developing two iPhone, iPad and Android apps to capitalize on the fast-growing sharing economy: Reach and Hostello. Big Rock has a team of expert software engineers who create disruptive products that engage and retain users through unique experiences. The Company is led by seasoned entrepreneurs Karl Pawlowicz and Harald Seemann. In addition, Big Rock has retained experienced tech advisor and mentor Matthew Kaine. Next to being CMO at Big Rock, he is actively involved in the Digital Media Zone at Ryerson University and the MaRS Discovery District in Toronto. Further information about Big Rock Labs is available at www.bigrocklabs.com and on the CSE website: www.thecse.com

Investor and Public Relations Contact

Big Rock Labs Inc.
Harald Seemann
Chief Financial Officer
Telephone: [+1.416.879.1989](tel:+14168791989)
Email: ir@bigrocklabs.com
Website: www.bigrocklabs.com
Twitter: www.twitter.com/bigrocklabs

The CSE has not reviewed, nor approved or disapproved the content of this press release.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any applicable securities laws or any state of the United States and may not be offered or sold in the United States or to the account or benefit of a person in the United States absent an exemption from the registration requirements.

Forward-Looking Information

This press release may include forward-looking information within the meaning of Canadian securities legislation concerning the business of the Company. Forward-looking information is based on certain key expectations and assumptions made by the management of the Company, including future plans for development of technologies by the Company. Although the Company believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. 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.