

Form 45-102F1
Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 Resale of Securities

Reporting issuer

1. Name of reporting issuer: Big Rock Labs Inc.

Selling security holder

2. Your name: Karl Pawlowicz

3. The offices or positions you hold in the reporting issuer: Chief Executive Officer and Director

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrances? No

5. Number and class of securities of the reporting issuer you beneficially own: 4,837,650 common shares and 300,000 options to purchase common shares

Distribution

6. Number and class of securities you propose to sell: Up to 774,400 common shares

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name.

The common shares will be sold through the facilities of the Canadian Securities Exchange, Frankfurt Stock Exchange or privately.

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

(1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and

(2) the information given in this form is true and complete.

Date: February 26, 2015

Karl Pawlowicz

/s/ "Karl Pawlowicz"
