

**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: 4,784,150 common shares and 300,000 options to purchase common shares

**Distribution**

6. Number and class of securities you propose to sell: 4,784,150 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 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: August 4, 2015

Karl Pawlowicz

/s/ "Karl Pawlowicz"

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