

**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

August 5, 2015

Item 3: News Release

A news release was issued and disseminated by the Issuer on August 5, 2015 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

Mr. Harald Seemann will replace Karl Pawlowicz as the Company's Chief Executive Officer and Mr. Matt Kaine will replace Harald Seemann as the Company's Chief Financial Officer and will also join the Board of Directors, effective immediately.

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 Executive Officer, Telephone: 416.879.1989

Item 9: Date of Report

August 5, 2015

Schedule A
NEWS RELEASE

Big Rock Labs Announces Management Changes

Toronto, ON - August 5, 2015 - Big Rock Labs Inc. ("Big Rock" or the "Company") (CSE: BLA) (FSE: BR1) announces today that Mr. Karl Pawlowicz has resigned as Chief Executive Officer and Director of the Company, effective immediately, to pursue other opportunities. Mr. Harald Seemann will replace Karl Pawlowicz as the Company's Chief Executive Officer and Mr. Matt Kaine will replace Harald Seemann as the Company's Chief Financial Officer and will also join the Board of Directors, effective immediately. Both will continue to lead the Company through the execution of its business plan. The Board of Directors of Big Rock Labs wishes to thank Mr. Pawlowicz for his contributions during his tenure as Chief Executive Officer and Director of the Company.

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 Reach, an iPhone, iPad and Android app, to capitalize on the fast-growing sharing economy. Big Rock has a team of expert software engineers who create digital products that engage and retain users through unique experiences. Further information about Big Rock Labs is available at www.bigrocklabs.com and on the CSE website: www.thecse.com

Big Rock Labs Contact

Matt Kaine

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

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.