

EARLY WARNING REPORT

This report is made as required by Part 5 of Multilateral Instrument 62-104 – *Take-Over Bids and Issuer Bids*, and pursuant to Part 3 of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*.

1. Name and address of the offeror:

Harald Seemann, 386 Yonge Street, Unit 5016; Toronto ON M5B 0A5.

(the “offeror”)

2. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:

The offeror acquired 3,872,075 common shares (the “Shares”) of Big Rock Labs Inc. (the “Issuer”) from Mr. Karl Pawlowicz in a private transaction on August 14, 2015. Mr. Seemann’s position before the transaction was 7,317,627 common shares, representing 39.1% of the Issuer’s issued and outstanding common shares of 18,730,000.

3. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release:

After the above transaction, the offeror now has ownership of a total 11,189,702 common shares, representing approximately 59.7% of the issued and outstanding 18,730,000 common shares of the Issuer.

4. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which

(i) **the offeror, either alone or together with any joint actors, has ownership and control:**

11,189,702 common shares (59.7%)

(ii) **the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor: N/A**

(iii) **the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership: N/A**

5. **Name of the market in which the transaction or occurrence that gave rise to the news release took place:**

Not applicable. The transaction was a private transaction pursuant to the terms of a share transfer agreement. See Item 8(a) for details.

6. **The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.**

The Shares were acquired at a purchase price of CAD \$0.02 per common share for a total consideration of CAD \$77,441.50.

7. **Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The offeror acquired the Shares for investment purposes and to help to continue to lead the Issuer through the execution of its business plan. The offeror does not intend to acquire full control of the Issuer.

8. **General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

(a) By an agreement dated August 14, 2015 with Karl Pawlowicz (the “**Transferor**”), the offeror acquired the Shares at a price of CAD \$0.02 per share for a total consideration of CAD \$77,441.50 cash paid on August 14, 2015 to the Transferor.

(b) The Transferor and the Issuer entered into a stock restriction agreement dated May 8, 2014 (the “**Stock Restriction Agreement**”) whereby the Transferor agreed not to transfer or otherwise dispose of his common shares, except in accordance with the terms of the Stock Restriction Agreement. Of the Shares, 774,425 common shares were free trading at the time of the transaction. 3,097,650 common shares were restricted by the Stock Restriction Agreement. By a joinder to the Stock Restriction Agreement dated August 14, 2015 between the offeror and the Issuer (the “**Joinder Agreement**”), the offeror agreed not to transfer or otherwise dispose of the Shares, except that such restriction will not apply to proportions of the Shares vesting as follows:

Vesting Date	Significance of Date	Proportion of Shares Vesting	Number of Common Shares
June 2, 2014	Listing Date	1/10 of the Shares	309,765

December 2, 2014	6 months after the Listing Date	1/6 of the remainder of the Shares	464,648
June 2, 2015	12 months after the Listing Date	1/5 of the remainder of the Shares	464,648
December 2, 2015	18 months after the Listing Date	1/4 of the remainder of the Shares	464,648
June 2, 2016	24 months after the Listing Date	1/3 of the remainder of the Shares	464,647
December 2, 2016	30 months after the Listing Date	1/2 of the remainder of the Shares	464,647
June 2, 2017	36 months after the Listing Date	The remainder of the Shares	464,647
TOTAL			3,097,650

9. Names of any joint actors in connection with the disclosure required by this report:

The offeror is the beneficial owner of, and exercises control and direction over, the Shares.

10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror:

See Item 6.

11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities:

Not applicable.

12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance:

NI 45-106, section 2.7 applicable to a founder of the Issuer.

DATED at Toronto, August 14, 2015

/s/ "Harald Seemann"

HARALD SEEMANN