

FORM 51-102F3
Material Change Report

Item 1: Name and Address of Company

Big Rock Labs Inc. (the "Issuer")
119 Spadina Avenue, Suite 1203
Toronto, ON M5V 2L1

Item 2: Date of Material Change

August 8, 2016

Item 3: News Release

A news release was issued and disseminated by the Issuer on August 8, 2016 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. Matt Kaine has resigned as Chief Financial Officer and Director of the Company, effective immediately, to pursue other opportunities. Mr. Jens Brandt will replace Matt Kaine as the Company's Chief Financial Officer and Mr. Phil Morrison will join the Company's Board of Directors, both 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 8, 2016

**Schedule A
NEWS RELEASE**

Big Rock Labs Announces Management And Director Changes

Toronto, ON - August 8, 2016 - Big Rock Labs Inc. ("Big Rock" or the "Company") (CSE: BLA) (FSE: BR1) announces today that Mr. Matt Kaine has resigned as Chief Financial Officer and Director of the Company, effective immediately, to pursue other opportunities. Mr. Jens Brandt will replace Matt Kaine as the Company's Chief Financial Officer and Mr. Phil Morrison will join the Company's Board of Directors, both effective immediately. The Board of Directors of Big Rock Labs wishes to thank Mr. Kaine for his contributions during his tenure as Chief Financial 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 www.linkedinaudit.co and Reach, an iOS and Android business networking app that uses geolocation technology to display the professional talent and top trending networking events in each user's area.

Big Rock Labs Contact

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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.