

**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 12, 2016

**Item 3: News Release**

A news release was issued and disseminated by the Issuer on August 12, 2016 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule A hereto.

**Item 4: Summary of Material Change**

The Issuer will propose a change of business and name change at the Issuer's Annual General and Special Meeting on September 27, 2016 in Toronto, Canada. The Issuer will seek approval from its shareholders and the Canadian Securities Exchange to redeploy the Issuer's assets and resources so as to change the Issuer's business from a technology company to a company that will be engaged in the acquisition and management of small, mixed-use commercial and residential properties.

**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 12, 2016

**Schedule A**  
**NEWS RELEASE**

**Big Rock Labs Announces Proposed Change of Business and Name Change**

Toronto, ON - August 12, 2016 - Big Rock Labs Inc. (the "Company") (CSE: BLA) (FSE: BR1) announces today that its Board of Directors will propose a change of business and name change at the Company's Annual General and Special Meeting on September 27, 2016 in Toronto, Canada. More details will follow in the Company's Information Circular. Shareholders will vote on a change of business summarized below.

**Proposed Change of Business and Name Change**

The Company will seek approval from its shareholders and the Canadian Securities Exchange to redeploy the Company's assets and resources so as to change the Company's business from a technology company to a company that will be engaged in the acquisition and management of small, mixed-use commercial and residential properties. The Company intends to complete a name change in connection with the proposed change of business. The Company plans to work with successful small business owners who would be given the opportunity to become shareholders of the Company and who could expand their operations through properties purchased by the Company. The Company believes that it can acquire promising properties in developing neighbourhoods and generate growing income from commercial and residential tenants. The Company anticipates its approach will foster and develop communities and enrich neighbourhoods. The proposed change of business is subject to review and approval by the Company's shareholders and the Canadian Securities Exchange.

**About the Company**

Big Rock Labs Inc. (CSE: BLA) (FSE: BR1) is an emerging Canadian technology company that specializes in digital product research and development. The Company is proposing a change of business and name change as described above.

**Company 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 includes 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.