

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

November 8, 2017

Item 3: News Release

A news release was issued and disseminated by the Issuer on November 8, 2017 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

Big Rock Labs Provides Corporate Update Regarding Proposed 2-1 Share Consolidation and Name Change to Blox Labs Inc., Trading Symbol Change from BLA to BLOX, Director Changes, Equity Unit Financing of up to \$700,000 CAD and Ongoing Business Development

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

November 8, 2017

Schedule A NEWS RELEASE

Big Rock Labs Provides Corporate Update Regarding Proposed Share Consolidation and Name Change, Director Changes, Equity Unit Financing and Ongoing Business Development

Toronto, ON - November 8, 2017 - Big Rock Labs Inc. ("Big Rock" or the "Company") (CSE: BLA) (FSE: BR1) is pleased to announce the following corporate updates with respect to its ongoing business development initiatives.

Proposed Share Consolidation and Name Change:

As part of ongoing discussions relating to improving the capital structure of the Company, the Board of Directors is of the view that a consolidation of the common shares would increase the Company's flexibility and competitiveness in the marketplace and make the Company's securities more attractive to a wider audience of potential investors. The purpose of the consolidation is to facilitate the Company's ability to attract future financings, generate greater investor interest and improve trading liquidity. As such, the Company intends to consolidate its issued and outstanding common shares at a ratio of one post-consolidated share for two pre-consolidated shares in accordance with CSE Policy 9.

The Company currently has 20,230,000 common shares issued and outstanding. Upon completion of the share consolidation, the Company anticipates there will be 10,115,000 common shares issued and outstanding. In accordance with the Company's articles, the share consolidation requires the approval of the shareholders, which was received at the Company's annual general and special meeting (the "Meeting") on June 23, 2017 in Toronto, Canada. At the Meeting, 77.05% of all issued and outstanding common shares and 99.99% of the common shares voted at the Meeting voted in favour of all resolutions as recommended by management, including the share consolidation authorization.

Additionally, in connection with the proposed share consolidation, in accordance with CSE Policy 9 Section 3.1, the Company will undertake a name change to "**Blox Labs Inc.**" In order to align with this new name, the Company will also complete a CSE trading symbol change to "**BLOX**".

Director Changes:

Mr. Stephane Bigue has resigned as Director of the Company, effective immediately, to pursue other opportunities. The Board of Directors of Big Rock wishes to thank Mr. Bigue for his contributions during his tenure as Director of the Company.

Mr. Jeffrey Zanini will join the Company's Board of Directors, effective immediately. Mr. Zanini has 25 years of experience as a Senior Executive in Supply Chain Logistics. He has a track record for building best-in-class organizations with a relentless focus on profitability, branding and growth strategies.

Equity Unit Financing:

The Company is also pleased to announce that its Board of Directors has approved a proposed non-brokered private placement financing (the "Offering") of up to 14 million units at five cents per unit for gross proceeds of up to \$700,000 CAD, in accordance with CSE Policy 6. Each unit consists of one post-consolidated common share and one half of one post-consolidated common share purchase warrant. Each whole warrant is convertible into one common share at a price of ten cents per share and is exercisable for a period of 24 months.

Proceeds of the Offering will be used for ongoing software development including the assessment and development of blockchain applications, identifying business acquisitions and partnerships in the technology sector as well as for general working capital, marketing and corporate purposes.

Subject to Canadian Securities Exchange approval, Big Rock may pay eligible finders a cash finders' fee from the proceeds of the proposed Offering.

Closing of the proposed Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including approval of the Canadian Securities Exchange.

Ongoing Business Development:

In light of the rapid rate of change at which technology and specifically software development is advancing, the Company's Board of Directors is of the view that in order to stay relevant in this competitive landscape, the assessment and inclusion of blockchain applications to its current and future portfolio of technology products is of sound and prudent business strategy.

Mr. Harald Seemann, CEO and Director, commented, "In advancing our previous product offerings, "The Reach App" and "LinkedInAudit", we have assembled the necessary infrastructure, including expertise in coding for web applications as well as iOS and Android operating systems, database mining, search optimization, and branding and marketing, in order to successfully bring technology products to market." He continued, "Adding blockchain applications to our suite of services, both existing and future, is a natural evolution for us in the rapidly evolving sector of today's digital ecosystems."

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. Big Rock has developed 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. The Company is actively targeting strategic acquisitions of high growth companies in the technology sector and is open to partnerships.

Company Contact

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Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy 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.