

Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

Carl Capital Corp. (the “Corporation”)
Suite 700 – 510 West Hastings Street
Vancouver, BC V6B 1L8

Item 2: Date of Material Change

January 19, 2015 / January 22, 2015

Item 3: News Release

News releases were issued and disseminated through Market News Publishing Inc. on January 20, 2015 and January 23, 2015, respectively, and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

On January 19, 2015, the Corporation successfully completed its initial public offering of 5,000,000 common shares at a price of \$0.10 per share, plus an overallotment of 750,000 common shares, for a total of 5,750,000 shares and gross proceeds of \$575,000 (the “Offering”). In connection with the closing of the Offering, the Corporation granted to Leede Financial Markets Inc., the agent for the Offering, options to acquire 460,000 common shares at an exercise price of \$0.10 per share until January 19, 2017. The Corporation’s common shares began trading on the Canadian Securities Exchange under the symbol “CRL” on January 21, 2015.

On January 22, 2015, the Corporation entered into an advisory agreement with Matri Capital Corp. that covers the provision of investor relations and other services, adopted an incentive stock option plan (the “Option Plan”), and granted a total of 1,835,000 stock options to various directors, officers and consultants to the Corporation pursuant to the Option Plan, each of which is exercisable into one common share at a price of \$0.11 per share until January 21, 2020.

Item 5: Full Description of Material Change

Please see the news releases attached hereto.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Brian Cale Thomas, CFO
Telephone: (604) 209-0034

Item 9: Date of Report

January 29, 2015



CSE: CRL

CARL COMPLETES INITIAL PUBLIC OFFERING AND LISTS COMMON SHARES FOR TRADING ON CANADIAN SECURITIES EXCHANGE

January 20, 2015 – Vancouver, British Columbia – Carl Capital Corp. (“Carl” or the “Corporation”) is pleased to announce that on January 19, 2015, the Corporation successfully completed its initial public offering of 5,000,000 common shares plus the full over-allotment of 750,000 common shares for a total of 5,750,000 shares (the “Offering”). As a result, Carl now has 18,350,000 common shares issued and outstanding. In connection with the closing of the Offering, the Corporation granted to Leede Financial Markets Inc., the agent for the Offering, options to acquire 460,000 common shares at an exercise price of \$0.10 per share until January 19, 2017. Carl expects to use the net proceeds of the Offering to further its business plan and that of its wholly owned subsidiary, Extend to Social Media Inc. (“ETS”).

The Corporation’s common shares will begin trading on the Canadian Securities Exchange under the symbol “CRL” on January 21, 2015.

About Carl Capital Corp.

Carl is in the process of creating a technology company that builds on its subsidiary, ETS, which is developing software that allows companies to leverage their customers’ social networks for referral marketing. The Corporation plans to concentrate on integrating and transforming data and creating informative visualizations that permit companies to more accurately use customer information in their marketing programs. Carl will also explore other markets where this technology may be applicable.

On behalf of the Board of Directors:

Brad Scharfe
President, Chief Executive Officer, Director

Forward-Looking Information

This press release may include forward-looking information within the meaning of Canadian securities legislation concerning the business of Carl. Forward-looking information is based on certain key expectations and assumptions made by the management of the Corporation, including future technology development plans. Although the Corporation believes that the expectations and assumptions upon which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because Carl can provide no assurance that it will prove to be correct.

Any forward-looking statements contained in this press release are made as of the date of this press release. The Corporation 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.

For further information please contact:

Brad Scharfe

Telephone: (778) 379-0275

Email: brad@scharfeholdings.com

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.



CSE: CRL

CARL ADOPTS STOCK OPTION PLAN, ENTERS INTO ADVISORY AGREEMENT AND ISSUES OPTIONS

January 23, 2015 – Vancouver, British Columbia – Carl Capital Corp. (“Carl” or the “Corporation”) is pleased to announce that on January 22, 2015, the Corporation entered into an advisory agreement with Matri Capital Corp. (“Matri”) that covers the provision of investor relations and other services. The agreement specifies that Carl will pay Matri a monthly fee of \$4,000 and grant Matri 500,000 fully vested options that are exercisable into one common share of Carl at a price of \$0.11 per share for a period of 5 years. Of those options, 183,500 were specifically granted in consideration for the provision of investor relations services, with the balance allocated to the provision of additional consulting services. The agreement has an initial term of 12 months and is subject to regulatory approval.

Carl is also pleased to announce that it has adopted an incentive stock option plan (the “Option Plan”), a copy of which has been filed on SEDAR. Pursuant to the Option Plan, Carl granted a total of 1,835,000 stock options to various directors, officers and consultants to the Corporation (including the foregoing 500,000 options) on January 22, 2015, each of which is exercisable into one common share at a price of \$0.11 per share until January 21, 2020. Of the balance of 1,335,000 options, 700,000 options were granted to BDirect Online Communications Inc., a company controlled by Greg Johnston, a director of the Corporation and the President of Extend to Social Media Inc., Carl’s wholly owned subsidiary (“ETS”); 200,000 were granted to Scharfe Holdings Inc., a company controlled by Brad Scharfe, the President, Chief Executive Officer and a director of the Corporation; 200,000 were granted to Brian Cale Thomas, the Chief Financial Officer and a director of the Corporation; and 135,000 were granted to Jason Scharfe, a director of the Corporation.

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For further information please contact:

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