

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

February 25, 2015

Item 3: News Release

A news release was issued and disseminated through Market News Publishing Inc. on February 26, 2015 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

On February 25, 2015, Bradley Scharfe resigned as the Corporation’s President and Chief Executive Officer and was replaced by D. Gregory Johnston in those roles. On the same date, Mr. Scharfe was appointed as the Chairman of the Corporation’s Board of Directors.

Item 5: Full Description of Material Change

Please see the news release 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

March 4, 2015



CSE: CRL

CARL APPOINTS NEW PRESIDENT, CHIEF EXECUTIVE OFFICER

February 26, 2015 – Vancouver, British Columbia – Carl Capital Corp. (“Carl” or the “Corporation”), a developer of proprietary software as a service (“SaaS”)-based solutions for data integration and business intelligence, is very pleased to announce that it has appointed Greg Johnston as its President and Chief Executive Officer, replacing Brad Scharfe, who has been appointed as Chairman of the Board of Directors. Mr. Johnston is currently the President and Chief Executive Officer of Carl’s wholly owned subsidiary, Extend to Social Media Inc. (“ETS”). His previous management experience includes acting as the Director of eCommerce Marketing for Global Hyatt Corporation, based in Chicago, Illinois, where he was responsible for the management of all internet-based marketing programs, online analytics and reporting, including the oversight and mentoring of eCommerce marketing staff, vendor selection and the adoption and new and emerging technologies. At Global Hyatt, Mr. Johnston was responsible for the growth and overall administration of all third party (affiliate) distribution programs while managing the development of the Omniture Search Center keyword bid management system, a web analytics and search marketing system.

“We’re very excited to have Greg’s full commitment to Carl,” stated Brad Scharfe, the Corporation’s Chairman. “His marketing background and emerging technology ideas and experience are key to the growth of Carl’s business.”

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
Chairman, 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:

Mario Vetro
Matri Capital Corp.
Telephone: (778) 379-0275
Email: mario@carlsolutions.com

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