

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Carl Capital Corp. (the "Company")  
Suite 700 - 510 West Hastings Street  
Vancouver, BC V6B 1L8

**Item 2 Date of Material Change**

May 22, 2015 and May 26, 2015

**Item 3 News Release**

The news release announcing the appointment Bryan Segal was disseminated through Marketwired on May 26, 2015 and the News Release announcing the private placement was disseminated through Market News and Stockwatch on May 26, 2015.

**Item 4 Summary of Material Change**

On May 22, 2015, the Company appointed Bryan Segal to its board of directors.

On May 26, 2015, the Company announced that it proposes to undertake a private placement to raise up to \$250,000 by the issuance of up to 1.25 million units ("Units") at a price of \$0.20 per Unit (the "Offering"). Each Unit consists of one common share and one-half of one common share purchase warrant. Each full warrant will be exercisable into one common share at a price of \$0.35 for a period of two years following the closing of the Offering.

Proceeds from the Offering will be used for sales and marketing, product development and the hiring of new personnel.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

A full description of the material changes are described in Item 4 above and in the attached News Releases which have been filed on SEDAR.

*5.2 Disclosure for Restructuring Transactions*

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Greg Johnston, President and Chief Executive Officer, 604.209.0034

**Item 9 Date of Report**

May 26, 2015



**CSE: CRL**

## **CARL ANNOUNCES PRIVATE PLACEMENT**

**May 26, 2015 - Vancouver, British Columbia** - Carl Capital Corp. ("Carl" or the "Corporation"), a developer of software as a service ("SaaS")-based solutions for data integration and business intelligence, announces that it proposes to undertake a private placement to raise up to \$250,000 by the issuance of up to 1.25 million units ("Units") at a price of \$0.20 per Unit (the "Offering"). Each Unit consists of one common share and one-half of one common share purchase warrant. Each full warrant will be exercisable into one common share at a price of \$0.35 for a period of two years following the closing of the Offering.

Proceeds from the Offering will be used for sales and marketing, product development and the hiring of new personnel.

The Offering will be conducted under available exemptions from the prospectus requirements of applicable securities legislation and participation in the Offering will be available to existing shareholders in qualifying jurisdictions in Canada in accordance with the provisions of Multilateral CSA Notice 45-313 and BC Instrument 45-354 (the "Existing Shareholder Exemption"). The Company has set May 25, 2015 as the record date for the purpose of determining shareholders entitled to participate in the Offering in reliance on the Existing Shareholder Exemption. Qualifying shareholders who wish to participate in the Offering should contact the Company at the contact information set forth below. If the Offering is over subscribed for, units will be allocated pro-rata amongst all subscribers.

In addition to conducting the Offering pursuant to the Existing Shareholder Exemption, the Offering will also be conducted pursuant to other available prospectus exemptions, including sales to accredited investors and close personal friends and business associates of directors and officers of the Corporation.

A finder's fee of up to 8% of the gross proceeds of the Offering may be paid in cash on all or any portion of the Offering. In addition, finder's warrants exercisable into common shares of the Company may be issued in an amount up to 8% of the number of Units sold under the Offering. Finder's warrants will be exercisable into common shares at a price of \$0.20 per common share for a period of one year from the date of issuance of such finder's warrants.

All securities will be subject to a four-month and one day hold period.

### **About Carl Capital Corp.**

Carl is focussed on providing next generation information collection, storage and analytics solutions for data-centric companies. Building on its first acquisition, Extend to Social Media Inc., a company with an application that allows clients to leverage their customers' social networks for referral marketing and analytics, Carl is enhancing the application to work with new cloud based mass storage services and analytics applications. Carl is creating a virtually unlimited data storage environment from which informative visual representations of data can be created. Carl's goal is to deliver a comprehensive data management solution for datasets of any size and complexity.

On behalf of the Board of Directors:

Greg Johnston  
President, Chief Executive Officer, Director

For further information please contact:

Mario Vetro  
Matri Capital Corp.  
Telephone: (778) 379-0275 Email: [mario@carlsolutions.com](mailto:mario@carlsolutions.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 APPOINTS INDUSTRY EXPERT BRYAN SEGAL TO THE BOARD OF DIRECTORS

**May 26, 2015 - Vancouver, British Columbia** - Carl Capital Corp. ("Carl" or the "Corporation"), a developer of software as a service ("SaaS")-based solutions for data integration and business intelligence, is very pleased to announce the appointment of digital advertising and big-data expert, Bryan Segal, to the Board of Directors.

Mr. Segal is regarded as a leading North American authority on complex digital research advertising and big-data solutions and services. Mr. Segal currently serves as the CEO for Engagement Labs Inc., a Toronto-based data-focused creative agency offering real-time performance measurement tools and metrics for organizations that are actively engaged on social networks. Engagement Labs Inc. trades on the TSX Venture exchange under the symbol "EL". Prior to Engagement Labs Inc., Mr. Segal served for 14 years as the Vice President of Sales at comScore Inc., a world leading internet analytics company providing marketing data and analytics to many of the world's largest enterprises.

Mr. Segal is extremely active in the digital community and speaks regularly at industry conferences. As well, Mr. Segal serves on the Board of the Interactive Advertising Bureau of Canada (IAB Canada), which is the national voice and thought leader of the Canadian interactive marketing and advertising industry.

Greg Johnston, CEO of Carl, commented, "We are very pleased to have Mr. Segal join the Board of Directors of Carl Capital. Mr. Segal's wealth of experience and knowledge in data services and analytics will be a great asset for us in building Carl Capital."

### **About Carl Capital Corp.**

Carl is focussed on providing next generation information collection, storage and analytics solutions for data-centric companies. Building on its first acquisition, Extend to Social Media Inc., a company with an application that allows clients to leverage their customers' social networks for referral marketing and analytics, Carl is enhancing the application to work with new cloud based mass storage services and analytics applications. Carl is creating a virtually unlimited data storage environment from which informative visual representations of data can be created. Carl's goal is to deliver a comprehensive data management solution for datasets of any size and complexity.

On behalf of the Board of Directors:

Greg Johnston  
President, Chief Executive Officer, Director

For further information please contact:

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

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