

**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**

June 5, 2015

**Item 3 News Release**

The news release was disseminated through Marketwired on June 5, 2015.

**Item 4 Summary of Material Change**

On June 5, 2015, the Company completed its non-brokered private placement offering (the "Offering") pursuant to which it sold an aggregate of 1,250,000 units (each, a "Unit") at a price of \$0.20 per Unit, for gross proceeds of \$250,000. Each Unit sold was comprised of one common share (each, a "Share") in the capital of the Company and one half of one transferable share purchase warrant (each whole warrant being, a "Warrant"). Each Warrant entitles the holder thereof to acquire one Share at a price of \$0.35 per Share until 5:00 p.m. (Vancouver time) on June 5, 2017. The proceeds of the Offering will be used for sales and marketing, product development and the hiring of new personnel.

In connection with the Offering, the Company issued finder's warrants to purchase an aggregate of 85,680 Shares at a price of \$0.35 per Share until June 5, 2016 and paid a finder's fee of \$17,136 to one finder.

The securities issued under the Offering, and the shares that may be issuable on exercise of the Warrants, are subject to a statutory hold period expiring on October 6, 2015.

**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 Release which has 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**

June 5, 2015



**CSE: CRL**

## **CARL ANNOUNCES COMPLETION OF PRIVATE PLACEMENT**

**June 5, 2015 – Vancouver, British Columbia** – Carl Capital Corp. (“Carl” or the “Company”), a developer of software as a service (“SaaS”)-based solutions for data integration and business intelligence, announces that, further to its new release of May 26, 2015, it has closed a non-brokered private placement offering (the “Offering”) pursuant to which it sold an aggregate of 1,250,000 units (each, a “Unit”) at a price of \$0.20 per Unit, for gross proceeds of \$250,000. Each Unit sold was comprised of one common share (each, a “Share”) in the capital of the Company and one half of one transferable share purchase warrant (each whole warrant being, a “Warrant”). Each Warrant entitles the holder thereof to acquire one Share at a price of \$0.35 per Share until 5:00 p.m. (Vancouver time) on June 5, 2017. The proceeds of the Offering will be used for sales and marketing, product development and the hiring of new personnel.

In connection with the Offering, the Company issued finder’s warrants to purchase an aggregate of 85,680 Shares at a price of \$0.35 per Share until June 5, 2016 and paid a finder’s fee of \$17,136 to one finder.

The securities issued under the Offering, and the shares that may be issuable on exercise of the Warrants, are subject to a statutory hold period expiring on October 6, 2015.

### **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:

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