

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

November 19, 2015

Item 3 News Release

The news release was disseminated through Marketwired on November 19, 2015.

Item 4 Summary of Material Change

The Company announced that it has appointed Mike McDonald as its Vice President of Engineering.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in the Company's News Release of November 19, 2015 attached as Schedule "A" hereto.

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

November 20, 2015

SCHEDULE "A"



CSE: CRL
Frankfurt: 7C5

CARL APPOINTS MIKE MCDONALD AS VP OF ENGINEERING

November 19, 2015 - Vancouver, British Columbia - Carl Data Solutions Inc. (CSE: CRL, Frankfurt: 7C5) ("Carl" or the "Company"), a developer of Big-Data-as-a-Service ("BDaaS")-based solutions for data integration and business intelligence, is pleased to appoint skilled professional, Mike McDonald, as its Vice President of Engineering. His appointment comes during a successful year for the company and marks a major milestone in advancing the company's BDaaS framework. Mr. McDonald has signed on to lead a strong team of talented developers and engineers in Europe and North America.

Mr. McDonald will play an integral role on Carl's leadership team overseeing application development and managing Carl's software engineers. He brings a wealth of knowledge and experience in SaaS based application development to the company, which will be integral as we continue to expand our product offerings in the utilities sector.

With over 10 years of software development experience, both in the data analysis and engineering sectors, Mr. McDonald has designed and built custom software solutions for national award-winning engineering projects, was the Senior Software Developer Engineer at the leading engineering firm Kerr Wood Leidal Associates Ltd. and was the founding programmer and development team lead for FlowWorks Inc. ("FlowWorks"), a company recently acquired by Carl. His extensive knowledge of the FlowWorks platform will be an invaluable asset to the company as Carl continues to enhance its scalability and customer usability.

Mr. McDonald holds a Bachelor of Technology degree from the British Columbia Institute of Technology (BCIT).

Mr. McDonald, commented, "I'm excited to join Carl's talented team of professionals. I'm looking forward to using Carl's innovative solutions to build the best possible applications for our customers. In particular, Carl's technology will allow us to significantly enhance the FlowWorks application and expand its use to support other areas in the utilities sector."

Greg Johnston, CEO of Carl, commented, "We are excited to welcome Mike to the Carl team. His extensive expertise and knowledge of the FlowWorks application makes him a tremendous asset to the company. We are confident that his technical skills and project management experience will be instrumental to Carl's growth."

About Carl Data Solutions Inc.

Carl Data Solutions Inc. is focused 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 develops applications to work with new cloud-based mass storage services and analytics applications (Big-Data-as-a-Service (BDaaS)). Carl is creating a virtually unlimited data storage environment from which informative visual representations of data can be created and new insights generated. Carl's goal is to deliver a comprehensive data management solution for datasets of any size and type from any source.

On behalf of the Board of Directors:

Greg Johnston
President, Chief Executive Officer, Director

Carl Data Solutions Inc.

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.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of applicable securities law. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking statements in this press release include, but are not limited to, the company's expectation that Mr. McDonald's knowledge and experience will be integral as the Company continues to expand its product offerings in the utilities market, and in particular, the Company's expectation that his extensive knowledge of the FlowWorks platform will be an invaluable asset as Carl continues to enhance its scalability and customer usability; Mr. McDonald's assertion that Carl's technology will allow the FlowWorks application to be significantly enhanced and its use expanded to support other areas in the utilities sector; and Mr. Johnston's assertion that Mr. McDonald's technical skills and project management experience will be instrumental to Carl's growth.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements including, without limitation, risks with respect to: the ability of the Company to establish a market for its services; competitive conditions in the industry which could prevent the Company from becoming profitable; meeting the Company's contractual timelines and milestones; general economic conditions in Canada and globally; the inability to secure additional financing; competition for, among other things, capital and skilled personnel; changes in economic and market conditions that could lead to reduced spending on the Company's services; potential delays or changes in plans with respect to deployment of services or capital expenditures; the Company's ability to hire and retain qualified employees and key management personnel; possibility that government policies or laws may change; amount and timing of operating costs and capital expenditures; the success of certain business combinations engaged in by the Company or by its competitors; possible disruptive effects of organizational or personnel changes; technological change, new products and standards; risks related to acquisitions and international expansion; reliance on large customers; reliance on a limited number of suppliers; risks related to the

Company's competition; the Company's not adequately protecting its intellectual property; interruption or failure of information technology systems; the development, implementation and execution of the Company's strategic vision and the Company's technologies; and business, legal and/or regulatory risks relating to the Company's business, financings and strategic acquisitions. Any 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.