

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Carl Data Solutions Inc. (the "Company")
Suite 488 - 1090 West Georgia Street
Vancouver, BC V6E 3V7

Item 2 Date of Material Change

August 15, 2017 and August 29, 2017

Item 3 News Release

The news releases dated August 15, 2017 and August 29, 2017 were disseminated through Marketwired.

Item 4 Summary of Material Change

The Company announced that it proposes a non-brokered private placement offering (the "Offering") to raise up to CDN\$1,560,000 by the issuance of up to 6,000,000 units (each, a "Unit") at a price of CDN\$0.26 per Unit.

Each Unit will be comprised of one common share in the capital of the Company (each, a "Common Share") and one common share purchase warrant, with each common share purchase warrant (each, a "Warrant") being exercisable into one Common Share at a price of CDN\$0.40 per share for a two-year period from the date of issuance. Should the stock trade at a price greater than CDN\$0.75 per share for ten consecutive trading days, the Company will have the right to accelerate the expiry of the Warrants by giving notice to the holders of the Warrants by news release that the Warrants will expire on a date that is not less than 30 days from the date notice is given.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news releases for a full description of the material change.

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

August 30, 2017

SCHEDULE "A"

◆ Attach news release