

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

September 5, 2017

Item 3 News Release

The news release dated September 5, 2017 was disseminated through Marketwired.

Item 4 Summary of Material Change

On September 5, 2017, the Company closed the first tranche of a non-brokered private placement offering (the "Offering") of up to 6,000,000 units (each, a "Unit") at a price of CDN\$0.26 per Unit. In the first tranche (the "First Tranche"), the Company sold 2,055,000 Units for gross proceeds of CDN\$534,300. Each Unit was comprised of one common share in the capital of the Company (each, a "Common Share") and one common share purchase warrant (each, a "Warrant"), each 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 (the "Closing Date").

The Company paid a cash commission of CDN\$42,744 and issued 164,400 non-transferable unit purchase warrants (each, a "Finder's Warrant") to one finder in connection with subscriptions in the First Tranche. Each Finder's Warrant entitles the holder to purchase one Unit (each, a "Finder's Unit") at a price of CDN\$0.33 per Finder's Unit for a two-year period from the Closing Date, with each Finder's Unit consisting of one Common Share and one common share purchase warrant (each, a "Finder's Unit Warrant"), with each Finder's Unit Warrant entitling the holder to purchase one additional Common Share at a price of CDN\$0.40 per Common Share for a two-year period from the Closing Date.

On September 5, 2017, two debtholders of the Company settled the loans in the aggregate amount of CDN\$679,045.99 in consideration of the issuance of an aggregate of 2,611,714 Units at a price of CDN\$0.26 per Unit.

As of September 5, 2017, several noteholders (each, a "Noteholder") have settled an aggregate amount of CDN\$291,021.68 (the "Royalty Payments") owed to the Noteholders by the Company in connection with royalty payments owed to the Noteholders by the Company pursuant to that certain Note Purchase Agreement dated May 30, 2016, as amended November 8, 2016 between the Company, AIP Asset Management Inc. and the Noteholders. The Company settled the Royalty Payments

by the issuance of a total of 1,119,316 Units at a price of CDN\$0.26 per Unit.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news release 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

September 6, 2017

CSE:CRL
FSE:7C5
OTC:CDTAF



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CARL DATA SOLUTIONS ANNOUNCES CLOSING OF FIRST TRANCHE OF PRIVATE PLACEMENT, DEBT SETTLEMENT AND ROYALTY SETTLEMENT

September 5, 2017 - Vancouver, British Columbia - Carl Data Solutions Inc. (CSE:CRL, FSE:7C5, OTC:CDTAF) (“Carl” or the “Company”), a developer of Big-Data-as-a-Service (“BDaaS”)-based solutions for data integration, business intelligence, and Industrial Internet-of-Things (“IIoT”) applications, is pleased to announce that it has closed the first tranche of a non-brokered private placement offering (the “Offering”) of up to 6,000,000 units (each, a “Unit”) at a price of CDN\$0.26 per Unit. In the first tranche (the “First Tranche”), the Company sold 2,055,000 Units for gross proceeds of CDN\$534,300. The Company intends to use the proceeds of the Offering for implementing new advanced features to its FlowWorks application and for general working capital purposes.

Each Unit was comprised of one common share in the capital of the Company (each, a “Common Share”) and one common share purchase warrant (each, a “Warrant”), each 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 (the “Closing Date”). Should the Common Shares 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 (the “Acceleration Right”).

The Company paid a cash commission of CDN\$42,744 and issued 164,400 non-transferable unit purchase warrants (each, a “Finder’s Warrant”) to one finder in connection with subscriptions in the First Tranche. Each Finder’s Warrant entitles the holder to purchase one Unit (each, a “Finder’s Unit”) at a price of CDN\$0.33 per Finder’s Unit for a two-year period from the Closing Date, with each Finder’s Unit consisting of one Common Share and one common share purchase warrant (each, a “Finder’s Unit Warrant”), with each Finder’s Unit Warrant entitling the holder to purchase one additional Common Share at a price of CDN\$0.40 per Common Share for a two-year period from the Closing Date. Both Finder’s Warrants and Finder’s Units Warrants are subject to the Company’s Acceleration Right.

The Company is also pleased to announce that two debtholders of the Company have settled the loans in the aggregate amount of CDN\$679,045.99 in consideration of the issuance of an aggregate of 2,611,714 Units at a price of CDN\$0.26 per Unit (the “Debt Settlement”).

The Company is further pleased to announce that several noteholders (each, a “Noteholder”) have settled an aggregate amount of CDN\$291,021.68 (the “Royalty Payments”) owed to the Noteholders by the Company in connection with royalty payments owed to the Noteholders by the Company pursuant to that certain Note Purchase Agreement dated May 30, 2016, as amended November 8, 2016 between the Company, AIP Asset Management Inc. and the Noteholders (the “Note Purchase Agreement”). The Company settled the Royalty Payments by the issuance of a total of 1,119,316 Units at a price of CDN\$0.26 per Unit (the “Royalty Settlement”). In connection with the Royalty Settlement, the Company entered into an amending agreement to the Note Purchase Agreement with AIP Asset Management Inc. and the Noteholders and a royalty settlement and subscription agreement with each of the Noteholders.

All of the securities issued in connection with the First Tranche, the Debt Settlement and the Royalty Settlement are subject to a statutory hold period of four months and one day.

None of the securities sold in connection with the Offering will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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 recent acquisitions, Carl helps its clients analyze and understand all forms of environmental data through a powerful platform of data collection, monitoring, analysis and reporting tools.

Carl Data continues to develop applications to work with new cloud-based mass storage services and analytics tools (Big-Data-as-a-Service (BDaaS) to provide scalability for municipalities, utilities and other industrial verticals. These data collection and storage methods allow the company to build smart Software-as-a-Service (SaaS)-based applications that can collect data from many diverse sources and provide deep insight for decision-making purposes. More information can be found at www.CarlSolutions.com.

On behalf of the Board of Directors:

Greg Johnston
President, Chief Executive Officer, Director
Carl Data Solutions Inc.

For further information please contact:

Kimberly Bruce
Corporate Communications
Carl Data Solutions Inc.
Telephone: (778) 379-0275
Email: kimberly@carlsolutions.com

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

Disclaimer for Forward-Looking Information

Certain statements in this press release are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as “may”, “should”, “will”, “could”, “intend”, “estimate”, “plan”, “anticipate”, “expect”, “believe” or “continue”, or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the proceeds to be raised pursuant to the Offering and the use of proceeds of Offering. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding the Company’s ability to complete the Offering, including the risk that the Offering may not be completed as expected or at all, that the proceeds of the Offering may be used other than as set out in this news release and other factors beyond the control of the Company. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.