



**CSE: CRL**  
**FSE: 7C5**  
**OTC:CDTAF**

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## **CARL DATA SOLUTIONS ANNOUNCES CLOSING OF SECOND TRANCHE OF PRIVATE PLACEMENT AND DEBT SETTLEMENT**

**October 25, 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, further to its news releases dated August 15, 2017 and September 5, 2017, it has closed the second and final tranche (the “Second Tranche”) of a non-brokered private placement offering. In the Second Tranche, the Company sold 1,618,824 units (each, a “Unit”) at a price of \$0.26 per Unit for gross proceeds of \$420,893.98. The Company intends to use the proceeds of the Second Tranche 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 \$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 \$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”).

Chris Johnston, a director of the Company, subscribed for 76,923 Units for gross proceeds of \$19,999.98 in the Second Tranche (the “Johnston Subscription”).

The Company paid a cash commission of \$11,845.60 and issued 45,560 non-transferable unit purchase warrants (each, a “Finder’s Warrant”) to one finder in connection with subscriptions in the Second Tranche. Each Finder’s Warrant entitles the holder to purchase one Unit (each, a “Finder’s Unit”) at a price of \$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 \$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, further to its news release dated October 20, 2017, three debtholders of the Company, McKenzie LK Management & Consulting Ltd., Skanderbeg Financial Advisory Inc., and Chris Johnston, have converted indebtedness in the aggregate amount of \$79,500.00 into 305,768 Units at a price of \$0.26 per Unit (the "Debt Settlement").

McKenzie LK Management & Consulting Ltd., a company owned by Craig Tennock, a director of the Company, converted the indebtedness in the amount of \$58,500 into 225,000 Units (the "McKenzie Settlement"). The Company was indebted to McKenzie LK Management & Consulting Ltd. in the aggregate amount of \$58,500 for unpaid remuneration for consulting services performed.

Skanderbeg Financial Advisory Inc., a company owned by Kevin Ma, a director of the Company, converted the indebtedness in the amount of \$10,500 into 40,384 Units (the "Skanderbeg Settlement"). The Company was indebted to Skanderbeg Financial Advisory Inc. in the aggregate amount of \$10,500 for unpaid remuneration for Chief Financial Officer services performed.

Chris Johnston, a director of the Company, converted the indebtedness in the amount of \$10,500 into 40,384 Units (the "CJ Settlement"). The Company was indebted to Mr. Johnston in the aggregate amount of \$10,500 for unpaid remuneration for consulting services performed.

Each of the Johnston Subscription, the Skanderbeg Settlement, the McKenzie Settlement and the CJ Settlement was a "related party transaction" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Johnston Subscription, the Skanderbeg Settlement, the McKenzie Settlement and the CJ Settlement were exempt from the valuation requirement of MI 61-101 by virtue of the exemptions contained in (i) Section 5.5(a) of MI 61-101 in that the fair market value of the Johnston Subscription, the Skanderbeg Settlement, the McKenzie Settlement and the CJ Settlement did not exceed 25% of the Company's market capitalization and (ii) section 5.5(b) of MI 61-101 as the Company's Shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the Johnston Subscription, the Skanderbeg Settlement, the McKenzie Settlement and the CJ Settlement did not exceed 25% of the Company's market capitalization.

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

None of the securities sold in connection with the Second Tranche and the Debt Settlement 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](http://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:**

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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.

### **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 use of proceeds of the Second Tranche. Such statements are qualified in their entirety by the inherent risks and uncertainties that the proceeds of the Second Tranche 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.