

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

April 17, 2018

Item 3 News Release

The news release dated April 20, 2018 was disseminated through Cision.

Item 4 Summary of Material Change

On April 17, 2018, the Company issued McKenzie LK Management & Consulting Ltd. ("McKenzie LK"), a company owned by Craig Tennock, a director of the Company, 102,631 common shares in the capital of the Company (each, a "Share") at a deemed price of \$0.19 per Share as full and final payment and satisfaction of the debt of the Company. The Company was indebted to McKenzie in the aggregate amount of \$19,500 for unpaid remuneration for services performed by McKenzie LK during the months of February and March 2018.

In addition, the Company issued Kevin Marsh, the Vice President of Business Development of the Company, 75,000 Shares at a deemed price of \$0.32 per Share in settlement of the a signing bonus payable in Shares previously agreed to by the Company.

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.

MI 61-101 Requirements

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

See Item 4 above.

(b) the purpose and business reasons for the transaction:

The purpose of the transaction with McKenzie LK is to settle debt owed to a creditor of the Company. The purpose of the transaction with Kevin Marsh is to issue the Shares in settlement of the signing bonus.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The Company does not anticipate any material effect on the Company's business and affairs.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Craig Tennock, a director of the Company, indirectly acquired 102,631 Shares in settlement of \$19,500 in accounts payable to McKenzie LK, a company controlled by Mr. Tennock, for services rendered as a consultant to the Company (the "McKenzie Settlement"). As such, the McKenzie Settlement was a "related-party transaction" as such term is defined in MI 61-101. Mr. Tennock's participation in the McKenzie Settlement was approved by disinterested members of the board of directors of the Company.

Kevin Marsh, the Vice President of Business Development of the Company, acquired 75,000 Shares in settlement of the remaining amount owed as a signing bonus payable in Shares previously agreed to by the Company (the "Marsh Settlement" and together with the "McKenzie Settlement", the "Debt Settlements"). As such, the Marsh Settlement was a "related-party transaction" as such term is defined in MI 61-101. Mr. Marsh's participation in the Marsh Settlement was approved by disinterested members of the board of directors of the Company.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

The following table sets out the effect of the McKenzie Settlement and the Marsh Settlement on the percentage of securities of the Company beneficially owned or controlled by each of Mr. Tennock and Mr. Marsh:

Name and Position	Dollar Amount of Shares Acquired	Number of Securities Acquired	No. of Shares Held prior to Closing of the Debt Settlements	Percentage of Issued and Outstanding Shares prior to Closing of the Debt Settlements	No. of Shares Held After Closing of the Debt Settlements	Percentage of Issued and Outstanding Shares After Closing of the Debt Settlements
Craig Tennock <i>Director</i>	\$19,500	102,631 common shares	Undiluted: 225,000 ⁽¹⁾ Diluted: 450,000 ⁽²⁾	Undiluted: 0.34% ⁽³⁾ Diluted: 0.68% ⁽⁴⁾	Undiluted: 327,631 ⁽⁵⁾ Diluted: 552,631 ⁽⁶⁾	Undiluted: 0.49% ⁽⁷⁾ Diluted: 0.83% ⁽⁸⁾
Kevin Marsh <i>Vice President of Business Development</i>	\$24,000	75,000 common shares	Undiluted: 25,000 Diluted: 25,000	Undiluted: 0.04% ⁽³⁾ Diluted: 0.04% ⁽³⁾	Undiluted: 100,000 Diluted: 100,000	Undiluted: 0.15% ⁽⁷⁾ Diluted: 0.15% ⁽⁷⁾

(1) All 225,000 Shares held by McKenzie LK.

(2) Comprised of: (a) 225,000 Shares held by McKenzie LK; and (b) 225,000 warrants held by McKenzie LK, each of which is exercisable into one Share, exercisable at a price of \$0.40 per Share until October 25, 2019, which may be exercised within the next 60 days.

(3) Based on 66,397,698 Shares outstanding prior to the completion of the Debt Settlements on April 17, 2018.

(4) Based on 66,622,698 Shares comprised of: (a) 66,397,698 Shares outstanding prior to the completion of the Debt Settlements on April 17, 2018; and (b) 225,000 warrants held by McKenzie LK, each of which is exercisable into one Share, exercisable at a price of \$0.40 per Share until October 25, 2019, which may be exercised within the next 60 days.

(5) All 327,631 Shares held by McKenzie LK.

(6) Comprised of: (a) 327,631 Shares held by McKenzie LK; and (b) 225,000 Warrants held by McKenzie LK, each of which is exercisable into one Share, exercisable at a price of \$0.40 per Share until October 25, 2019, which may be exercised within the next 60 days.

(7) Based on 66,575,329 Shares outstanding after the completion of the Debt Settlements on April 17, 2018.

(8) Based on 66,800,329 Shares comprised of: (a) 66,575,329 Shares outstanding prior to the completion of the Debt Settlements on April 17, 2018; and (b) 225,000 warrants held by McKenzie LK, each of which is exercisable into one Share, exercisable at a price of \$0.40 per Share until October 25, 2019, which may be exercised within the next 60 days.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

The Debt Settlements were approved by disinterested members of the board of directors of the Company and Mr. Tennock abstained on the resolution of the board of directors approving the McKenzie Settlement. A special committee was not established in connection with the approval of the McKenzie Settlement or the Marsh Settlement, and no materially contrary view or abstention was expressed or made by any director.

- (f) *a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

- (g) *disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

- (i) *that has been made in the 24 months before the date of the material change report:*

Not applicable.

- (ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

- (h) *the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

The Company entered into debt settlement and subscription agreements with McKenzie LK and Kevin Marsh pursuant to which McKenzie LK subscribed for 102,631 Shares in settlement of \$19,500 in account payable by the Company and Kevin Marsh subscribed for 75,000 Shares in settlement of the signing bonus.

See Item 4 above and the attached news release for a full description of the Debt Settlements.

- (i) *disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

MI 61-101 requires that issuers obtain a formal valuation and minority shareholder approval of related party transactions, unless an applicable exemption is available. The Debt Settlements 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 Debt Settlements 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(1)(a) of MI 61-101 in that the fair market value of the Debt Settlements did not exceed 25% of the Company's market capitalization.

As this material change report is being filed less than 21 days before the transaction, there is a requirement under MI 61-101 to explain why the shorter period was reasonable or necessary in the circumstances. In the view of the

Company it was necessary to immediately close the Debt Settlements and therefore, such shorter period was reasonable and necessary in the circumstances to improve the Company's financial position.

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

April 20, 2018

SCHEDULE "A"

NEWS RELEASE



CSE: CRL
FSE: 7C5
OTC:CDTAF

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES**

CARL DATA SOLUTIONS ANNOUNCES CLOSING OF DEBT SETTLEMENTS

April 20, 2018 -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 applications, is pleased to announce that the Company issued McKenzie LK Management & Consulting Ltd. ("McKenzie"), a company owned by Craig Tennock, a director of the Company, 102,631 common shares in the capital of the Company (each, a "Share") at a deemed price of \$0.19 per Share as full and final payment and satisfaction of the debt of the Company (the "McKenzie Settlement"). The Company was indebted to McKenzie in the aggregate amount of \$19,500 for unpaid remuneration for services performed by McKenzie during the months of February and March 2018.

In addition, the Company issued Kevin Marsh, the Vice President of Business Development of the Company, 75,000 Shares at a deemed price of \$0.32 per Share in settlement of the a signing bonus payable in Shares previously agreed to by the Company (the "Marsh Settlement").

Each of the McKenzie Settlement and the Marsh Settlement (the "Debt Settlements") 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 Debt Settlements were 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 Debt Settlements did not exceed 25% of Company's market capitalization and (ii) section 5.5(b) of MI 61-101 as the Company's Shares 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(1)(a) of MI 61-101 in that the fair

market value of the Debt Settlements did not exceed 25% of the Company's market capitalization. As the material change report disclosing the Debt Settlements is being filed less than 21 days before the transaction, there is a requirement under MI 61-101 to explain why the shorter period was reasonable or necessary in the circumstances. In the view of the Company it was necessary to immediately close the Debt Settlements and therefore, such shorter period was reasonable and necessary in the circumstances to improve the Company's financial position.

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

None of the securities sold in connection with the Debt Settlements 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. an Industrial IoT (IIoT) company 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, reporting, and predictive analysis tools.

Carl Data continues to develop applications to work with new cloud-based mass storage 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:

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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.