

CSE:CRL
FSE:7C5
OTC:CDTAF



CARL DATA ENTERS INTO SECURITIES EXCHANGE AGREEMENT WITH ASTRA SMART SYSTEMS

June 11, 2018 – Vancouver, British Columbia – Carl Data Solutions Inc. (CSE:CRL, FSE:7C5, OTC:CDTAF) (“Carl Data” or the “Company”), entered into a securities exchange agreement (the “Agreement”) with Astra Smart Systems Corp. (“Astra”) on June 8, 2018. Astra manufactures Industrial Internet of Things (IIoT) devices and runs a data center that can host over 1,000 servers. Several high profit margin Data Hosting, Data Processing, Data Analytics and Software as a Service (SaaS) contracts that generate monthly reoccurring revenue are also serviced by Astra.

Pursuant to the Agreement, Carl Data has agreed to acquire (the “Acquisition”) all of the issued and outstanding shares of Astra from its shareholders (the “Shareholders”), for total consideration of (i) 9,300,000 common shares in the capital of the Company (approximately \$1,581,000 CAD at \$0.17 per share), (ii) the payment of an aggregate of \$300,000 in cash to the Shareholders within thirty days of closing and (iii) the payment of an aggregate of \$300,000 in cash to the Shareholders within six months of closing.

Astra is creating environmental monitoring sensors and devices for the IIoT, while developing complimentary data-centric software. Its data hosting center takes advantage of affordable leasing and industry incentives, such as subsidized power and human resources. The Columbia Basin Trust provides \$400M CAD annually for these kinds of subsidies in the West Kootenays region. By bringing to market fully integrated end-to-end (E2E) environmental monitoring solutions for problems such as air quality, flooding and drought, Astra and Carl Data expect to continue expanding across further industrial verticals and emerging markets.

Pilar Portela, founder and CEO of Astra, is expected to continue with her role and assist with the transition for one year following completion of the Acquisition. Portela stated, “Astra’s annual potential earnings have been carefully orchestrated through its various revenue streams. Focused on the three bases of E2E services for Industrial IoT clients, being Data Acquisition, Data Processing and Data Analytics, Astra builds products that help our clients augment their business intelligence capacity. From safety and environmental sensors to process analytics and data modeling, Astra has grown through a profitable model almost from day one.”

Portela added, “Joining forces with Carl Data Solutions will enable our companies to expand,

integrate and offer multiple E2E solutions to our industrial clients, scale our sensor manufacturing and assembly lines housed in our 45,000 square foot facility, and support client data processing needs in our one-megawatt data center.”

Greg Johnston, Carl Data’s President and CEO, commented “Astra is a fast growing, well-managed company with technology that is very complimentary to our products. Our business plan was always to supplement organic growth by acquiring innovative companies and help accelerate their expansion. Astra is a great example of a purchase that allows us to quickly bring our technology into new verticals where the target company is already established.”

“In addition to new revenue and customers, Astra employs a group of very talented people who have come a long way in a short time. We look forward to expanding Astra’s operations and integrating their technology into our list of products and services to accelerate our overall growth,” added Johnston.

About Astra Smart Systems Inc.

Astra is located at the i4C Innovation building, an Industrial IoT lab, production and development facility located in Trail, BC, Canada. Astra’s mandate is to develop E2E solutions for complex industrial challenges.

Astra’s facility is at the centre of the Kootenay regions industrial fibre optic hub and sits along the newly established Metal Tech Alley. This corridor of high-technology ventures focused on industrial innovation, right across from the regional Trail Airport (YZZ) and with railway access to the US border at only seven kms away. Astra offers custom-designed infrastructure, equipment, and professional services for IIoT applications. More information can be found at <http://astra.earth>.

About Carl Data Solutions Inc.

Carl Data Solutions Inc. is 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 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:

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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 and Future-Oriented Financial Information and Financial Outlook Information

Certain statements in this press release are forward-looking statements and are prospective in nature and contain future-oriented financial information and financial outlook information (collectively, "FOFI") about the growth in Astra's revenues in the future. 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: completion of the Acquisition; the continued operation of Astra following the Acquisition; the expected consideration under the Acquisition; the expected benefits to the Company and Astra's business operations of the Acquisition, including financial projects relating thereto; and the Company's plans with respect to Astra's integration following the Acquisition. Forward-looking statements are subject to a number of risks and uncertainties that may cause our actual results to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things: the Acquisition not completing; Astra not being operated as expected following the Acquisition; the consideration under the Acquisition being different from that disclosed in this press release; the benefits to the Company and Astra of the Acquisition or the financial projections associated therewith not being realized as expected or at all; changes to the Company's plans with respect to Astra's integration following the Acquisition; the ability of the Company to establish a market for its services; competitive conditions in the industry; general economic conditions in Canada and globally; the inability to secure additional financing; competition for, among other things, capital and skilled personnel; potential delays or changes in plans with respect to deployment of services or capital expenditures; the possibility that government policies or laws may change; technological change; risks related to the Company's competition; the Company's not adequately protecting its intellectual property; interruption or failure of information technology systems; and regulatory risks relating to the Company's business, financings and strategic acquisitions. The information contained herein and any forward-looking statement or FOFI speaks only as of the date on which it is made and is subject to change. We disclaim any intent or obligation to update any forward-looking statement or any FOFI, whether as a result of new information, future events or results or otherwise, except as may be required by applicable securities laws. Although we believe that the assumptions inherent in the forward-looking statements and FOFI are reasonable, forward-looking statements and FOFI are not guarantees of future performance and accordingly, undue reliance should not be put on such statements due to their inherent uncertainty.