

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Carl Data Solutions Inc. (the "Company")
106 - 8331 East Lake Drive, Burnaby, BC V5A 4W2

Item 2 Date of Material Change

January 28, 2019, for the issuance of convertible debentures and February 1, 2019, for the appointment of Chief Financial Officer.

Item 3 News Release

The news release was disseminated through Newsfile on February 11, 2019.

Item 4 Summary of Material Change

The Company announced that it has closed a non-brokered private placement pursuant to which it has issued \$130,000 in unsecured convertible debentures and announced that it has appointed Cale Thomas as its Chief Financial Officer.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it closed a non-brokered private placement on January 28, 2019, pursuant to which it has issued \$130,000 in unsecured convertible debentures (the "Debentures") with the following terms:

- maturity date six months from the date of issuance (the "Maturity Date") and the principal amount of the Debentures, together with any accrued and unpaid interest will be payable on the Maturity Date unless earlier converted or prepaid in accordance with their terms;
- the Debentures bear interest (the "Interest") at the rate of 10% semi-annually which Interest will be payable on the Maturity Date, unless earlier converted or prepaid;
- the principal amount of the Debentures, together with all accrued and unpaid Interest thereon, is convertible into common shares of the Company (each, a "Share") at the option of the holder at a conversion price of \$0.15 per Share, subject to the Company's right to earlier prepayment; and
- the principal amount may be prepaid by the Company, without penalty, on not less than ten (10) days' prior written notice by the Company and after delivery of such notice the Debentures may no longer be converted

The Company has also announced that Cale Thomas, MBA has been appointed as CFO of the Company as of February 1, 2019. Mr. Thomas replaces Alastair Brownlow who has served as CFO since June 21, 2017, and has remained as Controller.

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, Chief Executive Officer, (778) 379-0275

Item 9 Date of Report

February 12, 2019



CSE: CRL
FSE: 7C5
OTC:CDTAF

CARL DATA APPOINTS NEW CFO, CALE THOMAS, MBA AND ISSUES CONVERTIBLE DEBENTURES

February 11th, 2019 - Vancouver, British Columbia - Carl Data Solutions Inc. (CSE:CRL, FSE:7C5, OTC:CDTAF) (öCarl Dataö or the öCompanyö), is pleased to announce that Cale Thomas, MBA has been appointed as CFO of the company. Thomas replaces Alastair Brownlow who has served as CFO since June 21, 2017, and has remained as Controller.

Thomas has over 12 years of experience as a director and an officer in Canadian and U.S. venture companies, and was a director and CFO of Carl Data during its early years.

öCale Thomas has a proven knack for helping manage and shape the financial profile of companies,ö said Greg Johnston. öWith our continued growth in new verticals, Thomas will be able to assist in maximizing the companyö's revenues from new products and pricing models.ö

The company also announces that it has closed a non-brokered private placement (the öOfferingö) of unsecured debenture (the öDebenturesö) for total proceeds of \$130,000.

The terms of the debentures include:

- a maturity date six months from the date of issuance (the öMaturity Dateö) and the principal amount of the Debentures, together with any accrued and unpaid interest will be payable on the Maturity Date unless earlier converted or prepaid in accordance with their terms;
- the Debentures bear interest (the öInterestö) at the rate of 10% semi-annually which interest will be payable on the Maturity Date, unless earlier converted or prepaid;
- the principal amount of the Debentures, together with all accrued and unpaid interest thereon, is convertible into common shares of the Company (each, a öShareö) at the option of the holder at a conversion price of \$0.15 per Share, subject to the Companyö's right to earlier prepayment; and
- the principal amount may be prepaid by the Company, without penalty, on not less than ten (10) daysö prior written notice by the Company and after delivery of such notice the Debentures may no longer be converted.

The proceeds of the Offering are expected to be used for general operating expenses of the Company.

None of the securities to be issued in the Offering will be registered under the United States securities Act of 1933, as amended (the "1933 Act"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

About Carl Data Solutions Inc.

Carl Data Solutions Inc. is an Industrial IoT (IIoT) company that provides next generation collection, storage and analytics solutions for data-centric companies. Building on its recent acquisitions, Carl Data helps clients analyze and model environmental data through a powerful technology agnostic end-to-end platform of smart sensors combined with web-based monitoring, reporting, and predictive analytics applications

Carl Data continues to develop applications that extract value from new cloud-based mass storage services and machine learning (AI) analytics tools to provide the scalability needed to effectively monitor smart cities, utilities and other industrial verticals. This software suite saves clients time and money by amassing information from any sensor or source to create a real-time decision support system with deep insights into how to protect infrastructure and assets. 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.