

**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**

Agreement signed on April 12, 2019.

**Item 3 News Release**

The news release was disseminated through Newsfile on April 16, 2019. (News release attached.)

**Item 4 Summary of Material Change**

The Company announced that on April 12, 2019 it entered into a colocation agreement (the "Agreement") to provide hosting services to Link Global Technologies Inc. ("Link") at the Trail, BC hosting facilities (the "Data Centre") of its wholly owned subsidiary, Astra Smart Systems Corp. ("Astra"). Link has agreed to deliver 610 servers for the purpose of mining the Bitcoin blockchain currency ("Bitcoin") for a term of one year with three additional six-month renewals at the option of Link.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

The Company announced that on April 12, 2019 it entered into the Agreement to provide hosting services to Link at Astra's Data Centre on the following terms:

- the term of the agreement is for one year with three additional six-month term renewals available at the option of Link, and Link can terminate the agreement with 30 days' notice;
- link will locate 610 computer servers for the purpose of mining Bitcoin, at Astra's Data Centre;
- link will pay to the Company, rent plus utilities where rent is calculated on a range from a minimum of USD\$12,000 to a maximum of USD\$17,000 calculated proportionately on a linear scale based on the month-end price of Bitcoin falling between USD\$5,000 and USD\$10,000 and utilities are expected to be approximately CDN\$37,600 per month; and
- unless terminated by the Company with 30 days' notice, any shortfall experienced by Link between the total monthly amount paid to Astra and the total income from Bitcoin mining for each month will be accumulated, and from time to time, at Link's request, the Company will issue common shares in the amount of the agreed upon accumulated shortfall at a price per share calculated as the average closing price of the Company's shares over the 10 days previous to the date of Link's request.

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**

April 16, 2019

CSE: CRL  
FSE: 7C5  
OTC:CDTAF



## CARL DATA SIGNS DATA HOSTING AGREEMENT WITH LINK GLOBAL

**April 16, 2019 - Vancouver, British Columbia** - Carl Data Solutions Inc. (CSE:CRL, FSE:7C5, OTC:CDTAF) (the "Carl Data" or the "Company"), is pleased to announce that Link Global Technologies Inc. (the "Link") signed a colocation agreement (the "Agreement") with Carl Data's wholly owned subsidiary, Astra Smart Systems Corp. (the "Astra") on April 12, 2019, for use of Astra's data centre (the "Data Centre") in Trail, BC. The Agreement provides for Astra to supply premises and electricity for the set-up and operation of Link's server equipment for the purpose of mining the Bitcoin blockchain currency (the "Bitcoin") for a term of one year with three additional six-month optional renewals. Rent as stipulated in the Agreement could range from CDN\$53,700 to CDN\$65,780 per month depending on Link's usage of the facilities. There is also a profit sharing opportunity for Carl Data in the future.

"This colocation agreement is a significant step forward in helping us reach capacity at the Astra Data Centre," said Greg Johnston, Carl Data CEO and President. "Potential revenue from the contract will assist in the expansion of the data center to provide other complimentary services and in turn allow more revenue streams for the Company."

Link's blockchain based mining infrastructure supply chain is being developed with existing experts to provide superior crypto currency mining infrastructures. They have extensive knowledge and experience in helping clients better understand how to implement blockchain technologies. This Agreement allows Link to continue building out its blockchain based infrastructure, while opening up some additional revenue producing opportunities for Carl Data. Carl Data, through Astra is reviewing other ways to expand the operations of both companies.

"We are excited to have Carl Data as a partner to reach toward continued growth in revenue and technical capabilities," said Link CEO, Stephen Jenkins.

Carl Data understands that from time to time, based on the market price of Bitcoin and the funds received on the day-to-day sale of Bitcoin after applicable transaction fees, the economics of mining Bitcoin may not be favourable, but may become favourable in the future as it has been in past periods. For this reason, the Company is offering an incentive to Link to undertake the set-up and commencement of operations at the Data Centre. The Company is offering to issue common shares of Carl Data (the "Shares") to Link in the quantity which, when multiplied by the current market price for the Shares, equals the shortfall in revenue, if any, with respect to costs that Link has paid to Astra (the "Shortfall") pursuant to the Agreement. These Shares will be issuable from time to time at the request of Link. This incentive can be cancelled on 30 days' notice by Carl Data.

## **About Link Global Technologies**

Link Global Technologies Inc. is a diversified cryptocurrency and blockchain platform company that is focused on the opportunities in the sector of mining public blockchains and applying permissioned blockchain technology through supply chains. Their Mining as a Service enables management of Bitcoin mining on behalf of third parties globally. Using their extensive knowledge and experience they are developing superior crypto currency mining infrastructure, while helping clients understand how best to implement blockchain technologies into their mining operations. More information can be found at <http://linkglobal.io/>

## **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](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.