

**FORM 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

January 8, 2021.

Item 3 News Release

The news release was disseminated through Cision Ltd. on January 12, 2021.

Item 4 Summary of Material Change

The Company announced that it has appointed Jean Charles Phaneuf as its Chief Executive Officer and Greg Johnston as the Chairman of the Board.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that Jean Charles Phaneuf has joined the company and has been appointed CEO of the Company as of January 8, 2019. Mr. Phaneuf replaces Greg Johnston who has served as CEO since incorporation of the Company on January 14, 2014. Mr. G. Johnston remains as President of the Company and has also been appointed as Chairman of the board of directors. Mr. G. Johnston replaces Chris Johnston as Chairman though Mr. C. Johnston remains a director of the Company.

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

Cale Thomas, Chief Financial Officer, (778) 379-0275

Item 9 Date of Report

January 12, 2020



FOR IMMEDIATE RELEASE
Tuesday January 12, 2021

CARL DATA SOLUTIONS APPOINTS NEW CEO

January 12, 2021 - Vancouver, British Columbia – Carl Data Solutions Inc. (CSE:CRL, FSE:7C5, OTC:CDTAF) (“Carl Data” 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 the appointment of Mr. Jean-Charles Phaneuf as the new Chief Executive Officer of the Company effective January 2, 2021 - subject to the final acceptance of the Canadian Securities Exchange (the “CSE”).

In connection with Mr. Phaneuf’s appointment, the former CEO and current President Mr. Greg Johnston, has been appointed Chairman of Carl Data.

Mr. Phaneuf brings to Carl Data over 25 years of experience with a demonstrated leadership success history in the technologies and investment banking industry. He is a seasoned technology entrepreneur with significant M&A and corporate finance experience in both the private as well as public sector.

He was a partner at Oaklins E. Canada focused on conducting M&A and corporate finance for technology firms. He served as CEO of Quantum Numbers Corp. which traded on the TSX.V, an advanced developer of a new generation of cryptographic solutions based on the Quantum Random Number Generator intended for the IIoT market and co-author of three patents.

Mr. Phaneuf founded Sobrema and sold the business to iScope Inc. which also traded on the TSX.V where he assumed the CEO position. iScope Solutions was later sold to Colet Inc. Previously, he was a co-founder at UForce which specializes in VoIP software, which was sold to 8x8 Inc., the leading provider of Unified Communications as a Service - SaaS VoIP for business, traded on Nasdaq, where he continued his career as SVP based in Santa Clara, California.

Prior to this, he was VP of Business Venturing at Innovitech, specialized technological consortium management, strategic planning and strategic alliances. He has extensive experience piloting growth, in various stages of technology companies from inception through to maturity. In addition to his entrepreneurial and technology growth experience, Mr. Phaneuf brings a wealth of international business, marketing strategy, and management experience.



Mr. Phaneuf is recently a graduate from the MIT Sloan School of Management's executive program - Artificial Intelligence: Implications for Business Strategy and also from Ecole Polytechnique of Montreal in Industrial Engineering with a specialization in innovation management.

Greg Johnston, Chairman and President of Carl, stated that: "Mr. Phaneuf's leadership, strategic marketing and execution abilities will be instrumental in advancing the market acceptance of the Carl's products and technology. He has already worked as a consultant to Carl Data over the past two months and brings a wealth of expertise including customer-focused marketing strategy combined with a demonstrated track record of success in creating bottom line performance through strong leadership."

Mr. Phaneuf said: "Having worked alongside an outstanding team over the past few months, I am confident that the Company is on the cusp of unlocking substantial value for its shareholders and I look forward to contributing to its success. Carl currently has all the technical ingredients to be ambitious and to capitalize on its innovative suite of predictive AI technology. I am confident we will attract new key stakeholders who will take Carl to the next level. Carl is an exciting ground floor opportunity in the predictive AI space, and I look forward to successfully leading the company as it grows."

Initial Remuneration

Pursuant to Mr. Phaneuf's retainer and the Company's stock option plan, the Company has granted stock options allowing him to purchase a total of 1,000,000 common shares. The options expire 5 years from the issue date and have an exercise price of \$0.14 per share. Every three months, 25% of the options will vest such that all the options will have vested 12 months after issue.

The Company has also settled outstanding consulting fees and a contract signing bonus to Mr. Phaneuf of a total of \$63,000 through the issue of a total of 450,000 common shares of the Company. These shares have a statutory hold period of 4 months and one day.

About Carl Data Solutions

Carl Data Solutions Inc. is an Industrial IoT (IIoT) and Big Data as a Service (BDaaS) company that provides next generation collection, storage and analytics solutions for data-centric organizations. Carl Data, through its subsidiaries Astra Smart Systems Corp. and FlowWorks Inc., helps clients analyze and model environmental data through a powerful end-to-end network of custom sensor arrays combined with SaaS based monitoring, reporting, and predictive modelling applications.



Carl Data works with new cloud-based mass storage services and machine learning (AI) analytical tools to provide the scalability required to effectively monitor very large amounts of data collected by both government and industry. The software suite saves clients time and money by aggregating 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.

Contact:

Victoria Oh
Corporate Communications
Carl Data Solutions Inc.
Email: info@carlsolutions.com

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.