

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company

Breaking Data Corp.
64 Jardin Drive, Suite 2A
Concord, Ontario L4K 3P3

ITEM 2. Date of Material Change

October 31, 2016

ITEM 3. News Releases

Press release in the form of Schedule A attached hereto has been disseminated on October 31, 2016 via CNW Newswire.

ITEM 4. Summary of Material Change

Breaking Data Corp. (TSX VENTURE:BKD) (the "Company") has announced that it has closed its previously announced bought deal private placement financing (the "Offering") with a syndicate of underwriters led by Clarus Securities Inc. and including Haywood Securities Inc. (collectively, the "Underwriters"). Pursuant to the Offering, the Company issued 27,777,700 units of the Company ("Units") at a price of \$0.18 per Unit ("Issue Price"), including 3,877,700 Units issued pursuant to the full exercise of the Underwriters' over-allotment option, for aggregate gross proceeds of \$4,999,986 (the "Offering"). Each Unit is comprised of one common share in the capital of the Company ("Common Share") and one Common Share purchase warrant, ("Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.24 for a period of 24 months following closing of the Offering.

The net proceeds of the Offering will be used to fund product development costs, as well as for general corporate and working capital purposes.

ITEM 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule A attached.

5.2 Disclosure for Restructuring Transactions

Not applicable.

ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

ITEM 7. Omitted Information

Not applicable.

ITEM 8. Executive Officer

The following officer of the Company may be contacted for further information:

Breaking Data Corp.

David Berman, CFO

(905) 761-9200, Ext. 21

davidb@breakingdatacorp.com

ITEM 9. Date of Report

This report is dated this 2nd day of November, 2016.

Schedule A

Breaking Data Corp. Closes Bought Deal Private Placement Financing for Gross Proceeds of \$5,000,000

/NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE U.S./

TORONTO, Oct. 31, 2016 /CNW/ - Breaking Data Corp. (TSX VENTURE:BKD) (the "Company") is pleased to announce that it has closed its previously announced bought deal private placement financing (the "Offering") with a syndicate of underwriters led by Clarus Securities Inc. and including Haywood Securities Inc. (collectively, the "Underwriters"). Pursuant to the Offering, the Company issued 27,777,700 units of the Company ("Units") at a price of \$0.18 per Unit ("Issue Price"), including 3,877,700 Units issued pursuant to the full exercise of the Underwriters' over-allotment option, for aggregate gross proceeds of \$4,999,986 (the "Offering"). Each Unit is comprised of one common share in the capital of the Company ("Common Share") and one Common Share purchase warrant, ("Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.24 for a period of 24 months following closing of the Offering.

The Underwriters received a cash commission equal to 7.0% of the gross proceeds raised in the Offering and were granted broker warrants (the "Broker Warrants") equal to 7.0% of the number of Units issued pursuant to the Offering. Each Broker Warrant shall be exercisable into one Unit at the Issue Price for a period of 24 months following closing of the Offering.

The net proceeds of the Offering will be used to fund product development costs, as well as for general corporate and working capital purposes.

The securities issued in connection with the Offering are subject to a hold period which expires on March 1, 2017.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

About Breaking Data Corp.:

Breaking Data Corp. is a technology provider of semantic search, machine learning and natural language processing ("NLP"). The Company's technology platform has many practical applications, in multiple business and consumer verticals that are immersed in massive media and data rich settings. The Company's showcase app, *BreakingSports*, utilizes semantic machine learning and NLP to track social media in a fully automated, real-time manner for significant sports information and events and distributes summarized information through real-time push notifications to consumers. The Company also enables mobile application providers to generate revenue into their apps via its "Poynt-Enabled" SDK and owns Poynt, an award winning local mobile search app. Find out more at breakingdatacorp.com.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary and Forward-looking Statements - Statements contained in this news release, which are not historical facts, are forward-looking statements that involve risk, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. All forward-looking statements included in this news release are based on information available to the Company on the date hereof. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results of the Company to differ materially from the conclusion, forecast or projection stated in such forward-looking statements. These risks, uncertainties and other factors include, but are not limited to factors referenced in the Company's other continuous disclosure filings, which are available at sedar.com. Readers should not place undue reliance on these forward-looking statements. The Company assumes no obligation to update any forward-looking statements, except as required by applicable securities laws.

SOURCE Breaking Data Corp.

For further information: Breaking Data Corp., David Berman, CFO, (905) 761-9200, Ext. 21, davidb@breakingdatacorp.com, www.breakingdatacorp.com