

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

April 6, 2017

ITEM 3. News Releases

Press releases in the form of Schedule A attached hereto has been disseminated on April 6, 2017 via Marketwired news service.

ITEM 4. Summary of Material Change

Breaking Data Corp. (TSX VENTURE:BKD) (the "Company") has announced that it has closed the second tranche of its previously announced private placement financing with a syndicate of agents led by Clarus Securities Inc. and including Haywood Securities Inc. The Company issued 2,500,000 subscription receipts of the Company at a price of \$0.40 per subscription receipt to raise aggregate gross proceeds of \$1,000,000. Collectively under the first and second tranche of the private placement financing (the "Offering"), the Company has issued 12,500,000 subscription receipts of the Company for aggregate gross proceeds of \$5,000,000.

The Offering has been completed in connection with the Company's proposed acquisition of Sports New Media Holdings Limited, which is the owner of GiveMeSport.com and its related businesses.

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:

David Berman, CFO
(905) 761-9200, Ext. 21
davidb@breakingdatacorp.com

ITEM 9. Date of Report

This report is dated this 6th of April, 2017.

Schedule A

April 06, 2017 14:08 ET

Breaking Data Corp. Announces Closing of Second Tranche of Subscription Receipt Financing

TORONTO, ONTARIO--(Marketwired – April 6, 2017) –

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

Breaking Data Corp. (TSX VENTURE:BKD) (the "Company" or "BKD") is pleased to announce that it has closed the second tranche of its previously announced private placement financing with a syndicate of agents led by Clarus Securities Inc. and including Haywood Securities Inc. (collectively, the "Agents"). The Company issued 2,500,000 subscription receipts of the Company at a price of \$0.40 per subscription receipt to raise aggregate gross proceeds of \$1,000,000. Collectively under the first and second tranche of the private placement financing (the "Offering"), the Company has issued 12,500,000 subscription receipts of the Company (the "Subscription Receipts") for aggregate gross proceeds of \$5,000,000.

The Offering has been completed in connection with the Company's proposed acquisition of Sports New Media Holdings Limited ("SNM"), which is the owner of GiveMeSport.com and its related businesses (the "Transaction"). Each Subscription Receipt will automatically convert, upon the completion of the Transaction and the satisfaction or waiver of certain other ancillary conditions, into one unit (a "Unit") of BKD, without any further consideration on the part of the holders thereof, immediately following the completion of the Transaction. Each Unit will be comprised of one common share of BKD and one-half of one warrant, with each whole warrant exercisable into a common share of BKD until April 6, 2019 at an exercise price of \$0.70 per share.

The gross proceeds from the Offering, less any amounts used to pay the fees and expenses of the Agents (the "Escrowed Proceeds"), will be held in escrow pending the satisfaction of the release conditions, whereupon the BKD common shares and warrants underlying the Subscription Receipts will be issued to holders thereof, and the Escrowed Proceeds will be paid to the Company. In the event the Transaction does not occur by June 17, 2017, the aggregate purchase price of the Subscription Receipts shall be returned to the holders thereof on a *pro rata* basis without any deduction or interest, and the Subscription Receipts shall be automatically cancelled.

The Agents have been paid a cash commission equal to 7% of the gross proceeds raised under the Offering. In addition, upon release of the Escrowed Proceeds to the Company, the Agents shall be issued compensation options equal in number to 7% of the total number of Subscription Receipts sold pursuant to the Offering, each compensation option entitling the holder to acquire one Unit at an exercise price of \$0.40 per Unit until April 6, 2019.

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.

About GiveMeSport

GiveMeSport is a leading next generation sports media company with the largest single publisher Facebook page in the world, with over 25.9 million fans. The next largest single sports publisher Facebook page is ESPN with 15.2 fans. GiveMeSport's content generates over 3.6 billion impressions (Feb-17), reaching over 138 million unique users (Feb-17) per month on Facebook alone.

Completion of the Transaction is subject to a number of conditions, including Exchange acceptance and disinterested Shareholder approval. The transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular to be prepared in connection with the Transaction, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

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.

Contact Information

Breaking Data Corp.

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