

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 11, 2017

ITEM 3. News Releases

Press releases in the form of Schedule A attached hereto has been disseminated on April 12, 2017 via Marketwired news service.

ITEM 4. Summary of Material Change

Breaking Data Corp. (TSX VENTURE:BKD) (the "Company" or "BKD") has announced that, effective as of April 11, 2017, it has completed the previously announced acquisition (the "**Transaction**") of Sports New Media Holdings Limited ("**SNM**"). The Transaction was effected by way of a securities exchange (the "**Securities Exchange**") between the Company and SNM.

The Company intends to complete the consolidation (the "**Consolidation**") approved at the annual general and special meeting of the shareholders of the Company held on March 31, 2017 (the "**Meeting**") in the next few days.

Following completion of the Transaction, as approved at the Meeting and disclosed in the Company's management information circular dated February 28, 2017 (the "**Information Circular**"), the directors and officers of the Company are as follows: Nick Thain – Chief Executive Officer and Director; Jae Chalfin – Chief Commercial Officer and Director; Marvin Igelman – Vice Chairman and Director; David Berman – Chief Financial Officer and Corporate Secretary; Alex Zivkovic – Chief Technology Officer; Roger Rai – Director; Matthew Elek – Director; Roger Mitchell – Director; Ben Nicholas - Director.

At closing, the Company and IMG Media Ltd. ("**IMG**") entered into a registration rights agreement (the "**Registration Rights Agreement**") providing registration rights to IMG in respect of its BKD Shares in certain circumstances. The Registration Rights Agreement will be available online under the Company's issuer profile at www.sedar.com ("**SEDAR**").

By letter dated March 1, 2017, the Exchange issued its conditional approval of the Transaction. The Company is in the process of filing the final documents with the Exchange pursuant to the conditional approval, and the BKD Shares are expected to commence trading on the Exchange shortly after the Exchange provides its final approval and issues its final exchange bulletin confirming the completion of all conditions to listing.

Further details regarding the Transaction and the Financing are contained in the press releases of the Company dated December 15, 2016, January 27, 2017, February 6, 2017, March 17, 2017, March 31, 2017, and April 6, 2017 and the Information Circular, which are accessible on SEDAR. Copies of the early warning reports of Nick Thain, Jae Chalfin and IMG will be available on SEDAR or by contacting the Company's Chief Financial Officer at the address below.

ITEM 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule A attached.

5.2 Disclosure for Restructuring Transactions

See Schedule A attached.

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 12th day of April, 2017.

Schedule A

Breaking Data Corp. Announces Closing of Transaction with Sports New Media Holdings Limited

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

TORONTO, ONTARIO--(Marketwired – April 12, 2017) – Breaking Data Corp. (TSXV: BKD) (the "**Company**") is pleased to announce that, effective as of April 11, 2017, it has completed the previously announced acquisition (the "**Transaction**") of Sports New Media Holdings Limited ("**SNM**").

The Transaction was effected by way of a securities exchange (the "**Securities Exchange**") between the Company and SNM. Pursuant to the Securities Exchange, on closing of the Transaction, an aggregate of 187,796,014 common shares of the Company ("**BKD Shares**") were issued in exchange for all of the issued and outstanding shares of SNM at a deemed value of \$0.415 per share. In addition, each option to purchase SNM shares outstanding on the date of the Transaction (the "**SNM Options**") was exchanged for options of the Company. Upon completion of the Transaction, the Company owns 100% of the issued and outstanding shares of SNM. In addition, an aggregate of 12,500,000 BKD Shares and 6,250,000 warrants to purchase BKD Shares were issued on conversion of the 12,500,000 outstanding subscription receipts issued as a part of the previously announced financing of the Company (the "**Financing**").

The Company intends to complete the consolidation (the "**Consolidation**") approved at the annual general and special meeting of the shareholders of the Company held on March 31, 2017 (the "**Meeting**") in the next few days. Pursuant to the Consolidation, the BKD Shares will be consolidated on the basis of one post-consolidation share for every 10 pre-consolidation shares.

Following completion of the Transaction, as approved at the Meeting and disclosed in the Company's management information circular dated February 28, 2017 (the "**Information Circular**"), the directors and officers of the Company are as follows: Nick Thain – Chief Executive Officer and Director; Jae Chalfin – Chief Commercial Officer and Director; Marvin Igelman – Vice Chairman and Director; David Berman – Chief Financial Officer and Corporate Secretary; Alex Zivkovic – Chief Technology Officer; Roger Rai – Director; Matthew Elek – Director; Roger Mitchell – Director; Ben Nicholas - Director.

As of the date hereof (prior to completion of the Consolidation) the Company has the following issued and outstanding securities: 274,640,636 BKD Shares; 36,584,497 Warrants to purchase BKD Shares; and 10,305,363 Stock Options.

In exchange for their SNM Shares: (i) Nick Thain, the Company's CEO, acquired, directly and indirectly, an aggregate of 27,474,119 BKD Shares, representing 10.0% of the issued and outstanding BKD Shares; (ii) Jae Chalfin, the Company's CCO, acquired an aggregate of 29,805,487 BKD Shares, representing 10.9% of the issued and outstanding BKD Shares; and (iii) IMG Media Ltd. ("**IMG**"), acquired an aggregate of 39,855,700 BKD Shares, representing 14.5% of the issued and outstanding BKD Shares. Each Nick Thain, Jae Chalfin and IMG has advised the Company that they intend to hold their BKD Shares for investment purposes and do not have any present intentions to increase their respective positions in the BKD Shares, but may from time to time, depending on market and other conditions, acquire additional BKD Shares or dispose of their BKD Shares through market transactions, private agreements or otherwise.

All of the BKD Shares held by Nick Thain, Jae Chalfin and IMG are subject to the escrow conditions set forth in the Escrow Agreement described in the paragraph below. At closing, the Company and IMG entered into a registration rights agreement (the "**Registration Rights Agreement**") providing registration rights to IMG in

respect of its BKD Shares in certain circumstances. The Registration Rights Agreement will be available online under the Company's issuer profile at www.sedar.com ("SEDAR").

Pursuant to the terms of a Tier 1 surplus and value securities escrow agreement to be dated the date of the Consolidation (the "**Escrow Agreement**"), among the Company, Computershare Trust Company of Canada and certain securityholders, an aggregate of 14,789,997 post-Consolidation BKD Shares will be placed in escrow in accordance with TSX Venture Exchange (the "**Exchange**") policies.

By letter dated March 1, 2017, the Exchange issued its conditional approval of the Transaction. The Company is in the process of filing the final documents with the Exchange pursuant to the conditional approval, and the BKD Shares are expected to commence trading on the Exchange shortly after the Exchange provides its final approval and issues its final exchange bulletin confirming the completion of all conditions to listing.

Further details regarding the Transaction and the Financing are contained in the press releases of the Company dated December 15, 2016, January 27, 2017, February 6, 2017, March 17, 2017, March 31, 2017, and April 6, 2017 and the Information Circular, which are accessible on SEDAR. Copies of the early warning reports of Nick Thain, Jae Chalfin and IMG will be available on SEDAR or by contacting the Company's Chief Financial Officer at the address below.

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. 40% of GiveMeSport's advertising revenue is generated from desktop, with an increasing share coming from mobile advertising. SNM's product is distributed via website, mobile devices and the internet. Management of GiveMeSport is focused on developing a GiveMeSport app.

Caution Regarding Forward-Looking Statements

The statements used in this press release may contain forward-looking statements, and are based on the opinions and estimates of management, or on opinions and estimates provided to, and accepted by, management. These opinions and estimates are used by management, and speak only as of the date of this press release. Forward-looking statements in this press release include, but are not limited to, the expectation regarding receipt of regulatory approval, including Exchange final approval. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions, including the timing and receipt of all applicable regulatory approvals, the anticipated benefits from the Transaction and the satisfaction of other

conditions to the receipt of final Exchange approval. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ, possibly significantly. Although the Company believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual events or results will be consistent with these forward-looking statements. Except as required by applicable law, the Company does not undertake, and specifically disclaims, any obligation to update or revise any forward-looking information, whether as a result of new information, future developments or otherwise. Readers are therefore cautioned not to place undue reliance on any forward-looking statements.

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

Contact Information

Breaking Data Corp.

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