

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Delic Holdings Inc.** (the "Issuer").

Trading Symbol: **DELC**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

Please refer to the Company's condensed consolidated interim financial statements for the three months ended March 31, 2021.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

This information was included in Schedule A – condensed consolidated interim financial statements for the three months ended March 31, 2021.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
January 6, 2021	Common shares	Exercise of stock options	50,000	CAD\$ 0.083	CAD\$4,150	Cash	N/A	N/A
February 2, 2021	Common shares	Shares issued for services	150,000	CAD\$ 0.60	CAD\$60,000	N/A	N/A	N/A
March 11, 2021	Common shares	Shares issued for acquisition	108,887	CAD\$ 0.53	\$57,710	N/A	N/A	N/A

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
February 8, 2021	400,000	Octagon Media Corp.	Consultant	CAD\$0.65	February 8, 2024	CAD\$0.65
February 11, 2021	50,000	Kyle Snook	Consultant	CAD\$0.58	February 11, 2024	CAD\$0.58
February 22, 2021	10,000	Michelle Blank	Consultant	CAD\$0.75	February 22, 2024	CAD\$0.75
February 22, 2021	50,000	Sameen Ahmad	Consultant	CAD\$0.75	February 22, 2024	CAD\$0.75
February 22, 2021	10,000	Mike Kansa	Consultant	CAD\$0.75	February 22, 2024	CAD\$0.75
March 3, 2021	50,000	Michael Burns	Consultant	CAD\$0.63	March 3, 2024	CAD\$0.63
March 4, 2021	108,887	David Tatelman	Consultant	CAD\$0.58	March 4, 2021	CAD\$0.58
March 9, 2021	50,000	Zak Garcia	Consultant	CAD\$0.55	March 9, 2024	CAD\$0.55
March 9, 2021	250,000	John Coleman	Consultant	CAD\$0.55	March 9, 2024	CAD\$0.55

FORM 5 – QUARTERLY LISTING STATEMENT

2021					2024	
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3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Unlimited number of common shares with no par value.

- (b) number and recorded value for shares issued and outstanding,

38,424,337 subordinate voting shares with no par value outstanding
170,783 multiple voting shares with no par value outstanding

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Stock Options

Options Outstanding	Options exercisable	Exercise price	Remaining life (years)	Expiry date
		\$		
3,450,000	-	0.25	2.63	November 17, 2023
150,000	-	0.25	4.65	November 24, 2025
425,000	-	0.35	2.72	December 18, 2023
400,000	-	0.65	2.86	February 8, 2024
50,000	-	0.58	2.87	February 11, 2024
70,000	-	0.75	2.90	February 22, 2024
50,000	-	0.63	2.93	March 3, 2024
108,887	-	0.58	2.93	March 4, 2024
300,000	-	0.55	2.94	March 9, 2024
5,003,887	-	0.33	2.99	

Warrants

In connection to the subscription receipts issued on November 12, 2020, the Company issued 273,000 warrants as a finders' fee. Each warrant is exercisable into one common share at an exercise price of CAD\$0.20 for 18 months from the closing date. As at March 31, 2021, all the warrants are outstanding and exercisable.

- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Matt Stang – CEO, Director
Mathew Lee – CFO
Paul Rosen – Director
Kraig Fox – Director
Martin Tobias – Director
Sashko Despotovski - Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Please refer to the interim management discussion and analysis for the three months ended March 31, 2021.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated **May 25, 2021**

Mathew Lee
Name of Director or Senior Officer

/s/ Mathew Lee
Signature

Chief Financial Officer
Official Capacity

Issuer Details		
Name of Issuer Delic Holdings Inc.	For Quarter Ended March 31, 2021	Date of Report YY/MM/D May 25, 2021
Issuer Address 1400-885 West Georgia Street, Vancouver, BC, V6C 3E8		
City/Province/Postal Code 1400-885 West Georgia Street, Vancouver, BC, V6C 3E8	Issuer Fax No. n/a	Issuer Telephone No. 604-862-7953
Contact Name Mathew Lee	Contact Position CFO	Contact Telephone No. 604-862-7953
Contact Email Address Mathew@manningleemanagement.ca	Web Site Address https://deliccorp.com/	