**FORM 5**

**QUARTERLY LISTING STATEMENT**

Name of Listed Issuer: Dimension Five Technologies Inc. (the "Issuer").

Trading Symbol: DFT

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.

**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.

**Disclosure regarding the transactions with Related Persons has been disclosed in the notes to the Financial Statements for the three month period ended August 31, 2019.**

**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,

**No securities were issued during the three month period ended August 31, 2019.**

| 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 |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

(b) summary of options granted during the period,

**No options were granted during the three month period ended August 31, 2019.**

| 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 |
|---|---|---|---|---|---|---|
| | | | | | | |
| | | | | | | |

**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,

(b) number and recorded value for shares issued and 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

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

**A summary of the securities has been disclosed in the Condensed Interim Statement of Changes in Equity and in the notes to the Financial Statements for the three month period ended August 31, 2019.**

**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.**

| Name of Director and Officer | Position(s) Held |
|---|---|
| **Chris Parr** | **President, CEO and Director** |
| **Craig Murata** | **Chief Financial Officer, Director and Secretary** |
| **Scott Rose** | **Vice-President of Investor Relations** |
| **David Hodge** | **Director** |
| **Sheng-Chieh Huang** | **Director** |
| **Dusan Berka** | **Director** |

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

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

**See the attached Management's Discussion & Analysis for the period ended August 31, 2019.**

**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 October 9, 2019.

Chris Parr
Name of Director or Senior Officer

*"Chris Parr"*
Signature

Chief Executive Officer
Official Capacity

| ***Issuer Details***<br>Name of Issuer<br>**Dimension Five Technologies Inc.** | For Quarter Ended<br>**August 31, 2019** | Date of Report<br>YY/MM/D<br>**19/10/09** |
|---|---|---|
| Issuer Address<br>**1450 – 789 West Pender Street** | | |
| City/Province/Postal Code<br>**Vancouver, BC V6C 1H2** | Issuer Fax No.<br>**604.681.8240** | Issuer Telephone No.<br>**604.681.1568** |
| Contact Name<br>**Chris Parr** | Contact Position<br>**President, CEO and Director** | Contact Telephone No.<br>**604.681.1568** |
| Contact Email Address<br>**chris@dimensionfive.ca** | Web Site Address<br>**www.dimensionfive.ca** | |

Schedule "A"

# Financial Statements

## Three Months Ended August 31, 2019

(Unaudited - Expressed in Canadian Dollars)

# Notice of No Auditor Review

The accompanying unaudited condensed interim financial statements of Dimension Five Technologies Inc. for the three months ended August 31, 2019, have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These condensed interim financial statements have not been reviewed by the Company's external auditors.

# Dimension Five Technologies Inc.
## Statements of Financial Position
## Expressed in Canadian Dollars
## (Unaudited – prepared by management)

| | | August 31, 2019 | | May 31, 2019 |
|---|---|---|---|---|
| **Assets** | | | | |
| **Current** | | | | |
| Cash | $ | **39,772** | $ | 36,081 |
| Guaranteed investment certificates (Note 4) | | **228,750** | | 278,750 |
| Interest receivable (Note 4) | | **1,582** | | 1,147 |
| GST receivable | | **763** | | 390 |
| Prepaid expenses | | **-** | | 5,500 |
| | | **270,867** | | 321,868 |
| **Non–current** | | | | |
| Intangible assets (Notes 3, 5, 7 and 9) | | **300,000** | | 300,000 |
| | $ | **570,867** | $ | 621,868 |
| **Liabilities** | | | | |
| **Current** | | | | |
| Accounts payable and accrued liabilities (Note 6) | $ | **30,257** | $ | 2,924 |
| Deferred App development funds (Note 7) | | **26,079** | | 28,374 |
| | | **56,336** | | 31,298 |
| **Equity** | | | | |
| Share capital (Notes 8 and 9) | | **838,828** | | 838,828 |
| Reserves (Note 8) | | **15,000** | | 15,000 |
| Deficit | | **(339,297)** | | (263,258) |
| | | **514,531** | | 590,570 |
| | $ | **570,867** | $ | 621,868 |

Nature of operations and continuance of operations (Note 1)
Contingency (Note 10)

**On behalf of the Board:**

"Chris Parr" ,Director

"David Hodge" ,Director

The accompanying notes are an integral part of these financial statements.

# Dimension Five Technologies Inc.
## Statements of Loss and Comprehensive Loss
## Expressed in Canadian Dollars
## (Unaudited – prepared by management)

| | | For the three months ended August 31, 2019 | | For the three months ended August 31, 2018 |
|---|---|---|---|---|
| **Revenue** | | | | |
| License fees (Notes 3 and 9) | **$** | **30,000** | $ | 20,000 |
| **Expenses** | | | | |
| App maintenance | | **28,941** | | 21,033 |
| General and administrative (Note 11) | | **78,245** | | 39,402 |
| | | **107,186** | | 60,435 |
| **Loss before other item** | | **77,186** | | 40,435 |
| **Other item** | | | | |
| Interest and other income | | **1,147** | | - |
| **Net loss and comprehensive loss for the period** | **$** | **76,039** | $ | 40,435 |
| **Basic and diluted loss per share** | **$** | **(0.01)** | $ | (0.00) |
| **Weighted average number of common shares outstanding** | | **23,078,001** | | 15,183,968 |

The accompanying notes are an integral part of these financial statements.

# Dimension Five Technologies Inc.
## Statement of Changes in Equity
## Expressed in Canadian Dollars
## (Unaudited – prepared by management)

| | Share Capital | | | | | |
|---|---|---|---|---|---|---|
| | Number of Shares | Amount | Shares to be issued | Reserves | Deficit | Total Equity |
| **Balance, May 31, 2018** | 1 | **$ 1** | **$ 320,300** | **$ -** | **$ (18,339)** | **$ 301,962** |
| Shares issued for cash | 13,078,000 | 545,900 | (320,300) | - | - | 225,600 |
| Shares issued as consideration for purchase of intangible assets (Note 9) | 10,000,000 | 300,000 | - | - | - | 300,000 |
| Finder's fees | - | (7,073) | - | - | - | (7,073) |
| Net loss for the period | - | - | - | - | (40,435) | (40,435) |
| **Balance, August 31, 2018** | **23,078,001** | **$ 838,828** | **$ -** | **$ -** | **$ (58,774)** | **$ 780,054** |

| | Share Capital | | | | | |
|---|---|---|---|---|---|---|
| | Number of Shares | Amount | Shares to be issued | Reserves | Deficit | Total Equity |
| **Balance, May 31, 2019** | **23,078,001** | **$ 838,828** | **$ -** | **$ 15,000** | **$ (263,258)** | **$ 590,570** |
| Net loss for the period | - | - | - | - | (76,039) | (76,039) |
| **Balance, August 31, 2019** | **23,078,001** | **$ 838,828** | **$ -** | **$ 15,000** | **$ (339,297)** | **$ 514,531** |

The accompanying notes are an integral part of these financial statements.

**Dimension Five Technologies Inc.**
**Statements of Cash Flows**
**Expressed in Canadian Dollars**
**(Unaudited – prepared by management)**

| | | **For the three months ended August 31, 2019** | | For the three months ended August 31, 2018 |
|---|---|---|---|---|
| **Operating Activities** | | | | |
| Net loss for the period | **$** | **(76,039)** | $ | (40,435) |
| Changes in non-cash working capital: | | | | |
| Interest receivable | | **(435)** | | - |
| GST receivable | | **(373)** | | (15,389) |
| Prepaid expenses | | **5,500** | | (4,417) |
| Accounts payable and accrued liabilities | | **27,333** | | 17,633 |
| Deferred App development funds | | **(2,295)** | | - |
| **Cash used in operating activities** | | **(46,309)** | | (42,608) |
| **Investing Activities** | | | | |
| Purchase of guaranteed investment certificates | | **-** | | (28,750) |
| Redemption of guaranteed investment certificate | | **50,000** | | - |
| **Cash provided by (used in) investing activities** | | **50,000** | | (28,750) |
| **Financing Activities** | | | | |
| Proceeds from share issuance | | **-** | | 225,600 |
| Share issue costs | | **-** | | (7,073) |
| **Cash provided by financing activities** | | **-** | | 218,527 |
| **Change in cash during the period** | | **3,691** | | 147,169 |
| **Cash, beginning of period** | | **36,081** | | 302,094 |
| **Cash, end of period** | **$** | **39,772** | $ | 449,263 |
| **Supplementary Information** | | | | |
| Shares issued as consideration for purchase of intangible assets | | **-** | | 300,000 |

The accompanying notes are an integral part of these financial statements.

## 1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Dimension Five Technologies Inc. (the "Company") was incorporated in the Province of British Columbia on January 10, 2018, under the Business Corporations Act of British Columbia. The Company's primary business is the development and monetization of its online and mobile Investorbase software application ("the App"). On February 12, 2019, the Company's shares commenced trading on the Canadian Securities Exchange ("CSE") under the symbol "DFT."

The head office and principal address are located at Suite 1450, 789 West Pender Street, Vancouver, BC, Canada V6C 1H2 and the registered and records office of the Company is located at 885 West Georgia Street, Suite 900, Vancouver, BC, Canada V6C 3H1.

These financial statements have been prepared on a going concern basis, assuming that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has a deficit of $339,297 since inception and negative operating cash flows. The continuing operations of the Company are dependent upon generating profitable operations and obtaining funding, as required, to meet the Company's operating commitments as they come due. These conditions indicate the existence of a material uncertainty which casts significant doubt about the Company's ability to continue as a going concern.

These audited financial statements were authorized for issue by the Board of Directors on October 9, 2019.

## 2. BASIS OF PREPARATION

a) Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

b) Basis of Measurement

These financial statements have been prepared on a historical costs basis except for financial instruments classified at fair value (see Note 3). In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

## 3. SIGNIFICANT ACCOUNTING POLICIES

**Significant accounting judgments and estimates**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and related disclosure during the reporting period. Judgement is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods.

Significant areas requiring the use of management estimates and assumptions include:

**3. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**Significant accounting judgments and estimates** (continued)

- The determination of the fair value of common shares issued as consideration for the purchase of the App.
- The determination that the Company will continue as a going concern for the next year.

Assessment of impairment indicators

Judgment is required in assessing whether certain factors would be considered an indicator of impairment or impairment reversal. Management considers both internal and external information to determine whether there is an indicator of impairment or impairment reversal present and, accordingly, whether impairment testing is required. The information considered in assessing whether there is an indicator of impairment or impairment reversal includes, but is not limited to, the factors listed under "Intangible assets" below.

**Intangible assets**

Intangible assets consist of the App's mobile application front end, back end, website, and platform developed in-house or acquired externally. See Note 5.

Intangible assets acquired separately are initially recognized at cost. The amount initially recognized for internally-generated intangible assets is the sum of the expenditures incurred from the date that the Company can demonstrate all of the following: i) the technical feasibility of completing the intangible assets so that it will be available for use or sale; ii) its intention to complete the intangible asset and use or sell it; iii) its ability to use or sell the intangible asset; iv) how the intangible asset will generate probable future economic benefits; v) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and vi) its ability to measure reliably the expenditure attributable to the intangible asset during its development. Until these criteria are met, expenditures are expensed as incurred.

Intangible assets are measured at cost less accumulated amortization and accumulated impairment losses, if any.

The accounting for an intangible asset is based on its useful life. Intangible assets with a finite useful life are amortized over their estimated useful life. Intangible assets with an indefinite useful life are not amortized. Intangible assets under development which are not ready for use are not amortized. The amortization method, estimated useful life, carrying value and residual value are reviewed each financial year-end or more frequently if required, and are adjusted as appropriate.

The App was assessed as having an indefinite useful life based on management's consideration of the following factors:

- With further development and marketing management expects the App to generate revenues from advertising, marketing small capitalization public companies, licensing fees and, potentially, user subscription fees;
- Comparison of the App to other popular online sites;
- Continuous maintenance and development of the App by incorporating new technologies;
- The stability of, and continued investment in companies in, the App's target niche;
- Expected competitive advantage over other existing and potential larger competitors;
- The level of expenditures expected to be required to generate revenues from the App; and
- The Company's 100% ownership and control of the App.

**3. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**Foreign currency transactions**

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency for the Company is the Canadian dollar.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities that are measured at historical costs are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statements of loss and comprehensive loss.

**Financial instruments**

*Financial Assets*

At initial recognition, IFRS 9 *Financial Instruments* ("IFRS 9") requires financial assets to be measured at fair value and classified into three measurement categories: those subsequently measured at fair value through profit and loss ("FVTPL"), those subsequently measured at fair value through other comprehensive income ("FVTOCI") and those subsequently measured at amortized cost. Investments in equity instruments are required to be measured by default at fair value through profit or loss. However, there is an irrevocable option for each equity instrument to present fair value changes in other comprehensive income. Measurement and classification of financial assets is dependent on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

IFRS 9 provides a three-stage expected credit loss model for calculating impairment for financial assets. Expected credit losses are required to be recognized when financial instruments are initially recognized and the amount of expected credit losses recognized are required to be updated at each reporting date to reflect changes in the credit risk of the financial instruments.

*Financial Liabilities*

At initial recognition, IFRS 9 requires financial liabilities to be measured at fair value and classified as subsequently measured at amortized cost except for when one of the specified exceptions applies. In cases where the fair value option is taken for financial liabilities, the part of a fair value change relating to an entity's own credit risk is recorded in other comprehensive income rather than the statement of loss, unless this creates an accounting mismatch.

For financial assets and financial liabilities not at FVTPL, fair value is adjusted for transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

The Company recognizes financial assets and liabilities on the statement of financial position when it becomes a party to the contractual provisions of the instrument.

*Cash and cash equivalents / Guaranteed investment certificates*

Cash and cash equivalents include cash on hand and demand deposits and investments with maturities from the date of acquisition of three months or less, which are readily convertible to known amounts of cash and are subject to insignificant changes in value. Cash is classified as subsequently measured at amortized cost.

**3. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**Financial instruments** (continued)

Cash equivalents are classified as subsequently measured at amortized cost except for money market investments which are classified as subsequently measured at FVTPL. Guaranteed investment certificates are classified as subsequently measured at amortized cost.

*Trade receivables*

Trade receivables relate to amounts received from sales under licensing agreements for use of the App. These receivables are non-interest bearing and are recognized at face amount, except when fair value is materially different, and are classified as subsequently measured at amortized cost. Trade receivables recorded are net of lifetime expected credit losses.

*Trade payables*

Trade payables are non-interest bearing if paid when due and are recognized at face amount, except when fair value is materially different. Trade payables are classified as subsequently measured at amortized cost.

*Expected credit losses*

For trade receivables, the Company applies the simplified approach to determining expected credit losses, which requires expected lifetime losses to be recognised upon initial recognition of the receivables.

**Revenue recognition**

IFRS 15 *Revenue from Contracts with Customers* provides a five-step model for the recognition of revenue when control of goods is transferred to, or a service is performed for, the customer. The five steps are to identify the contract(s) with the customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to each performance obligation and recognize revenue as each performance obligation is satisfied.

The Company's revenue consists of licensing fees earned from the use of its App. The licensee obtains control over the use of the App when access to the App is granted. License fees are payable monthly in advance on the first day of each month and revenue is recognized at month end.

**Share-based payment transactions**

On September 6, 2018, the Company adopted an incentive stock option plan to attract and retain personnel and to provide incentives to employees, officers, directors and consultants. The Company grants stock options to buy common shares of the Company and the board of directors grants such options for periods of up to ten years, which vest immediately and are priced at the previous day's closing price.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period of the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest.

**3. SIGNIFICANT ACCOUNTING POLICIES** (continued)

**Share-based payment transactions** (continued)

Where the terms of a stock option are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based compensation arrangement, or is otherwise beneficial to the employee as measured at the date of modification over the remaining vesting period.

Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received.

**Share capital**

The Company records proceeds from share issuances net of issue costs and any tax effects. Common shares issued for consideration other than cash, are valued based on their market value at the date the common shares are issued.

**Income taxes**

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities on an undiscounted basis, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**Earnings/Loss per share**

Basic earnings/loss per share is computed by dividing the net income or loss attributable to the owners of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted earnings/loss per share is determined by adjusting the earnings or loss attributable to the owners of the Company and the weighted average number of common shares outstanding for the effects of dilutive instruments, which includes stock options and common share purchase warrants, as if their dilutive effect was at the beginning of the period. The calculation of the diluted number of common shares assumes that proceeds received from the

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

**Earnings/Loss per share** (continued)

exercise of "in-the-money" stock options and common share purchase warrants are used to purchase common shares of the Company at their average market price for the period. In periods that the Company reports a net loss, per share amounts are not presented on a diluted basis as the result would be anti-dilutive.

**Related party transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

**Future Accounting Pronouncements**

There are currently no amendments and/or revisions to existing IFRS standards or new standards effective for periods beginning after January 1, 2018 that are expected to be applicable to the Company.

## 4. GUARANTEED INVESTMENT CERTIFICATES

As at May 31, 2019, the Company had two variable rate guaranteed investment certificates ("GICs") totalling $228,750 (May 31, 2018: $nil). Of this amount, $200,000 bears interest at prime minus 2.7%, matures on January 17, 2020 and is redeemable without penalty and $28,750 bears interest at prime minus 2.6% and is redeemable without penalty. The $28,750 GIC is being held as security by the bank for corporate credit cards having an aggregate credit limit of $25,000. These GICs have been classified as current assets as they may be redeemed without penalty by the Company within one year and if the credit cards are cancelled.

See Note 10.

## 5. INTANGIBLE ASSETS

On July 1, 2018, the Company purchased the Zimtu Advantage software application (the "App") including the source code, website and other intellectual property rights from Zimtu Capital Corp. ("Zimtu") by issuing 10,000,000 common shares valued at $0.03 per share for total consideration of $300,000.

| | **August 31, 2019** | May 31, 2019 |
|---|---|---|
| | **$** | $ |
| Balance, beginning of the period | 300,000 | - |
| Additions | - | 300,000 |
| Balance, end of the period | 300,000 | 300,000 |

The App was assessed as having an indefinite useful life. See Notes 3, 7, 8 and 9.

## 6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consists of the following:

| | **August 31, 2019** **$** | May 31, 2018 $ |
|---|---|---|
| Accounts payable | 23,736 | 1,665 |
| Accrued liabilities | 6,521 | 1,259 |
| | 30,257 | 2,924 |

## 7. DEFERRED APP DEVELOPMENT FUNDS

On September 11, 2018, the Company entered into the AFDA with Zimtu whereby Zimtu agreed to provide the Company with up to $100,000 in funding to further improve and re-develop the App for its use. To date the Company has received $50,000 from Zimtu and utilized $23,921 of those funds towards development and marketing of the App.

| | **August 31, 2019** **$** | May 31, 2018 $ |
|---|---|---|
| Balance, beginning of the period | 28,374 | - |
| App development funds received from Zimtu | - | 50,000 |
| Applied against improvement and re-development costs incurred | (2,295) | (21,626) |
| Balance, end of the period | 26,079 | 28,374 |

See Notes 5 and 9.

## 8. SHARE CAPITAL

Shares:

*Authorized*:

i. Unlimited common shares without par value
ii. Unlimited preferred shares without par value

*Issued and outstanding*:

As of August 31, 2019, the issued and outstanding common shares of the company consisted of 23,078,001 common shares and nil preferred shares (August 31, 2018: 23,078,001 common share and nil preferred shares). There were no changes in share capital during the three months ended August 31, 2019.

Pursuant to an agreement entered into on September 27, 2018 under National Policy 46-201 *Escrow for Initial Public Offerings* as an emerging issuer, 14,300,001 of these common shares were deposited into escrow. As at August 31, 2019, 10,725,002 common shares were being held in escrow and will be released in instalments of 2,145,000 every six months until February 12, 2022.

**8. SHARE CAPITAL** (continued)

Stock Options:
Pursuant to the Company's stock option plan, directors may, from time to time, authorize issuance of options to employees, officers, directors and consultants of the Company. The options may be granted for periods of up to ten years, which vest immediately and are priced at the previous day's closing price. During the three months ended August 31, 2019 no stocks options were granted.

A continuity schedule of the incentive stock options is as follows:

| | Number of options | Weighted average exercise price $ |
|---|---|---|
| Balance May 31, 2019 | 400,000 | 0.05 |
| Granted | - | - |
| Cancelled | - | - |
| Balance August 31, 2019 | 400,000 | 0.05 |
| Weighted average life (years) | 4.02 | |

As at August 31, 2019, the Company had the following stock options outstanding and exercisable:

| Expiry Date | Exercise Price | Number of Options |
|---|---|---|
| September 6, 2023 | $0.05 | 400,000 |

**9. RELATED PARTY TRANSACTIONS**

During the three months ended August 31, 2019, compensation of related parties was as follows:

| **Key management and related party compensation** | **For the three months ended August 31, 2019 $** | For the three months ended August 31, 2018 $ |
|---|---|---|
| Remuneration and fees* | 6,000 | 10,748 |
| Salaries and benefits (paid to the Company's CEO) | 18,000 | - |
| | 24,000 | 10,748 |

* The remuneration and fees were allocated to professional fees of $6,000 (2018: $6,000) and share issuance costs of nil (2018: $4,748).

During the three months ended August 31, 2019, the Company earned $30,000 (August 31, 2018: $20,000) in App license fees from Zimtu, a company where a director of the Company is the CEO, pursuant to the LA as described below.

During the three months ended August 31, 2019, the Company incurred professional fees of $6,000 (May 31, 2018: $nil) to a company controlled by the CFO of the Company.

During the three months ended August 31, 2019, the Company incurred administrative and managerial fees of $16,500 (August 31, 2018: $nil) to Zimtu pursuant to the MSA as described below.

**9. RELATED PARTY TRANSACTIONS** (continued)

On July 1, 2018, the Company purchased the App including the source code, website and other intellectual property rights from Zimtu for 10,000,000 common shares valued at $0.03 per share for total consideration of $300,000. Of this amount, 4,300,000 common shares were issued to officers of the Company and 4,000,000 common shares were issued to Zimtu.

On July 1, 2018, the Company entered into a License Agreement (the "LA") with Zimtu, whereby the Company has granted a non-exclusive, non-transferable, non-sublicensable and revocable app user license to Zimtu for a fee of $10,000 per month. The LA is for a term of 18 months and may be renewed for an additional 18 months if mutually agreed upon. The LA may be terminated by Zimtu by providing 30 days' notice to the Company. Pursuant to the LA, Zimtu has agreed to fund the Company's improvement, development and marketing costs for the App up to a maximum of $100,000. On November 1, 2018, Zimtu agreed that the minimum term of the license will be to October 31, 2019 and that 30 days' notice of termination would not be provided prior to October 1, 2019.

On September 11, 2018, the Company entered into an App Further Development Agreement (the "AFDA") with Zimtu whereby Zimtu agreed to provide the Company with up to $100,000 in funding to further improve and re-develop the App for its use in accordance with a to be agreed upon payment schedule. Pursuant to the AFDA:

- The development services include improving functionality and data accuracy, rebranding the website and its landing page, providing marketing services and a program including email marketing, search engine marketing and optimization, online advertising and trade shows, and providing documentation for the improvements (collectively, the "deliverables");
- The Company remains the sole and exclusive owner of the deliverables;
- Upon payment of the fee, Zimtu will be granted a license to execute, perform, display and operate the App and to use and copy the documentation as required to operate the App;
- Upon acceptance of the deliverables by Zimtu, the Company will provide a limited 60-day warranty to cover any programming errors in the deliverables; and
- Expiry occurs on completion of the work which is expected to take up to one year.

On January 2, 2019, the Company received a payment of $50,000 from Zimtu pursuant to the AFDA. See Notes 5 and 7.

On March 1, 2019, the Company entered into a Management Services Agreement (the "MSA") with Zimtu. Pursuant to the MSA, Zimtu will provide the Company with administrative and managerial services for a fee of $5,500 per month plus GST, including office space and equipment, for a term of nine months ending on November 30, 2019. Zimtu can renew the MSA for further 12 month terms provide that it hasn't been terminated by either party upon giving one month notice to the other.

**10. CONTINGENCY**

The Company has corporate credit cards with an aggregate credit limit of $25,000. As at August 31, 2019, the available credit was $24,211.

**11. GENERAL AND ADMINISTRATIVE EXPENSES**

General and administrative expenses consist of the following:

**11. GENERAL AND ADMINISTRATIVE EXPENSES** (continued)

| | **For the three months ended August 31, 2019 $** | For the three months ended August 31, 2018 $ |
|---|---|---|
| Advertising and promotion | **688** | - |
| Filing fees and transfer agent expenses | **5,372** | - |
| Office, rent and general (Note 9) | **20,577** | 1,401 |
| Professional services (Note 9) | **32,181** | 38,001 |
| Salaries and benefits (Note 9) | **19,427** | - |
| | **78,245** | 39,402 |

**12. FAIR VALUE MEASUREMENT**

There are three levels of the fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and the valuation techniques used to value the Company's financial assets and liabilities are described below:

Level 1 – Quoted Prices in Active Markets for Identical Assets
Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Significant Other Observable Inputs
Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Significant Unobservable Inputs
Unobservable (supported by little or no market activity) prices.

**13. CAPITAL MANAGEMENT**

The Company's capital currently consists of shareholders' equity and working capital. The Company's objective when managing capital is to safeguard the entity's ability to continue as a going concern, meet financial obligations, have sufficient capital to achieve and maintain profitable operations and to provide returns for shareholders and benefits for other stakeholders. As at May 31, 2019, the Company had working capital of $290,570 (2018: $301,962).

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies, and processes for managing those risks and

**13. CAPITAL MANAGEMENT** (continued)

the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

General Objectives, Policies and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, while retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk.

Foreign currency risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and United States dollar or other foreign currencies will affect the Company's operations and financial results. The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk consist primarily of cash and the GICs. Cash and the GICs are maintained with a financial institution of reputable credit and may be redeemed upon demand. The Company considers this risk to be minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meets its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's objective is to ensure that it has sufficient cash on demand to meet expected operational expenses. To achieve this objective, the Company will prepare annual capital expenditure budgets which will be regularly monitored and updated as necessary.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable.

**14. SUBSEQUENT EVENTS**

On September 3rd, 2019 the Company entered into a non-binding letter of intent ("LOI") dated September 3rd, 2019 with Emergent Waste Solutions Inc. ("EWS") regarding a proposed transaction to acquire all of the issued and outstanding securities of EWS in exchange for common shares of the Company. The Company will have until

**14. SUBSEQUENT EVENTS** (continued)

October 31, 2019 (or such other date as agreed to by the parties) to conduct due diligence on EWS, with a view to negotiating the terms of a definitive agreement (the "Definitive Agreement") in order to complete the transaction. However, there is no assurance that the Definitive Agreement will be successfully negotiated or entered into.

On September 5th, 2019 as a term of the LOI the Company loaned EWS $20,000 and received a promissory note as consideration. As stated in the promissory note the loan is non-interest bearing and repayment is due 30 days after the LOI terminates.

# Management Discussion and Analysis

For the Three Months Ended August 31, 2019
Prepared as of October 9, 2019

## General

The following is a discussion and analysis of the operations, results, and financial position of Dimension Five Technologies Inc. (the "Company") for the three months ended August 31, 2019, and should be read in conjunction with the financial statements for the three months ended August 31, 2019, all of which are prepared in Canadian dollars and in accordance with International Financial Reporting Standards ("IFRS").

## Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The Company's actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by law, the Company undertakes no obligation to release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to future price levels, success of technology development, success of marketing and product adoption, development time lines, currency fluctuations, requirements for additional capital, unanticipated expenses, trademark or patent disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation.

In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the integration of acquisitions; future price levels; accidents, labor disputes and other risks of the technology industry; delays in obtaining approvals or financing. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

**History of the Company**

Dimension Five Technologies Inc. (the "Company") was incorporated in the Province of British Columbia on January 10, 2018, under the Business Corporations Act of British Columbia. The Company was listed on the Canadian Securities Exchange on February 12, 2019 under the symbol "DFT". The Company's primary business is the development and monetization of its online and mobile Zimtu Advantage software application ("the App").

The head office and principal address are located at Suite 1450, 789 West Pender Street, Vancouver, BC, Canada V6C 1H2 and the registered and records office of the Company is located at 885 West Georgia Street, Suite 900, Vancouver, BC, Canada V6C 3H1.

**Quarter 1 (Q1) 2020 Highlights**

- Net income of $30,000 for the quarter.
- Data security enhancements for the App.

**Subsequent to Q1 2020**

On September 03, 2019 the Company entered into a non-binding letter of intent dated September 03, 2019 with Emergent Waste Solutions Inc. ("EWS") regarding a proposed transaction to acquire all of the issued and outstanding securities of EWS in exchange for common shares of the Company. The Company will have until October 31, 2019 (or such other date as agreed to by the parties) to conduct due diligence on EWS, with a view to negotiating the terms of a definitive agreement (the "Definitive Agreement") in order to complete the transaction. However, there is no assurance that the Definitive Agreement will be successfully negotiated or entered into.

**Business of the Company**

The Company's primary business is the development and monetization of its online software application the App. The App provides investors with detailed quotes and news of stocks listed on all of the Canadian stock exchanges including the alternative stock exchanges on a 15 minute delayed basis. The App is a discovery tool and an opportunity finder which:

- Provides an overview of the whole market on multiple exchanges in Canada.
- Allows users the ability to sort through the entire Canadian stock market by various parameters to identify investment and trading opportunities.
- Users can create a watch list or portfolio of their holdings.
- Users can set up custom alerts for multiple stocks based on volume and price change.
- The software tracks the performance of your investments and calculates change dynamically every 15 minutes.

**Selected Annual Information**

The following is a summary of the financial data of the Company for the fiscal year ended May 31, 2019 and the period from incorporation on January 10, 2018 to May 31, 2018. The following information is derived from the audited financial statements of the Company:

| | For the year ended May 31, 2019 $ | For the period from incorporation on January 10, 2018 to May 31, 2018 $ |
|---|---|---|
| Total revenues | **110,000** | - |
| Net loss and comprehensive loss | **(244,919)** | (18,339) |
| Net loss per share and diluted share | **(0.01)** | (18,339) |
| Total assets | **621,868** | 304,562 |
| Total short-term financial liabilities | **2,924** | 2,600 |
| Total long-term financial liabilities | **-** | - |
| Cash dividend declared per share | **-** | - |

The Company recorded a loss of $244,919 during the year-ended May 31, 2019 compared to a loss of $18,339 for the period from incorporation on January 10, 2018 to May 31, 2018. The Company began earning revenue related to the Zimtu license and began incurring app maintenance, wage, rent and other expenses during the year ended May 31, 2019. The increase in expenses was greater than the revenues which led to a greater loss for the year ended May 31, 2019 compared to the period from incorporation on January 10, 2018 to May 31, 2018.

**Results of Operations**

**Net Loss**

In the three months ended August 31, 2019 the Company recorded a net loss of $76,039 compared to net loss of $40,435 in the three months ended August 31, 2018, for a difference of $35,604.

**Revenues**

In the three months ended August 31, 2019 the Company recorded total revenues of $31,147 (2018: 20,000). Revenues consisted of license fee revenue of $30,000 (2018: $20,000) and interest and other income of $1,147 (2018: nil). License fee revenue is related to the license agreement with Zimtu.

**Expenses**

Expenses in the period: App maintenance expenses of $28,941 (2018: $21,033) and general and administrative expenses of $78,245 (2018: $39,402). App maintenance expenses consist of stock market exchange data fees of $28,461 ($18,788) and website hosting fees of $480 (2018: $2,245).

The Company incurred the following general and administrative expenses in the period:

| | For the three months ended August 31, 2019 $ | For the three months ended August 31, 2018 $ |
|---|---|---|
| Advertising and promotion | **688** | - |
| Filing fees and transfer agent expenses | **5,372** | - |
| Office, rent and general | **20,577** | 1,401 |
| Professional services | **32,181** | 38,001 |
| Salaries and benefits | **19,427** | - |
| | **78,245** | 39,402 |

All operating expenses except professional services increased in the three months ended August 31, 2019 compared to the three months ended August 31, 2018. This is mainly due to the Company paying rent and management fees to Zimtu, wages to its CEO and filing and transfer agent fees in the current period but not in the previous period. These expenses are expected to continue into the foreseeable future.

Professional services expenses decreased slightly in the three months ended August 31, 2019 to $32,181 (2018: $38,001). The expenses consist of legal $13,351 (2018: $17,051), accounting $18,830 (2018: $17,500), and technical writing $nil (2018: $3,450).

**Summary of Quarterly Results**

The following table presents selected audited and unaudited financial information from the completed financial quarters since the incorporation of the Company:

| | August 31, 2019 $ | May 31, 2019 $ | February 28, 2019 $ |
|---|---|---|---|
| Revenue | 30,000 | 9,694 | 50,306 |
| Expenses | 107,186 | 88,840 | 96,874 |
| Net loss | 77,186 | 77,814 | 46,367 |
| Total assets | 570,867 | 621,868 | 717,648 |
| Working Capital | 214,531 | 290,570 | 348,078 |
| Total liabilities | 56,336 | 31,298 | 49,264 |
| Equity | 570,867 | 590,570 | 668,384 |

| | November 30, 2018 $ | August 31, 2018 $ | May 31, 2018 $ | February 28, 2018 (Note 1) $ |
|---|---|---|---|---|
| Revenue | 30,000 | 20,000 | - | - |
| Expenses | 110,303 | 60,435 | 10,705 | 7,634 |
| Net loss | 80,303 | 40,435 | 10,705 | 7,634 |
| Total assets | 744,889 | 800,287 | 304,562 | 14,024 |
| Working Capital | 414,751 | 482,203 | 2,600 | 12,367 |
| Total liabilities | 30,138 | 20,233 | 2,600 | 1,658 |
| Equity | 714,751 | 780,054 | 301,962 | 12,366 |

Note 1: Results from the quarter ended February 28, 2018 relate to the 50 day period from incorporation on January 10, 2018 to February 28, 2018.

The quarterly fluctuations shown above were generally related to the Company entering into the App purchase and licensing agreements on July 1, 2018, the CEO wages commencing October 1, 2018 and the timing of financings and certain expenses. During the quarter ended August 31, 2018 the Company completed the purchase of the App from Zimtu and entered into a licensing agreement with Zimtu where the Company earns $10,000 per month in license fees. Related to the App purchase, the Company began incurring operating expenses including: stock market data and website hosting expenses. Fluctuations in expenses that occurred between all quarters were primarily related to the timing of legal and accounting fees for advisory services related to the Company's journey towards it stock exchange listing which was achieved February 12, 2019.

**Liquidity and Capital Resources**

Total assets of the Company as at August 31, 2019 were $570,867 compared to $621,868 for the year ended May 31, 2019. The primary assets are cash of $39,772 (May 31, 2019: $36,081), guaranteed investment certificates ("GIC")

of $228,750 (May 31, 2019: $278,750), and intangible assets of $300,000 (May 31, 2019 $300,000). The Company had current liabilities of $56,336 as at August 31, 2019 compared to $31,298 for the year ended May 31, 2019. The Company has no long-term debt.

At August 31, 2019, the Company had a working capital of $214,531 compared to $290,570 for the year ended May 31, 2018. Working capital includes cash and cash equivalents of $268,522 (May 31, 2018: $314,831) available to meet current liabilities of $56,336 (May 31, 2018: $31,298) and other short term business requirements. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Cash used in operating activities during the three months ended August 31, 2019 was $46,309 compared to $42,608 of cash used in operating activities during the three months ended August 31, 2018. Cash was mostly spent on app maintenance fees, filing fees and transfer agent expenses, professional fees and salaries and benefits and adjusted for items not involving cash.

Cash provided by investing activities during the three months ended August 31, 2019 was $50,000 compared to cash used of $28,750 in investing activities during the three months ended August 31, 2018. Cash provided was related to the partial redemption of a flexible GIC which is cashable without penalty.

Cash provided by financing activities during the three months ended August 31, 2019 was nil compared to $218,527 of cash provided by financing activities during the three months ended August 31, 2018.

Through the period ended August 31, 2019 the Company raised $546,900 through the issuance of common shares.

The Company has financed its operations to date primarily through the issuance of common shares. The Company believes that it has sufficient working capital for its short-term corporate obligations but generation of additional capital will be required for future operations until sufficient revenue can be generated from the Company's App. As the Company cannot predict the time at which revenue will exceed expenses, the Company continues to seek capital through various means including the issuance of equity and/or debt.

In management's view, given the nature of the Company's operations, which consist of the development of the App, the most relevant financial information relates primarily to current liquidity, solvency and planned development expenditures. The Company's financial success will be dependent upon the extent to which it can complete development of its current product and the user absorption the product receives. Such development may take longer than expected and the amount of resulting revenue, if any, is difficult to determine. The value of the core product is largely dependent upon many factors beyond the Company's control.

**Off balance sheet arrangements**

At August 31, 2019 the Company had no material off-balance sheet arrangements that have, or are reasonably likely to have an effect on the results of operations or financial condition of the Company.

**Related Party Transactions**

During the three months ended August 31, 2019 compensation of related parties was as follows:

| **Key management and related party compensation** | **Three months ended August 31, 2019 $** | Three months ended August 31, 2018 $ |
|---|---|---|
| Remuneration and fees* | 6,000 | 10,748 |
| Salaries and benefits | 18,000 | - |
| | 24,000 | 10,748 |

* The remuneration and fees were allocated to professional fees of $6,000 (2018: $6,000) and share issuance costs of nil (2018: $4,748).

During the three months ended August 31, 2019, the Company incurred professional fees of $6,000 (May 31, 2018: $nil) to a company controlled by the CFO of the Company.

Salaries and benefits consist of wages paid to the Company's CEO.

**Other MD&A Requirements**

**Disclosure of Outstanding Share Capital**

The Company has an authorized share capital of:

i. Unlimited common shares without par value
ii. Unlimited preferred shares without par value

The following table describes the issued and outstanding share capital of the Company:

| | October 9, 2019 | August 31, 2019 | May 31, 2019 | May 31, 2019 |
|---|---|---|---|---|
| Common Shares | 23,078,001 | 23,078,001 | 23,078,001 | 1 |
| Preferred Shares | - | - | - | - |
| Stock Options | 400,000 | 400,000 | 400,000 | - |
| Fully Diluted Shares | 23,478,001 | 23,478,001 | 23,478,001 | 1 |

Pursuant to an agreement entered into on September 27, 2018 under National Policy 46-201 Escrow for Initial Public Offerings as an emerging issuer, 14,300,001 of these common shares were deposited into escrow. As at August 31, 2019, 10,725,002 common shares were being held in escrow and will be released in instalments of 2,145,000 every six months until February 12, 2022.

For additional details of outstanding share capital, refer to the financial statements for the period ended August 31, 2019.

**Risk Factors**

Liquidity Concerns and Future Financing Requirements: The Company is in the development phase and has not generated any revenue. It will likely operate at a loss until its business becomes established and may require additional financing to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain its operations will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to it. If additional financing is raised by issuing Shares from treasury, control of the Company may change, and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its business plan or cease operating.

Limited Operating History and No Assurance of Profitability: The Company is a start-up business with a limited operating history and no established brand recognition. The Company will be subject to all the business risks and uncertainties associated with any new business enterprise, including the risks that it will not establish a market for its services, achieve its growth objectives or become profitable. The Company anticipates that it may take several years to achieve positive cash flow from operations. There can be no assurance that there will be demand for the Company's services or that the Company will become profitable.

Need for funds: In the short term, the continued operation of the Company will be dependent upon its ability to procure additional financing. The Company must obtain such financing through equity financing and there can be no assurance that the Company can raise the required capital it needs to build and expand the Company's business. Without this additional financing, the Company may be unable to advance the Company's business model, and the Company will likely fail. There can be no certainty that the Company can obtain these funds, in which case any investment in the Company may be lost. The raising of equity funding will also result in dilution of the equity position held by the Company's shareholders.

Uncertainty of Use of Proceeds: Although the Company has set out its intended use of available funds in this Prospectus, the uses and figures provided are estimates only and are subject to change. While management does not contemplate any material variation from such estimates, management retains broad discretion in the application of such proceeds. See "Use of Proceeds".

Operational Risks: The Company will be affected by several operational risks against which it may not be adequately insured or for which insurance is not available, including: catastrophic accidents; fires; changes in the regulatory environment; impact of non-compliance with laws and regulations; labor disputes; natural phenomena such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's premises, personal injury or death, environmental damage, resulting in adverse impacts on the Company's operations, costs, monetary losses, potential legal liability and future cash flows, earnings and financial condition. Also, the Company may be subject to or affected by liability or sustain loss for certain risks and hazards against which it cannot insure or which it may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Technology Risk: The Company's products and services are dependent upon advanced technologies which are susceptible to rapid technological change. There can be no assurance that the Company's products and services will not be seriously affected by, or become obsolete as a result of, such technological changes. Further, some of the Company's services are currently under development and there can be no assurance that these development efforts will result in a viable service as conceived by the Company or at all.

Unforeseen Competition: There can be no assurance that significant competition will not enter the market and offer any number of similar services to those provided by the Company. Such competition could have a significant adverse effect on the growth potential of the Company's business by effectively dividing the existing market for such products and services.

Trends: The Company's success depends on the continuation of stock trading and the ability of products to add new users, sell licensing and generate revenue. Future revenues will be largely dependent on the company's ability to generate revenue from third parties advertising within the Company's products. Changes in media trends which affect user adoption and marketing habits may significantly affect the Company's ability to collect revenue in the future. If third party marketers decide that the Company's products are experimental or unproven, or if third party policies limit our ability to deliver or target advertising on mobile devices and desktop, or if adverse legal developments arise relating to advertising, including legislative and regulatory developments and developments in litigation, or if our products are unable to sustain or increase the value of our ads or marketers' ability to analyze and measure the value of our ads, or if trends for advertising on mobile devices or on personal computers changes, our advertising revenue could be adversely affected.

Dependence on Personnel: The Company's future success depends substantially on the continued services of its executive officers and its key development personnel. If one or more of its executive officers or key development personnel were unable to unwilling to continue in their present positions, the Company might not be able to replace them easily or at all. In addition, if any of its executive officers or key employees joins a competitor or forms a competing company, the Company may lose know-how, key professionals and staff members.

Management of Growth: The Company may experience a period of significant growth that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train motivate and manage the workforce. The Company's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

Data Security Risks: The Company will utilize servers with significant amounts of data stored thereon at the company's physical office and stored on the cloud, on the internet through third party companies. Should the Company be responsible for the loss of any or all the data stored by it, the liability could materially undermine the financial stability of the Company. Also, much of the data stored at the Company's premises or within the servers will be confidential. Anyone who can circumvent the Company's security measures could misappropriate proprietary information or cause interruptions in its operations.

Volatility of Share Price: It is anticipated that the Shares will be listed for trading on the Exchange in the near future. As such, factors such as announcements of quarterly variations in operating results, revenues, costs and market conditions in the digital advertising industry may have a significant impact on the market price of the shares. Global stock markets, including the Exchange, have from time to time experienced extreme price and volume fluctuations that have often been unrelated to the operations of particular companies. The same applies to companies in the technology and marketing sectors. There can be no assurance that an active or liquid market will develop or be sustained for the Shares.

Dividends: The Company has not paid dividends to shareholders in the past and does not anticipate paying dividends in the foreseeable future. The Company expects to retain its earnings to finance growth.

Officer and Director Conflicts: Because directors and officers of the Company and/or the Company are or may become directors or officers of other reporting companies or have significant shareholdings in other technology companies, the directors and officers of the Company may have a conflict of interest in conducting their duties. There can be no assurance such conflicts of interests will be resolved to the benefit of the Company.

Our future growth depends in large part on the success of our partner relationships: In addition to our sales force, we rely on partners to increase our sales and distribution of our software and services. We are dependent on partner relationships to contribute to our growth and to create leverage in our business model. Our future growth will be increasingly dependent on the success of our partner relationships, and if those partnerships do not provide such benefits, our ability to grow our business will be harmed. If we are unable to scale our partner relationships effectively, or if our partners are unable to serve our customers effectively, we may need to expand our services organization, which could adversely affect our results of operations.

We may not be able to respond to rapid technological changes with new offerings: The markets for our software are characterized by constant technological changes, changing open-source software platform technologies and standards, changing customer needs and frequent new software product introductions and improvements. The introduction of third-party solutions embodying new technologies and the emergence of new industry standards, including any open-source projects that have become widely adopted, could make our existing and future software offerings obsolete and unmarketable.

Incorrect or improper implementation or use of our software could result in customer dissatisfaction: Our platform must integrate with a variety of operating systems, software applications and hardware developed by others. If we or our customers are unable to implement our software successfully, or are unable to do so in a timely manner, or if we are unable to devote the necessary resources to ensure that our solutions interoperate with other software, systems and hardware, customer perceptions of our company may be impaired, our reputation and brand may suffer and customers may choose not to increase their use of our software.

The reliability of our software will be critical to our success: Our reputation and ability to attract, retain and serve our customers are dependent upon the reliable performance of our software and our underlying technical and network infrastructure. We have experienced, and will in the future experience, interruptions, outages and other performance problems. In addition, we rely on third-party service providers to host and deliver certain information, and these third parties may also experience interruptions, outages and other performance problems. Such disruptions may be due to a variety of factors, including infrastructure changes, human or software errors, capacity constraints and inadequate design. A future rapid expansion of our business could increase the risk of such disruptions. In some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. Any errors, defects or security vulnerabilities discovered in our offerings could result in loss of revenue or delay in revenue recognition, loss of customers and increased service and warranty cost, any of which could adversely affect our business, results of operations and financial condition.

If we are unable to protect our intellectual property rights, our competitive position could be harmed or we could be required to incur significant expenses to enforce our rights: Our ability to protect our intellectual property affects the success of our business. We rely on trade secret, patent, copyright and trademark laws and confidentiality agreements with employees and third parties, all of which offer only limited protection. The steps we have taken to protect our proprietary rights may not be adequate to preclude misappropriation of our proprietary information or infringement of our intellectual property rights, and our ability to police such misappropriation or infringement is uncertain. The intellectual property rights granted to us, if any, may not provide us with proprietary protection or competitive

advantages, and, as with any technology, competitors may be able to develop similar or superior technologies to our own now or in the future. In addition, we rely on contractual and license agreements with third parties in connection with their use of our products and technology. There is no guarantee that such parties will abide by the terms of such agreements or that we will be able to adequately enforce our rights.

Claims by others that we or our customers infringe the proprietary technology of such other persons could force us to pay damages or prevent us from using certain technology in our products: Third parties could claim that our products or technology infringe their proprietary rights. Any claim of infringement by a third party, even one without merit, could cause us to incur substantial costs defending against the claim, and could distract our management from our business. Furthermore, a party making such a claim, if successful, could secure a judgment that requires us to pay substantial damages. A judgment could also include an injunction or other court order that could prevent us from offering our products. In addition, we might be required to seek a license for the use of such intellectual property, which may not be available on commercially reasonable terms or at all. Alternatively, we may be required to develop non-infringing technology, which could require significant effort and expense and may ultimately not be successful.

**Changes in Accounting Policies**

There have been no changes in the accounting policies.

**Future Accounting Standards, Amendments, and Interpretations Not Yet Effective**

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 3 of the Company's financial statements for the three and three months ended August 31, 2019.

**Financial Instruments and Capital Disclosures**

As at August 31, 2019, the Company's financial instruments consist of cash and cash equivalents, GIC investment, accounts receivable, accounts payable and accrued liabilities. The carrying value of these financial instruments approximate their fair values. The use of financial instruments can expose the Company to several risks, including interest rate, credit, currency, and market risk. A discussion of the Company's use of financial instruments and their associated risk is provided below:

a) Fair value - The Company classifies its financial instruments using a fair value hierarchy as a framework for disclosing fair value of financial instruments based on inputs used to value the Company's investments. The hierarchy of inputs and description of inputs is described as follows:

b) Interest rate risk - The Company is not exposed to significant interest rate risk even though the Company has cash balances, and its current policy is to invest excess cash in certificates of deposit or money market funds of major Canadian chartered banks. The GIC included in investment bear interest at a fixed rate, and the Company is, therefore, exposed to the risk of changes in fair value resulting from interest rate fluctuations. The sensitivity of the Company to a variation of 1% in the interest rate would not have a significant impact. The Company's other financial assets and financial liabilities do not comprise any interest rate risk since they do not bear interest.

c) Credit risk - The Company is not exposed to significant credit risk on its cash and cash equivalents and investments due to its cash and cash equivalents are placed with major financial institutions and investments are placed with a Canadian chartered bank. Management believes that the credit risk with respect to advances and amounts receivables is remote. One customer accounted for 100% of the Company's licensing revenue.

d) Currency risk - The Company is not exposed to significant currency risk on fluctuations considering that its assets and liabilities are stated in Canadian dollars.

f) Market risk - Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is not exposed to significant market risk as the financial instruments consists mainly of cash and a GIC held at a major Canadian chartered bank.

g) Capital management - The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to meet its daily operating expenses. The Company may raise additional capital for additional cash required. The Board of Directors does not establish quantitative return on capital criteria for

management, but rather relies on the expertise of the Company's management to identify and acquire new investment or business opportunities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the periods ended August 31, 2019 and May 31, 2019. The Company is not subject to externally imposed capital requirements.

**Proposed Transactions and Subsequent Events**

On September 3rd, 2019 the Company entered into a non-binding letter of intent ("LOI") dated September 3rd, 2019 with Emergent Waste Solutions Inc. ("EWS") regarding a proposed transaction to acquire all of the issued and outstanding securities of EWS in exchange for common shares of the Company. The Company will have until October 31, 2019 (or such other date as agreed to by the parties) to conduct due diligence on EWS, with a view to negotiating the terms of a definitive agreement (the "Definitive Agreement") in order to complete the transaction. However, there is no assurance that the Definitive Agreement will be successfully negotiated or entered into.

On September 5th, 2019 as a term of the LOI the Company loaned EWS $20,000 and received a promissory note as consideration. As stated in the promissory note the loan is non-interest bearing and repayment is due 30 days after the LOI terminates.

**Approval**

The Board of Directors of Dimension Five Technologies Inc. has approved the disclosure contained in this MD&A.