

FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX Issuer: Dundee Sustainable Technologies Inc. (the "Issuer").

Trading Symbol: DST

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 CNSX 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 CNSX.ca 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 CNSX 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 – See note 11 to Condensed Interim Consolidated Financial Statements and page 11 of the MD&A.

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. Contractual obligations with Related Persons, separate from other contractual obligations.
- (e) Contingencies involving Related Persons, separate from other contingencies.

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 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

(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

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,
Authorized - An unlimited number of subordinate voting shares
An unlimited number of multi-voting shares
- (b) number and recorded value for shares issued and outstanding, -
231,706,201 subordinate voting shares - \$43,627,723
50,000,000 multi-voting shares - \$3,963,875
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value. **see notes 7.2 and 8 to Condensed Interim Consolidated Financial Statements.**

and

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

97,926,373 subordinate voting shares - 37,500,000 multiple voting shares

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.**

**Brahm Gelfand, Director
Pierre Gauthier, Vice-Chairman and Director
Ned Goodman, Director
Mark Goodman, Chairman and Director
Hubert Marleau, Director
John W. Mercer, President & CEO, Director
Ronald Singer, Director
David A. Whyte, Director
Vatché Tchakmakian, CFO
Luce Saint-Pierre, Secretary**

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.
The MD&A is attached hereto.

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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated April 29, 2015.

Luce L. Saint-Pierre
Name of Director or Senior Officer

(s) *Luce L. Saint-Pierre*

Signature

Corporate Secretary
Official Capacity

Issuer Details		
Name of Issuer	For Quarter Ended	Date of Report YY/MM/D
Dundee Sustainable Technologies Inc.	March 31	15/04/29
Issuer Address 2750 – 600 de Maisonneuve West		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Montréal, Quebec H2V 2V9	514-866-6193	514-866-6001 ext. 230
Contact Name	Contact Position	Contact Telephone No.
Luce L. Saint-Pierre	Corporate Secretary	514-866-6001 ext. 230
Contact Email Address	Web Site Address	
llsp@dundeetechnologies.com	www.dundeetechnologies.com	