



Form 2A

Listing Statement

Date: February 5, 2019

(except as otherwise stated)

1. TABLE OF CONCORDANCE	1
2. SCHEDULE A – PROSPECTUS OF THE ISSUER DATED FEBRUARY 4, 2019	A-1
3. SCHEDULE B – FORM 2A LISTING STATEMENT DISCLOSURE – ADDITIONAL INFORMATION	B-1
4. SCHEDULE C – CERTIFICATE OF THE ISSUER	C-1

TABLE OF CONCORDANCE

	Information Required by Form 2A Listing Statement	Corresponding Item(s) in the Prospectus	Prospectus Page Number
1.	Table of Contents	Table of Contents	-
2.	Corporate Structure	Corporate Structure	9
3.	General Development of the Business	Business of the Company	9-30
4.	Narrative Description of the Business	Business of the Company	9-30
5.	Selected Consolidated Financial Information	Prospectus Summary – Selected Financial Information Dividends	5 32
6.	Management’s Discussion and Analysis	Management’s Discussion and Analysis	33 Schedules B, D, F and H
7.	Market for Securities	Not applicable	-
8.	Consolidated Capitalization	Consolidated Capitalization	34
9.	Options to Purchase Securities	Options to Purchase Securities	34-35
10.	Description of the Securities	Description of the Securities Distributed	33
11.	Escrowed Securities	Escrowed Securities	35-36
12.	Principal Shareholders	Principal Securityholders	36
13.	Directors and Officers	Directors and Executive Officers	37-42
14.	Capitalization	Not applicable – see Schedule B	-
15.	Executive Compensation	Executive Compensation	43-45
16.	Indebtedness of Directors and Executive Officers	Indebtedness of Directors and Executive Officers	45
17.	Risk Factors	Risk Factors	49-55
18.	Promoters	Promoters	55
19.	Legal Proceedings	Legal Proceedings and Regulatory Actions	55
20.	Interest of Management and Others in Material Transactions	Interest of Management and Others in Material Transactions	56
21.	Auditors, Transfer Agents and Registrars	Auditors, Transfer Agent and Registrar	56
22.	Material Contracts	Material Contracts	56

23.	Interest of Experts	Experts	56-57
24.	Other Material Facts	Not applicable	-
25.	Financial Statements	Financial Statements	58-146

SCHEDULE A

FINAL LONG FORM PROSPECTUS DATED FEBRUARY 4, 2019

[See attached.]

SCHEDULE B

FORM 2A LISTING STATEMENT DISCLOSURE – ADDITIONAL INFORMATION

14. CAPITALIZATION

14.1 Issued Capital

As at the date of this Listing Statement, the share capital of the Company on a non-diluted and fully-diluted basis will be as follows:

Issued Capital	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% (non-diluted)	% (fully diluted)
<u>Public Float</u>				
Total Outstanding (A)	23,078,001	23,478,001	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	14,300,001	14,700,001	61.96%	62.61%
Total Public Float (A-B)	8,778,000	8,778,000	38.04%	37.39%
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	14,300,001	14,700,001	61.96%	62.61%%
Total Tradable Float (A-C)	8,778,000	8,778,000	38.04%	37.39%

*Figures are reported to the best of the knowledge of management of the Company.

Public Securityholders (Registered)

For the purposes of this table, “public securityholders” does not include persons enumerated in section (B) the *Issued Capital* table above:

Common Shares

<u>Size of Holdings</u>	<u>Number of Holders</u>	<u>Total number of securities</u>
1 – 99 securities	-	Nil
100 – 499 securities	-	Nil
500 – 999 securities	-	Nil
1,000 – 1,999 securities	30	30,000
2,000 – 2,999 securities	19	38,000
3,000 – 3,999 securities	-	Nil
4,000 – 4,999 securities	2	8,000
5,000 or more securities	106	8,702,000
TOTAL	157	8,778,000

*Information determined to the best of the Company’s knowledge from information obtained from the Company’s Central Securities Register.

Public Securityholders (Beneficial)

For the purposes of this table, “public securityholders” does not include persons enumerated in section (B) the *Issued Capital* table above:

Common Shares

<u>Size of Holdings</u>	<u>Number of Holders</u>	<u>Total number of securities</u>
1 – 99 securities	-	Nil
100 – 499 securities	-	Nil
500 – 999 securities	-	Nil
1,000 – 1,999 securities	-	Nil
2,000 – 2,999 securities	-	Nil

3,000 – 3,999 securities	-	Nil
4,000 – 4,999 securities	-	Nil
5,000 or more securities	-	Nil
TOTAL	-	Nil

*Information determined to the best of the Company’s knowledge from information provided by its registrar and transfer agent and from Broadridge.

Non-Public Securityholders (Registered and Beneficial)

For the purposes of this chart, “non-public securityholders” are persons enumerated under (B) in the *Issued Capital* table above.

Common Shares

<u>Size of Holdings</u>	<u>Number of Holders</u>	<u>Total number of securities</u>
1 – 99 securities	-	Nil
100 – 499 securities	-	Nil
500 – 999 securities	-	Nil
1,000 – 1,999 securities	-	Nil
2,000 – 2,999 securities	-	Nil
3,000 – 3,999 securities	-	Nil
4,000 – 4,999 securities	-	Nil
5,000 or more securities	8	14,300,001
TOTAL	8	14,300,001

14.2 Convertible / Exchangeable Securities

As at the date of the Listing Statement, the Company does not have any stock options outstanding.

14.3 Other Listed Securities

The Company has no other listed securities reserved for issuance that are not included in section 14.1 or 14.2.

SCHEDULE C
CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Dimension Five Technologies Inc. hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Dimension Five Technologies Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia this 5th day of February, 2019.

“Chris Parr”
CHRIS PARR

“David Hodge”
DAVID HODGE

“Craig Murata”
CRAIG MURATA

“Dusan Berka”
DUSAN BERKA

“Sheng-Chieh (Jack) Huang”
SHENG-CHIEH (JACK) HUANG