

**51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Dimension Five Technologies Inc. (the “**Company**”)  
1450, 789 West Pender Street  
Vancouver, BC, V6C 1H2

**Item 2 Date of Material Change**

December 12, 2019, December 17, 2019, and December 18, 2019.

**Item 3 News Release**

The news releases dated December 12, 2019, December 17, 2019, and December 18, 2019 were disseminated via Accesswire.

**Item 4 Summary of Material Change**

On December 12, 2019, the Company announced that it entered into a share exchange agreement dated December 11, 2019 (the “**SEA**”) with Digital Cavalier Technology Services Inc. doing business as Youneeq (“**Youneeq**”) to acquire all of the issued and outstanding securities of Youneeq (the “**Transaction**”). As at December 12, 2019, the Company and Youneeq had signed the SEA and signatures were being gathered from Youneeq shareholders in order to obtain a fully executed version.

Pursuant to the SEA, the Company proposes to acquire all of the issued and outstanding common shares of Youneeq in exchange for a total of 75,000,000 common shares of the Company (the “**Payment Shares**”). The Payment Shares will be issued to the shareholders of Youneeq on a pro-rata basis, including existing shareholders of Youneeq and Youneeq shareholders to be added under a financing Youneeq is undertaking prior to closing.

On or before the closing of the Transaction, it is proposed that the Company will complete an equity financing of units comprising common shares and common share purchase warrants (the “**Concurrent Financing**”) by way of a non-brokered private placement to raise gross proceeds of up to CAD\$1,000,000 at a price of \$0.05 per unit. Youneeq will also raise up to \$250,000 in a private placement of its shares (the “**Youneeq Financing**”), and if it raises less than \$250,000, the number of Payment Shares will be reduced by 20 Payment Shares for every \$1 less than \$250,000 that Youneeq raises.

The Transaction is conditional upon, among other things:

- (i) the parties receiving all necessary regulatory and third-party consents, approvals and authorizations as may be required in respect of the Transaction, including, but without limitation, acceptance of the Canadian Securities Exchange (the “**CSE**”);
- (ii) completion of due diligence to the satisfaction of the parties;
- (iii) the signing of the SEA by all Youneeq shareholders and private placement investors;

- (iv) completion of all matters, and the satisfaction of all conditions (unless waived in writing), under the SEA required to be completed or satisfied on or before closing of the Transaction including but not limited to: receipt by Youneeq of a loan of \$25,000 from the Company on full execution of the SEA and completion of the Concurrent Financing and the Youneeq Financing; and
- (v) the shareholders of the Company (including if required by a majority of the minority shareholders) will have approved the Transaction and any and all matters in connection therewith pursuant to applicable laws and the rules and policies of the CSE.

In connection with the Transaction, it is intended that the Company will be re-named as **Youneeq AI Technologies Inc.** or other name as the parties may reasonably agree upon and as is acceptable to the CSE (the "**Resulting Entity**"). Upon completion of the Transaction the Resulting Entity will carry on the business currently conducted by Youneeq and will cease to carry on the business currently being conducted by the Company. It is also intended that concurrent with the closing of the Transaction, the board of directors and officers of the Resulting Entity will be reconstituted.

On December 17, 2019, the Company issued a news release at the request of IIROC to clarify items in its December 12, 2019 news release announcing the entry into the SEA with Youneeq. The news release dated December 17, 2019 restated the same information with certain corrections and amendments.

On December 18, 2019, the Company announced that, further to its news releases dated December 12, 2019 and December 17, 2019, all signatures had been gathered from Youneeq shareholders in order to obtain a fully executed SEA.

**Item 5 Full Description of Material Change**

The material changes are fully described in Item 4 above and in the attached news releases which have been filed on SEDAR.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Chris Parr, Chief Executive Officer  
Telephone: 1-604-681-1568

**Item 9 Date of Report**

December 19, 2019

**Dimension Five Technologies Inc. Enters into a Share Exchange Agreement with Digital Cavalier Technology Services Inc.**

Vancouver, B.C. December 12<sup>th</sup>, 2019 – **Dimension Five Technologies Inc. (CSE: DFT) (the “Company”)**, is pleased to announce that it has entered into a share exchange agreement dated December 11, 2019 (the “**SEA**”) with Digital Cavalier Technology Services Inc. doing business as Youneeq (“**Youneeq**”) to acquire all of the issued and outstanding securities of Youneeq (the “**Transaction**”). The Company and Youneeq have signed the SEA and signatures are being gathered from Youneeq shareholders in order to obtain a fully executed version. The proposed transaction is dependent on all Youneeq shareholders signing the SEA.

**ABOUT YOUNEEQ (Digital Cavalier Technology Services Inc.)**

Youneeq is an award-winning personalization and recommendation engine powered by artificial intelligence (AI). The company is poised to become a leading multi-channel AI personalization engine focused on the anonymous audience, the single biggest segment for marketers.

Recently **L’Oréal Canada selected Youneeq, from over 150 companies** evaluated for their Open Innovation Challenge, to deliver a paid proof of concept for website personalization on one of their key ecommerce websites. During the proof of concept Youneeq went head-to-head against an industry leader and its AI personalization solution. Youneeq came out ahead in almost every category and key performance indicator measured: more engagement with product recommendations, higher conversions on calls to action, and increased revenue. Youneeq’s technology is validated, and market-ready, with a \$20 billion current global market potential.

**EXPERIENCED AND HIGH-PROFILE TEAM**

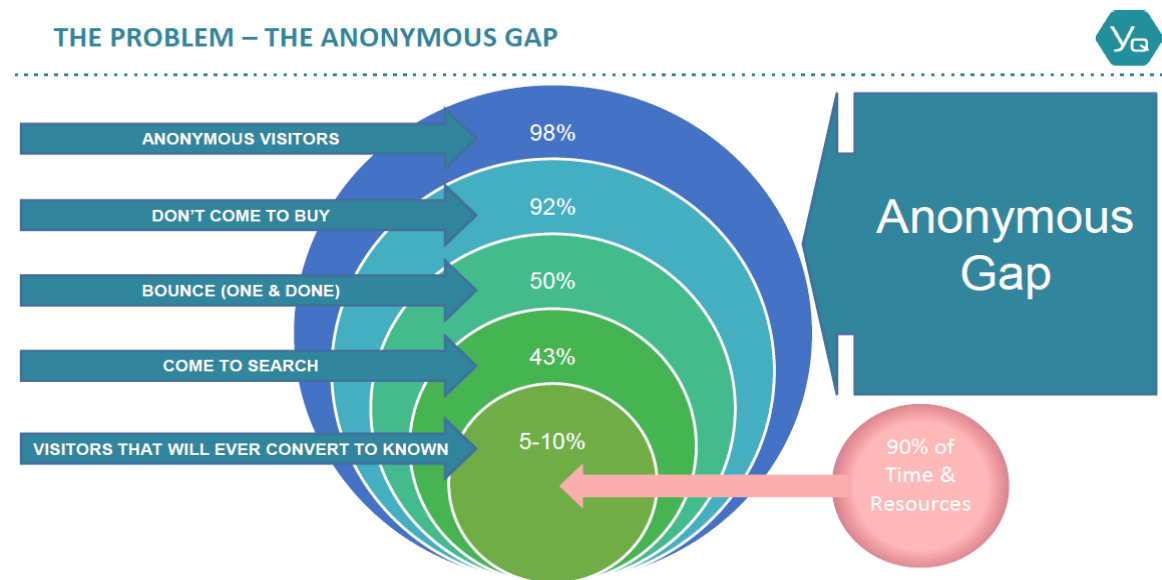
Youneeq is led by Murray Galbraith, who has over 30 years of experience in leading transformative tech companies and the Founder of Youneeq from inception; Stefan Eyrarn, Chief Revenue Officer (head of sales and marketing), who has led Canadian sales for ExactTarget (prior to acquisition by Salesforce.com), Sailthru (acquired by CM Group) and Dynamic Yield (acquired in 2019 by McDonald’s for US\$300M); and CTO, Mike Lally, who has assisted some of the worlds largest brands like IBM and EDS in technology development, and whose background is in big data and data modelling.

**PROBLEM & OPPORTUNITY**

Today digital marketers spend the overwhelming bulk of their budgets on branding and acquiring website visitors; and most of their time and resources are spent on converting and retaining known visitors and customers. In fact, it is estimated companies spend only 1-2% as much on converting the anonymous audience as they do to acquire them. However, according to Adobe 98% of these website visitors are anonymous (not known) and over 50% of them leave a website without doing anything. This “**Anonymous Gap**” is a big problem and a big opportunity!

The world’s leading research and advisory company, Gartner, says **customer experience** is the new battlefield for companies. According to Bain, 80% of companies believe they deliver “super experiences” however, only 8% of their customers agree. Executives and companies have woken up, with over 90% believing there is value in personalized marketing, with companies of all sizes now flocking to AI-powered personalization because they are afraid they may lose their customers due to the shift in customer expectations.

This is underscored by Amazon, who takes in approximately 50% of all US ecommerce revenues. They have already proven the value of personalization and recommendations by driving 30% of their sales this way. Youneeq in an advantageous position to be the leader in solving the under-served anonymous gap problem for companies and begin to get significant market share out of this fast-growing \$20 million market.



### PRODUCT & SOLUTION: YOUNEEQ AI

Youneeq AI addresses the “anonymous gap” by using proven artificial intelligence and machine learning to automatically **match the right content to the right person at the right time**. The technology captures and analyzes website visitor behavior as well as website content and how visitors engage with it. Content can include products, articles, videos, calls to action, offers, instructions, ratings & reviews, and much more. Using proven predictive models and real-time decision services Youneeq AI selects the right content to engage and convert each visitor; whether it’s their first time on a site and they are anonymous, if they are a returning visitor (either anonymous or known), or if they are already known and identified (an email subscriber, past customer or similar).

Youneeq has the significant advantage of being an early mover in the market after starting 4 years ago. It has worked on hundreds of content and ecommerce websites to develop and train sophisticated algorithms. This need for both time and mass amounts of data is a barrier to entry for many companies.

### POTENTIAL RETURN/REVENUE MODEL

Youneeq is built on a Software-as-a-Service (SaaS) model based on annual subscription licenses generating monthly recurring revenues (MRR). By nature the SaaS model allows for quick and massive scaling while allowing for high profit margins and generating significant recurring revenues.

## **COMPETITION AND ACQUISITIONS**

Companies providing solutions in the personalization and recommendation space generally fall into one of two categories: 1) independent or 3<sup>rd</sup>-party solutions that integrate with existing websites and content management platforms, or 2) content management and ecommerce platforms with native or built-in functionality.

Driven by strong demand in AI personalization, the personalization industry has seen many recent acquisitions. In 2019 alone 3<sup>rd</sup>-party solution Dynamic Yield was acquired by McDonald's Restaurants for USD\$300M while Sailthru, Monetate, Certona and Rich Relevance were all acquired for significant sums.

Competitors with native personalization functionality integrated within their content management and ecommerce platforms include enterprise solutions such as Salesforce.com (Commerce Cloud), Adobe (Experience Manager and Magento), SAP (Hybris), Sitecore and others.

While some competitive solutions do not use AI for personalization, the trend is to go this route. However, **none of the available solutions focus on the anonymous audience**, and solving the anonymous gap, preferring to work mainly with known or identified users typically saved in Customer Relationship Management (CRM) databases. The big issue associated with known visitors is that they typically represent only 2-10% of a company's total website audience.

Furthermore, over 75% of global websites do not leverage any sort of dynamic content personalization.

## **THE YOUNEEQ ADVANTAGE**

The Youneeq advantage can be summed up in 5 key points:

1. Deliver increased engagement, conversion and revenue across all website visitors, especially the under-served anonymous audience.
2. Proven solution validated by a major global corporation in head-to-head tests against an industry-leading solution with AI.
3. Fast-growing \$20 billion potential market.
4. Proven team of industry experts with previous experience helping scale multiple companies that made significant exits.
5. Product is developed, validated, and ready to scale right now.

## **THE TRANSACTION**

Pursuant to the SEA, the Company proposes to acquire all of the issued and outstanding common shares of Youneeq in exchange for a total of 75,000,000 common shares of the Company (the "**Payment Shares**"). The Payment Shares will be issued to the shareholders of Youneeq on a pro-rata basis, including existing shareholders of Youneeq and Youneeq shareholders to be added under a financing Youneeq is undertaking prior to closing.

On or before the closing of the Transaction, it is proposed that the Company will complete an equity financing of units comprising common shares and common share purchase warrants (the “**Concurrent Financing**”) by way of a non-brokered private placement to raise gross proceeds of up to CAD\$1,000,000 at a price of \$0.05 per unit. Youneeq will also raise up to \$250,000 in a private placement of its shares (the “**Youneeq Financing**”), and if it raises less than \$250,000, the number of Payment Shares will be reduced by 20 Payment Shares for every \$1 less than \$250,000 that Youneeq raises.

The Transaction is conditional upon, among other things:

- i. the parties receiving all necessary regulatory and third-party consents, approvals and authorizations as may be required in respect of the Transaction, including, but without limitation, acceptance of the CSE;
- ii. completion of due diligence to the satisfaction of the parties;
- iii. the signing of the SEA by all Youneeq shareholders and private placement investors;
- v. completion of all matters, and the satisfaction of all conditions (unless waived in writing), under the SEA required to be completed or satisfied on or before closing of the Transaction including but not limited to: receipt by Youneeq of a loan of \$25,000 from the Company on full execution of the SEA; completion of the Concurrent Financing and the Youneeq Financing; and
- vi. the shareholders of the Company (including if required by a majority of the minority shareholders) will have approved the Transaction and any and all matters in connection therewith pursuant to applicable laws and the rules and policies of the CSE.

In connection with the Transaction, it is intended that the Company will be re-named as **Youneeq AI Technologies Inc.** or other name as the parties may reasonably agree upon and as is acceptable to the CSE (the “**Resulting Entity**”). Upon completion of the Transaction the Resulting Entity will carry on the business currently conducted by Youneeq and will cease to carry on the business currently being conducted by the Company. It is also intended that concurrent with the closing of the Transaction, the board of directors and officers of the Resulting Entity will be reconstituted.

## **PROPOSED MANAGEMENT TEAM**

The following persons are proposed to become directors and officers of the Resulting Entity:

Murray Galbraith: Director and CEO

James D. Romano: Director

Russ Lazaruk: Director

Stefan Eyrarn: Chief Revenue Officer

Mike Lally: Chief Technology Officer

Craig Murata: CFO

2 Additional directors to be named by the Company.

## **ADDITIONAL INFORMATION**

The SEA regarding the proposed Transaction and the Resulting Entity will be filed on SEDAR and will be available for viewing by all shareholders. If completed, the Transaction will constitute a “Fundamental Change” pursuant to CSE policies. The SEA incorporates the principal terms of the Transaction described herein, and in addition, such other terms and provisions of a more detailed structure and nature as the parties have agreed.

However, there is no guarantee that the Transaction will close. And if it does close, the Resulting Entity will have to qualify to list its shares for trading on the CSE under a Listing Application or similar disclosure document.

## **TRADING HALT**

Under CSE rules, trading in the Company’s shares will remain halted until the Company either closes the Transaction or terminates the SEA.

## **ABOUT US (Dimension Five Technologies Inc.)**

Dimension Five Technologies Inc., based in Vancouver, British Columbia, Canada, has been developing a new investing platform that helps connect early stage companies with investors. The Company is looking to change its main business activities as set out in this press release. Additional information on Dimension Five is available on the company’s website at <http://www.dimensionfive.ca>.

### **For further information, please contact:**

**Chris Parr, CEO**  
**Chris@dimensionfive.ca**

The Canadian Securities Exchange has not reviewed, nor approved the contents of this news release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities law and may not be offered or sold in the “United States”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

### **Forward-Looking Statements**

Completion of the Transaction is subject to a number of conditions, including but not limited to, execution of the SEA by Youneeq shareholders, financings by both Youneeq and the Company, CSE acceptance and, pursuant to the requirements of the CSE, shareholder approval by a majority of the minority of shareholders. There can be no assurance that the Transaction will be completed as proposed or at all.

Trading in the securities of the Company should be considered highly speculative.

All information in this news release concerning Youneeq has been provided for inclusion herein by Youneeq. Although the Company has no knowledge that would indicate that any information contained herein concerning Youneeq is untrue or incomplete, the Company assumes no responsibility for the

accuracy or completeness of any such information as the Company has not completed due diligence on Youneeq.

Investors are cautioned that, except as disclosed in the listing statement or information circular to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

Statements about the execution of the SEA, closing of the Transaction, expected terms of the Transaction, the number of securities of the Company that may be issued in connection with the Transaction, the ownership of the Company, the requirement to obtain shareholder approval, the terms of and the completion of the Concurrent Financing and Youneeq Financing, the Payment Shares and the parties' ability to satisfy any and all other closing conditions, and receive necessary regulatory and CSE approvals in connection therewith and anticipate costs and the ability to achieve goals are all forward-looking information. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Factors that could cause the actual results to differ materially from those in forward-looking statements include, failure to negotiate the substantive business terms, items of due diligence presenting challenges to closing that cannot be overcome, failure to get financing as required, failure to get required shareholder approval, failure to get a majority of the minority shareholder approval, failure to obtain regulatory approval, the continued availability of capital and financing, and general economic, market or business conditions, changes in legislation and regulations, failure of counterparties to perform their contractual obligations, litigation, the loss of key directors, employees, advisors or consultants and fees charged by service providers. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company's forward-looking statements.

(Not for dissemination in the United States of America)



**Dimension Five Clarifies December 12, 2019 News Release**

***The Company issues this news release at the request of IIROC to clarify items in its December 12, 2019 news release announcing the entering of a share exchange agreement with Youneeq, an AI powered software solution that helps companies deliver a more personalized customer experience. This news release restates the same information with certain corrections and amendments. Please read this news release to clarify the prior one.***

Vancouver, B.C. December 17<sup>th</sup>, 2019 – **Dimension Five Technologies Inc. (CSE: DFT) (the “Company”)**, is pleased to announce that it has entered into a binding share exchange agreement dated December 11, 2019 (the “SEA”) with Digital Cavalier Technology Services Inc. doing business as Youneeq (“Youneeq”) to acquire all of the issued and outstanding securities of Youneeq (the “Transaction”). The Company and Youneeq have signed the SEA and signatures are being gathered from Youneeq shareholders in order to obtain a fully executed version. The proposed transaction is dependent on all Youneeq shareholders signing the SEA.

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**EXPERIENCED AND HIGH-PROFILE TEAM**

Youneeq is led by Murray Galbraith, who has over 30 years of experience in leading transformative tech companies and the Founder of Youneeq from inception; Stefan Eyram, Chief Revenue Officer (head of sales and marketing), who has led Canadian sales for ExactTarget (prior to acquisition by Salesforce.com), Sailthru (acquired by CM Group) and Dynamic Yield (acquired in 2019 by McDonald’s for US\$300M); and CTO, Mike Lally, who has assisted some of the worlds largest brands like IBM and EDS in technology development, and whose background is in big data and data modelling.

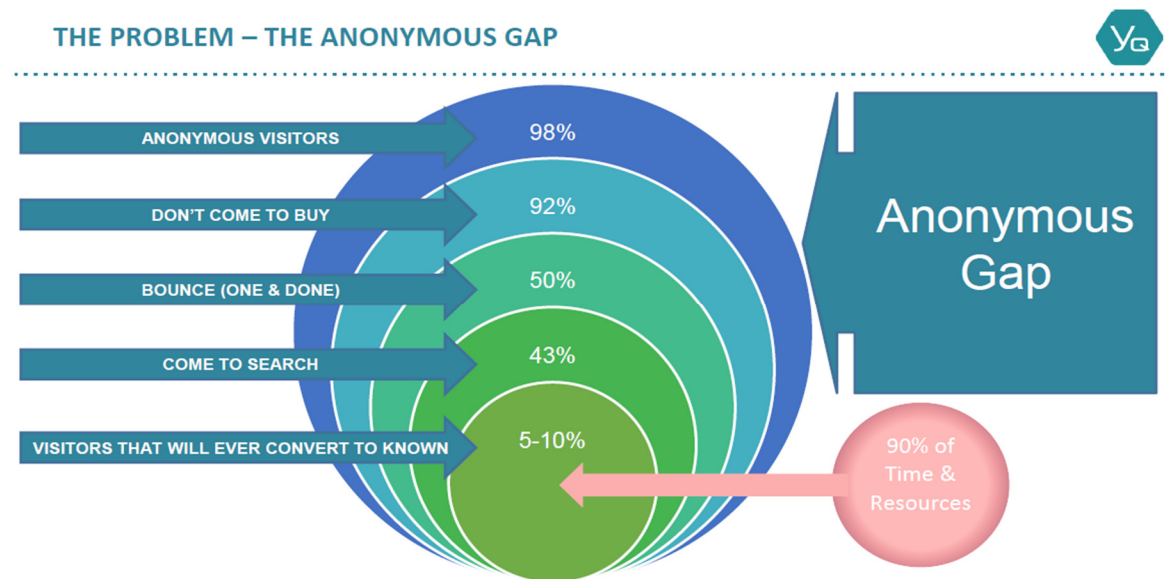
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visitors are anonymous (not known) and over 50% of them leave a website without doing anything. This “Anonymous Gap” is a big problem and a big opportunity!

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### PRODUCT & SOLUTION: YOUNEEQ AI

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Competitors with native personalization functionality integrated within their content management and ecommerce platforms include enterprise solutions such as Salesforce.com (Commerce Cloud), Adobe (Experience Manager and Magento), SAP (Hybris), Sitecore and others.

While some competitive solutions do not use AI for personalization, the trend is to go this route. However, based on Youneeq's market research and competitive analysis, to its knowledge **few of the available solutions focus on the anonymous audience**, and solving the anonymous gap, preferring to work mainly with known or identified users typically saved in Customer Relationship Management (CRM) databases. The big issue associated with known visitors is that they typically represent only 2-10% of a company's total website audience.

## THE YOUNEEQ ADVANTAGE

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including existing shareholders of Youneeq and Youneeq shareholders to be added under a financing Youneeq is undertaking prior to closing. The Transaction is not a related party transaction.

On or before the closing of the Transaction, it is proposed that the Company will complete an equity financing of units comprising common shares and common share purchase warrants (the “**Concurrent Financing**”) by way of a non-brokered private placement to raise gross proceeds of up to CAD\$1,000,000 at a price of \$0.05 per unit. Youneeq will also raise up to \$250,000 in a private placement of its shares (the “**Youneeq Financing**”), and if it raises less than \$250,000, the number of Payment Shares will be reduced by 20 Payment Shares for every \$1 less than \$250,000 that Youneeq raises.

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- ii. completion of due diligence to the satisfaction of the parties;
- iii. the signing of the SEA by all Youneeq shareholders and private placement investors;
- v. completion of all matters, and the satisfaction of all conditions (unless waived in writing), under the SEA required to be completed or satisfied on or before closing of the Transaction including but not limited to: receipt by Youneeq of a loan of \$25,000 from the Company on full execution of the SEA; completion of the Concurrent Financing and the Youneeq Financing; and
- vi. the shareholders of the Company (including if required by a majority of the minority shareholders) will have approved the Transaction and any and all matters in connection therewith pursuant to applicable laws and the rules and policies of the CSE.

In connection with the Transaction, it is intended that the Company will be re-named as **Youneeq AI Technologies Inc.** or other name as the parties may reasonably agree upon and as is acceptable to the CSE (the “**Resulting Entity**”). Upon completion of the Transaction the Resulting Entity will carry on the business currently conducted by Youneeq and will cease to carry on the business currently being conducted by the Company. It is also intended that concurrent with the closing of the Transaction, the board of directors and officers of the Resulting Entity will be reconstituted. No finders’ fees are payable.

## **PROPOSED MANAGEMENT TEAM**

The following persons are proposed to become directors and officers of the Resulting Entity:

Murray Galbraith: Director and CEO

James D. Romano: Director

Russ Lazaruk: Director

Stefan Eyrarn: Chief Revenue Officer

Mike Lally: Chief Technology Officer

Craig Murata: CFO

2 Additional directors to be named by the Company.

## **ADDITIONAL INFORMATION**

The SEA regarding the proposed Transaction and the Resulting Entity will be filed on SEDAR and will be available for viewing by all shareholders. If completed, the Transaction will constitute a “Fundamental Change” pursuant to CSE policies. The SEA incorporates the principal terms of the Transaction described herein, and in addition, such other terms and provisions of a more detailed structure and nature as the parties have agreed.

However, there is no guarantee that the Transaction will close. And if it does close, the Resulting Entity will have to qualify to list its shares for trading on the CSE under a Listing Application or similar disclosure document.

## **TRADING HALT**

Under CSE rules, trading in the Company’s shares will remain halted until the Company either closes the Transaction or terminates the SEA.

## **ABOUT US (Dimension Five Technologies Inc.)**

Dimension Five Technologies Inc., based in Vancouver, British Columbia, Canada, has been developing a new investing platform that helps connect early stage companies with investors. The Company is looking to change its main business activities as set out in this press release. Additional information on Dimension Five is available on the company’s website at <http://www.dimensionfive.ca>.

### **For further information, please contact:**

**Chris Parr, CEO**  
**Chris@dimensionfive.ca**

The Canadian Securities Exchange has not reviewed, nor approved the contents of this news release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities law and may not be offered or sold in the “United States”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

### **Forward-Looking Statements**

Completion of the Transaction is subject to a number of conditions, including but not limited to, execution of the SEA by Youneeq shareholders, financings by both Youneeq and the Company, CSE acceptance and, pursuant to the requirements of the CSE, shareholder approval by a majority of the minority of shareholders. There can be no assurance that the Transaction will be completed as proposed or at all.

Trading in the securities of the Company should be considered highly speculative.

All information in this news release concerning Youneeq has been provided for inclusion herein by Youneeq. Although the Company has no knowledge that would indicate that any information contained herein concerning Youneeq is untrue or incomplete, the Company assumes no responsibility for the

accuracy or completeness of any such information as the Company has not completed due diligence on Youneeq.

Investors are cautioned that, except as disclosed in the listing statement or information circular to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

Statements about the execution of the SEA, closing of the Transaction, expected terms of the Transaction, the number of securities of the Company that may be issued in connection with the Transaction, the ownership of the Company, the requirement to obtain shareholder approval, the terms of and the completion of the Concurrent Financing and Youneeq Financing, the Payment Shares and the parties' ability to satisfy any and all other closing conditions, and receive necessary regulatory and CSE approvals in connection therewith and anticipate costs and the ability to achieve goals are all forward-looking information. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Factors that could cause the actual results to differ materially from those in forward-looking statements include, failure to negotiate the substantive business terms, items of due diligence presenting challenges to closing that cannot be overcome, failure to get financing as required, failure to get required shareholder approval, failure to get a majority of the minority shareholder approval, failure to obtain regulatory approval, the continued availability of capital and financing, and general economic, market or business conditions, changes in legislation and regulations, failure of counterparties to perform their contractual obligations, litigation, the loss of key directors, employees, advisors or consultants and fees charged by service providers. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company's forward-looking statements.

(Not for dissemination in the United States of America)

**Dimension Five Announces Fully Executed Share Exchange Agreement**

Vancouver, B.C. December 18, 2019 – **Dimension Five Technologies Inc. (CSE: DFT) (the “Company”)**, is pleased to announce that, further to its news releases dated December 12, 2019 and December 17, 2019, all signatures have been gathered from Youneeq shareholders in order to obtain a fully executed SEA. The news releases announcing the binding share exchange agreement dated December 11, 2019 (the “**SEA**”) with Digital Cavalier Technology Services Inc. doing business as Youneeq (“**Youneeq**”) whereby the Company agreed to acquire all of the issued and outstanding securities of Youneeq (the “**Transaction**”) are available under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com). The Company is acquiring Youneeq in exchange for the issuance of an aggregate of 75,000,000 common shares of the Company (each, a “**Share**”), subject to adjustment as provided for in the SEA, on a *pro rata* basis to the Youneeq shareholders.

**ABOUT YOUNEEQ (Digital Cavalier Technology Services Inc.)**

Youneeq is an award winning AI-powered software solution that helps companies deliver a more personalized customer experience. Youneeq is poised to become a leading multi-channel AI personalization engine focused on the anonymous audience, the single biggest segment for marketers.

Recently L’Oréal Canada selected Youneeq, from over 150 companies evaluated for their Open Innovation Challenge, to deliver a paid proof of concept for website personalization on one of their key ecommerce websites. During the proof of concept Youneeq went head-to-head against an industry leader and its AI personalization solution. Youneeq came out ahead in almost every category and key performance indicator measured: more engagement with product recommendations, higher conversions on calls to action, and increased revenue. Youneeq’s technology is validated, and market-ready, with a multi-billion dollar current global market potential, based on Youneeq’s analysis of the market for personalization and customer experience.

**ADDITIONAL INFORMATION**

The SEA regarding the proposed Transaction has been filed on SEDAR under the Company’s profile at [www.sedar.com](http://www.sedar.com). If completed, the Transaction will constitute a “Fundamental Change” pursuant to the policies of the Canadian Securities Exchange (the “**CSE**”). However, there is no guarantee that the Transaction will close. And if it does close, the publicly-traded entity resulting from the Transaction will have to qualify to list its shares for trading on the CSE under a listing statement or similar disclosure document.

**TRADING HALT**

Under CSE rules, trading in the Company’s shares will remain halted until the Company either closes the Transaction or terminates the SEA.

## **ABOUT US (Dimension Five Technologies Inc.)**

Dimension Five Technologies Inc., based in Vancouver, British Columbia, Canada, has been developing a new investing platform that helps connect early stage companies with investors. The Company is looking to change its main business activities as set out in this press release. Additional information on Dimension Five is available on the Company's website at <http://www.dimensionfive.ca>.

### **For further information, please contact:**

**Chris Parr, CEO**  
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The Canadian Securities Exchange has not reviewed, nor approved the contents of this news release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities law and may not be offered or sold in the "United States", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

### **Forward-Looking Statements**

Completion of the Transaction is subject to a number of conditions, including but not limited to, financings by both Youneeq and the Company, CSE acceptance and, pursuant to the requirements of the CSE, shareholder approval by a majority of the minority of the Company's shareholders. There can be no assurance that the Transaction will be completed as proposed or at all.

All information in this news release concerning Youneeq has been provided for inclusion herein by Youneeq. Although the Company has no knowledge that would indicate that any information contained herein concerning Youneeq is untrue or incomplete, the Company assumes no responsibility for the accuracy or completeness of any such information as the Company has not completed due diligence on Youneeq.

Investors are cautioned that, except as disclosed in the listing statement or information circular to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

Statements about the closing of the Transaction, expected terms of the Transaction, the number of securities of the Company that may be issued in connection with the Transaction, the requirement to obtain shareholder approval, and the parties' ability to satisfy any and all other closing conditions, and receive necessary regulatory and CSE approvals in connection therewith and anticipate costs and the ability to achieve goals are all forward-looking information. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Factors that could cause the actual results to differ materially from those in forward-looking statements include, failure to negotiate the substantive business terms, items of due diligence presenting challenges to closing that cannot be overcome, failure to get financing as required, failure to get required shareholder approval, failure to get a majority of the minority shareholder approval, failure to obtain regulatory approval, the continued availability of capital and financing, and general economic, market or business conditions, changes in legislation and regulations, failure of counterparties to perform their contractual obligations, litigation, the loss of key directors, employees, advisors or consultants and fees



charged by service providers. The Company assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law. Readers should not place undue reliance on the Company's forward-looking statements.

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