

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

April 5, 2021.

Item 3 News Release

The news release dated April 6, 2021 was disseminated via Accesswire.

Item 4 Summary of Material Change

The Company obtained the conditional approval of the Canadian Securities Exchange (“**CSE**”) for its re-listing application on CSE Form 2A to be completed following the closing (the “**Closing**”) of the proposed acquisition (the “**Acquisition**”) of all of the issued and outstanding shares Aduro Energy Inc. (“**Aduro Energy**”) from the securityholders of Aduro Energy (the “**Vendors**”), pursuant to a securities exchange agreement dated October 22, 2020, as amended (the “**Agreement**”). If completed, the Acquisition, an arm’s length transaction, will constitute a “fundamental change” for the Company under the policies of the CSE. The approval remains subject to a number of conditions, including Closing, issuance of D5 securities under the Agreement and meeting applicable escrow requirements of the CSE.

On April 5, 2021, the Company, Aduro Energy and the Vendors agreed to amend the Agreement to: (1) remove certain requirements under the Agreement in respect of two business milestone protection plans (the “**Plans**”), including a condition requiring entry into a restricted stock agreement in accordance with the Plans; (2) remove the right of D5 to grant up to 10,000,000 stock options to directors, officers and consultants of D5 on Closing; and (3) add the requirement for D5 to issue an additional 8,440,087 common share purchase warrants of D5 on the Closing as part of the consideration to be issued to the Vendors.

On April 5, 2021, the Company obtained the written consent of a majority of its shareholders in respect of the Acquisition, as required under the policies of the CSE.

On Closing, the Company intends to complete a 3:1 consolidation of its issued and outstanding common shares (the “**Shares**”). The Company also intends to change its name to “Aduro Clean Technologies Inc.” and, if approved for re-listing by the CSE, the Company’s Shares will be re-listed under the symbol ACT. Trading in the Company’s Shares was halted in connection with the news release on July 14, 2020 announcing the letter of intent in respect of the Acquisition. Trading in the Shares will remain halted pending Closing, the review of the Acquisition by the CSE and satisfaction of any remaining conditions of the CSE for resumption of trading.

Item 5 Full Description of Material Change

The material change is fully described in the attached news release which was filed on SEDAR on April 6, 2021.

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

April 6, 2021