



RESAAS SERVICES INC.

Form 2A ANNUAL LISTING STATEMENT

**For the year ended
December 31, 2016**

1550 – 401 West Georgia Street
Vancouver, British Columbia V6B 5A1
Tel: 604.558.2929
Website: www.RESAAS.com

May 1, 2017



Table of Concordance

Definitions

“**AIF**” means the annual information form of the Issuer for the year ended December 31, 2016.

“**FS**” means the financial statements of the Issuer for the year ended December 31, 2016.

“**MD&A**” means the management’s discussion and analysis of the Issuer for the year ended December 31, 2016.

	INFORMATION REQUIRED BY FORM 2A LISTING STATEMENT	CORRESPONDING ITEM IN THE AIF, FS AND/OR MD&A	PAGE NUMBER
1.	Table of Contents	AIF – Table of Contents	iii
2.	Corporate Structure		
	2.1 Name	AIF – Corporate Structure	3
	2.2 Statute	AIF – Corporate Structure	3
	2.3 Intercompany relationships	AIF – Corporate Structure	3
	2.4 Fundamental change/proposed transaction	n/a	-
	2.5 Non-corporate/non-Canadian issuers	n/a	-
3.	General Development of the Business		
	3.1 Development of business over past three financial years (and subsequent period)	AIF – General Development of the Business	28
	3.2 Significant acquisitions and dispositions	n/a	-
	3.3 Material trend, commitment, event, uncertainty	n/a	-
4.	Narrative Description of the Business		
	4.1 Description of business	AIF – Description of Business – Overview	3
	4.1(1)(a) Objectives within 12 month period	AIF – Description of Business – Industry Background and Our Market Opportunity – Our Growth Strategy	7
	4.1(1)(b) Significant event or milestone	n/a	-
	4.1(1)(c) Total funds available and breakdown of funds	n/a	-
	4.1(1)(d) Principal purposes for which funds will be used	n/a	-

INFORMATION REQUIRED BY FORM 2A LISTING STATEMENT	CORRESPONDING ITEM IN THE AIF, FS AND/OR MD&A	PAGE NUMBER
4.1(2)(a) Methods of distribution and principal markets for products and services	AIF – Description of Business – Industry Background and Our Market Opportunity – Industry – Market Opportunities	4
4.1(2)(b) Information concerning sales	AIF – Description of Business – Industry Background and Our Market Opportunity – Revenue Generating Services	6
	MD&A – Results of Operations – Comparison of the Years ended December 31, 2016, 2015 and 2014 -- Revenues	5
4.1(2)(c) Information concerning the development of products and services	AIF – General Development of the Business	28
4.1(3)(a) Method of producing products or providing services	AIF – Description of Business – Our Platform	8
4.1(3)(b) Lease or mortgage information	n/a	-
4.1(3)(c) Specialized skill and knowledge requirements	n/a	-
4.1(3)(d) Sources, pricing and availability of raw materials, component parts or finished products	n/a	-
4.1(3)(e) Intellectual property	AIF – Description of Business – Intellectual Property	27
	AIF – Risk Factors – Risks Related to Intellectual Property	36
4.1(3)(f) Seasonality	n/a	-
4.1(3)(g) Impact on operations of termination or renegotiation of contracts in the 12 months	n/a	-
4.1(3)(h) Impact of environmental protection requirements	n/a	-
4.1(3)(i) Number of employees	AIF – Description of Business – Employees	28
4.1(3)(j) Foreign operations risks	AIF – Risk Factors – Risks Related to Our Business	29
4.1(3)(k) Dependence on contracts	n/a	-
4.1(3)(l) Impact on operations of termination or renegotiation of contracts in the current financial year	n/a	-

INFORMATION REQUIRED BY FORM 2A LISTING STATEMENT	CORRESPONDING ITEM IN THE AIF, FS AND/OR MD&A	PAGE NUMBER
4.1(4) Competitive conditions in principal markets and competitive advantage	Description of Business – Industry Background and Our Market Opportunity – Competitors	5
	Description of Business – Industry Background and Our Market Opportunity – Competitive Advantage	5
4.1(5) Lending operations	n/a	-
4.1(6) Bankruptcy, receivership or similar proceedings	n/a	-
4.1(7) Material restructuring transaction	n/a	-
4.1(8) Social or environmental policies	n/a	-
4.2 Disclosure by issuers with asset-backed securities	n/a	-
4.3 Disclosure by issuers with mineral projects	n/a	-
4.4 Disclosure by issuers with oil and gas operations	n/a	-
5. Selected Consolidated Financial Information		
5.1 Annual information	MD&A – Results of Operations – Comparison of the Years ended December 31, 2016, 2015 and 2014	5
	MD&A – Liquidity and Capital Resources	9
5.2 Quarterly information	MD&A – Quarterly Information	8
5.3 Dividends	AIF – Dividends and Distributions	39
5.4 Foreign GAAP	n/a	-
6. Management's Discussions and Analysis		
<u>Annual MD&A</u>		
6.1 Date	May 1, 2017	
6.2 Overall performance	MD&A – Revenue Generating Services	1
	MD&A – Factors Affecting Our Performance	2
	MD&A – Results of Operations	5

INFORMATION REQUIRED BY FORM 2A LISTING STATEMENT	CORRESPONDING ITEM IN THE AIF, FS AND/OR MD&A	PAGE NUMBER
6.3 Selected annual financial information	MD&A – Results of Operations – Comparison of the Years ended December 31, 2015, 2014 and 2013	5
	MD&A – Liquidity and Capital Resources	9
6.4 Variations	MD&A – Factors Affecting Our Performance	2
	MD&A – Results of Operations	5
6.5 Results of operations	MD&A – Results of Operations	5
6.6 Summary of quarterly results	MD&A – Quarterly Information	8
6.7 Liquidity	MD&A – Liquidity and Capital Resources – Sources of Liquidity	9
	MD&A – Liquidity and Capital Resources – Cash Flows	10
	MD&A – Contractual Obligations and Commitments	12
6.8 Capital resources	MD&A – Liquidity and Capital Resources – Sources of Liquidity	9
	MD&A – Funding Requirements	12
6.9 Off-balance sheet arrangements	MD&A – Off-Balance Sheet Arrangements	12
6.10 Transactions with related parties	MD&A – Related Party Transactions	11
6.11 Fourth quarter	MD&A – Quarterly Information – Three months ended December 31, 2016 and 2015	9
6.12 Proposed transactions	n/a	-
6.13 Changes in accounting policies including initial adoption	MD&A – Critical Accounting Policies and Significant Judgments and Estimates	13
	MD&A – New Accounting Pronouncements	15
6.14 Financial Instruments and other instruments	n/a	-
<u>Interim MD&A</u>		
6.15 Date	n/a	-
6.16 Updated disclosure	n/a	-
6.17 Additional disclosure for issuers without significant revenue	MD&A – Additional Disclosure for Venture Issuers Without Significant Revenues	16

INFORMATION REQUIRED BY FORM 2A LISTING STATEMENT	CORRESPONDING ITEM IN THE AIF, FS AND/OR MD&A	PAGE NUMBER
6.18 Description of securities	MD&A – Outstanding Share Data	16
6.19 Breakdown	MD&A – Additional Disclosure for Venture Issuers Without Significant Revenues	16
6.20 Negative cash-flow	n/a	-
6.21 Additional disclosure for issuers with significant equity investees	n/a	-
7. Market for Securities		
7.1 Exchanges and quotation systems	AIF – Market for Securities	41
8. Consolidated Capitalization		
8.1 Material change and its effect on share and loan capital	n/a	-
9. Options to Purchase Securities		
9.1 Options to purchase securities	AIF – Directors and Officers – Name, Occupation and Security Holdings	42
	FS – Note 11 – Stock Options	18
10. Description of the Securities		
10.1 General	AIF – Description of Capital Structure	40
10.2 Debt securities	n/a	-
10.3 [Omitted]		
10.4 Other securities	n/a	-
10.5 Modification of terms	AIF – Description of Capital Structure	40
10.6 Other attributes	AIF – Description of Capital Structure	40
10.7 Prior sales	FS – Note 9 – Share Capital	16
10.8 Stock exchange price	AIF – Market for Securities	•
11. Escrowed Securities		
11.1 Table of escrowed securities	AIF – Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer	41
12. Principal Shareholders		
12.1 Principal Shareholders	AIF – Directors and Officers – Name, Occupation and Security Holdings	42

INFORMATION REQUIRED BY FORM 2A LISTING STATEMENT	CORRESPONDING ITEM IN THE AIF, FS AND/OR MD&A	PAGE NUMBER
13. Directors and Officers		
13.1 General Information	AIF – Directors and Officers – Name, Occupation and Security Holdings	42
13.2 Term of office of directors	AIF – Directors and Officers – Term of Office	42
13.3 Number and percentage of securities owned	AIF – Directors and Officers – Share Ownership	43
13.4 Board committees and members	AIF – Directors and Officers – Name, Occupation and Security Holdings	42
	AIF – Additional Information – Composition of Audit Committee	45
13.5 Principal occupation	AIF – Directors and Officers – Name, Occupation and Security Holdings	42
13.6 Cease trade orders or bankruptcies	AIF – Directors and Officers – Cease Trade Orders, Bankruptcies, Penalties or Sanctions	43
13.7, 13.8 Penalties or sanctions	AIF – Directors and Officers – Cease Trade Orders, Bankruptcies, Penalties or Sanctions	43
13.9 Bankruptcy proceedings	AIF – Directors and Officers – Cease Trade Orders, Bankruptcies, Penalties or Sanctions	43
13.10 Conflicts of interest	AIF – Directors and Officers – Conflicts of Interest	44
13.11 Management	AIF – Directors and Executive Officers – Name, Occupation and Security Holdings	42
14. Capitalization		
14.1 Charts	n/a	-
14.2 Convertible or exchangeable securities	AIF – Description of Capital Structure – Warrants	41
	AIF – Description of Capital Structure – Options	41
14.3 Listed securities reserved for issuance	n/a	-
15. Executive Compensation		

INFORMATION REQUIRED BY FORM 2A LISTING STATEMENT	CORRESPONDING ITEM IN THE AIF, FS AND/OR MD&A	PAGE NUMBER
15.1 Statement of executive compensation	AIF – Interest of Management and Others in Material Transactions In addition, see the issuer’s management information circular for its annual meeting of shareholders held on July 8, 2016 in respect of the issuer’s financial year ended December 31, 2015	44
16. Indebtedness of Directors and Executive Officers		
16.1 Aggregate Indebtedness	n/a	-
16.2 Indebtedness of directors and officers under securities purchase and other programs	n/a	-
17. Risk Factors		
17.1 Risk factors	AIF – Risk Factors – Risks Related to Our Business	29
17.2 Risk of additional contribution	n/a	-
17.3 Other material risk factors	AIF – Risk Factors – Risks Related to Data Storage AIF – Risk Factors – Risks Related to Intellectual Property Risk Factors – Risks Related to Our Common Shares	35 36 38
18. Promoters		
18.1 General information	AIF – Promoters	44
18.2 Cease trade orders, bankruptcies, penalties or sanctions	AIF – Promoters	44
19. Legal Proceedings		
19.1 Material legal proceedings	AIF – Legal Proceedings and Regulatory Actions – Legal Proceedings	44
19.2 Regulatory actions	AIF – Legal Proceedings and Regulatory Actions – Regulatory Actions	44
20. Interest of Management and Others in Material Transactions		
20.1 Material interests	AIF – Interest of Management and Others in Material Transactions	44

	INFORMATION REQUIRED BY FORM 2A LISTING STATEMENT	CORRESPONDING ITEM IN THE AIF, FS AND/OR MD&A	PAGE NUMBER
21.	Auditors, Transfer Agents and Registrars		
	21.1 Auditor	AIF – Interests of Experts	45
	21.2 Transfer agent and registrar	AIF – Transfer Agents and Registrars	45
22.	Material Contracts		
	22.1 Particulars	AIF – Material Contracts	45
	22.2 Copies of co-tenancy, unitholders' or limited partnership agreements	n/a	-
23.	Interest of Experts		
	23.1 Direct or indirect interests	n/a	-
	23.2 Beneficial ownership	n/a	-
	23.3 General statement	n/a	-
	23.4 Disclosure expectation	n/a	-
24.	Other Material Facts		
	24.1 Other material facts	AIF – Additional Information	45
25.	Financial Statements		
	25.1 Audited financial statements	FS	1
	25.2 Additional information for issuers re-qualifying for listing following a fundamental change	n/a	-

CERTIFICATE OF THE ISSUER

The foregoing contains full, true and plain disclosure of all material information relating to RESAAS Services 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 1st day of May, 2017.

"Thomas Rossiter"

THOMAS ROSSITER
Chief Executive Officer

"Cameron Shippit"

CAMERON SHIPPIT
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Cory Brandolini"

CORY BRANDOLINI
Director

"J. Chris Morgando"

J. CHRIS MORGANDO
Director