

## FORM 5

### **QUARTERLY LISTING STATEMENT**

Name of Listed Issuer: Aura Health Inc. (the "Issuer").

Trading Symbol: BUZZ

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 Exchange 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 Exchange 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 Listed 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**

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

Please refer to Note 18 of the Company's unaudited condensed interim consolidated financial statements for the three months ended March 31, 2019 and 2018 for more answers and details to the above questions.

### **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,

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
January 10, 2019	Common shares (Units)	Private placements	11,493,998	\$0.15	\$1,724,100	Cash per unit	Arm's length parties	\$18,324
January 10, 2019	Warrants (Units)	Private placements	5,746,999	\$0.15	Nil (included in above)	Cash per unit	Arm's length parties	Nil
January 10, 2019	Finders' warrants (Units)	Private placements	122,160	\$0.25	Nil (included in above)	Issued per unit	Arm's length parties	Nil
January 15, 2019	Common shares	Shares issued on conversion of debentures	2,000,000	\$0.15	Nil	Conversion (non-cash)	Arm's length parties	Nil
January 31, 2019	Common shares	Shares issued on warrants exercised	4,125	\$0.15	\$619	Cash per unit	Arm's length parties	Nil

(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	Market Price on date of Grant
January 17, 2019	200,000	Joel Freudman (Director)		\$0.235	January 17, 2021	\$0.21
January 17, 2019	350,000		Consultant	\$0.235	January 17, 2021	\$0.21

### 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,

The Company is authorized to issue an unlimited number of common shares and

preferred shares without par value. The preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and conditions attached to the shares of each series. The Company has not issued any preferred shares to date.

(b) number and recorded value for shares issued and outstanding,

	<b>Number of common shares</b>	<b>Amount</b>
	<b>#</b>	<b>\$</b>
<b>Balance, December 31, 2018</b>	<b>31,072,567</b>	<b>3,899,096</b>
Shares issued from private placement	11,493,998	1,593,236
Share issuance costs	-	(35,415)
Shares issued on conversion of debentures	2,000,000	491,454
Shares issued from exercise of warrants	4,125	619
<b>Balance, March 31, 2019</b>	<b>44,570,690</b>	<b>5,948,990</b>

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

The following table summarizes information of stock options outstanding and exercisable as at March 31, 2019:

<b>Date of expiry</b>	<b>Number of options outstanding</b>	<b>Number of options exercisable</b>	<b>Exercise price</b>	<b>Weighted average remaining life</b>
	<b>#</b>		<b>\$</b>	<b>Years</b>
August 16, 2020	1,600,000	1,600,000	0.10	1.38
January 17, 2021	550,000	400,000	0.235	1.80
September 24, 2021	650,000	475,000	0.31	2.49
	<b>2,800,000</b>	<b>2,475,000</b>	<b>0.16</b>	<b>1.72</b>

The following table summarizes information of warrants outstanding as at March 31, 2019:

<b>Date of expiry</b>	<b>Number of warrants outstanding</b>	<b>Exercise price</b>	<b>Weighted average remaining life</b>
	<b>#</b>	<b>\$</b>	<b>Years</b>
April 20, 2019	20,000	1.00	0.05
August 9, 2019	408,163	1.00	0.36
December 22, 2019	80,000	0.60	0.73
April 21, 2020	1,052,996	0.20	1.06

August 9, 2020	2,301,873	0.75	1.36
August 9, 2020	78,015	0.49	1.36
August 16, 2020	2,600,000	0.15	1.38
August 16, 2020	467,000	0.10	1.38
January 10, 2021	5,869,159	0.25	1.78
February 27, 2021	610,888	0.28	1.92
	<b>13,488,094</b>	<b>0.34</b>	<b>1.52</b>

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

On February 27, 2019, the Company closed the first tranche ("Tranche 1") of the Offering of 8,726,954 Subscription Receipts at an issue price of \$0.22 (the "Issue Price") per Subscription Receipt, for gross proceeds of \$1,919,930. Upon satisfaction by the Company of certain Escrow Release Conditions, each Subscription Receipt will entitle the holder to receive, without any further action on the part of the holder or payment of any additional consideration, one (1) unit of the Company consisting of one (1) common share and one-half (1/2) of a warrant, with each warrant exercisable at \$0.28 into one (1) common share of the Company for a period of 24 months from the date of satisfaction of the Escrow Release Conditions.

**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.**

Daniel Cohen	Chief Executive Officer
Keith Li	Chief Financial Officer
Howard Brass	Chief Operating Officer
David Posner	Director
Jim Frazier	Director
Paul McClory	Director
Robert Schwartz	Director

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

Provide Interim MD&A if required by applicable securities legislation.

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

Dated May 31, 2019.

Daniel Cohen  
Name of Director or Senior Officer

"Daniel Cohen"  
Signature

Chief Executive Officer  
Official Capacity

<b>Issuer Details</b>		For Quarter Ended	Date of Report YY/MM/DD
Name of Issuer			
Aura Health Inc.		Mar 31, 2019	19/05/31
Issuer Address			
77 King Street West, Suite 2905			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Toronto/Ontario/M5K 1H1		( )	(647) 202-1824
Contact Name		Contact Position	Contact Telephone No.
Daniel Cohen		CEO	(647) 202-1824
Contact Email Address <a href="mailto:dcohen@aurahealthinc.com">dcohen@aurahealthinc.com</a>		Web Site Address <a href="http://www.aurahealthinc.com">www.aurahealthinc.com</a>	