

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Canna-V-Cell Sciences Inc. (the "Issuer").

Trading Symbol: CNVC

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

Please see attached Schedule A.

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 see note 10 in the Issuer’s condensed interim consolidated financial statements set forth in Schedule A.

Please see the section titled “Transactions with Related Parties” in the Issuer’s interim management’s discussion and analysis attached as Schedule C.

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,

None.

- (b) summary of options granted during the period,

None.

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,
- (b) number and recorded value for shares issued and outstanding,
- (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
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

(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 Issuer is authorized to issue an unlimited number of Common Shares without par value.
	The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Issuer, are entitled to receive such dividends in any financial year as the board of directors of the Issuer may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Issuer, whether

	voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Issuer, the remaining property and assets of the Issuer. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.			
(b)	Number and recorded value for shares issued and outstanding. 103,243,680 Common Shares are issued and outstanding as of the date of this report.			
(c)	Description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value.			
	Description	number or amount outstanding	exercise or conversion price	expiry date
	Options	9,655,105	\$0.20	September 27, 2020
	Options	750,000	\$0.20	September 10, 2021
	Warrants	20,906,648	\$0.23	September 27, 2020
	Warrants	6,666,667	\$0.30	September 23, 2021
(d)	Number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.			
	Escrowed Common Shares		29,002,498	

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.

Names of Directors and Officers	Position(s) Held
Zaki Rakib	Chief Executive Officer and Director
David K. Ryan	President Secretary and Director
Alan Rootenberg	Chief Financial Officer
Liron Carmel	Director
Vivien Rakib	Director
Yochi Hagay	Chief Technology Officer
Jake Fiddick	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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

Please see attached Schedule C

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: March 31, 2020

David Ryan
Name of Director or Senior Officer

"David Ryan"
Signature

President
Official Capacity

Issuer Details Name of Issuer	For Quarter Ended	Date of Report YY/MM/D
Canna-V-Cell Sciences Inc.	January 31, 2020	20-03-31
Issuer Address		
1140 – 625 Howe Street		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Vancouver, BC V6C 2T6	(604) 685-9281	(604) 622-1186
Contact Name	Contact Position	Contact Telephone No.
David Ryan	President	604-622-1186
Contact Email Address	Web Site Address	
dave.ryan@cannavcell.com	www.cannavcell.com	