

## FORM 5

### QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Byrna Technologies Inc. (the "Issuer").

Trading Symbol BYRN

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**

*See Attached 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.

*See Schedule A, Notes to Financial Statements.*

### **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,

*See Schedule A, Notes to the Financial Statements*

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

*See Schedule A, Notes to the Financial Statements*

### 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.

#### **Stock (at end of reporting period)**

Type of Security	Number of Shares Authorized	Number of Shares Issued	Dividend Rate	Cumulative, Redemption, Conversion Provisions	Number of shares subject to transfer restrictions
Common Shares	300,000,000	126,299,568	N/A	N/A	61,132,873
Preferred Shares	5,000,000	1391	10%	Each preferred Series A share is convertible to common at a ratio of 5000/.15	1391

#### **Options, Warrants, and Convertible Securities**

Type of Security	Number Outstanding	Exercise/ Conversion Price (\$US)	Expiry Date	Recorded Value	Number of Shares Subject to Transfer Restrictions
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Warrants	572,354	\$0.15	11/28/2022	\$78,332	0
Warrants	17,773,881	\$0.18	11/28/2022	\$2,273,298	0
Warrants	4,477,557	\$0.25	10/22/2023	\$481,228	0
Warrants	3,363,230	\$0.25	1/22/2024	\$ 380,181	0
Warrants	1,500,000	\$0.155	12/03/2021	\$ 194,090	1,500,000
Warrants	150,000	\$0.25	2/05/2021	\$ 7,969	150,000
Options	350,000	\$0.084	10/19/2021	\$25,450	350,000
Options	265,000	\$0.152	5/25/2022	\$36,812	265,000
Options	96,667	\$0.152	8/16/2022	\$10,633	96,667
Options	1,500,000	\$0.15	4/12/2025	\$31,704	1,500,000
Options	650,000	\$0.145	10/21/2023	\$79,185	650,000
Options	3,527,500	\$0.19	12/31/2024	\$617,125	3,527,500
Options	500,000	\$0.19	2/28/2025	\$7087.67	500,000

**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.**

Bryan Ganz (CEO, President, Chair)  
Karen Bowling (Director)  
Don Levantin (Director)  
Paul Jensen (Director)  
Vladimir Kitaygorodsky (Director)  
Beatrice Mitchell (Director)  
Herbert Hughes (Director)  
James Dunfey (PFO)  
Andre Buys (CTO)  
Lisa Wager (CLO, Corporate Secretary)

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

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

*See Schedule A*

**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 July 23, 2020

Bryan Ganz  
Name of Director or Senior Officer

/s/ Bryan Ganz  
Signature

CEO  
Official Capacity

<b>Issuer Details</b>		For Quarter Ended	Date of Report YY/MM/D
Name of Issuer		5/31/20	20/07/23
Byrna Technologies Inc.			
Issuer Address			
100 Burt Road, Suite 115			
City/Province/Postal Code		Issuer Fax No. ( )	Issuer Telephone No. (978) 868-5011
Andover, MA 01810			
Contact Name		Contact Position	Contact Telephone No.
Lisa Wager		CLO	978-665-2721
Contact Email Address		Web Site Address	
lisa@byrna.com		https://byrna.com	