

## FORM 7

### MONTHLY PROGRESS REPORT

Name of Listed Issuer: BioNxt Solutions Inc. (the “Issuer”)

Trading Symbol: BNXT

Number of Outstanding Listed Securities: 91,209,873 common shares

Date: January 5, 2023 (for the month ended December 31, 2022)

#### **Report on Business**

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.

The Issuer is a diversified bioscience accelerator that continues to focus on next-generation drug delivery, diagnostic, and new active pharmaceutical ingredient investment opportunities, including, precision transdermal and oral dissolvable drug formulations; rapid, low-cost infectious disease and oral health screening tests; and standardization of emerging active pharmaceutical ingredients for neurological applications, including psychedelic compounds and cannabinoids. The Issuer has research and development operations in North America and Europe, with an operational focus in Germany, and is currently focused on regulatory approval and commercialization of medical products for European markets.

On December 7, 2022, the Issuer closed its non-brokered private placement of convertible debentures (the “Offering”), pursuant to which it raised the principal amount of \$2,808,000 (the “Principal Amount”).

Each convertible debenture (a “Debenture”) bears interest at a rate of 8% per annum from the date of issue (the “Issue Date”), calculated and payable semi-annually and matures two years following the Issue Date.

The Principal Amount and any accrued and unpaid interest on the Debentures may be convertible at the election of the holder into units of the Issuer (the “Units”) at a conversion price of \$0.52 per Unit. Each Unit consists of one common share (a “Share”) and one-half of one common share purchase warrant (each, a “Warrant”). Each Warrant will be exercisable into one Share (each, a “Warrant Share”) at an exercise price of \$0.80 per Warrant Share for a period of 24 months after the Issue Date.

In accordance with applicable securities laws, all securities issued under the Offering are subject to a four month and one day hold period from the Issue Date.

In connection with the Offering, the Issuer paid a cash fee of \$224,640 and issued 432,000 finder warrants (the “Finder’s Warrants”) to Canaccord Genuity Corp. Each Finder’s Warrant entitles the holder thereof to purchase one Share at an exercise price of \$0.52 for a period of 24 months from the date of issuance.

The Issuer will use the net proceeds of the Offering for repayment of debt and for general working capital purposes.

On December 12, 2022, the Issuer announced the signing of a non-binding term sheet (the “**Term Sheet**”) for the acquisition of certain intellectual property assets and rights related to a novel solid oral drug dosage form coating delivery technology (the “**Technology**”).

The Term Sheet sets out a number of terms (the “**Terms**”) for the acquisition that include but are not limited to: 1) the transfer and assignment of all right, title and interest in the Technology from the transferor to the Issuer; 2) a royalty on net sales derived from the sale of products developed, manufactured, used or sold utilizing the Technology to be paid by the Issuer to the transferor (the “**Royalty**”); 3) reimbursement of costs incurred in connection with filing and prosecuting patents (plus overhead) to be paid by the Issuer to the transferor; and 4) the Royalty may be reduced at any time provided that the Issuer pays the transferor a lump sum. The Terms are subject to the parties entering into a definitive technology transfer agreement.

2. Provide a general overview and discussion of the activities of management.

During the month of December, 2022, management’s principal activities consisted of, but were not limited to:

- (a) successful completion of the Offering;
- (b) negotiating and entering into the Term Sheet; and
- (c) general management and administrative matters.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

None.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

None.

5. Describe any new business relationships entered into between the Issuer, the Issuer’s affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

None.

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer’s affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

None.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from, or the disposition was to a Related Person of the Issuer and provide details of the relationship.

None.

8. Describe the acquisition of new customers or loss of customers.

None.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

None.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

None.

11. Report on any labour disputes and resolutions of those disputes if applicable.

None.

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

None.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

None.

14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds <sup>(1)</sup>
Convertible debentures	11	8% unsecured convertible debentures convertible into Units of the Issuer at a	\$2,808,000 – for repayment of outstanding debt and

		conversion price of \$0.52 per Unit maturing on December 7, 2024.	for general working capital
Share purchase warrants	432,000	Issued as partial payment of a finder's fee in respect of the Offering (see item 1). Each Finder's Warrant is exercisable into one common share of the Issuer at a price of \$0.52 per common share expiring on December 7, 2024	N/A

(1) *State aggregate proceeds and intended allocation of proceeds.*

15. Provide details of any loans to or by Related Persons.

None.

16. Provide details of any changes in directors, officers or committee members.

There were no changes in directors, officers or committee members during the month of December, 2022.

As of the date hereof, the following are the current directors and officers of the Issuer:

Hugh Rogers – Chief Executive Officer and Director

Wolfgang Probst – Director

Raimar Löbenberg – Director

Per S. Thoresen – Director

Peter Damouni – Director

P. Joseph Meagher – Chief Financial Officer and Corporate Secretary

As of the date hereof, the following are members of the Issuer's audit committee:

Hugh Rogers

Raimar Löbenberg

Wolfgang Probst

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

The trends and risks which are likely to impact the Issuer are set out in the section entitled "Risks and Uncertainties" in the Issuer's Management's Discussion and Analysis for the financial year ended December 31, 2021 and filed under the Issuer's profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

## 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 Certificate of Compliance.
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 7 Monthly Progress Report is true.

Dated January 5, 2023.

Hugh Rogers  
Name of Director or Senior Officer

/s/Hugh Rogers  
Signature

Chief Executive Officer  
Official Capacity

<b>Issuer Details</b> Name of Issuer	For Month End	Date of Report YY/MM/D
BioNxt Solutions Inc.	December, 2022	23/01/05
Issuer Address		
#270 – 1820 Fir Street		
City/Province/Postal Code	Issuer Fax No. (   )	Issuer Telephone No.
Vancouver, BC, V6J 3B1		(780) 818-6422
Contact Name	Contact Position	Contact Telephone No.
Hugh Rogers	CEO	(780) 818-6422
Contact Email Address	Web Site Address	
<a href="mailto:info@xphyto.com">info@xphyto.com</a>	<a href="http://www.bionxt.com">www.bionxt.com</a>	