

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Xtacy Therapeutics Corp. (the "Issuer").

Trading Symbol: XTCY

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:

For the 3-month period ended December 31, 2023, related party transactions included management contracts for services provided by certain officers and Directors as further defined in the 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,

| 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 |
|-------------------|--|--|-----------|---------------|----------------|--|--|-----------------|
| October 16, 2023 | Common Shares | Debt Settlement | 2,361,500 | Deemed \$0.05 | \$199,100 DEBT | NA | Consultants | NA |
| November 17, 2023 | Common shares | Debt Settlement | 3,000,000 | Deemed \$0.05 | \$150,000 DEBT | NA | Consultants | NA |

(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 |
|------|--------|---|--|----------------|-------------|-------------------------------|
| | N/A | | | | | |

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,

Unlimited number of Common Shares, no par-value

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

As at December 31, 2023, the Issuer had 54,576,471 common shares issued and outstanding. The recorded value of the share capital was \$16,372,941.

(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

| Security Type | Exercise Price | Issue Date | Expiry Date | Quantity |
|---------------|----------------|-------------|-------------|-----------|
| Warrants | \$0.30 | 2022-Feb-25 | 2025-Feb-25 | 2,703,890 |
| Stock Options | \$0.68 | 2019-Sep-06 | 2024-Sep-06 | 75,000 |
| Stock Options | \$0.68 | 2019-Nov-19 | 2024-Nov-19 | 25,000 |
| Stock Options | \$0.32 | 2020-May-14 | 2025-May-14 | 328,750 |
| Stock Options | \$0.32 | 2020-May-20 | 2025-May-20 | 37,500 |
| Stock Options | \$0.255 | 2021-Feb-24 | 2026-Feb-24 | 250,000 |

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

Not applicable

The financial statements for the 3-month period ended December 31, 2023, as filed on SEDARplus and the CSE site April 16, 2024 attached as Schedule “A”.

- 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.**

Meris Kott – Director, President and Chief Executive Officer
Lindsey R. Perry JR – Chief Financial Officer
Ashleigh Vogstad - Director
Monita Faris – Corp Secretary

SCHEDULE B: MANAGEMENT DISCUSSION AND ANALYSIS

The MD&A for the 3-month period ended December 31, 2023 as filed on SEDARplus and the CSE site April 16, 2024 attached as Schedule “B”.

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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 **April 16.2024**

Meris Kott
Name of Director or Senior Officer

cs// "Meris Kott"
Signature

CEO
Official Capacity

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|---|---|---|--|
| Issuer Details Name of Issuer Xtacy Therapeutics Corp. | | For Quarter Ended December 31, 2023 | Date of Report YY/MM/D 2024-/04/16 |
| Issuer Address Suite 1100-1111 Melville Street Vancouver BC | | | |
| | | Issuer Fax No. 604- 608-5442 | Issuer Telephone No. 604-484- 0355 |
| Contact Name Meris Kott | Contact Position CEO | Contact Telephone No: 604-484-0355 | |
| Contact Email Address info@xtacytherapeutics.com | Web Site Address https://xtacytherapeutics.com/ | | |