

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Pharmadrug 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 19 of the Company's unaudited condensed interim consolidated financial statements for the three months ended March 31, 2021 and 2020 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
Jan 4, 2021	Common shares	Exercise of warrants	1,025,000	\$0.05	\$51,250	Cash	Arm's length party	N/A
Jan 5, 2021	Common shares	Conversion of debentures into units	1,000,000	\$0.05	N/A	Conversion of debentures	Arm's length party	N/A
Jan 5, 2021	Warrants	Conversion of debentures into units	500,000	\$0.05	N/A	Conversion of debentures	Arm's length party	N/A
Jan 8, 2021	Common shares	Conversion of debentures into units	3,000,000	\$0.05	N/A	Conversion of debentures	Various arm's length parties	N/A
Jan 8, 2021	Warrants	Conversion of debentures into units	1,500,000	\$0.05	N/A	Conversion of debentures	Arm's length parties	N/A
Jan 14, 2021	Common shares	Exercise of warrants	250,000	\$0.05	\$12,500	Cash	Arm's length party	N/A
Jan 18, 2021	Common shares	Exercise of warrants	680,000	\$0.05	\$34,000	Cash	Arm's length party	N/A
Jan 26, 2021	Common shares	Exercise of warrants	292,000	\$0.05	\$14,600	Cash	Various arm's length parties	N/A
Jan 27, 2021	Common shares	Exercise of warrants	583,800	\$0.05	\$34,000	Cash	Various arm's length parties	N/A
Jan 28, 2021	Common shares	Exercise of warrants	1,100,000	\$0.05	\$55,000	Cash	Various arm's length parties	N/A
Feb 1, 2021	Common shares	Conversion of debentures into units	1,200,000	\$0.05	N/A	Conversion of debentures	Arm's length parties	N/A

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
Feb 1, 2021	Common shares	Conversion of debentures into units	1,200,000	\$0.05	N/A	Conversion of debentures	Arm's length parties	N/A
Feb 1, 2021	Warrants	Conversion of debentures into units	600,000	\$0.05	N/A	Conversion of debentures	Arm's length parties	N/A
Feb 2 2021	Common shares	Shares issued for acquisition	75,000,000	\$0.05	N/A	Share transaction	Arm's length parties	N/A
Feb 2 2021	Warrants	Shares issued for acquisition	75,000,000	\$0.05	N/A	Share transaction	Arm's length parties	N/A
Feb 8, 2021	Common shares	Exercise of warrants	1,060,000	\$0.05	\$53,000	Cash	Various arm's length parties	N/A
Feb 11, 2021	Common shares	Exercise of warrants	500,000	\$0.05	\$25,000	Cash	Arm's length party	N/A
Feb 17, 2021	Common shares	Exercise of warrants	5,905,000	\$0.05	\$295,250	Cash	Various arm's length parties	N/A
Feb 17, 2021	Common shares	Exercise of options	850,000	\$0.085	\$72,250	Cash	Arm's length party	N/A
Feb 17, 2021	Common shares	Exercise of broker options	344,000	\$0.05	\$17,200	Cash	Various arm's length parties	N/A
Feb 24, 2021	Common shares	Exercise of warrants	704,400	\$0.05	\$35,220	Cash	Various arm's length parties	N/A
Feb 24, 2021	Common shares	Exercise of broker options	500,000	\$0.05	\$25,000	Cash	Arm's length party	N/A
Mar 3, 2021	Common shares	Conversion of debentures into units	500,000	\$0.05	N/A	Conversion of debentures	Various arm's length parties	N/A
Mar 3, 2021	Warrants	Conversion of debentures into units	250,000	\$0.05	N/A	Conversion of debentures	Arm's length parties	N/A
Mar 4, 2021	Common shares	Exercise of warrants	1,150,000	\$0.05	\$57,500	Cash	Various arm's length parties	N/A
Mar 8, 2021	Common shares	Exercise of warrants	1,000,000	\$0.05	\$50,000	Cash	Arm's length party	N/A
Mar 9, 2021	Common shares	Exercise of warrants	150,000	\$0.05	\$7,500	Cash	Arm's length party	N/A

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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
Mar 19, 2021	Common shares	Exercise of broker options	340,000	\$0.05	\$17,000	Cash	Arm's length party	N/A
Mar 29, 2021	Common shares	Exercise of warrants	50,000	\$0.05	\$2,500	Cash	Arm's length party	N/A

(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
February 4, 2021	750,000	Daniel Cohen (CEO)		\$0.085	February 4, 2026	\$0.085
February 4, 2021	750,000	Harry Resin (COO)		\$0.085	February 4, 2026	\$0.085
February 4, 2021	500,000	Michael Forbes (Director)		\$0.05	February 4, 2026	\$0.085
February 4, 2021	500,000	Al Quong (Director)		\$0.05	February 4, 2026	\$0.085
February 4, 2021	500,000	Paul McClory (Director)		\$0.05	February 4, 2026	\$0.085
February 4, 2021	500,000	Robert Schwartz (Director)		\$0.05	February 4, 2026	\$0.085
February 4, 2021	500,000	Nikolai Vassey (Director)		\$0.05	February 4, 2026	\$0.085
February 4, 2021	250,000	Keith Li (CFO)		\$0.05	February 4, 2026	\$0.085
February 4, 2021	850,000		Consultant	\$0.085	February 4, 2026	\$0.085
February 4, 2021	100,000		Consultant	\$0.085	February 4, 2026	\$0.085

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,

	Number of common shares	Amount
	#	\$
Balance, December 31, 2020	241,632,183	21,831,792
Issuance on conversion of debentures	5,700,000	213,993
Issuance on business acquisition	75,000,000	6,750,000
Issuance on exercise of options	850,000	135,724
Issuance on exercise of warrants	15,834,200	1,497,171
Balance, March 31, 2021	339,016,383	30,428,680

(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, 2021:

Date of expiry	Number of options outstanding	Number of options exercisable	Exercise price	Weighted average remaining life
	#		\$	Years
May 24, 2021	100,000	100,000	0.22	0.15
May 28, 2021	600,000	475,000	0.22	0.16
September 24, 2021	300,000	300,000	0.31	0.48
May 31, 2025	5,500,000	5,500,000	0.11	4.17
August 31, 2025	8,500,000	4,833,333	0.05	4.42
December 8, 2025	1,000,000	1,000,000	0.06	4.69
February 4, 2026	4,350,000	100,000	0.085	4.85
	20,350,000	12,308,333	0.09	4.25

The following table summarizes information of warrants outstanding as at March 31, 2021:

Date of expiry	Number of warrants outstanding	Exercise price	Weighted average remaining life
	#	\$	Years
April 17, 2021	813,743	0.22	0.05
May 9, 2021	12,280,912	0.28	0.11
August 2, 2022	75,000,000	0.10	1.34
June 12, 2023	9,415,750	0.05	2.20
June 15, 2023	7,240,000	0.05	2.21
July 17, 2023	7,218,545	0.07	2.30
July 17, 2023	1,348,023	0.05	2.30
July 16, 2024	3,600,000	0.08	3.30
July 16, 2024	8,400,000	0.13	3.30
	125,316,981	0.11	1.58

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

N/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.

Daniel Cohen	Chief Executive Officer, Director
Keith Li	Chief Financial Officer
Paul Van Slyke	Chief Science Officer
Harry Resin	Chief Operating Officer
Al Quong	Director
Michael Forbes	Director
Nikolai Vassev	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, 2021.

Daniel Cohen
Name of Director or Senior Officer

"Daniel Cohen"
Signature

Chief Executive Officer
Official Capacity

Issuer Details		For Quarter Ended	Date of Report YY/MM/DD
Name of Issuer		Mar 31, 2021	21/05/31
Pharmadrug Inc.			
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		Web Site Address	
dcohen@pharmadrug.co		www.pharmadrug.co	