

Listing Application***Part 1*****ISSUER INFORMATION**

General instruction: In this application, the term "predecessor" means any legal predecessor of the Issuer and any company with which the Issuer has engaged in a transaction that would give effect to a Fundamental Change.

Initial Application Application Following Fundamental Change

- 1.1 Issuer Name: **XRAPPLIED TECHNOLOGIES INC.**
- 1.2 Address: **908 – 510 Burrard Street, Vancouver, British Columbia V6C 2A8**
- 1.3 Telephone Number: **604-682-1643**
- 1.4 Fax Number: **n/a**
- 1.5 General e-mail address: **info@xrapplied.com**
- 1.6 Website address: **www.xrapplied.com**
- 1.7 Jurisdiction of Incorporation: **British Columbia**
- 1.8 Reporting Jurisdictions: **British Columbia, Alberta and Ontario**
- 1.9 North American Industrial Classification: **54151**
- 1.10 Description of Business: **Development of Extended Reality products**
- 1.11 Class (es) of Shares/Description of Securities to be qualified for listing:
Common Shares without par value
- 1.12 CUSIP Number: **98422K109**
- 1.13 Desired Symbol(s): **XRA**
- 1.14 Trading Currency: **CDNS X US\$**
- 1.15 **Outstanding Shares (equity securities only):**
- Basic: **67,044,584**
- Fully Diluted: **83,160,034**

1.16 Outstanding Warrants, Rights, Options (equity securities only):
(provide details of terms such as exercise price, expiry date, etc. as well as number outstanding)

Security	Number Outstanding	Details
Warrants	7,375,000	Exercisable at \$0.085 until May 23, 2022
Warrants	2,250,000	Exercisable at \$0.085 until Jan. 9, 2023
Warrants	3,000,000	Exercisable at \$0.30 until Nov. 29, 2021
Warrants	3,490,450	Exercisable at \$0.75 until June 13, 2022 and thereafter at \$1.00 until June 13, 2023

1.17 Fiscal Year End: July 31

1.18 News Wire Service: Baystreet and Stockwatch

1.19 Issuer Contact Information:

Regulatory Contact:

Name: Mark Tommasi
Address: 908 – 510 Burrard Street, Vancouver, B.C. V6C 3A8
Telephone number: 604-318-1448
Fax number: n/a
E-mail address: mttommasi@gmail.com

Accounting/Administrative Contact:

Name: Geoffrey Watson
Address: 908 – 510 Burrard Street, Vancouver, B.C. V6C 3A8
Telephone number: 604.828-0085
Fax number: n/a
E-mail address: grw@grwinc.ca

Investor Relations:

Name: Alexandria Stone
Address: 908 – 510 Burrard Street, Vancouver, B.C. V6C 3A8
Telephone number: 604-351-6259
Fax number: n/a
E-mail address: alex@xrApplied.com

Other Contacts:

Name: Jeff Lightfoot
Address: Suite 2900 – 595 Burrard Street, Vancouver B.C., V7X 1J5
Telephone number: 1-604-691-7508

Fax number: n/a
E-mail address: jlightfoot@owenbird.com

1.20 Directors, Officers, Promoter and Related Persons

Name and Address	Birth date and Place of Birth⁽¹⁾	Position with Issuer
Lior Ishai Squamish, British Columbia	November 1, 1978 Netanya, Israel	CEO
Oleksiy Andriychenko Berlin, Germany	June 6, 1980 Shebenka, Ukraine	Director
Kostiantyn Makeiev Berlin, Germany	August 11, 1982 Kharkiv, Ukraine	CTO and Director
Mark Tommasi North Vancouver, British Columbia	November 17, 1972 North Vancouver, B.C.	Director
Jean Vignon Heillecort, France	September 26, 1970 Nancy, France	Director
Yana Bobrovskaya Vancouver, British Columbia	February 23, 1981 Korsakov, Russia	Director
Geoffrey Watson North Vancouver, British Columbia	January 25, 1963 North Vancouver, B.C.	CFO and Corporate Secretary

1.21 Predecessor and Related Companies (as defined in CSE Policy 1)

Names: Previously called "Zadar Ventures Ltd."

1.22 Other Listings N/A

Part 2

TRADING INFORMATION

2.1 Transfer and Registration:

Transfer agent:

Name: **Computershare Trust Company of Canada**
Address: **Third floor, 510 Burrard Street, Vancouver BC**
Telephone number: **604-661-9496**
Fax number: **604-661-9401**
E-mail address: **Yanne.Yu@computershare.com**

{02057148;1}

Registrar:

Name: **Computershare Trust Company of Canada**
Address: **Third floor, 510 Burrard Street, Vancouver BC**
Telephone number: **604-661-9496**
Fax number: **604-661-9401**
E-mail address: **Yanne.Yu@computershare.com**

2.2 *Has the Issuer traded on another exchange in Canada? If yes, please provide trading symbol.*

Previously traded on the TSX Venture Exchange under the symbol ZADDF.

2.3 *Does the Issuer have any other class of shares?* **NO**

Part 3

HISTORICAL INFORMATION

- 3.1 *Has the Issuer (or any of its predecessors) ever applied to have its shares traded on another market and been denied a listing/quotation or withdrawn the application? If yes, please provide the name of the market or markets, dates and the reason why the application was denied or withdrawn.* **NO**
- 3.2 *Has the Issuer or any predecessor ever had trading in its securities halted by a marketplace or been suspended from trading or delisted by an exchange? If yes, provide details. Do not include routine halts for dissemination of information, halts due to system problems in the marketplace or volatility controls imposed by a marketplace or sector or market-wide halts not specific to the Issuer (e.g. a halt due to circuit breakers for price drops). Be specific when providing reasons (e.g. suspended for failure to meet financial requirements, not "failure to meet exchange requirements"). State whether the action giving rise to the halt or suspension was remedied.* **NO**
- 3.2 *Has the issuer or any of its predecessors ever been in default of their obligations as a reporting issuer (or equivalent) or its obligations as a listed issuer on another exchange? in any jurisdiction in which it is or has been a reporting issuer (or equivalent)? Include any details of cease trade orders against the issuer or any predecessor.* **NO**

Part 4


BANKING INFORMATION

Please provide banking details.

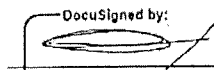
Bank Name: **BMO Bank of Montreal**
Address: **595 Burrard Street, Concourse Level, Vancouver, B.C. V7X 1L7**
Transit number (five digits): **00040**
Account number (Proof of Account Required): **1590465**
Account Manager (Please Print): **Ellen Haung**
Telephone Number: **604-665-7158**
Fax Number: **604-668-1450**

I certify that the above information is true to the best of my knowledge.

Dated this 23rd day of July, 2021.

DocuSigned by:

CEO84C7163C654DC...

Name: **Lior Ishai**

DocuSigned by:

CFO84401B4AC474BB...

Name: **Geoffrey Watson**

Appendix A

FILING REQUIREMENTS

Please supply the following documentation along with the completed application form.

- a) The documentation set out in Part B of the relevant Appendix to Policy 2.
- b) Certified copies of all charter documents, including, Articles of Amendment, Articles of Continuance, Articles of Amalgamation, or equivalent documents.
- c) A letter from the transfer agent stating that it has been duly appointed by the Issuer and is in a position to make transfers and make prompt delivery of share certificates.
- d) An unqualified letter from the Canadian Depository for securities Limited (CDS) confirming the CUSIP number(s) assigned to the shares.
- e) One copy of each of the annual reports for the past three years. If the applicant was formed as a result of an amalgamation, one copy of the annual reports for each of the amalgamated companies for the past three years.
- f) Any additional financial statements required in the Listing Statement (Form 2A).
- g) If applicable, copies of reports required to support the disclosures in the Listing Statement.
- h) For non-operating companies issuing equity securities, evidence that the company meets the requirements of section 1.6 of Appendix A – Equity Securities to Policy 2.
- i) Such other documentation as may be required by the Exchange to consider the application.
- j) One copy of each of the preliminary and final receipts (if applicable) issued by the Ontario Securities Commission in respect of the preliminary and final prospectus, as they become available.
- k) A void cheque for automatic withdrawal of monthly maintenance fee.
- l) A cheque representing the application fee.