

FORM 5

QUARTERLY LISTING STATEMENT

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

Trading Symbol: QSC

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 see attached 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
January 8, 2020	Common shares	Private placement	1,250,000	\$0.10	\$125,000	Option agreement extension	Non-Related Person	N/A
March 23, 2020	Common shares	Private placement	20,000,000	\$0.10	\$2,000,000	Cash	N/A	N/A
March 30, 2020	Common shares	Transaction	8,000,000	\$0.07	\$560,000	Property	Non-Related Person	N/A
April 13, 2020	Common shares	Transaction	15,000,000	\$0.305	\$4,575,000	Property	Non-Related Person	N/A
April 21, 2020	Common shares	Transaction	6,000,000	\$0.47	\$2,820,000	Property	Non-Related Person	N/A
April 23, 2020	Common shares	Transaction	6,000,000	\$0.465	\$2,790,000	Loan	Non-Related Person	N/A
June 22, 2020	Common shares	Transaction	12,000,000	\$0.185	\$2,220,000	Property	Non-Related Person	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
October 11, 2019	500,000	Scott Moore Director	N/A	\$0.125	October 11, 2024	\$0.125
October 11, 2019	100,000	Deborah Battiston CFO	N/A	\$0.125	October 11, 2024	\$0.125
March 30, 2020	167,500	Deborah Battiston CFO	N/A	\$0.160	March 30, 2025	\$0.155
October 11, 2019	500,000	Stan Bharti Director	N/A	\$0.125	October 11, 2024	\$0.125

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October 11, 2019	12,500	Wanda Roque Non-Related Person	Consultant	\$0.125	October 11, 2024	\$0.125
March 30, 2020	20,000	Wanda Roque Non-Related Person	Consultant	\$0.160	March 30, 2025	\$0.155
October 11, 2019	12,500	Miya Kobayashi Non-Related Person	Consultant	\$0.125	October 11, 2024	\$0.125
March 30, 2020	20,000	Miya Kobayashi Non-Related Person	Consultant	\$0.160	March 30, 2025	\$0.155
October 11, 2019	200,000	Damian Lopez Non-Related Person	Consultant	\$0.125	October 11, 2024	\$0.125
October 11, 2019	50,000	Kam Gill Non-Related Person	Consultant	\$0.125	October 11, 2024	\$0.125
Sept. 26, 2019	100,000	Daniyal Baizak Director	N/A	\$0.05	Sept. 26, 2024	\$0.05
October 11, 2019	100,000	Neil Said Non-Related Person	Consultant	\$0.125	October 11, 2024	\$0.125
March 30, 2020	20,000	Neil Said CEO	N/A	\$0.160	March 30, 2025	\$0.155
October 11, 2019	100,000	Aaron Atin Corporate Secretary	N/A	\$0.125	October 11, 2024	\$0.125
March 30, 2020	200,000	Aaron Atin Corporate Secretary	N/A	\$0.160	March 30, 2025	\$0.155
October 11, 2019	12,500	David Battiston Non-Related Person	Consultant	\$0.125	October 11, 2024	\$0.125
March 30, 2020	15,000	David Battiston Non-Related Person	Consultant	\$0.160	March 30, 2025	\$0.155
October 11, 2019	12,500	Mark Oldfield Non-Related Person	Consultant	\$0.125	October 11, 2024	\$0.125
March 30, 2020	50,000	Mark Oldfield Non-Related Person	Consultant	\$0.160	March 30, 2025	\$0.155
March 30, 2020	500,000	Danny Callow Director	N/A	\$0.160	March 30, 2025	\$0.155
March 30, 2020	500,000	Richard Dolan Non-Related Person	Consultant	\$0.160	March 30, 2025	\$0.155
March 30, 2020	500,000	Michael McCarthy Non-Related Person	Consultant	\$0.160	March 30, 2025	\$0.155
March 30, 2020	250,000	Nikolas Matysek Non-Related Person	Consultant	\$0.160	March 30, 2025	\$0.155
April 2, 2020	500,000	Lawrence Steinman Non-Related Person	Consultant	\$0.305	April 2, 2025	\$0.305
April 15, 2020	500,000	Steve Aoki Non-Related Person	Consultant	\$0.590	April 15, 2025	\$0.590

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April 15, 2020	500,000	Mike Mancias Non-Related Person	Consultant	\$0.590	April 15, 2025	\$0.590
April 20, 2020	500,000	Marty Martin Non-Related Person	Consultant	\$0.470	April 20, 2025	\$0.465
June 19, 2020	500,000	Mike Tyson Non-Related Person	Consultant	\$0.160	June 19, 2025	\$0.160
June 19, 2020	250,000	Paul Mastronardi Non-Related Person	Consultant	\$0.160	June 19, 2025	\$0.160
June 19, 2020	250,000	Angelo Ferraro Non-Related Person	Consultant	\$0.160	June 19, 2025	\$0.160

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,

Please see attached financial statements

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

Please see attached financial statements

- (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

Please see attached financial statements

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

2,519,509 shares of the Issuer remain subject to an escrow agreement in accordance with CSE listing requirements.

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.

Name	Title
Doug Sommerville	Director and CEO
Wen Ye	Director

Daniyal Baizak	Director
Danny Callow	Director
Deb Battiston	CFO
Aaron Atin	Corporate Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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

Please see attached MD&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 September 8, 2020.

Aaron Atin
Name of Director or Senior Officer

(signed) "Aaron Atin"
Signature

Corporate Secretary
Official Capacity

Issuer Details		For Quarter Ended	Date of Report YY/MM/D
Name of Issuer		June 30, 2020	20/09/8
QuestCap Inc.			
Issuer Address			
Suite 805 - 65 Queen St. West			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Toronto, Ontario M5H2M5		(416) 861-8165	(416) 861-5888
Contact Name		Contact Position	Contact Telephone No.
Aaron Atin		Legal Counsel	(416) 861-5888
Contact Email Address		Web Site Address	
aaron.atin@fmresources.ca		N/A	