

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Metalo Manufacturing Inc. (the "Issuer").

Trading Symbol: MMI.

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. **The related party transactions are detailed in (i) Note 13 of the financial statements with respect to compensation payments made by the Issuer for consulting fees, management fees and salaries; (ii) Note 7 as they relate to a convertible debenture subscribed to by the Chairman of the Issuer through a company controlled by him and as they relate to a short term loan from a related party.**
- (b) A description of the transaction(s), including those for which no amount has been recorded. **The transactions were for (i) cash payments made by the Issuer for consulting fees, management fees and salaries; (ii) shares issued for the payment on interest on the convertible debenture; and (iii) a loan made by a related party to the Issuer.**
- (c) The recorded amount of the transactions classified by financial statement category. **The transactions for consulting fees, management fees and salaries totaled \$110,495.**
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto. **There are no amounts due from Related Persons and the amounts due to are noted above.**
- (e) Contractual obligations with Related Persons, separate from other contractual obligations. **Not applicable.**
- (f) Contingencies involving Related Persons, separate from other contingencies. **Not applicable.**

2. Summary of securities issued and options granted during the period.

There were no options granted. With respect to the convertible debenture discussed above, the Issuer issued 157,469 common shares in satisfaction of the \$25,000 quarterly interest payment required during the quarter.

