

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Tree of Knowledge International Corp.** (the "Issuer").

Trading Symbol: **TOKI**

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.

All related party transactions have been disclosed in the Issuer's financial statements and MD&A for the interim period ended June 30, 2020.

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 ***(from April 1, 2020 to June 30, 2020)***,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price (Cdn\$)	Total Proceeds (Cdn\$)	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
April 22, 2020	Convertible Denture	Private placement	TBD ⁽¹⁾	TBD ⁽¹⁾	600,000	Cash	Corporation owned by CEO	n/a
May 7, 2020	Common Shares	Issued under joint venture agreement	20,000,000	\$0.05	n/a	Service	Joint Venture	n/a

Notes:

- (1) The holder may convert the principal amount and any accrued interest any time following the date that is four months following the date of issuance of the Debenture at a rate that is equal to the 10 days weighted average closing price of the common shares on the CSE during the 10 days prior to the conversion date less: (i) twenty-five percent (25%); or (ii) the maximum allowable discount (as per the CSE) if greater than twenty-five percent (25%).

- (b) summary of options granted during the period,
No options granted during the period

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price (Cdn \$)	Expiry Date	Market Price on date of Grant (Cdn \$)
Total						

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 authorized share capital of the Company consists of unlimited common shares without par value and an unlimited number of preferred

shares, issuable in series with such rights privileges, restrictions and conditions as may be fixed by the board of directors of the Company.

Common Shares: The holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

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

As of June 30, 2020, 250,706,000 Common Shares were issued and outstanding as fully paid and non-assessable shares.

- (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

As of June 30, 2020, there were options to purchase 16,907,777 common shares at prices ranging from Cdn\$0.10 to Cdn\$0.245 per share, performance warrants to purchase 28,433,333 common shares at prices ranging from Cdn\$0.06 to Cdn\$0.18 per share, compensation warrants to purchase 3,503,040 common shares at a price of \$0.1142, compensation warrants to purchase 656,820 common shares at \$0.1553 per share and share purchase warrants to purchase 48,296,544 common shares at a price ranging from Cdn\$0.10 to Cdn\$0.77.

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

See the table below for a list of the shares subject to the National Policy 46-201 escrow as at June 30, 2020:

<i>Name and Municipality of Residence of Securityholder</i>	<i>Designation of Class</i>	<i>No. of Common Shares held in escrow⁽¹⁾</i>	<i>Percentage of Class (undiluted)⁽²⁾</i>
Brian Main Spokane, WA	Common Shares	5,704,120	2.5%
Michael Caridi Greenwich, CT	Common Shares	4,983,420	2.2%

The Company is an “emerging issuer” for the purposes of National Policy 46-201 and accordingly, a principal’s escrowed securities in an emerging issuer will be/were released as follows:

- 1. July 9, 2018 (the listing date) - 1/10 of the escrow securities;**
- 2. January 9, 2019 - 1/6 of the remaining escrow securities;**
- 3. July 9, 2019 - 1/5 of the remaining escrow securities;**
- 4. January 9, 2020 - 1/4 of the remaining escrow securities;**
- 5. July 9, 2020 - 1/3 of the remaining escrow securities;**
- 6. January 9, 2021 - 1/2 of the remaining escrow securities; and**
- 7. July 9, 2021 - the remaining escrow securities.**

On July 9, 2018, the Company entered into a private escrow agreement with a number of shareholders such that an aggregate of 31,783,892 common shares are subject to a two year escrow, releasable as to 5% on closing, 5% on October 9, 2018, 5% January 9, 2019, 10% April 9, 2019, 25% July 9, 2019, 25% January 9, 2020 and the final 25% July 9, 2020. A total of 23,908,902 have been released as of June 30, 2020, so that 7,874,990 remain subject to escrow.

On December 19, 2018, the Company entered into a series of private escrow agreements with a number of shareholders such that the following securities were subject to escrow:

- 3,863,652 common shares are subject to a performance escrow based on the performance of one of the clinics;**
- 34,202,062 were subject to a timed release as to 10% immediately and 15% every 3 months thereafter for a period of 18 months until March 19, 2020.**

As of June 30, 2020, the remaining shares were released pursuant to the 18 month escrow and only the 3,863,652 common shares remained in escrow subject to a performance escrow.

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	Positions
Ommid John Faghani	Chief Executive Officer, interim Chief Financial Officer, and Chairman
Scott Reeves	Corporate Legal Counsel and Director
Michael Caridi	Director
Kaivan Talachian	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation. *See Schedule C.*

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: October 15, 2020.

OMMID J. Faghani
Name of Director or Senior Officer

[Signature]
Signature

CEO & Chairman
Official Capacity

Issuer Details		For Quarter End	Date of Report
Name of Issuer TREE OF KNOWLEDGE INTERNATIONAL CORP.		June 30, 2020 (6 months)	YY/MM/DD 20/10/15
Issuer Address # Unit 209, 5460 Yonge Street			
City/Province/Postal Code Toronto, Ontario M2N 6K7		Issuer Fax No. ()	Issuer Telephone No. 1-877-283-1569
Contact Name Ommid John Faghani		Contact Position CEO, interim CFO, Chairman	Contact Telephone No. (416)250-1812
Contact Email Address oj@tokicorp.com		Web Site Address www.tokicorp.com	