FORM 5  
  
QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Ovation Science Inc. \_\_\_\_\_\_\_\_ (the “Issuer”).

Trading Symbol: OVAT

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**

1. 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.
2. The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
3. 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:

1. 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.
2. A description of the transaction(s), including those for which no amount has been recorded.
3. The recorded amount of the transactions classified by financial statement category.
4. The amounts due to or from Related Persons and the terms and conditions relating thereto.
5. Contractual obligations with Related Persons, separate from other contractual obligations.
6. Contingencies involving Related Persons, separate from other contingencies.

***Applicable from (a) to (f):***

***The Company has identified its directors and certain officers as its key management personnel. Current directors and officers of the Company are as follows:***

***Logan Anderson, Chief Financial Officer***

***Terry Howlett, Chief Executive Officer***

***Doreen McMorran, Vice President and Director***

***Ian Howard, Director***

***Joan Chypyha, Director***

***David Ryan, Investor Relations Officer***

***The Company entered into the following related party transactions during the six months ended June 30, 2019:***

* ***Included in management fees, salaries and benefits fees are fees of $21,000 (2018 - $21,000) charged or incurred by Amteck Financial Corp., a company controlled by Logan Anderson, the Chief Financial Officer of the Company. Amounts payable as at June 30, 2019 were $nil (2018 - $nil);***
* ***Included in management fees, salaries and benefits are fees of $76,315 (2018 - $36,000) charged or incurred by Terry Howlett, the Chief Executive Officer (“CEO”). Amounts payable as at June 30, 2019 were $22,591 (2018 - $36,000)***
* ***Included in management fees, salaries and benefits are fees of $18,000 (2018 - $18,000) charged or incurred by David Ryan, Investor Relation Officer of the Company; Amounts payable as at June 30, 2019 were $nil (2018 - $nil)***
* ***Included in management fees, salaries and benefits are fees of $54,774 (2018 - $24,000) charged or incurred by Doreen McMorran, Vice-president and Director of the Company; Amounts payable as at June 30, 2019 were $6,567 (2018 - $24,000).***
* ***Included in management fees, salaries and benefits are directors’ fees of $1,200 (2018 - $12,980) charged or incurred by directors of the Company. Amounts payable as at June 30, 2019 were $11,227 (2018 - $8,675)***

***In summary, as at June 30, 2019, due to related parties of $40,386 (December 31, 2018 - $144,782) consists of accrued interest and management fees due to related parties. These amounts are non-interest bearing, unsecured and due on demand.***

1. **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):

1. summary of securities issued during the period,

***During the three months ended June 30, 2019 the following securities were issued:***

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **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** |
| 2019/0416 | Common Shares | Exercise of Stock Options | 25,000 | $0.30 | $7,500 | Cash | Consultant | NA |
| 2019/05/08 | Common Shares | Exercise of Warrants | 9,510 | $0.45 | $4,280 | Cash | Broker | NA |
| 2019/05/13 | Common Shares | Exercise of Warrants | 12,000 | $0.45 | $5,400 | Cash | Broker | NA |

1. summary of options granted during the period,

***During the three months ended June 30, 2019 the following options were granted:***

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 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** |
| NA |  |  |  |  |  |  |
|  |  |  |  |  |  |  |

1. **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:

1. 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,
2. number and recorded value for shares issued and outstanding,
3. description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
4. number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

***Applicable from (a) to (d):***

***As at June 30, 2019 there are 4,647,490 warrants outstanding and exercisable and 1,200,000 stock options outstanding and exercisable.***

***At June 30, 2019, 6,290,626 shares are held in escrow, to be released by 2021*.**

***And as at June 30, 2019 the company has issued 23,224,631 common shares.***

1. **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.**

***Logan Anderson, Chief Financial Officer***

***Terry Howlett, Chief Executive Officer***

***Doreen McMorran, Vice President and Director***

***Ian Howard, Director***

***Joan Chypyha, Director***

***David Ryan, Investor Relations Officer***

**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 August 27, 2019 .

Logan Anderson   
Name of Director or Senior Officer

/s/ Logan Anderson   
Signature

CFO   
Official Capacity

|  |  |  |
| --- | --- | --- |
| ***Issuer Details***  Name of Issuer  Ovation Science Inc. | For Quarter Ended  June 30, 2019 | Date of Report  YY/MM/D  19/08/23 |
| Issuer Address  1085, 555 Burrard Street | | |
| City/Province/Postal Code  Vancouver, British Columbia, V7X 1M8 | Issuer Fax No.  ( ) | Issuer Telephone No.  ( )  **604-283-0903** |
| Contact Name  Terry Howlett | Contact Position  CEO | Contact Telephone No.  **778-939-4228** |
| Contact Email Address  **ir@ovationscience.com,** | Web Site Address  **https://ovationscience.com/** | |