

## FORM 5

### QUARTERLY LISTING STATEMENT

Name of Listed Issuer: VirtualArmour International Inc. (the "Issuer").

Trading Symbol: "VAI"

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.

### 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,

**No securities were issued by the Issuer during the three months ended March 31, 2017.**

- (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
03/23/17	1,585,000		Employees	CAD\$0.30	03/23/22	CAD\$0.30

1,585,000 stock options were granted on March 23, 2017 at an exercise price of CAD\$0.30 up to March 23, 2022. The options vest as to 30% twelve months after the date of grant and 8.75% every three months thereafter.

### 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,

**300,000,000 common shares without par value.**

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

**As at March 31, 2017, there were 55,769,447 common shares issued and outstanding and the value of share capital was US\$6,284,418.**

- (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

**At March 31, 2017, stock options outstanding that entitled the holder thereof to acquire one share for each option held are as follows:**

<b>Expiry Date</b>	<b>Exercise Price \$</b>	<b>Number of Options</b>
July 27, 2020	U.S.\$0.10	2,136,000
July 31, 2020	U.S.\$0.10	2,801,418
March 13, 2021	CAD\$0.46	150,000
April 6, 2021	CAD\$0.47	100,000
August 19, 2021	CAD\$0.44	200,000
September 7, 2021	CAD\$0.40	1,020,000
March 23, 2022	CAD\$0.30	1,585,000
		7,992,418

**As at March 31, 2017, the Company had 475,025 share purchase warrants outstanding at an exercise price of CAD\$0.75 per share up to January 11, 2018.**

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

**As at March 31, 2017, 23,411,588 (December 31, 2016 – 24,011,588) common shares remained in 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.**

<b>Name</b>	<b>Role</b>
Todd Kannegieter	Director
Chris Blisard	Director, Chairman of the Board
James Bart Engstrom	Director
Robert George Morrison	Director
Ryan Wade McKinney	Director
Bill Filtness	Director
Matt Anderson	CFO
	Vice President of Managed
Andrew Douthwaite	Services
Russ Armbrust	Vice President of Sales
	Vice President of Marketing and
Nick Dinsmoor	Business Development

## **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 May 30, 2017.

Todd Kannegieter  
Name of Director or Senior Officer

"Todd Kannegieter"  
Signature

CEO  
Official Capacity

<b>Issuer Details</b> Name of Issuer VirtualArmour International Inc.	For Quarter Ended 3/31/2017	Date of Report 2017/05/30
Issuer Address 8085 S. Chester Street, Suite 108		
City/Province/Postal Code Centennial, CO 80112	Issuer Fax No.	Issuer Telephone No. (720) 961-3304
Contact Name Todd Kannegieter	Contact Position CEO	Contact Telephone No. (720) 961-3304
Contact Email Address <a href="mailto:todd.kannegieter@virtualarmour.com">todd.kannegieter@virtualarmour.com</a>	Web Site Address <a href="http://www.virtualarmour.com">www.virtualarmour.com</a>	