

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: XPhyto Therapeutics Corp. (the "Issuer").

Trading Symbol: XPHY

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:

For the 9-month period ended September 30, 2021, related party transactions were limited to employment & consulting agreements for services provided by certain officers and Directors as further defined in the 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 15, 2021	Common Shares	Private placement	1,500,000	\$1.90	\$2,850,000	Cash	Not related	\$228,000 and 120,000 finders warrants
January 2021	Common Shares	Exercise of warrants	391,200		\$220,142	Cash	Not related	N/A
Feb 2021	Common Shares	Exercise of warrants	2,436,988		\$1,939,024	Cash	Not related	N/A
March 2021	Common Shares	Exercise of warrants	772,237		\$853,859	Cash	Not related	N/A
March 12, 2021	Common Shares	Marketing Agreement	5,380		N/A	Consulting services	Not related	N/A
March 18, 2021	Common Shares	Development, technology purchase and licence agreement	50,000		N/A	Development services	Not related	N/A
April 2021	Common Shares	Exercise of warrants	398,750		\$308,500	Cash	Not related	N/A
May 2021	Common Shares	Exercise of warrants	816,500		\$733,550	Cash	Not related	N/A
June 17, 2021	Common Shares	Marketing Agreement	7,957		N/A	Consulting services	Not related	N/A
June 2021	Common Shares	Exercise of warrants	1,036,500		\$963,300	Cash	Not related	N/A
July 2021	Common Shares	Exercise of warrants	3,088,100		\$2,515,720	Cash	Not related	N/A
August 2021	Common Shares	Exercise of options	50,000		\$62,500	Cash	Not related	N/A
August 4, 2021	Common Shares	Development, technology purchase and licence agreement	150,000		N/A	Development services	Not related	N/A

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Sept. 21, 2021	Common Shares	Marketing Agreement	10,398		N/A	Consulting services	Not related	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
Jan 19, 2021	300,000		Consultant	\$2.55	Jan. 19, 2023	\$2.55
Feb. 10, 2021	275,000		Consultant & Employee	\$2.75	Feb. 10, 2023	\$2.75
Feb. 15, 2021	50,000		Consultant	\$2.85	February 15, 2023	\$2.85
Mar. 2, 2021	125,000		Consultant & Employee	\$2.83	March 2, 2023	\$2.83
Mar. 15, 2021	20,000		Consultant	\$2.69	March 15, 2023	\$2.69
Jun 1, 2021	350,000		Consultants	\$2.14	June 1, 2023	\$2.14

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,
- (b) number and recorded value for shares issued and outstanding,
- (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
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

See financial statements for the 9-month period ended September 30, 2021, as filed on SEDAR and the CSE site November 26, 2021.

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.**

Hugh Rogers – CEO & Director

Raimar Loebenberg – Director

Wolfgang Probst – Director

Per Thoresen – Director

Peter Damouni -Director

P.Joseph Meagher– CFO

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

See financial statements for the 9-month period ended September 30, 2021 as filed on SEDAR and the CSE site November 26, 2021.

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 November 26, 2021.

Hugh Rogers
Name of Director or Senior Officer

//s// "Hugh Rogers"
Signature

CEO & Director
Official Capacity

Issuer Details Name of Issuer XPhyto Therapeutics Corp.	For Quarter Ended September 30, 2021	Date of Report YY/MM/D 21/11/26
Issuer Address #270 – 1820 Fir Street, Vancouver, B.C., V6J 3B1		
City/Province/Postal Code Vancouver, BC	Issuer Fax No. N/A	Issuer Telephone No. (780) 818 -6422
Contact Name Hugh Rogers	Contact Position CEO	Contact Telephone No. (780) 818 -6422
Contact Email Address info@xphyto.com	Web Site Address www.xphyto.com	