

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, 2020, related party transactions were limited to management contracts 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
Jan. 31, 2020	Debenture Units - debenture	Private placement	2,000	\$1,000	\$2,000,000	Cash	Not related	\$120,000 and 120,000 finders warrants
Jan. 31, 2020	Debenture Units-Warrants	Private placement	2,000,000		N/A	N/A	Not related	N/A
Jan. 31, 2020	Warrants	Supply Agreement	500,000		N/A	N/A	Not related	N/A
January 2020	Common Shares	Exercise of warrants	581,000		\$406,700	Cash	Not related	N/A
Feb 2020	Common Shares	Exercise of warrants	1,385,496		\$891,568	Cash	Not related	N/A
Feb 2020	Common Shares	Exercise of stock options	400,000		\$500,000	Cash	Not related	N/A
March 2020	Common Shares	Exercise of warrants	1,297,948		\$606,371	Cash	Not related	N/A
March 13, 2020	Common Shares	Consulting Agreement	120,000		N/A	Consulting services	Not related	N/A
March 13, 2020	Common Shares and Warrants	Convertible Debenture Conversion	293,532 common shares and 293,532 warrants		N/A	N/A	Managing Director of subsidiary	N/A
April 2020	Common Shares	Exercise of warrants	1,196,400		\$1,129,900	Cash	Not related	N/A
May 2020	Common Shares	Exercise of warrants	535,000		\$460,237	Cash	Not related	N/A
June 3, 2020	Common Shares	Convertible Debenture Conversion	1,650,000		N/A	N/A	Not related	N/A
June 2020	Common Shares	Exercise of stock options	20,000		\$42,000	Cash	Not related	N/A

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June 2020	Common Shares	Exercise of warrants	305,500		\$176,475	Cash	Not related	N/A
June 2020	Common Shares	Development, technology purchase and licence agreement	50,000		N/A	Development services	Not related	N/A
July 9, 2020	Common Shares	Convertible Debenture Conversion	250,000		N/A	N/A	Not related	N/A
July 2020	Common shares	Exercise of warrants	1,102,300		\$1,167,563	Cash	Not related	N/A
July 2020	Common Shares	Exercise of stock options	30,000		\$63,000	Cash	Not related	N/A
Aug. 2020	Common shares	Exercise of warrants	40,500		\$6,788	Cash	Not related	N/A
Aug 2020	Common Shares	Exercise of stock options	600,000		\$1,125,000	Cash	Not related	N/A
Aug 2020	Common Shares	Consulting Agreement	120,000		N/A	Consulting services	Not related	N/A
Sept 2020	Common shares	Exercise of warrants	464,500		\$377,838	Cash	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
Feb. 13, 2020	500,000		Consultant	\$2.00	Feb 13, 2021	\$1.97
Feb. 19, 2020	50,000		Consultant	\$2.10	Feb 19, 2021	\$2.09
Feb. 19, 2020	100,000		Consultant	\$2.10	Feb 19, 2022	\$2.09
Mar. 17, 2020	500,000		Consultant	\$1.70	September 17, 2020	\$1.70
Mar 25, 2020	50,000		Consultant	\$2.50	March 25, 2022	\$2.45
July 2020	200,000		Consultants	\$2.50	July 1, 2021	\$2.45

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August 3, 2020	450,000	Consulting Agreement	Consultants	\$3.00	August 3, 2021	\$3.02
September 4, 2020	500,000	Consulting Agreement	Consultant	\$2.90	September 4, 2021	\$2.87
September 21, 2020	25,000	Consulting Agreement	Consultant	\$2.72	September 21, 2021	\$2.70

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, 2020 as filed on SEDAR and the CSE site November 30, 2020.

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
Christopher Ross – CFO

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

See financial statements for the 9-month period ended September 30, 2020 as filed on SEDAR and the CSE site November 30, 2020.

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 30, 2020.

High 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, 2020	Date of Report YY/MM/D 20/11/30
Issuer Address #270 – 1820 Fir Street, Vancouver, B.C., V7Y 1G5		
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	