

FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX Issuer: Starrex International Ltd. (the "Issuer").

Trading Symbol: STX

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 CNSX 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 CNSX.ca 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 CNSX 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.

Copy of the condensed interim financial statements for the nine-month period ended September 30, 2014 can be found on the Issuer's profile on the CSE website at www.thecse.com and on SEDAR at www.sedar.com.

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 Issuer 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.

The Issuer had the following transactions with officers and directors of the Issuer and private companies controlled by officers and directors of the Issuer for management consulting and other services required by the Issuer:

- i) **The Issuer incurred \$54,000 in management fees during the nine-month period ended September 30, 2014 to Ronald Mann, the Secretary and Acting Chief Financial Officer of the Issuer, for services provided to the Issuer. At September 30, 2014, all amounts have been paid to Mr. Mann.**
- ii) **The Issuer issued 1,983,957 shares to various directors and officers of the Issuer as consideration for a non-brokered private placement. The net proceeds of the private placement were used to provide working capital for the three acquisitions completed by the Issuer during this period.**

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,

The following securities were issued during the nine-month period ended September 30, 2014.

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
July 9, 2014	Common Shares	Private Placement	400,000	\$0.50	\$200,000	Cash	Related Party	N/A
July 9, 2014	Common Shares	Private Placement	190,000	\$0.50	\$95,000	Cash	Related Party	N/A
July 9, 2014	Common Shares	Private Placement	100,000	\$0.50	\$50,000	Cash	Related Party	N/A
July 9, 2014	Common Shares	Private Placement	100,000	\$0.50	\$50,000	Cash	Related Party	N/A
July 9, 2014	Common Shares	Private Placement	424,837	\$0.50	\$213,918.50	Cash	Related Party	N/A
July 9, 2014	Common Shares	Private Placement	424,840	\$0.50	\$212,420	Cash	Related Party	N/A
July 9, 2014	Common Shares	Private Placement	100,000	\$0.50	\$50,000	Cash	Not a Related Party	N/A
July 9, 2014	Common Shares	Private Placement	244,280	\$0.50	\$122,140	Cash	Not a Related Party	N/A
July 9, 2014	Common Shares	Share Acquisition	630,000	\$0.50 deemed	\$315,000	Share Acquisition	Not a Related Party	N/A

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
July 9, 2014	Common Shares	Private Placement	630,000	\$0.50 deemed	\$315,000	Share Acquisition	Not a Related Party	N/A
July 9, 2014	Common Shares	Private Placement	630,000	\$0.50 deemed	\$315,000	Share Acquisition	Not a Related Party	N/A
July 9, 2014	Common Shares	Private Placement	630,000	\$0.50 deemed	\$315,000	Share Acquisition	Not a Related Party	N/A
July 9, 2014	Common Shares	Private Placement	630,000	\$0.50 deemed	\$315,000	Share Acquisition	Not a Related Party	N/A
July 9, 2014	Common Shares	Private Placement	630,000	\$0.50 deemed	\$315,000	Share Acquisition	Not a Related Party	N/A

(b) summary of options granted during the period,

The following stock options were granted during the nine-month period ended September 30, 2014.

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
April 17, 2014	50,000	Charles Burns, Director	N/A	\$0.25	April 16, 2019	\$0.25
April 17, 2014	225,000	Philip Garrett Clayton, Director, President and CEO	N/A	\$0.25	April 16, 2019	\$0.25

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
April 17, 2014	175,000	Ronald K. Mann, Director, Secretary, Acting CFO, COO and Investor Relations Officer	N/A	\$0.25	April 16, 2019	\$0.25
April 17, 2014	100,000	Garfield J. Last, Director	N/A	\$0.25	April 16, 2019	\$0.25
April 17, 2014	100,000	S. Donald Moore, Director	N/A	\$0.25	April 16, 2019	\$0.25
May 29, 2014	50,000	Jason Bonazzi	Consultant	\$0.57	May 29, 2019	\$1.00 (\$0.57 on May 28, 2014)

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,

As of September 30, 2014, the Issuer is authorized to issue an unlimited number of common shares and an unlimited number of Class A special shares without nominal or par value issuable in series.

The detailed description of the features of each of above-noted categories of shares comprising the authorized capital of the Issuer can be found in the Form 2A - Annually Updated Listing Statement filed on March 24, 2014 on the Issuer's profile on the CSE website at www.thecse.com.

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

	Number of common shares	Amount
Balance, December 31, 2012	3,449,566	\$ 1,217,644
Private Placement, net	3,600,000	833,572
Finders' Fees on private placement	128,000-	32,000
Debt Settlement	939,304	234,826

	Number of common shares	Amount
Balance, December 31, 2013	8,116,870	2,318,042
Private placement, net	1,983,957	991,978
Acquisitions	3,780,000	1,890,000
Balance, September 30, 2014	13,880,827	\$ 5,293,921

- (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 September 30, 2014, no warrants are issued and outstanding.

As of September 30, 2014, an aggregate amount of 750,000 stock options to purchase Common Shares are issued and outstanding under the Stock Option Plan as follows:

Date of Grant	No. of Stock Options	Expiry Date	Exercise Price
May 17, 2013	50,000 ⁽¹⁾	May 17, 2018	\$0.20
April 17, 2014	650,000	April 16, 2019	\$0.25
May 29, 2014	50,000	May 29, 2019	\$0.57

Note:

- (1) The options are subject to vesting provisions, 25,000 stock options vested on May 17, 2014 and 25,000 stock options will vest on May 17, 2015.

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

As of September 30, 2014, no securities are subject to escrow or pooling agreements and an aggregate amount of 5,763,957 common shares are subject to restriction on transfer.

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.

The following persons are all of the directors and officers of the Issuer as of the date hereof:

Name	Position
Donald Moore	Director
Charles Burns	Director
Philip Garret Clayton	Director, President and Chief Executive Officer
Ronald Mann	Director, Secretary, Chief Operation Officer, Investor Relations Officer
Garfield Last	Director
Deborah Ramirez	Chief Financial Officer

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Copy of the Management Discussion and Analysis for the nine-month period ended September 30, 2014 can be found on the Issuer's profile on the CSE website at www.thecse.com and on SEDAR at www.sedar.com.

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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated November 25, 2014.

Ronald Mann
Name of Director or Senior Officer

Signed: "Ronald Mann"
Signature

Secretary, Chief Operating Officer and
Investor Relations Officer
Official Capacity

Issuer Details Name of Issuer Starrex International Ltd.		For Quarter Ended September 30, 2014	Date of Report YY/MM/D 2014/11/25
Issuer Address Suite 1801, 180 DUNDAS STREET WEST			
City/Province/Postal Code Toronto, Ontario M5G 1Z8	Issuer Fax No. (416) 595-5959	Issuer Telephone No.	
Contact Name Ronald Mann	Contact Position Secretary, COO, Investor Relations Officer	Contact Telephone No. (647) 981-2782	
Contact Email Address rmann@starrexintl.com	Web Site Address www.starrexintl.com		