FORM 5  
  
QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Rapid Dose Therapeutics Corp (the “Issuer”).

Trading Symbol: DOSE

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.

**The unaudited condensed consolidated interim financial statements for the three months ended May 31 2022, as filed with the securities regulators are attached as Appendix “A”.**

# 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.

**All related party transactions have been disclosed in Note xx of the Issuer’s unaudited condensed consolidated interim financial statements for the interim period ended May 31 2022, attached hereto as Appendix “A”.**

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,

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  |  |  |
| **Date of issue** | **Type of security** | **Type of issue** | **Number** | **Price** | **Total proceeds** | **Type of consideration** | **Relationship with Issuer** |
|  |  |  |  |  |  |  |  |
| April 1, 2022 | Common share units consisting of one common share and one common share warrant | Conversion of subscription receipts - private placement | 21,157 | $ 0.30 | $ 6,347 | Cash | Shareholder |
| April 18, 2022 | Common share units as above | Conversion of subscription receipts - private placement | 66,667 | 0 | 20,000 | Cash | Unrelated |
| April 29, 2022 | Common share units as above | Conversion of subscription receipts - private placement | 166,666 | 0 | 50,000 | Cash | Unrelated |
| April 29, 2022 | Common share units as above | Conversion of subscription receipts - private placement | 166,667 | 0 | 50,000 | Cash | Unrelated |
| April 29, 2022 | Common share units as above | Conversion of subscription receipts - private placement | 85,000 | 0 | 25,500 | Cash | Unrelated |

1. 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** |
|  |  | No options were issued in the interim reporting period |  |  |  |  |

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:

|  |  |  |  |
| --- | --- | --- | --- |
| (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, | | | |
|  |  |  |  |
| **Description** | **Number authorized** | **Par value** |  |
| Common shares | Unlimited | Without par value |  |
|  |  |  |  |
| (b) number and recorded value for shares issued and outstanding, | | |  |
|  |  |  |  |
| **Description** | **Number authorized** | **Par value** |  |
| Common shares | 103,574,267 | Without par value |  |
|  |  |  |  |
| **Security** | **Number** | **Exercise price** | **Expiry date** |
|  |  |  |  |
| Warrants | 3,399,370 | $ 0.40 | December 22 2022 |
| Warrants | 15,884,681 | 0.375 | March 19, 2023 |
| Warrants | 200,000 | 0.24 | March 29, 2023 |
| Warrants | 200,000 | 0.35 | January 18, 2024 |
| Warrants | 21,157 | 0.40 | April 1, 2024 |
| Warrants | 66,667 | 0.40 | April 18, 2024 |
| Warrants | 418,333 | 0.40 | April 29, 2024 |
|  |  |  |  |
| **Security** | **Number** | **Exercise price** | **Expiry date** |
| Options | 3,441,000 | $ 0.85 | March 11 2024 |
| Options | 4,040,000 | 0.24 | March 28 2023 |
| Options | 2,100,000 | 0.65 | July 29 2026 |
| Options | 500,000 | 0.58 | December 14 2026 |
| Options | 200,000 | 0.51 | January 4 2027 |
|  |  |  |  |
| (d)            number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer. | | | |
|  |  |  |  |

|  |  |  |  |
| --- | --- | --- | --- |
| **Options are subject to vesting provisions in accordance with the Company Stock Option Plan. Options are vested at the following dates:** | | | |
|  |  |  |  |
| Options | 3,441,000 | fully vested | |
| Options | 4,040,000 | 25% on the date of grant and 25% every six months after the Option grant date | |
| Options | 2,100,000 | 25% on the date of grant and 25% every six months after the Option grant date | |
| Options | 500,000 | 40% on the date of grant, 40% on the first anniversary and 20% on the second anniversary | |
| Options | 200,000 | 50% on the date of grant and 50% on the first anniversary date | |

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.**

|  |  |
| --- | --- |
| **Name** | **Position** |
| **Mark Upsdell** | **CEO, Director** |
| **Jason Lewis** | **SVP, Director** |
| **Peter Thilo Hasler** | **Director** |
| **Doug Hyland** | **Interim CFO** |

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

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

**The MD&A for the three months ended May 31 2022 as filed with the securities regulators are attached as Appendix “B”.**

**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 January 27 2023.

Mark Upsdell   
Name of Director or Senior Officer

*“Mark Upsdell”*   
Signature

CEO   
Official Capacity

|  |  |  |
| --- | --- | --- |
| ***Issuer Details***  Name of Issuer  Rapid Dose Therapeutics Corp | For Quarter Ended  May 31 2022 | Date of Report  YY/MM/D  23/01/27 |
| Issuer Address  Unit 3A 1121 Walkers Line | | |
| City/Province/Postal Code  Burlington ON L7N 2G4 | Issuer Fax No.  ( ) | Issuer Telephone No.  ( ) |
| Contact Name  Mark Upsdell | Contact Position  CEO | Contact Telephone No.  647-200-4709 |
| Contact Email Address  mupsdell@rapid-dose.com | Web Site Address  www.rapid-dose.com | |