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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):** June 9, 2025

**CQENS Technologies Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**000-55470**  
*(Commission  
File Number)*

**27-1521407**  
*(I.R.S. Employer  
Identification No.)*

**5550 Nicollet Avenue, Minneapolis, MN 55419**  
*(Address of principal executive offices)(Zip Code)*

Registrant's telephone number, including area code: **(612) 812-2037**

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*(Former name or former address, if changed since last report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions: (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4© under the Exchange Act (17 CFR 240.13e-4(c))

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
None	Not applicable	Not applicable

Indicate by check mark whether the registrant is an emerging growth company as defined in in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 3(a) of the Exchange Act. ☐

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**Item 1.01. Entry into a Material Definitive Agreement.**

Effective June 9, 2025 CQENS Technologies Inc. (the “Company”) entered into a manufacturing contract with Montrade S.p.A., (“Montrade”) a company based in Bologna, Italy, for Montrade to manufacture and install a module for the automated manufacture of tobacco consumables for the Company’s proprietary, patented and patent pending Heat-not-Burn system. The system heats plant-based and/or medicant-infused formulations to produce aerosols for the inhalation of the plant and medicant constituents without combustion or the constituents of combustion, although there are no assurances the Company’s products can be commercialized. The Company made an initial payment of approximately \$1,017,000 USD and is required to make additional payments of up to approximately \$1,765,000 USD for the tobacco module as certain stages are completed. The Company expects this module, designed to manufacture tobacco consumables at 300 per minute, to be completed by the third quarter of 2026. The Company previously contracted with Montrade to deliver an initial 100 per minute module under a purchase agreement dated July 13, 2022, as amended. This module is expected to be completed early in the third quarter of 2025.

The foregoing description of the terms of the agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the agreement, which is filed as an exhibit to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

No.	Exhibit Description	Incorporated by Reference			Filed or Furnished Herewith
		Form	Date Filed	Number	
10.1+	Purchase Agreement between CQENS Technologies Inc. and Montrade S.p.A effective June 9, 2025.				
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)				

+ Exhibits and/or Schedules have been omitted. The Company hereby agrees to furnish to the Staff of the Securities and Exchange Commission upon request any omitted information.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CQENS TECHNOLOGIES INC.

Date: June 10, 2025

By: /s/ William P. Bartkowski

William P. Bartkowski, President

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