

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Chong Alexander C.</u> (Last) (First) (Middle) <u>C/O 5550 NICOLLET AVENUE</u> (Street) <u>MINNEAPOLIS, MN 55419</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CQENS Technologies Inc. [XXXX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Common Stock Purchase Warrants	\$5.31	09/30/2020		A		7,000,000		09/30/2023	09/30/2026	common stock	7,000,000	(1)	7,000,000	I	See footnote ⁽¹⁾
Series B Common Stock Purchase Warrants	\$5.31	09/30/2020		A		7,000,000		09/30/2026	09/30/2029	common stock	7,000,000	(1)	7,000,000	I	See footnote ⁽¹⁾
Series C Common Stock Purchase Warrants	\$5.31	09/30/2020		A		7,000,000		09/30/2029	09/30/2032	common stock	7,000,000	(1)	7,000,000	I	See footnote ⁽¹⁾
stock options ⁽²⁾	\$5.31	10/01/2020		A		175,000		10/01/2020	10/01/2025	common stock	175,000	\$0.00	175,000	D	

Explanation of Responses:

- Issued to Xten Capital Group, Inc. ("Xten") as consideration under the terms of an Asset Purchase Agreement dated September 30, 2020 by and between the Issuer and Xten. Mr. Chong holds voting and dispositive control over securities held of record by Xten.
- Represents options granted under the Issuer's 2019 Equity Compensation Plan as additional compensation to the Reporting Person.

/s/ Alexander C. Chong 10/02/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.