FORM D

Notice of Exempt Offering of Securities

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL

OMB Number: 3235-0076

Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number): 0001729214

Previous Name(s): APAC Resources Inc. ☐ None

Name of Issuer: XORTX Therapeutics Inc.

Jurisdiction of Incorporation/Organization: BRITISH COLUMBIA, CANADA

Entity Type:
- (•) Corporation
- ( ) Limited Partnership
- ( ) Limited Liability Company
- ( ) General Partnership
- ( ) Business Trust
- ( ) Other

Year of Incorporation/Organization
- (•) Over Five Years Ago
- ( ) Within Last Five Years (Specify Year)
- ( ) Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer: XORTX Therapeutics Inc.

Street Address 1: 3710 - 33rd Street NW

Street Address 2:

City: Calgary

State/Province/Country: ALBERTA, CANADA

ZIP/Postal Code: T2L 2M1

Phone No. of Issuer: 403-455-7727

3. Related Persons

Last Name: Davidoff

First Name: Allen

Middle Name:

Street Address 1: 3710 - 33rd Street NW

Street Address 2:

City: Calgary

State/Province/Country: ALBERTA, CANADA

ZIP/Postal Code: T2L 2M1

Relationship: ☑ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name: Evans

First Name: Stacy

Middle Name:

Street Address 1: 3710 - 33rd Street NW

Street Address 2:

City:

State/Province/Country:

ZIP/Postal Code:

Calgary	ALBERTA, CANADA	T2L 2M1

Relationship:	☑ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Fairbairn	James	

Street Address 1	Street Address 2
3710 - 33rd Street NW	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2L 2M1

Relationship:	☑ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Haworth	Stephen	

Street Address 1	Street Address 2
3710 - 33rd Street NW	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2L 2M1

Relationship:	☑ Executive Officer	☐ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Farley	William	

Street Address 1	Street Address 2
3710 - 33rd Street NW	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2L 2M1

Relationship:	☐ Executive Officer	☑ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Giovinazzo	Anthony	J.

Street Address 1	Street Address 2
3710 - 33rd Street NW	

City	State/Province/Country	ZIP/Postal Code

Calgary	ALBERTA, CANADA	T2L 2M1

Relationship:	☐ Executive Officer	☑ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Jenkins	Abigail	

Street Address 1	Street Address 2
3710 - 33rd Street NW	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2L 2M1

Relationship:	☐ Executive Officer	☑ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Pratt	Raymond	

Street Address 1	Street Address 2
3710 - 33rd Street NW	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2L 2M1

Relationship:	☐ Executive Officer	☑ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Treanor	Patrick	

Street Address 1	Street Address 2
3710 - 33rd Street NW	

City	State/Province/Country	ZIP/Postal Code
Calgary	ALBERTA, CANADA	T2L 2M1

Relationship:	☐ Executive Officer	☑ Director	☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Van Damme	Paul	

Street Address 1	Street Address 2
3710 - 33rd Street NW	

City	State/Province/Country	ZIP/Postal Code

Calgary	ALBERTA, CANADA	T2L 2M1

Relationship:	☐ Executive Officer	☑ Director	☐ Promoter

Clarification of Response (if Necessary)

4. Industry Group

- ○ **Agriculture**
- **Banking & Financial Services**
  - ○ Commercial Banking
  - ○ Insurance
  - ○ Investing
  - ○ Investment Banking
  - ○ Pooled Investment Fund
  - ○ Other Banking & Financial Services
- ○ **Business Services**
- **Energy**
  - ○ Coal Mining
  - ○ Electric Utilities
  - ○ Energy Conservation
  - ○ Environmental Services
  - ○ Oil & Gas
  - ○ Other Energy
- **Health Care**
  - ○ Biotechnology
  - ○ Health Insurance
  - ○ Hospitals & Physicians
  - ○ Pharmaceuticals
  - ○ Other Health Care
- ○ **Manufacturing**
- **Real Estate**
  - ○ Commercial
  - ○ Construction
  - ○ REITS & Finance
  - ○ Residential
  - ○ Other Real Estate
- ○ **Retailing**
- ○ **Restaurants**
- **Technology**
  - ○ Computers
  - ○ Telecommunications
  - ○ Other Technology
- **Travel**
  - ○ Airlines & Airports
  - ○ Lodging & Conventions
  - ○ Tourism & Travel Services
  - ○ Other Travel
- ◉ **Other**

5. Issuer Size

Revenue Range	Aggregate Net Asset Value Range
○ No Revenues	○ No Aggregate Net Asset Value
○ $1 - $1,000,000	○ $1 - $5,000,000
○ $1,000,001 - $5,000,000	○ $5,000,001 - $25,000,000
○ $5,000,001 - $25,000,000	○ $25,000,001 - $50,000,000
○ $25,000,001 - $100,000,000	○ $50,000,001 - $100,000,000
○ Over $100,000,000	○ Over $100,000,000
◉ Decline to Disclose	○ Decline to Disclose
○ Not Applicable	○ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

☐ Rule 504(b)(1) (not (i), (ii) or (iii))	☑ Rule 506(b)
☐ Rule 504 (b)(1)(i)	☐ Rule 506(c)
☐ Rule 504 (b)(1)(ii)	☐ Securities Act Section 4(a)(5)
☐ Rule 504 (b)(1)(iii)	☐ Investment Company Act Section 3(c)

7. Type of Filing

☑ New Notice Date of First Sale 2024-10-18 ☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? (•) Yes ( ) No

9. Type(s) of Securities Offered (select all that apply)

- [ ] Pooled Investment Fund Interests
- [x] Equity
- [ ] Tenant-in-Common Securities
- [ ] Debt
- [ ] Mineral Property Securities
- [x] Option, Warrant or Other Right to Acquire Another Security
- [x] Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- [x] Other (describe)

One warrant entitles the holder thereof to purchase one common share of the Company at an exercise price of US$2.18 per share for a period of five years following the issuance of the warrants.

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ( ) Yes (•) No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor $ 0 USD

12. Sales Compensation

Recipient: A.G.P./Alliance Global Partners

Recipient CRD Number: 8361 [ ] None

(Associated) Broker or Dealer: [ ] None

(Associated) Broker or Dealer CRD Number: [x] None

Street Address 1: 88 Post Road West

Street Address 2: Floor 2

City: Westport

State/Province/Country: CONNECTICUT

ZIP/Postal Code: 06880

State(s) of Solicitation: [ ] All States [ ] Foreign/Non-US

NEW YORK

13. Offering and Sales Amounts

Total Offering Amount	$ 1767566	USD	[ ] Indefinite
Total Amount Sold	$ 0	USD	
Total Remaining to be Sold	$ 1767566	USD	[ ] Indefinite

Clarification of Response (if Necessary)

The $1,767,566 may be received upon the exercise of share purchase warrants sold inside and outside the U.S.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 1

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $ 105000 USD ☐ Estimate

Finders' Fees $ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

In the ordinary course of business, the issuer may use some of the proceeds of the offering to pay salaries to certain of its executive officers and directors.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- **Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.**
- **Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.**
- **Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).**

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
XORTX Therapeutics Inc.	**/s/ Allen Davidoff**	**Allen Davidoff**	**Chief Executive Officer**	**2024-10-30**