

## FORM 5

### QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Biosenta Inc.  
(the "Issuer").

Trading Symbol: ZRO

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**

- (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 Listed 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.

***The Company's Consolidated Financial Statements for the years ended September 30, 2022 and 2021 are attached and filed on the CSE. In addition, the Company has also filed unaudited condensed interim consolidated financial statements for each of preceding three quarters.***

## **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 company 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.

***See Note 10 - Related Party Transactions of the audited Consolidated financial statements for the years ended September 30, 2022 and 2021.***

**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): ***(October 1, 2022 to September 30, 2021)***

- (a) summary of securities issued during the period,

| <b>Date of Issue</b> | <b>Type of Security (common shares, convertible debentures, etc.)</b> | <b>Type of Issue (private placement, public offering, exercise of warrants, etc.)</b> | <b>Number</b>   | <b>Price</b> | <b>Total Proceeds</b> | <b>Type of Consideration (cash, property, etc.)</b> | <b>Describe relationship of Person with Issuer (indicate if Related Person)</b> | <b>Commission Paid</b> |
|----------------------|---|---|---|--------------|-----------------------|---|---|------------------------|
| March 21, 2022       | Common shares and warrants  | Private placement   | 1,985,714 common shares and 992,857 common share warrants | \$0.28       | Nil                   | Issued against settlement of liabilities            | President, CEO, Related Person  | Nil                    |
| March 21, 2022       | Common shares and warrants  | Private placement   | 38,623 common shares and 19,311 common share warrants     | \$0.28       | Nil                   | Issued against settlement of liabilities            | Investor  | Nil                    |
| March 21, 2022       | Common shares and warrants  | Private placement   | 150,000 common shares and 75,000 common share warrants    | \$0.28       | Nil                   | Issued against settlement of liabilities            | Employee  | Nil                    |
| March 21, 2022       | Common shares and warrants  | Private placement   | 621,741 common shares and 310,871 common share warrants   | \$0.28       | Nil                   | Issued against settlement of liabilities            | Investor, related Person  | Nil                    |
| March 21, 2022       | Common shares and warrants  | Private placement   | 753,207 common shares                                     | \$0.28       | Nil                   | Issued against settlement of liabilities            | Investor, Related Person  | Nil                    |

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|  |  |  |   |  |  |  |  |  |
|--|--|--|---|--|--|--|--|--|
|  |  |  | and<br>376,604<br>common<br>share<br>warrants |  |  |  |  |  |
|--|--|--|---|--|--|--|--|--|

For details, refer Note 12 of the consolidated financial statements for the years ended September 30, 2022 and 2021.

(b) 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 |
|------|--------|---|--|----------------|-------------|-------------------------------|
| NONE |        |   |  |                |             |                               |
|      |        |   |  |                |             |                               |
|      |        |   |  |                |             |                               |
|      |        |   |  |                |             |                               |
|      |        |   |  |                |             |                               |
|      |        |   |  |                |             |                               |
|      |        |   |  |                |             |                               |

**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,

***The Company can issue an unlimited number of:***

***Class A shares, voting and participating.***

***Class B shares, voting, redeemable at any time at the option of the corporation for an amount equal to the fair value of the consideration received at issuance.***

***Class C preferred shares issuable in series with the following to be fixed with each series: number of shares, designation, rights, privileges, restrictions and conditions including dividend rate and calculation method and payment dates, the redemption, purchase and/or conversion prices, terms of redemption, purchase and/or conversion, any sinking fund or other provisions, may be convertible into Class A shares and voting unless otherwise determined.***

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

***Common shares issued and outstanding shares as of September 30, 2022 is 23,006,591 (adjusted, post consolidation).***

- (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 **(Numbers shown are Adjusted Post Consolidation)**

|          | Number    | Exercise or conversion price | Expiry date        |
|----------|-----------|------------------------------|--------------------|
| Options  | 350,000   | 1.06                         | February 28, 2026  |
| Options  | 1,017,000 | 0.55                         | May 2, 2026        |
| Warrants | 1,812,658 | 0.56                         | September 22, 2023 |

***For further information on Warrants and Options, please refer to Note 13 and 14 of the Consolidated Financial Statements for the years ended September 30, 2022 and 2021.***

#### ***Convertible Debentures***

|  | Face Value of Convertible Debentures | Conversion Price of Convertible Debentures |
|--|--------------------------------------|--|
|  |                                      |  |

**N/A**

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

**None.**

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.

| <b>Name</b>    | <b>Position</b>                            |
|----------------|--|
| Dene Rogers    | Director                                   |
| Edwin Korhonen | Chairman, Director and Audit Chairman      |
| David Butler   | Director                                   |
| Am Gill        | CEO, President and Director and acting CFO |
| Nick Iacono    | Director                                   |

## **SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

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

**The Company's Management Discussion & Analysis for the years ended September 30, 2022 and 2021 is filed on CSE and attached.**

## 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

Am Gill  
Name of Director or Senior Officer

Signed "Am Gill"  
Signature

Chief Executive Officer  
Official Capacity

|   |                    |                           |
|---|--------------------|---------------------------|
| <b>Issuer Details</b><br>Name of Issuer               | For Quarter Ended  | Date of Report<br>YY/MM/D |
| Biosenta Inc.   | September 30, 2022 | 23/01/27                  |
| Issuer Address  |                    |                           |
| 18 Wynford Drive, Suite 704, Toronto, Ontario M3C 3S2 |                    |                           |
| City/Province/Postal Code                             | Issuer Fax No.     | Issuer Telephone No.      |
| Toronto, Ontario, M3C 3S2                             | N/A                | (416) 410-2019            |
| Contact Name  | Contact Position   | Contact Telephone No.     |
| Yana Pchelkin   | Controller         | (416) 410-2019            |
| Contact Email Address                                 | Web Site Address   |                           |
| info@biosenta.com                                     | www.biosenta.com   |                           |