

FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX 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 CNSX 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 CNSX.ca 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 CNSX 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 – SEE ATTACHED

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.

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.
- (i) **On April 10, 2012, the Company announced that it exercised its right to convert the interim license granted under an intellectual property license agreement as amended and restated (the "Agreement"), into an assignable, transferable, perpetual, world-wide exclusive license (the "License"). In connection with the exercise of the right to acquire the License and in accordance with the terms of the license agreement, the Company issued 20,000,000 fully paid and non-assessable Class A shares of the Company to the Licensors (the "Share Consideration"). The Company and the Licensors entered into an escrow agreement in respect of the 20,000,000 Class A shares issued in consideration of the License as well as a securities pledge agreement in respect of the Licensor's obligations under the MM License Agreement. Two of the licensors are also directors of the Company.**
- (ii) **Included in accounts payable and accrued liabilities on the unaudited condensed interim financial statements as at June 30, 2013 is \$295,920 owing to the directors and companies controlled by directors of the Company for management consulting fees for services rendered. These amounts are unsecured, non-interest bearing with no fixed terms of repayment.**
- (iii) **A loan receivable of \$60,000 is from close relatives of certain directors of the Company.**
- (iv) **Compensation of key management personnel of the Company**

The remuneration of directors and other key management personnel during the nine month period ending June 30, 2013 is as follows:

Short-term compensation (i)	\$519,975
Stock-based compensation (ii)	<u>46,558</u>
	<u>\$566,533</u>

(i) **Short-term compensation includes salaries, bonuses and allowances, employment benefits and directors' fees.**

(ii) **Stock-based compensation represents the amount expensed by the Company for options issued.**

(v) Edwin Korhonen, a director and Chairman of the Audit Committee of the Company, purchased 100,000 shares as part of the November 28, 2012 private placement described in item 2(a).

(b) A description of the transaction(s), including those for which no amount has been recorded.

See item 1 (a) (i)

(c) The recorded amount of the transactions classified by financial statement category.

(i) **This license is disclosed as an intangible asset on the balance sheet for \$3,060,000 (September 30, 2012 - \$3,060,000).**

(ii) **The payments made to directors as described in 1(a)(ii) were classified as management and consulting fees on the interim condensed statement of loss.**

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

See item 1(a)(ii) and (iii)

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

Previously disclosed, including the obligation to pay royalties under the License Agreement.

(f) Contingencies involving Related Persons, separate from other contingencies.

The Company has a five year Executive Employment Agreement with the Chairman and Secretary of the Company (formerly the President and CEO of the Company) ending December 31, 2016, paying an annual salary of \$250,000, discretionary bonus and a car allowance. In addition, upon the occurrence of certain events, including, change of control, termination other than cause and disability, the Chairman and Secretary is entitled to certain payments. For further information relating to the terms of the employment agreement, see the Management Information Circular dated April 26, 2013 filed on SEDAR and available on the CNSX website under the Company's filing documents.

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):

(a) summary of securities issued during the period:

Period is from October 1, 2012 to June 30, 2013:

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Nov28/12	Class A Common	Private Placement	6,313,003 Units (1)	\$0.20	\$1,262,600	CASH	Arms-length except for item 1(a)(v)	\$5,800 cash
Feb4/13	Class A Common	Private Placement	800,004 Units (2)	\$0.15	\$120,000	CASH	Arms-length	(3)

- Each unit consists of one common share and a warrant to purchase one common share at an exercise price of \$0.30 expiring 18 months from the closing date of the private placement.
- Each unit consists of one Class A common share and one-half of one Class A purchase warrant. Each whole warrant will entitle the holder to purchase one common share at an exercise price of \$0.20 expiring 18 months from the closing date of the private placement.

3. The Company paid finders' fees of \$9,600 cash and issued 58,666 warrants to purchase one common shares at an exercise price of \$0.20 expiring 18 months from the closing date of the private placement.
- (b) summary of options granted during the period

On February 4, 2013, 580,000 options were granted to a consultant, Investor Cubed Inc. at an exercise price of \$0.20 per share, expiring February 4, 2018.

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

SHARE CAPITAL

Authorized

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 or 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

Issued

58,457,327 class A shares - \$6,551,021

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value

Options outstanding:

	Number of persons as a group	Number of securities under option	Purchase price of securities under option	Expiration date
Executive officers	2	1,750,000 300,000	0.20 0.20	Dec 6, 2015 Aug 23, 2017
Directors who are not also executive officers	3	1,000,000	0.20	Aug 8, 2017
Employees	1	100,000	0.20	Nov 8, 2016
Consultants	2	1,000,000 580,000	0.25 0.20	Aug 13, 2016 Feb 4, 2018
Other persons or companies	0			
	8	4,730,000		

As disclosed in a press release dated August 16, 2011, the Company announced that the board of directors has adopted a “rolling” employee stock option plan pursuant to which the Company may issue options to eligible employees, officers, directors and consultants to purchase up to 10% of the Class A Shares in the Company. The Option Plan and grant of options thereunder were subject to approval of the shareholders of the Company which was received at the annual and special meeting of shareholders held on May 24, 2012.

Warrants outstanding:

	Number of Warrants	Exercise Price (\$)
Balance, September 30, 2012	13,217,500	0.30

Unit warrants issued November 28, 2012	6,313,003	0.30
Unit warrants issued February 4, 2013	400,002	0.20
Warrants issued as part of a finders' fee February 4, 2013	58,666	0.20
Expired during the period	<u>(965,000)</u>	<u>0.35</u>
Balance, March 31, 2013	<u>19,024,171</u>	<u>0.29</u>

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

Designation of Securities Held in Escrow	Number of Securities Held In Escrow	Percentage of Class
Class A Shares	20,000,000	33.9%

An escrow agreement was entered into between the Company and 2262554 Ontario Inc. on April 10, 2012 in connection with the issuance of the Share Consideration in respect of the shares issued to 2262554 Ontario Inc. in connection with the exercise by the Company of its right to acquire the exclusive world-wide license to the intellectual property in accordance with the terms of the Agreement. (For further details relating to the escrow agreement, see the Material Change Report of the Company filed on SEDAR (www.sedar.com) on March 19, 2012).

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.

Bruce Lewis – Director, Chairman and Secretary

Edwin Korhonen – Director and Chairman of the Audit Committee

Edward Pardiak- Director, CEO and President

Marcus Martin- Director

David Butler- Director

Louis Nagy- Chief Financial Officer

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS – SEE 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 CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated **August 28, 2013**

BRUCE LEWIS

Name of Director or Senior Officer

"Bruce Lewis"

Signature

CHAIRMAN AND SECRETARY

Official Capacity

Issuer Details Name of Issuer	For Quarter Ended	Date of Report YY/MM/D
BIOSENTA INC.	JUNE 30/13	2013/08/28
Issuer Address		
1120 FINCH AVENUE WEST, 5 TH FLOOR		
City/Province/Postal Code	Issuer Fax No. (416)	Issuer Telephone No. (416)
TORONTO, ONTARIO M3J 3H7	410-6703	410-2019
Contact Name	Contact Position	Contact Telephone No.
RONALD HALLER	CMA	416-363-1240
Contact Email Address	Web Site Address	
fastcorpmanagementtd@gmail.com		