

## 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 Condensed Interim Consolidated Financial Statements for the period ended March 31, 2016 are attached and filed on the CSX.***

## **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 11-Related Party Transactions and Note 16-Commitments and Contingencies of the Condensed Interim Consolidated Financial Statements for the period ended March 31, 2016.***

### **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): ***January 1, 2016 to March 31, 2016***

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

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
N/A								

(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
NA						

### 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 March 31, 2016 is 5,544,521 (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	6,667	\$3.00	November 8, 2016
Options	46,667	\$3.00	August 8, 2017
Options	23,333	\$3.00	March 15, 2021

***For further information on Warrants and options , please refer to Note 14 and 15 of the Condensed Interim Consolidated Financial Statements for the period ended March 31, 2016.***

***Convertible Debentures***

	Face Value of Convertible Debentures	Conversion Price of Convertible Debentures
Convertible Debentures	\$2,973,000	From \$2.25 to \$6.00

***For further information on Convertible Debentures, please refer to Note 12 of the Condensed Interim Consolidated Financial Statements for the period ended March 31, 2016.***

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

***Currently, the Company is seeking to void an advisory agreement signed in 2014. Compensation shares totaling 320,000 ( adjusted post consolidation) to be issued in accordance with this agreement are held in escrow as at March 31, 2016 and September 30, 2015, and will not be released until the dispute is resolved.***

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.

Name	Position
Dean Rogers	Chairman, CEO and CFO
Edwin Korhonen	Director and Audit Chairman
David Butler	Director
Marcus Martin	Director
Am Gill	Director
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 period ended March 31, 2016 is filed on CSX 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 May 1, 2017

Dean Rogers  
Name of Director or Senior Officer

Signed "Dean Rogers"  
Signature

Chief Executive Officer  
Official Capacity

<b>Issuer Details</b> Name of Issuer	For Quarter Ended	Date of Report YY/MM/D
Biosenta Inc.	March 31, 2016	17/05/01
Issuer Address		
18 Wynford Drive, Suite 704, Toronto, Ontario M3C 3S2		
City/Province/Postal Code	Issuer Fax No. (416)	Issuer Telephone No. ( 416 )
Toronto, Ontario, M3C 3S2	410-6703	410-2019
Contact Name	Contact Position	Contact Telephone No.
Yana Pchelkin	Controller	416-410-2019
Contact Email Address	Web Site Address	
yana@biosenta.com	www.biosenta.com	