

# **Biosenta Inc.**

Financial Statements

For the years ended September 30, 2013 and 2012

**(Expressed in Canadian dollars)**

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Biosenta Inc.

We have audited the accompanying financial statements of Biosenta Inc., which comprise the statements of financial position as at September 30, 2013 and 2012, and the statements of loss and comprehensive loss, statements of changes in shareholders' equity and statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Biosenta Inc. as at September 30, 2013 and 2012, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates that the Company had continuing losses during the year ended September 30, 2013 and a working capital deficiency and cumulative deficit as at September 30, 2013. These conditions along with other matters set forth in Note 1 indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

McGOVERN, HURLEY, CUNNINGHAM, LLP



Chartered Accountants  
Licensed Public Accountants

TORONTO, Canada  
January 28, 2014

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## Biosenta Inc.

### Statements of Financial Position

(Expressed in Canadian dollars, unless otherwise stated)

	As at September 30, 2013 \$	As at September 30, 2012 \$
<b>Assets</b>		
<b>Current assets</b>		
Cash	2,774	19,536
Amounts receivable (note 5)	92,659	45,025
Inventory (note 6)	146,596	-
Prepaid expenses	15,458	131,026
Loan receivable (note 7)	-	60,000
Total current assets	257,487	255,587
Intangible assets (note 8)	3,060,000	3,060,000
Equipment (note 9)	614,969	429,564
Total assets	3,932,456	3,745,151
<b>Equity and Liabilities</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (note 10)	2,395,913	1,553,051
Loan payable (note 12)	-	5,000
Total current liabilities	2,395,913	1,558,051
<b>Shareholders Equity (Deficiency)</b>		
Share capital (note 13)	6,492,066	5,515,506
Warrant reserve (note 14)	898,965	670,914
Equity reserve (note 15)	654,029	390,022
Deficit	(6,508,517)	(4,389,342)
Total shareholders' equity	1,536,543	2,187,100
Total liabilities and shareholders' equity	3,932,456	3,745,151

### Commitments and Contingencies (note 16)

### Nature of Operations and Going Concern (note 1)

The accompanying notes are an integral part of these financial statements.

Approved by the Board of Directors

Signed "Ed Koronen" Director

Signed "David Butler" Director

**Biosenta Inc.****Statements of Operations and Comprehensive Loss**

(Expressed in Canadian dollars, unless otherwise stated)

	Year ended	
	September 30	
	2013	2012
	\$	\$
<b>Biolabs Licensing fee (note 8)</b>	<b>300,000</b>	-
Sales of Zeromold	39,780	-
Cost of Sales of Zeromold	96,962	-
<b>Gross margin Zeromold</b>	<b>(57,182)</b>	-
<b>Administrative expense</b>		
Management and consulting fees	1,034,794	878,853
Legal and accounting fees	388,456	465,284
Product development costs	118,353	239,619
Salaries and benefits	330,623	141,770
Rent and occupancy costs	120,143	82,319
Investor relations	50,380	64,380
Vehicle expense	65,454	85,259
Office and general	54,716	54,154
Travel	25,525	42,863
Insurance	75,587	32,500
Advertising and promotion	67,288	62,638
Stock transfer fees	40,250	45,272
Amortization	4,160	4,093
License fee impairment (note 8)	150,000	125,000
Total administrative expense	2,525,729	2,324,004
<b>Net loss and comprehensive loss for the year</b>	<b>(2,282,911)</b>	(2,324,004)
<b>Basic and diluted loss per share</b>	<b>(0.04)</b>	(0.06)
<b>Weighted average number of common shares outstanding – basic and diluted</b>	<b>57,202,597</b>	39,601,945

The accompanying notes are an integral part of these financial statements.

## Biosenta Inc.

### Statements of Changes in Shareholders' Equity

(Expressed in Canadian dollars, unless otherwise stated)

	Share Capital #	Share Capital \$	Warrant Reserve \$	Equity Reserve \$	Deficit \$	Total Equity \$
<b>Balance, September 30, 2011</b>	36,772,503	2,204,574	490,489	208,531	(2,233,305)	670,289
Common shares issued from private placement ( <i>note 13</i> )	3,312,500	506,075	180,425	-	-	686,500
Common shares issued for license agreement ( <i>note 8</i> )	20,000,000	3,060,000	-	-	-	3,060,000
Common share canceled ( <i>note 13(i) &amp;(ii)</i> )	(9,253,183)	(267,997)	-	-	167,967	(100,030)
Common shares issued for share subscription received	362,500	72,500	-	-	-	72,500
Share based payments	-	-	-	181,491	-	181,491
Share issue costs ( <i>note 13 (iv) &amp;(v)</i> )	120,000	(59,646)	-	-	-	(59,646)
Net loss for the year	-	-	-	-	(2,324,004)	(2,324,004)
<b>Balance, September 30, 2012</b>	51,314,320	5,515,506	670,914	390,022	(4,389,342)	2,187,100
Common shares issued from private placement ( <i>note 13</i> )	7,113,007	1,006,160	376,440	-	-	1,382,600
Expired warrants	-	-	(148,389)	-	148,389	-
Expired options	-	-	-	(15,347)	15,347	-
Share based payments	-	-	-	279,354	-	279,354
Share issue costs	-	(29,600)	-	-	-	(29,600)
Net loss for the year	-	-	-	-	(2,282,911)	(2,282,911)
<b>Balance, September 30, 2013</b>	58,427,327	6,492,066	898,965	654,029	(6,508,517)	1,536,543

The accompanying notes are an integral part of these financial statements.

**Biosenta Inc.****Statements of Cash Flows**

(Expressed in Canadian dollars, unless otherwise stated)

	<b>Year ended September 30</b>	
	<b>2013</b>	2012
	\$	\$
<b>Cash flow from operating activities</b>		
Net loss for the year	<b>(2,282,911)</b>	(2,324,004)
Items not involving cash		
Impairment charges	<b>150,000</b>	125,000
Share based payments	<b>279,354</b>	181,491
Amortization	<b>4,160</b>	4,093
	<b>(1,849,397)</b>	(2,013,420)
Changes in non-cash working capital		
Amounts receivable	<b>(47,634)</b>	43,415
Inventory	<b>(146,596)</b>	-
Shareholder receivable	<b>60,000</b>	(60,000)
Prepaid expenses	<b>435</b>	(48,961)
Accounts payable and accrued liabilities	<b>692,862</b>	991,529
	<b>(1,290,330)</b>	(1,087,437)
<b>Cash flow from financing activities</b>		
Reduction in loan payable	<b>(5,000)</b>	(30,000)
Proceeds from equity financings, net	<b>1,353,000</b>	699,354
	<b>1,348,000</b>	669,354
<b>Cash flow from investing activities</b>		
Expenditures on equipment	<b>(74,432)</b>	(362,802)
	<b>(74,432)</b>	(362,802)
<b>Decrease in cash</b>	<b>(16,762)</b>	(780,885)
<b>Cash, beginning of year</b>	<b>19,536</b>	800,421
<b>Cash, end of year</b>	<b>2,774</b>	19,536

The accompanying notes are an integral part of these financial statements.

## **Biosenta Inc.**

Notes to the Financial Statements

*For the year ended September 30, 2013 and 2012*

*(Expressed in Canadian dollars, unless otherwise stated)*

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### **1. Nature of Operations and Going Concern**

Biosenta Inc. (the "Company" or "Biosenta") is a public company incorporated and domiciled in Canada, whose shares are traded on the Canadian National Stock Exchange (CNSX) under the symbol "ZRO". The Company's registered address is 1120 Finch Avenue West, Suite 503, Toronto, Ontario, Canada, M3J 3H7. In 2011, the Company acquired the intellectual property rights to certain technology and processes relating to anti-microbial products with potential commercial and consumer applications.

The ability of the Company to continue as a going concern is dependent upon the continuing financial support of shareholders or other investors, obtaining new financing on commercial terms acceptable to the Company to enable it to monetize its intellectual property assets, and upon attaining profitable operations once such assets can be monetized, all of which outcomes are uncertain and which, taken together, cast significant doubt over the ability of the Company to continue as a going concern. These financial statements do not include any adjustments to the carrying values of the Company's assets, liabilities, and expenses and the related classifications that would be necessary if the going concern assumption were inappropriate. Such adjustments have not been quantified by management, but could be material.

The Company funded its operations for the year ended September 30, 2013 through the use of existing cash reserves and two private placements of common shares. The Company may not have sufficient cash reserves to fund its product development programs, administrative costs and other obligations for the coming fiscal year. Management is actively involved in developing and bringing their products to market, and in seeking new equity financing to enable it to service the Company's liabilities and its ongoing administrative costs. These matters represent material uncertainties with respect to the Company's ability to continue as a going concern. There can be no assurance that the Company will be successful in these initiatives.

### **2. Basis of Presentation**

#### **Statement of Compliance**

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The accounting policies set out below, have been applied consistently to all periods presented in these financial statements.

The Board of Directors of the Company authorized these financial statements for issuance on January 28, 2014.

#### **Basis of preparation and presentation**

These financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The financial statements are presented in Canadian dollars, which is the Companies functional currency.

## **Biosenta Inc.**

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### **3. Significant Accounting Policies**

#### **Significant accounting judgments, estimates and assumptions**

The preparation of financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- **Assets' carrying values and impairment charges**  
In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.
- **Income taxes and recoverability of potential deferred tax assets**  
In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.
- **Share-Based Payments**  
Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.



## **Biosenta Inc.**

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### **3. Significant Accounting Policies (Continued)**

- Commitments and contingencies

Refer to Note 16.

- Inventory Provision

Management makes estimates of the future customer demand for the Company's products when establishing appropriate provision for inventory. In making these estimates, management considers product life of inventory and the profitability of recent sales of inventory. In many cases, product sold by the Company turns over quickly and inventory on-hand values are lower, thus reducing the risk of material misstatement. To the extent that actual losses on inventory differ from those estimated, both inventory and net earnings will be affected.

#### (a) Inventory

Inventory is valued at the lower of cost and net realizable value, based on the "first in, first out" principle. Any provision for obsolescence is determined by reference to specific items of stock. A regular review is undertaken to determine the extent of any required provision for obsolescence.

#### (b) Equipment

Items of property and equipment are measured at cost less accumulated depreciation and any recognized impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset.

When components of property and equipment have different useful lives, they are accounted for as separate items of property and equipment.

The Company commences recognition of depreciation when the item of equipment is ready for its intended use. Depreciation is recognized on the following bases:

- Furniture and equipment 20%
- Computer equipment 45%
- Leasehold improvements - lesser of lease term or useful life, straight line

Depreciation methods and useful lives are reviewed at each reporting date.

#### Intangible Assets - License

Intangible assets that are acquired by the Company which have finite useful lives are measured at cost less accumulated amortization and any accumulated impairment losses. Amortization is provided for to amortize the license over its estimated useful life as follows:

## **Biosenta Inc.**

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### **3. Significant Accounting Policies (Continued)**

Straight-line over the license term.

#### Impairment

None of the Company's non-financial assets generate independent cash inflows and therefore all non-financial assets are allocated to cash generating units ("CGU") for purposes of assessing impairment. CGUs are defined as the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Impairment losses are recognized when the carrying amount of a CGU exceeds the recoverable amount, which is the greater of the CGU's fair values less cost to sell and its value in use. Value in use is the present value of the estimated future cash flows from the CGU discounted using a pre-tax rate that reflects current market rates and the risks inherent in the business of each CGU. If the recoverable amount of the CGU is less than its carrying amount, the CGU is considered impaired and is written down to its recoverable amount. The impairment loss is allocated to reduce the carrying amount of the assets of the unit, allocated pro-rata on the basis of the carrying amount of each asset.

Impairment losses of continuing operations are recognized in the income statement. A previously recognized impairment loss for non-financial assets, excluding goodwill, is reversed if there has been a change in the assumptions used to determine recoverable amount since the previous impairment loss was recognized. The carrying amount after the reversal cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

#### (c) Foreign currency translation

The functional currency of the Company is the Canadian dollar. Monetary assets and liabilities of the Company are translated into Canadian dollars at exchange rates in effect at the reporting dates and non-monetary items are translated at rates of exchange in effect when the assets were acquired or obligations incurred. Transactions in foreign currencies are translated into the currency of measurement at the exchange rates in effect on the transaction date. Foreign exchange gains and losses arising are included in net loss for the year.

#### (d) Income taxes

##### *Current tax*

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of operations because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

## **Biosenta Inc.**

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### **3. Significant Accounting Policies (Continued)**

#### *Deferred tax*

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction which affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### (e) Share capital

Shares issued by the Company are recorded in the amount of the proceeds received, net of the after tax cost of issuance.

The Company, from time to time, may repurchase its shares. When shares are repurchased, the amount of the consideration paid, which includes directly attributable costs and is net of any tax effects, is recognized as a deduction from share capital. Any repurchased shares will be cancelled.

#### (f) Earnings (loss) per Share

The Company presents basic and diluted earnings per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period, adjusted for its own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for the effects of all dilutive potential common shares. The Diluted EPS calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share.

As at September 30, 2013 and 2012, potentially dilutive securities excluded from the calculation of EPS included all outstanding options and warrants as the conversion of these securities at September 30, 2013 and 2012 would not be dilutive to earnings.

## Biosenta Inc.

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### 3. Significant Accounting Policies (Continued)

#### (g) Financial instruments

All financial instruments are classified into one of the following five categories: fair value through profit or loss (“FVTPL”), held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. FVTPL financial instruments are measured at fair value and all changes in those fair values recognized in net loss. Available-for-sale financial instruments are measured at fair value, with changes in those fair values recognized in Other Comprehensive Income (“OCI”). Loans and receivables, investments held-to-maturity and other financial liabilities are measured at amortized cost using the effective interest method.

The Company has made the following classifications:

Cash	Loans and receivables
Amounts receivable	Loans and receivables
Loan receivable	Loans and receivables
Accounts payable and accrued liabilities	Other financial liabilities
Loan payable	Other financial liabilities

Transaction costs are expensed as incurred for financial instruments classified as FVTPL. For other financial instruments, transaction costs are netted against the carrying value and are then recognized over the expected life using the effective interest method.

The Company has determined that it does not have derivatives or embedded derivatives.

#### *Impairment of financial assets*

Financial assets are assessed for indicators of impairment at each financial position reporting date. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial asset have been impacted. For financial assets objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of estimated, discounted future cash flows. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of amounts receivable, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account and changes in the carrying amount of the allowance account are recognized in profit or loss.

## **Biosenta Inc.**

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### **3. Significant Accounting Policies (Continued)**

#### **(h) Stock-based compensation**

##### *Stock-based awards and payments*

The Company grants stock options to directors, officers and employees. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. Fair value of each tranche is measured at the date of grant using the Black-Scholes option pricing model. The grant date fair value of options is recognized as share-based payment expense, with a corresponding increase in equity, over the period that the individual becomes unconditionally entitled to the options. The amount recognized as an expense is adjusted to reflect the number of share options for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of share options that do meet the related service and non-market performance conditions at the vesting date. Charges for options that are forfeited before vesting are reversed from share-based payment reserve. Upon the expiry of unexercised options or warrants, the amount expensed to the expiry date is transferred to retained earnings (deficit).

#### **(i) Revenue Recognition Policy**

Revenue is recognized when it is earned, specifically, when products are shipped to customers, there is clear evidence that an arrangement exists, amounts to be received are fixed or determinable and the ability to collect is reasonably assured. At these points, the risks and rewards of ownership have transferred to the buyer, revenue can be reliably measured and it is probable that the economic benefits will flow to the Company. Sales returns and allowances are treated as reductions to revenue and are provided for based on historical experience and current estimates.

License fees are earned based on the terms of the contract defined there and the non-refundable nature of payments made.

### **4. Future Changes in Accounting Policies**

#### **IFRS 9 - Financial Instruments**

IFRS 9, Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015, with early adoption permitted. The Company is currently assessing the impact of IFRS 9 on its results of operations and financial position.

#### **IFRS 10 Consolidated Financial Statements**

IFRS 10 Consolidated Financial Statements ("IFRS 10") provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 *Consolidated and Separate Financial Statements*. The Company has not yet determined the impact of IFRS 10 on its financial statements.

## Biosenta Inc.

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

### 4. Future Changes in Accounting Policies (Continued)

#### IFRS 11 Joint Arrangements

IFRS 11 *Joint Arrangements* (“IFRS 11”) replaces the guidance in IAS 31 *Interests in Joint Ventures*. Under IFRS 11, joint arrangements are classified as either joint operations or joint ventures. IFRS 11 essentially carves out of previous jointly controlled entities, those arrangements which although structured through a separate vehicle, such separation is ineffective and the parties to the arrangement have rights to the assets and obligations for the liabilities and are accounted for as joint operations in a fashion consistent with jointly controlled assets/operations under IAS 31. In addition, under IFRS 11 joint ventures are stripped of the free choice of equity accounting or proportionate consolidation; these entities must now use the equity method.

Upon application of IFRS 11, entities which had previously accounted for joint ventures using proportionate consolidation shall collapse the proportionately consolidated net asset value (including any allocation of goodwill) into a single investment balance at the beginning of the earliest period presented. The investment’s opening balance is tested for impairment in accordance with IAS 28 *Investments in Associates* and IAS 36 *Impairment of Assets*. Any impairment losses are recognized as an adjustment to opening retained earnings at the beginning of the earliest period presented. The Company has not yet determined the impact of IFRS 11 on its financial statements.

#### IFRS 13 – Fair Value Measurement

IFRS 13, Fair Value Measurement (“IFRS 13”) was issued by the IASB on May 12, 2011. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company is currently assessing the impact of IFRS 13 on its results of operations and financial position.

### 5. Amounts receivable

	As at September 30 2013 \$	As at September 30 2012 \$
Accounts receivable	3,335	-
Sales tax receivable	89,324	45,025
	<b>92,659</b>	<b>45,025</b>

### 6. Inventory

	As at September 30 2013 \$	As at September 30 2012 \$
Finished goods	134,750	-
Raw materials	11,846	-
	<b>146,596</b>	<b>-</b>

## Biosenta Inc.

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

### 7. Loan receivable

	As at September 30 2013 \$	As at September 30 2012 \$
Loan receivable	-	60,000

Loan balance was unsecured, non-interest bearing, and had no specific terms of repayment. An officer of Company repaid the loan during the year ended September 30, 2013.

### 8. Intangible assets

The intangible assets are comprised as follows:

	Total
<b>Balance September 30, 2011</b>	<b>\$ 125,000</b>
Acquisition of license	3,060,000
Impairment of interim license	(125,000)
<b>Balance, September 30, 2012</b>	<b>3,060,000</b>
Payment accrued under interim licenses	150,000
Impairment of interim license	(150,000)
<b>Balance, September 30, 2013</b>	<b>3,060,000</b>

On June 7, 2011, the Company entered into an exclusive world-wide interim license agreement with Marcus Martin, a Director of the Company, with respect to certain intellectual property rights held by Mr. Martin relating to a process for the manufacture of anti-microbial filler product (the "MM License Agreement"). Effective October 3, 2011, the License Agreement was amended and restated to add Edward Pardiak, a Director of the Company as a co-licensor and was again amended and restated on April 10, 2012 to add 2320696 Ontario Inc. and 2262554 Ontario Inc., as a co-licensor. Marcus Martin and Edward Pardiak, control 2320696 Ontario Inc. and 2262554 Ontario Inc. through holding companies controlled by them. The consideration payable for the acquisition of the MM License Agreement was \$150,000 payable in installments of \$50,000 (\$50,000 paid). The consideration payable was superseded by the Amended and Restated License Agreement dated May 1, 2012 to an aggregate payment of \$300,000, \$50,000 having been paid in 2011, \$100,000 payable on or before the date that is 30 days after the Company receives payment for its first shipment having an aggregate purchase price in excess of \$200,000, with the balance of \$150,000 payable on the date that is 90 days after the Company receives payment for such first shipment. The Company has accrued the full amount as of September 30, 2013.

The Company exercised its right to convert the interim license granted on June 7, 2011, as amended and restated, 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 MM License Agreement, the Company issued 20,000,000 fully paid and non-assessable Class A shares of the Company to the Licensors valued at \$3,060,000 based on the value of the most recently completed private placement share



## **Biosenta Inc.**

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### **8. Intangible assets (continued)**

price of \$0.153. The effective date for the issuance of the Class A shares and the acquisition of the License was April 10, 2012. The License is subject to royalties payable equal to 7% to 25% of the amount the gross margin actually received by the Company on the sale of the licensed products based on gross margin as a percentage.

As a result of the exercise of the License, the interim license was impaired as it was replaced by the License and therefore, the Company charged the balance of \$150,000 (2012 - \$125,000) to the statement of operations during 2013.

On November 26, 2010, the Company entered into an exclusive License Agreement with Rx 110 Inc. to manufacture, import, market and sell in Canada filler products for stopping mould at source. Pursuant to the terms of the License Agreement the Company issued 10,000,000 Class A shares in the capital of the Company as directed by Rx 110 Inc. with a fair value of \$200,000 and granted an ongoing royalty equal to 3% of all revenues generated from the sale of products under the license. On June 3, 2011 the Company received notice of revocation of the License Agreement from Rx 110 Inc. The Company had not received any prior notice of any breach or default under the License Agreement, therefore an impairment charge was recognized for the full carrying amount of the License Agreement during the year. Mr. Meade agreed to surrender his director position for a payment of \$25,000, which was included in management and consulting fees. Of the 10,000,000 Class A shares issued as consideration for the license, 854,824 were issued to current directors of the Company on Rx 110 Inc.'s direction. These shares were purchased for cancellation as described in Note 13(i).

The 20,000,000 Class A shares have been held in escrow subject to an escrow agreement, dated April 10, 2012. The Class A shares shall not be released from escrow prior to the third anniversary of the date of the agreement and following the third anniversary of the date, they shall be released as to 1/8 of the original number of escrowed Class A shares on the first day of the commencement of each financial quarter of the Company.

In January 2013 the Company announced that it had entered into a non-binding contract with New South Biolabs ("Biolabs") pursuant to which Biolabs would become the Company's strategic logistics management partner responsible for enterprise resource planning, production and customer relationship management as pertaining to all "Zeromold" products destined for the southern United States, Mexico, South America and the Caribbean. Biolabs will also purchase Biosenta's first scale unit ringed product system and allocate resources to establish a facility for the Company's patented ringed product in the United States. Completion of the transaction is subject to a number of conditions, including completion of satisfactory due diligence reviews by both parties, negotiation and entering into definitive documents respecting the transactions acceptable to all parties, and obtaining all required approvals upon execution of definitive document respecting the transaction. Biolabs will pay Biosenta royalties on all products sold and a \$600,000 non-refundable fee, of which \$350,000 has been received to date. Of this amount, \$300,000 is reflected as revenue and the remaining \$50,000 is an advance of the remaining fee which will be earned upon obtaining approval to sell the product in the United States.



## Biosenta Inc.

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

### 9. Equipment

Equipment and fixtures consists of the following:

<b>Cost</b>	<b>Furniture &amp; Equipment</b>	<b>Leasehold Improvements</b>	<b>Computer Equipment</b>	<b>Total</b>
Balance September 30, 2011	\$ 69,348	\$ -	\$ 3,151	\$ 72,499
Additions	169,019	187,955	5,827	362,801
Disposals	-	-	-	-
Other	-	-	-	-
Balance September 30, 2012	\$238,367	\$187,955	\$8,978	\$435,300
Additions	118,044	71,521	-	189,565
Disposals	-	-	-	-
Other	-	-	-	-
Balance, September 30, 2013	\$356,411	\$259,476	\$8,978	\$624,865

<b>Accumulated Amortization</b>	<b>Furniture &amp; equipment</b>	<b>Leasehold improvements</b>	<b>Computer Equipment</b>	<b>Total</b>
Balance September 30, 2011	\$935	-	\$709	\$1,644
Additions	1,682	-	2,410	4,092
Disposals	-	-	-	-
Other	-	-	-	-
Balance September 30, 2012	\$2,617	-	\$3,119	\$5,736
Additions	1,200	-	2,960	4,160
Disposals	-	-	-	-
Other	-	-	-	-
Balance, September 30, 2013	\$3,817	-	\$6,079	\$9,896

Net book value at September 30, 2011	\$ 68,413	-	\$ 2,442	\$ 70,855
Net book value at September 30, 2012	\$ 235,750	\$ 187,955	\$ 5,859	\$ 429,564
Net book value at September 30, 2013	\$ 352,594	\$ 259,476	\$2,899	\$ 614,969

### 10. Accounts Payable and Accruals

Accounts payable and accruals consist of the following:

	<b>As at September 30 2013 \$</b>	<b>As at September 30 2012 \$</b>
Trade payables	1,947,013	557,109
Payroll government remittances	60,546	11,511
Accrued liabilities and other	130,104	263,369
Share subscription receipts received (i)	258,250	721,062
Total	2,395,913	1,553,051

(i) See subsequent event note 20

## Biosenta Inc.

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### 11. Related Party Transactions

In fiscal 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, 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 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 Licensors' obligations under the MM License Agreement. Two of the licensors are also directors of the Company. The remaining obligation of \$250,000 for the interim license fee was accrued as of September 30, 2013 and subsequently settled by the issuance of Class A shares.

- (i) Included in accounts payable and accrued liabilities as at September 30, 2013 is \$1,284,995 (September 2012 - \$163,590) owing to directors and companies controlled by directors of the Company. These amounts are unsecured, non-interest bearing with no fixed terms of repayment.
- (ii) The loan receivable (note 7) was received during the year from a director of the Company.

#### Compensation of key management personnel of the Company

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

	2013	2012
Short-term compensation (i)	\$ 771,417	\$ 694,275
Stock-based compensation (ii)	189,248	\$ 173,752
	<u>\$ 960,665</u>	<u>\$ 868,027</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.

### 12. Loan Payable

The loan payable unsecured, non-interest bearing and no specific terms of repayment and represents deposits received for unissued share capital subsequently refunded.

## Biosenta Inc.

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

### 13. Share Capital

#### Authorized:

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. **Issued and outstanding: Class A Shares**

	Number of shares	Amount
<b>Balance, September 30, 2011</b>	<b>36,772,503</b>	<b>\$ 2,204,574</b>
<b>Balance, September 30 2012</b>	<b>51,314,320</b>	<b>\$ 5,515,506</b>
<b>Balance, September 30, 2013</b>	<b>58,427,327</b>	<b>\$ 6,492,066</b>

- (i) The Company entered into an exclusive license agreement (the “RX License Agreement”) with RX110 Inc. (“RX”) to manufacture, import, market and sell in Canada filler products for stopping mould at source (the “RX Products”). Pursuant to the terms of the RX License Agreement, and as partial consideration for RX entering into the RX License Agreement, the Company issued 10,000,000 Class A shares with a fair value of \$200,000 based on the fair market value of \$0.02 per Class A shares and granted an ongoing royalty equal to 3% of revenues generated by the Company from the sale of RX Products. The term of the RX License Agreement was to expire upon the expiration of the last of the RX patents.

The Company announced that it had received notice of revocation of the RX License Agreement from RX. The Company announced that they had not received any prior notice of any breach of default under the RX License Agreement. The Company announced it had commenced legal proceedings against Donald Mark Meade, RX, RX100 Inc. and certain other persons and entities (the “Defendants”) in connection with the revocation of the RX License Agreement (the “Meade Litigation”). In the statement of claim, the Company sought, among other remedies, damages and the return and cancellation of the shares issued by the Company in consideration for the RX License Agreement. The Company obtained an interim order of the Ontario Superior Court of Justice – Commercial List, on a without notice basis, in the form of a temporary injunction restraining the Defendants from selling, encumbering or otherwise dealing with any shares of the Company in their possession or control. The injunction was subsequently extended by the court until further notice.

On March 7, 2012, the Company announced that it had reached a binding settlement of this litigation in respect of the intellectual property license granted by RX110 Inc. to the Company. Pursuant to the terms of the settlement agreement, the Defendants agreed to deliver to the Company 8,412,506 Class A shares for cancellation. During 2012, 8,398,359 of these shares were cancelled.

## **Biosenta Inc.**

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### **13. Share Capital (continued)**

- (ii) In December 2011, 854,824 Class A shares were purchased for cancellation for consideration of \$30 cash and cancellation of the \$100,000 loan receivable to current directors of the Company.
- (iii) In November 2011, the Company issued 62,500 units at \$0.20 per unit for aggregate consideration of \$12,500, each unit consisting of one Class A Share and one Class A share purchase warrant. Each warrant entitles the holder to purchase one additional Class A share in the capital of the Corporation at an exercise price of \$0.30 per warrant to the extent such warrant is exercised on or before the date that is 18 months from the closing of the Offering.
- (iv) On February 22, 2012, the Company issued 1,830,000 units at \$0.20 per unit for aggregate consideration of \$366,000, each unit consisting of one Class A share and one Class A share purchase warrant. Each warrant entitles the holder to purchase one additional Class A share in the capital of the Corporation at an exercise price of \$0.30 per warrant to the extent such warrant is exercised on or before the date that is 18 months from the closing of the Offering.

In connection with the issue and sale of certain of the Units in the Offering, the Company paid a finder's fee consisting of 57,500 Units valued at \$11,500.

- (v) On April 2, 2012, the Company issued 1,782,500 units at \$0.20 per unit for aggregate consideration of \$356,500, each unit consisting of one Class A share and one Class A share purchase warrant ("Units"). Each warrant entitles the holder to purchase one additional Class A share in the capital of the Corporation at an exercise price of \$0.30 per warrant to the extent such warrant is exercised on or before the date that is 18 months from the closing of the Offering.

In connection with the issue and sale of certain of the Units in the Offering, the Company paid a finder's fee consisting of 62,500 Units valued at \$12,500.

- (vi) On November 28, 2012, the Company issued 6,313,003 units at \$0.20 per unit for aggregate consideration of \$1,262,600, each unit consisting of one Class A share and one Class A share purchase warrant. Each warrant entitles the holder to purchase one additional Class A share in the capital of the Corporation at an exercise price of \$0.30 per warrant to the extent such warrant is exercised on or before the date that is 18 months from the closing of the Offering.
- (vii) On February 4, 2013, the Company issued 800,004 units at a price of \$0.15 per unit for gross proceeds of \$120,000. Each unit consists of one Class A Share and one half of one Class A Share purchase warrant. Each whole warrant will entitle the holder to purchase one additional Class A Share in the capital of the Corporation at an exercise price of \$0.20 per Warrant Share to the extent such Warrant is exercised on or before the date that is 18 months from the closing of the Offering.

## Biosenta Inc.

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

### 14. Warrant Reserve

The movements in the number and estimated fair value of outstanding broker warrants and share purchase warrants are as follows:

	September 30, 2013		September 30, 2012	
	Number Outstanding	Weighted Average Exercise Price	Number Outstanding	Weighted Average Exercise Price
Balance, beginning of the year	13,217,500	\$0.30	9,422,500	\$0.30
Issued	6,771,671	0.29	3,795,000	\$0.30
Exercised	-	-	-	-
Expired	(2,852,500)	0.32	-	-
Balance, end of year	17,136,671	\$0.29	13,217,500	\$0.30

The exercise price, expiry date, and the outstanding warrants issued and outstanding as at September 30, 2013 are as follows:

Expiry Date	Weighted Average Exercise Price \$	Grant Date Fair Value \$	Warrants Outstanding	Contractual Life (years)
July 22, 2014	0.30	376,233	7,900,000	0.81
July 22, 2014	0.20	58,528	620,000	0.81
October 2, 2013*	0.30	87,764	1,845,000	0.01
May 30, 2014	0.30	355,800	6,313,003	0.66
August 7, 2014	0.20	20,640	458,668	0.85
	0.29	898,965	17,136,671	0.67

\*Expired unexercised subsequent to September 30, 2013

The fair value of the warrants issued during the year ended September 30, 2013 and 2012 were estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2013	2012
Risk free interest rate	1.06%	1.07
Expected dividend yield	Nil	Nil
Expected volatility	125%	105%
Expected life	1.5 years	1.5 years

Option pricing models require the input of subjective assumptions regarding the expected volatility. Changes in assumptions can materially affect the estimate of fair value, and therefore, use of Black-Scholes option pricing model, may not provide a realistic measure of the fair value of the Company's warrants at the date of issue.

## Biosenta Inc.

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

### 15. Equity Reserve and Stock-Based Compensation

The Company has a stock option plan (the “Plan”), under which the Company may grant options to directors, officers, employees, and third party service providers. Under the terms of the Plan that was approved by the shareholders on May 24, 2012, the Company is authorized to issue a maximum of 10% of the issued and outstanding shares.

The purpose of the Plan is to attract, retain and motivate directors, officers, and certain third party service providers by providing them with the opportunity to acquire a proprietary interest in the Company and benefit from its growth. The options granted under the Plan are non-assignable, have a term of 5 years and vest over periods of up to three years from the date of issue.

Share based payment activity for the years ended September 30, 2013 and 2012 are summarized as follows:

	September 30, 2013		September 30, 2012	
	Number Outstanding	Weighted Average Exercise Price	Number Outstanding	Weighted Average Exercise Price
Balance, beginning of the year	4,150,000	\$0.21	2,750,000	\$ 0.22
Granted	1,080,000	0.20	1,400,000	0.20
Expired	(300,000)	0.20	-	-
Balance, end of year	4,930,000	\$0.21	4,150,000	\$0.21

Options to purchase common shares outstanding at September 30, 2013 carry exercise prices and remaining terms to maturity as follows:

Expiry Date	Exercise Price \$	Options Outstanding	Options Exercisable	Grant Date Weighted Average Fair Value per option \$	Weighted Average Remaining Contractual Life (years)
April 13, 2016	0.25	1,000,000	1,000,000	0.139	2.54
August 16, 2016	0.20	1,750,000	1,312,500	0.128	2.88
November 8, 2016	0.20	100,000	33,333	0.110	3.11
August 8, 2017	0.20	700,000	466,667	0.150	3.86
August 23, 2017	0.20	300,000	100,000	0.150	3.90
February 4, 2018	0.20	580,000	435,000	0.160	4.35
March 22, 2018	0.20	500,000	-	0.130	4.50
	0.21	4,930,000	3,347,500	0.21	3.35

During the year ended September 30, 2013, the Company granted 1,080,000 (2012 – 1,400,000) new options with a weighted-average price of \$0.20 per share (2012 – \$0.20). The fair value of the options issued during the years ended September 30, 2013 and 2012 were estimated using the Black-Scholes option pricing model with the following assumptions:

## Biosenta Inc.

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

### 15. Equity Reserve and Stock Based Compensation (continued)

	2013	2012
Risk free interest rate	1.77%	1.31%
Expected dividend yield	Nil	Nil
Expected volatility	140%	105%
Expected life	5 years	5 years

Option pricing models require the input of subjective assumptions regarding the expected volatility. Changes in assumptions can materially affect the estimate of fair value, and therefore, use of Black-Scholes option pricing model, may not provide a realistic measure of the fair value of the Company's options at the date of issue.

### 16. Commitments and Contingencies

#### Operating Lease Commitments

Minimum payments due under operating leases in respect of office space and office equipment are set out below.

<b>2014</b>	<b>85,660</b>
<b>2015</b>	<b>53,307</b>
<b>2016</b>	<b>48,865</b>
	<b>\$ 187,832</b>

Amounts recognized as expense were as follows:

	<b>For the year September 30 2013</b>	For the year September 30 2012
	<b>\$</b>	<b>\$</b>
	<b>88,601</b>	35,131

The Company currently has an employment agreement with the provision of termination and change of control benefits with an officer of the Company. The agreement for the officer provides that in the event that their employment is terminated by the Company other than for cause then the officer shall be entitled to a lump sum payment amount equal to the greater of (i) the annual base salary plus the annual bonus received by the Officer during the year multiplied by the number of remaining years of the then current term of the employment agreement and (ii) three times the annual compensation of the Officer plus continuation of employment benefits for the remainder of the term of the employment agreement in effect immediately prior to termination. The additional commitments total approximately \$912,500. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements.

The Company is party to various claims and proceedings arising in the normal course of business. Currently, the Company is seeking damages from and want to void a consulting arrangement signed in 2011. The Defendants have counterclaimed against the Company for breach of contract and misrepresentation. Management's position is that the counter claim is without merit that and the Company has a meritorious claim against the Defendants and meritorious defense to the counterclaim.

## Biosenta Inc.

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

### 17. Income Taxes

#### a) Provision for Income Taxes - Current

Major items causing the Company's income tax rate to differ from the Canadian statutory rate of approximately 26.5% (2012 – 26.25%) were as follows:

	2012	2012
Loss before recovery of income taxes	\$ (2,282,911)	\$ (2,324,004)
Statutory rate applied to loss for the year before income taxes	\$(605,000)	\$ (621,700)
Increase (decrease) in taxes resulting from:		
Non-deductible stock-based compensation	74,000	48,500
Deductible share issue costs	(8,700)	(8,900)
Other items	3,700	3,800
Change in tax rates	(38,500)	37,300
Tax benefits not realized	574,500	541,000
Deferred income tax recovery (expense)	\$ -	\$ -

The 2013 statutory tax rate of 26.5% differs from the 2012 statutory tax rate of 26.25% because of the change in federal and provincial substantively enacted tax rates.

#### b) Deferred Income Taxes Assets

Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2012	2011
Equipment	\$ 128,000	\$ 31,000
Non-capital losses	5,233,000	856,300
Share issue costs	113,000	31,500
Cumulative eligible capital	339,000	47,400
Capital losses	6,000	800
Deductible temporary differences	\$ 5,819,000	\$ 967,000

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits there from.



## **Biosenta Inc.**

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### **17. Income taxes (Continued)**

#### **c) Tax Loss Carry-Forwards**

Any non-capital losses that may be utilized to reduce taxable income in Canada in future years expire at the end of the following years:

2025	\$52,600
2026	26,100
2027	68,300
2028	77,000
2030	92,300
2031	1,069,700
2032	2,039,400
2033	1,800,100
	<hr/>
	\$ 5,225,500

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### **18. Financial Risk Factors**

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

#### ***Credit risk***

The Company's credit risk is primarily attributable to other receivables and receivable from the refund of sales taxes. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to financial instruments included in other is remote. No balances are considered past due or impaired.

#### ***Liquidity risk***

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet current liabilities when due. As at September 30, 2013, the Company had a cash balance of \$2,774 (September 30, 2012 - \$19,536) to settle current liabilities of \$2,395,913 (September 30, 2012 - \$1,558,051). The Company may not have sufficient cash reserves to fund its product development programs, administrative costs and other obligations for the coming fiscal year. Management is actively involved in developing and bringing their products to market, and in seeking new equity financing to enable it to service the Company's liabilities and its ongoing administrative costs. There can be no assurance that the Company will be successful in these initiatives. All of the Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms (see Note 20).

## **Biosenta Inc.**

Notes to the Financial Statements

For the year ended September 30, 2013 and 2012

(Expressed in Canadian dollars, unless otherwise stated)

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### **18. Financial Risk Factors (Continued)**

#### ***Market risk***

##### ***(a) Interest rate risk***

The Company has no indebtedness to lenders or financial institutions. The Company's current policy is to invest excess cash in investment-grade, short-term deposit certificates issued by its banking institutions.

### **19. Capital Management**

Capital is defined as share capital, warrant reserve and equity reserve. The Company's objectives when managing capital are to maintain an appropriate balance between holding a sufficient amount of capital to support its operations as a going concern, and providing shareholders with a prudent amount of leverage, as and when required, to enhance returns. There have been no changes since the prior year.

The intellectual property in which the Company has acquired through a license agreement is currently in the development stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned development and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurances that the Company will be able to continue raising equity capital in this manner. The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major Canadian financial institutions

The Company is not subject to any regulatory or contractual capital obligations of material consequence.

### **20. Subsequent event**

#### **October 2013 Financing:**

The Company closed a private placement for 6,522,892 units at a price of \$0.15 cents per unit on October 10, 2013. The company issued 6,522,892 units, each unit consisting of one Class A share and one-half of one Class A share purchase warrant. Each whole warrant will entitle the holder to purchase one additional Class A share in the capital of the company at an exercise price of \$0.20 cents per warrant share to the extent such warrant is exercised on or before the date that is 18 months from October 10, 2013. Of the \$978,433 of units sold, \$743,184 of the aggregate subscription price of the units was satisfied by the set-off of existing accounts payable owed by the Company to certain subscribers.

#### **January 2014 Financing:**

The Company announced it has arranged a private placement of up to 7.5 million units at a price of \$0.15 cents per unit for gross proceeds of up to \$1,120,000. Each unit consists of one Class A share and one-half of one Class A share purchase warrant. Each whole warrant will entitle the holder to purchase one additional Class A share in the capital of the corporation at an exercise price of \$0.20 cents per warrant share to the extent such warrant is exercised on or before the date that is 18 months from the closing date of the offering. The private placement is expected to close within the next 30 days.

**Biosenta Inc.**

Notes to the Financial Statements

*For the year ended September 30, 2013 and 2012*

*(Expressed in Canadian dollars, unless otherwise stated)*

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**20. Subsequent Events (Continued)****Options**

The Company announced January 2014 that it has granted a total of 450,000 stock options to purchase Class A shares of the company to employees of the company. The stock options have an exercise price of \$0.15 cents per share, they vest one-third immediately and one-third on each of the first and second anniversaries of the grant date, and they have a term of five years. The stock options were granted under the company's stock option plan.