

# RXT 110 INC.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

The following discussion and analysis of the financial results for the interim period ended March 31, 2012 should be read in conjunction with the Company's unaudited interim statements and related notes contained in this report and audited financial statements for the year ended September 30, 2011.

## **RISK AND UNCERTAINTIES**

Certain statements included in this discussion may constitute forward-looking statements that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance of achievements of the Company, or industry results, to be materially different from any future results, performance and achievements expressed or implied by such forward-looking statements. Such factors include changes in government regulations, general economic conditions and business conditions, which among other things may affect demand for the Company's activities and the ability of the Company to implement its business strategy.

## **RESULTS OF OPERATIONS**

The interim statements of operations indicate net loss of \$328,908 for the three month period ended March 31, 2012.

### **QUARTERLY INFORMATION**

Quarter Ended	Total Revenue	Net Loss	Net Loss per Share
March 31, 2012	0	328,908	0.01118
December 31, 2011	0	360,431	0.01002
September 30, 2011	0	845,648	0.03094
June 30, 2011	0	190,768	0.00675
March 31, 2011	0	45,224	0.00165
September 30, 2010	0	481,873	0.02758
June 30, 2010	0	4,037	0.00023
March 31, 2010	0	2,599	0.00015

## **LIQUIDITY**

RXT 110 Inc.'s working capital stands at \$153,293 compared to a deficiency of \$90,107 in the beginning of the period, comprised of cash, accounts receivable and prepaid expenses.

## **IMPORTANT TRANSACTIONS**

On April 2, 2012, the Company announced the closing of the third tranche of the private placement of up to 14,135,000 units at a price of \$0.20 for gross proceeds of up to \$2,827,000 ("the Offering") announced July 14, 2011. The Company issued and sold 1,805,000 units for aggregate consideration of \$361,000, each unit consisting of one Class A Share and one Class A Share purchase warrant ("Unit"). Each warrant will entitle the holder to purchase one additional Class A Share in the capital of the Corporation (a "Warrant Share") at an exercise price of \$0.30 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.

In connection with the issue and sale of certain of the Units in the Offering, the Company paid a finder's fee, in Units, for aggregate consideration of \$12,500. All securities issued will be subject to a four-month hold period. The proceeds will be used for working capital purposes and in furtherance of the Company's activities in connection with the license agreement.

On April 10, 2012, the Company amended and restated a license agreement with respect to the license of certain intellectual property. The amended and restated license agreement is substantially the same as the original license agreement except a co-licensor has been added as a party to the agreement, certain intellectual property not originally covered by the license agreement has been added, including intellectual property not originally covered by the license agreement has been added, including intellectual property utilized in the manufacture of Zeromold, and the aggregate interim license consideration has been increased to \$300,000. The Company has made payments aggregating to \$50,000 towards satisfying the interim license consideration and a further payment of (a) \$100,000 was due on May 1, 2012 and (b) a final payment of \$150,000 is due on September 30, 2012.

This license was converted on April 10, 2012 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 and completed the acquisition of the License, representing approximately 35.8% of the total issued and outstanding Common Shares. In connection therewith, the respective parties have also entered into a securities pledge agreement and an escrow agreement respecting the share consideration providing that the share consideration shall remain in escrow for a period of three years and thereafter will be released in equal installments as to one eighth of the original number of the escrowed securities on the first day of the commencement of each financial quarter of the Company.

Effective April 24, 2012, Soberman LLP resigned as auditors of RXT 110 Inc. at the Corporation's request. At the annual meeting of shareholders of the Corporation held on May 24, 2012, the accounting firm of McGovern, Hurley, Cunningham, LLP, Chartered Accountants was appointed as auditors for the Corporation for the fiscal year ending September 30, 2012.

On May 15, 2012, the Company cancelled a total of 5,284,433 shares remaining from a binding settlement reached on March 7, 2012 of the litigation against Donald Meade, Rx110 Inc, Rx100 Inc. and certain other persons and entities (the "Defendants") in respect of an intellectual property license granted by RX110 Inc. to the Company.

On May 24, 2012, it was resolved by the shareholders at the annual general meeting of the shareholders, that the Company's 2011 employee stock option plan be adopted and approved.

On May 24, 2012, it was also resolved at the annual general meeting of the shareholders, by a special resolution of the shareholders, that the articles of the Company be amended to change the Company's name to Biosenta Inc. under the *Business Corporations Act* (Ontario).

### **DISCLOSURE OF OUTSTANDING SHARE DATA**

The Company can issue an unlimited number of Class A shares, voting and participating. As at the date hereof 52,161,820 shares were issued.

### **ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE**

This Management's Discussion and Analysis has been prepared as at May 30, 2012. Additional information on the Company is available through regular filings of press releases; financial statements and its annual information posted on SEDAR ([www.sedar.com](http://www.sedar.com)).