

# **Biosenta Inc.**

Consolidated Financial Statements  
For the years ended September 30, 2020 and 2019  
(Expressed in Canadian dollars)

## Independent Auditor's Report

To the Shareholders of Biosenta Inc.

### Opinion

We have audited the consolidated financial statements of Biosenta Inc. (the "Company"), which comprise the consolidated statement of financial position as at September 30, 2020 and 2019, and the consolidated statements of comprehensive loss, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at September 30, 2020 and 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss in the past and currently has an accumulated deficit of \$11,420,718. As stated in Note 1, these events or conditions, along with other matters indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Information

Management is responsible for the other information. The other information comprise:

- Management's Discussion and Analysis; and

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Nick Miseros.



Licensed Public Accountants  
Toronto, Ontario  
January 27, 2021

## Biosenta Inc.

### Consolidated Statements of Financial Position

(Expressed in Canadian dollars, unless otherwise stated)

	September 30, 2020 \$ Audited	September 30, 2019 \$ Audited
<b>ASSETS</b>		
Current		
Cash	44,307	9,647
Accounts receivable	1,639	—
Inventory (Note 5)	31,186	—
Prepaid expenses	2,498	—
Other receivables	29,203	9,901
	108,833	19,548
Intangible asset (Note 6)	1	1
Property and equipment (Note 7)	—	—
Total assets	108,834	19,549
<b>LIABILITIES</b>		
Current		
Accounts payable and accrued liabilities (Note 8)	927,784	582,125
Payable from restructuring proposal (Note 9)	254,092	254,092
Loans (Note 10)	27,447	133,478
Joint venture advances (Note 11)	727,500	445,000
	1,936,823	1,414,695
Long term loan (Note 13)	40,000	—
Convertible debentures (Note 14)	—	38,842
Total liabilities	1,976,823	1,453,537
<b>SHAREHOLDERS' DEFICIT</b>		
Share capital (Note 15)	9,362,634	9,144,029
Warrants (Note 17)	140,285	—
Equity reserves (Note 16)	49,810	49,810
Equity component of convertible debentures	—	30,983
Deficit	(11,420,718)	(10,658,810)
Total shareholders' deficit	(1,867,989)	(1,433,988)
Total liabilities and shareholders' deficit	108,834	19,549

Nature of operations and going concern (Note 1)

Commitments and contingencies (Note 18)

Subsequent event (Note 22)

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

Approved by the Board of Directors

Signed "Am Gill" CEO and President

Signed "Ed Korhonen" Director

**Biosenta Inc.****Consolidated Statements of Operations and Comprehensive Income (Loss)**

(Expressed in Canadian dollars, unless otherwise stated)

	Year ended September 30, 2020 \$	Year ended September 30, 2019 \$
<b>Sales</b>	<b>1,530</b>	—
Cost of sales	1,475	—
<b>Gross Profit</b>	<b>55</b>	—
<b>Administrative expenses</b>		
Professional fees	106,693	96,520
Salaries, management and consulting fees (Note 12)	458,442	164,827
Office and general	29,800	86,267
Insurance	22,686	16,313
Product development costs	33,392	43,745
Stock transfer fees	24,084	24,944
Sales and marketing	50,606	80,110
Travel	2,945	21
<b>Total expenses</b>	<b>728,648</b>	512,747
<b>Net loss from operations</b>	<b>(728,593)</b>	(512,747)
<b>Other expenses (income)</b>		
Interest and accretion expense (Note 14)	37,653	15,463
Exchange (income) loss	1,509	1,873
Gain from settlement of debts from restructuring proposal	(5,847)	—
<b>Total other (income) / expenses</b>	<b>33,315</b>	17,336
Income tax expense (recovery) (Note 21)	—	—
<b>Net loss and comprehensive loss</b>	<b>(761,908)</b>	(530,083)
<b>Loss per common share - basic and diluted</b>	<b>(0.05)</b>	(0.04)
<b>Weighted average number of common shares - basic and diluted</b>	<b>15,994,173</b>	14,062,663

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

**Biosenta Inc.****Consolidated Statements of Changes in Shareholders' Equity (Deficiency)**

(Expressed in Canadian dollars, unless otherwise stated)

	Share Capital		Warrants	Equity reserve	Equity component of convertible debentures	Accumulated deficit	Total
	Shares	Amount					
	#	\$	\$	\$	\$	\$	\$
<b>As at September 30, 2018</b>	14,062,663	9,144,029	—	49,810	30,983	(10,128,727)	(903,905)
Net loss for the year	—	—	—	—	—	(530,083)	(530,083)
<b>As at September 30, 2019</b>	<b>14,062,663</b>	<b>9,144,029</b>	<b>—</b>	<b>49,810</b>	<b>30,983</b>	<b>(10,658,810)</b>	<b>(1,433,988)</b>
Shares issued to settle liabilities	3,279,075	327,907	30,983	—	(30,983)	—	327,907
Fair value of warrants issued to settle liabilities	—	(109,302)	109,302	—	—	—	—
Net loss for the year	—	—	—	—	—	(761,908)	(761,908)
<b>As at September 30, 2020</b>	<b>17,341,738</b>	<b>9,362,634</b>	<b>140,285</b>	<b>49,810</b>	<b>—</b>	<b>(11,420,718)</b>	<b>(1,867,989)</b>

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

## Biosenta Inc.

### Consolidated Statements of Cash Flows

(Expressed in Canadian dollars, unless otherwise stated)

	Year ended September 30, 2020 \$	Year ended September 30, 2019 \$
<b>Operating activities</b>		
Net loss and comprehensive loss for the year	(761,908)	(530,083)
<i>Adjustments for items not affecting cash:</i>		
Accretion expenses	21,158	8,073
<i>Changes in working capital items:</i>		
Inventory	(31,186)	—
Accounts receivable	(1,639)	—
Prepaid expenses	(2,498)	—
Other receivables	(19,302)	(3,336)
Accounts payable and accrued liabilities	475,646	198,615
Cash used in operating activities	(319,729)	(326,731)
<b>Financing activities</b>		
Loans (Note 10)	31,889	100,001
Advances from joint venture (Note 11)	282,500	225,000
Long term loan (Note 13)	40,000	—
Cash provided by financing activities	354,389	325,001
<b>Net increase in cash</b>	<b>34,660</b>	<b>(1,730)</b>
<b>Cash and cash equivalents, beginning of the year</b>	<b>9,647</b>	<b>11,377</b>
<b>Cash and cash equivalents, end of the year</b>	<b>44,307</b>	<b>9,647</b>

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

## **Biosenta Inc.**

Notes to the Consolidated Financial Statements

For the years September 30, 2020 and 2019

(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 listed on the Canadian Securities Exchange (“CSE”) under the symbol "ZRO". The Company's registered address is 18 Wynford Drive, Suite 794, Toronto, Ontario, M3C 3S2. 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 Company is engaged in developing sales for *True* product lines and the development for commercial applications of its technology to produce an anti-microbial Tri-Filler product.

#### **Going concern**

During the year ended September 30, 2020, the Company reported net loss of \$761,908 and a working capital deficit of \$1,827,990.

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 represents material uncertainties, cast significant doubt over the ability of the Company to continue as a going concern. These consolidated 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, 2020 from existing cash and advances from joint venture (See Note 11). 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, as well as seeking new debt and equity financing to enable it to service the Company’s liabilities and its ongoing administrative costs. Management believes the Company will continue as a going concern due to the Company’s ability to obtain funding through the issuance of debt and equity instruments.

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

#### **Statement of Compliance**

These consolidated 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 consolidated financial statements.

The Board of Directors of the Company authorized these consolidated financial statements for issuance on January 27, 2021.



## **Biosenta Inc.**

Notes to the Consolidated Financial Statements

For the years September 30, 2020 and 2019

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## **2. Basis of Presentation (continued)**

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

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

### **Basis of consolidation**

These consolidated financial statements include the accounts of the Company, which is incorporated in Canada, and its wholly-owned subsidiary, Biosenta U.S.A. Inc. which is incorporated in the United States. All inter-company balances and transactions are eliminated on consolidation. These consolidated financial statements include all assets, liabilities, expenses, and cash flows of the Company and its subsidiary after eliminating inter-company balances and transactions.

### **Covid-19 Pandemic**

On March 11, 2020, the World Health Organization declared the ongoing COVID-19 outbreak as a global health emergency. This resulted in governments worldwide enacting emergency measures to combat the spread of the virus, including the closure of certain non-essential businesses.

During the year ended September 30, 2020, the pandemic did not have a material impact on the Company's operations. As at September 30, 2020, the Company did not observe any material impairment of its assets or a significant change in the fair value of assets due to the COVID-19 pandemic. The Company has taken steps to minimize the potential impact of the pandemic including safety measures with respect to personal protective equipment, the reduction in travel and the implementation of a virtual office including regular video conference meetings and participation in virtual Company events, trade shows, customer meetings and other virtual events.

Due to the rapid developments and uncertainty surrounding COVID-19, it is not possible to predict the impact that COVID-19 will have on the Company's business, financial position and operating results in the future. In addition, it is possible that estimates in the Company's financial statements will change in the near term as a result of COVID-19 and the effect of any such changes could be material, which could result in, among other things, impairment of long-lived assets including intangibles and goodwill. The Company is closely monitoring the impact of the pandemic on all aspects of its business.

## **3. Significant Accounting Policies**

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

The preparation of these consolidated 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 audited consolidated financial statements and related notes.

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.

## **Biosenta Inc.**

Notes to the Consolidated Financial Statements

For the years September 30, 2020 and 2019

(Expressed in Canadian dollars, unless otherwise stated)

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

#### **Significant accounting judgments, estimates and assumptions (continued)**

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 considers at the higher of recoverable amount or fair value less costs to sell in the case of assets, and at objective evidence of 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 is 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 is 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.
- Convertible debentures  
The Company has issued convertible debentures that are accounted for as compound financial instruments. The fair value of the embedded derivative in the convertible debentures (the conversion option) is estimated at the date of the transaction date using generally accepted valuation techniques. Assumptions are made and judgments are used in applying valuation techniques.
- Commitments and contingencies  
Refer to Note 18.

## **Biosenta Inc.**

Notes to the Consolidated Financial Statements

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

#### **Significant accounting judgments, estimates and assumptions (continued)**

- Going Concern  
Refer to Note 1.

#### (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) Property and Equipment

Items of 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 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.

#### (c) Intangible Assets

Intangible assets with indefinite lives are not amortized, but are tested for impairment annually. Intangible assets which have finite useful lives are measured at cost less accumulated amortization and any accumulated impairment losses. The Company’s perpetual, world-wide, exclusive license is classified as an indefinite life intangible asset.

#### (d) 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 of disposal 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.

## **Biosenta Inc.**

Notes to the Consolidated Financial Statements

For the years September 30, 2020 and 2019

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

#### Impairment (Continued)

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 consolidated statements of operations. 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.

#### (e) Foreign currency translation

The functional currency of the Company and 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.

#### (f) 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 consolidated statements 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.

##### *Deferred tax*

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated 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.

## **Biosenta Inc.**

Notes to the Consolidated Financial Statements

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(Expressed in Canadian dollars, unless otherwise stated)

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

#### (f) Income taxes (continued)

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.

#### (g) 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.

#### (h) Earnings (loss) per share

The Company presents basic and diluted earnings (loss) 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.

#### (i) Financial instruments

##### *Recognition and initial measurement*

Financial assets and financial liabilities, including derivatives, are recognized when the Company becomes a party to the contractual provisions of a financial instrument or non-financial derivative contract. All financial instruments are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities, other than financial assets and financial liabilities classified as FVTPL, are added to or deducted from the fair value on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities classified as FVTPL are recognized immediately in the consolidated statements of loss and comprehensive loss.

##### *Classification and subsequent measurement*

The Company classifies financial assets, at the time of initial recognition, according to the Company’s business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are classified in the following measurement categories:

- a) amortized cost (“AC”);
- b) fair value through profit or loss (“FVTPL”); and
- c) fair value through other comprehensive income (“FVTOCI”).

## **Biosenta Inc.**

Notes to the Consolidated Financial Statements

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

#### Financial instruments (continued)

Financial assets are subsequently measured at amortized cost if both the following conditions are met and they are not designated as FVTPL: a) the financial asset is held within a business model whose objective is to hold financial assets to collect contractual cash flows; and b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These assets are subsequently measured at amortized cost using the effective interest rate method, less any impairment, with gains and losses recognized in the consolidated statements of loss and comprehensive loss in the period that the asset is derecognized or impaired. All financial assets not classified as amortized cost as described above are measured at FVTPL or FVTOCI depending on the business model and cash flow characteristics. The Company has no financial assets measured at FVTOCI.

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method with gains and losses recognized in the consolidated statements of loss and comprehensive loss in the period that the liability is derecognized, except for financial liabilities classified as FVTPL.

Financial instruments are classified into one of the following categories: FVTPL; financial assets at amortized cost, financial liabilities at amortized cost, and financial assets at FVTOCI.

#### *Impairment of financial instruments – Expected credit losses (“ECL”)*

For all financial assets recorded at amortized cost, the Company applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which requires the use of the lifetime expected loss provision for all accounts receivables based on the Company’s historical default rates over the expected life of the accounts receivable and is adjusted for forward-looking estimates. The methodologies and assumptions, including any forecasts of future economic conditions, are reviewed regularly.

All individually significant loan receivables are assessed for impairment. All individually significant loans receivable found not to be specifically impaired are then collectively assessed for impairment. Loans receivables not individually significant are collectively assessed for impairment by grouping together loans receivable with similar risk characteristics.

ECL are calculated as the product of the probability of default, exposure at default and loss given default over the remaining expected life of the receivables. No ECL has been recorded by the Company as all receivables are expected to be collected and are not significant.

## **Biosenta Inc.**

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For the years September 30, 2020 and 2019

(Expressed in Canadian dollars, unless otherwise stated)

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

#### Financial instruments (continued)

##### *Derecognition*

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in the consolidated statements of loss and comprehensive loss.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of loss and comprehensive loss.

##### *Impairment of non-financial assets*

At each financial reporting date, the Company reviews the carrying amounts of its tangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong.

#### (j) 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).

## **Biosenta Inc.**

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

#### **(k) Revenue recognition policy**

IFRS 15 – Revenue from contracts with customers (“IFRS 15”) specifies how and when revenue should be recognized based on a five-step model, which is applied to all contracts with customers. The pattern and timing of revenue recognition under the new standard is consistent with prior year practice. There were no adjustments recognized on the adoption of IFRS 15 in the year ended September 30, 2020. The Company’s accounting policy for revenue recognition under IFRS 15 is to follow a five-step model to determine the amount and timing of revenue to be recognized:

- Identifying the contract with a customer
- Identifying the performance obligations within the contract
- Determining the transaction price
- Allocating the transaction price to the performance obligations
- Recognizing revenue when/as performance obligation(s) are satisfied.

In some cases, judgement is required in determining whether the customer is a business or the end consumer. This evaluation was made on the basis of whether the business obtains control of the product before transferring to the end consumer. Control of the product transfers at a point in time either upon shipment to or receipt by the customer, depending on the contractual terms.

In determining the appropriate time of sale, the Company takes into consideration a) the Company’s right to payment for the goods or services; b) customers legal title; c) transfer of physical possession of the goods; and d) timing of acceptance of goods.

The Company recognizes revenue in an amount that reflects the consideration that the Company expects to receive taking into account any variation that may result from rights of return.

#### **(l) Related party transactions**

A party is related to an entity if the party directly or indirectly controls, is controlled by or is under common control with the entity; or if it has an interest in the entity that gives it significant influence over the entity; or if it has joint control over the entity or is an associate or a joint venture of the entity. In addition, members and dependents of the key management personnel of the entity (Board of Directors and Executive Management Board) are also considered related parties.

#### **(m) Joint Venture advances**

Joint ventures advances comprise money received from one or more unaffiliated entities. The company invests these advances under terms requiring unanimous consent of all the parties (See Note 11).

The Company’s interests in joint ventures are classified as obligation relating to investments in joint ventures and is accounted for using the equity method, with the Company’s share of net losses and net liabilities separately disclosed in the statement of net loss and consolidated statement of financial position, in accordance with IFRS 11 ‘Joint Arrangements’.



## **Biosenta Inc.**

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

#### **(m) Joint Venture advances (continued)**

Under the equity method, the investment in a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Company's share of net assets of joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment separately.

#### **(n) Leases**

The Company assesses whether a contract is or contains a lease, at inception of a contract. Leases are recognized as a right-of-use asset and corresponding liability at the commencement date. Each lease payment included in the lease liability is apportioned between the repayment of the liability and a finance cost. The finance cost is recognized in net finance costs in the consolidated statements of loss and comprehensive loss over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Lease liabilities include the net present value of fixed payments (including in-substance fixed payments), variable lease payments that are based on an index or a rate or subject to a fair market value renewal, amounts expected to be payable by the lessee under residual value guarantees, the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option. The Company allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component and the aggregate stand-alone price of the non-lease components. The lease liability is net of lease incentives receivable. The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be determined, the lessee's incremental borrowing rate. The period over which the lease payments are discounted is the reasonably certain lease term, including renewal options that the Company is reasonably certain to exercise. Renewal options are included in a number of leases across the Company.

Payments associated with short-term leases and leases of low-value assets are recognized as an expense on a straight-line basis in the consolidated statements of loss and comprehensive loss. Short-term leases are leases with a lease term of 12 months or less. Variable lease payments that do not depend on an index or a rate or are not subject to a fair market value renewal are expensed as incurred and recognized in consolidated statements of loss and comprehensive loss.

Right-of-use assets are measured at cost which is calculated as the amount of the initial measurement of lease liability plus any lease payments made at or before the commencement date, any initial direct costs and related restoration costs. The right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

#### **(o) Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

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### 3. Significant Accounting Policies (continued)

#### (o) Provisions (Continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

### 4. Recent Accounting Pronouncements

#### Standards, Amendments and Interpretations Issued but not yet effective

##### Insurance Contracts

In May 2017, the IASB issued IFRS 17 - Insurance Contracts (“IFRS 17”), that replaces IFRS 4 - Insurance Contracts and establishes a new model for recognizing insurance policy obligations, premium revenue and claims-related expenses. IFRS 17 is effective for annual periods beginning on or after January 1, 2021; however, based on recent IASB meetings, an upcoming amendment to IFRS 17 and a deferral of the transition date by one year is anticipated. Early adoption is permitted. The Company is assessing the potential impact of this standard.

### 5. Inventory

Inventory is comprised of the following:

	As at September 30, 2020	As at September 30, 2019
	\$	\$
Raw materials and containers	23,773	—
Finished Goods	7,413	—
<b>Closing balance</b>	<b>31,186</b>	—

Included in cost of sales was an amount of \$30 (September 30, 2019: \$Nil) which was written off against damaged inventory. The cost of inventory expensed and included in cost of sales was \$1,475 during the year ended September 30, 2020 (September 30, 2019: \$Nil).

### 6. Intangible assets

On June 7, 2011, the Company entered into an exclusive world-wide 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 former 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 co-licensors. Marcus Martin and Edward Pardiak, control 2320696 Ontario Inc. and 2262554 Ontario Inc., respectively through holding companies controlled by them.

## Biosenta Inc.

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### 6. Intangible assets (Continued)

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 as amended, the Company issued fully paid and non-assessable Class A shares of the Company to the Licensors, valued at \$1,606,500. The effective date for the issuance of the Class A shares and the acquisition of the License was April 10, 2012. The License was subject to royalties payable equal to 7% to 25%, based on gross margin, actually received by the Company on the sale of the licensed goods.

The shares were released in fiscal 2015. Under the terms of the license agreement, all patents, know-how and patent applications were assigned to the Company. All provisions of the License to which the Company is obligated to make payments to any of the licensors, including royalty payments, are void and the parties acknowledge that no further payments will be made in respect of the License. If the Company had failed to obtain adequate funding to build the Parry Sound production facility by December 31, 2015, the patents could revert to the licensors, however as at September 30, 2015, management believes this requirement has been met as the plant was finished such that material was produced from the plant for testing by prospective customers.

As at September 30, 2017, the Company had written-off the value of the corresponding equipment and leasehold improvements associated with this agreement.

As at September 30, 2018, management, based on its assessment of the recoverability of the carrying value of the intangible assets associated with this agreement, decided to write-down the asset value to \$1 from \$1,606,500. The impairment loss arising as a result, was reported on the Statement of Operations and Comprehensive Income (loss) during the year ended September 30, 2018.

### 7. Property and equipment

	Furniture and equipment	Leasehold improvement	Computer equipment	Total
	\$	\$	\$	\$
<b>Cost</b>				
As at September 30, 2017	9,347	—	9,739	19,086
Write-off	(9,347)	—	(9,739)	(19,086)
As at September 30, 2018	—	—	—	—
As at September 30, 2019	-	—	-	—
As at September 30, 2020	—	—	—	—
<b>Depreciation</b>				
As at September 30, 2017	8,767	—	9,739	18,506
Depreciation	580	—	—	580
Write-off	(9,347)	—	(9,739)	(19,086)
As at September 30, 2018	—	—	—	—
As at September 30, 2019	—	—	—	—
As at September 30, 2020	—	—	—	—
<b>Net book value</b>				
As at September 30, 2019	—	—	—	—
As at September 30, 2020	—	—	—	—

## Biosenta Inc.

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### 8. Accounts Payable and accrued liabilities

Accounts payable and accrued liabilities consist of the following:

	As at September 30, 2020	As at September 30, 2019
	\$	\$
Trade payables	472,426	457,294
Payroll taxes payable	974	5,367
Sales tax recoverable	(9,077)	(12,166)
Accrued liabilities and other	463,463	131,630
	<b>927,786</b>	<b>582,125</b>

### 9. Payable from restructuring proposal

On June 13, 2016, the Company announced it had completed the Restructuring Proposal as approved by the Ontario Court. The financial impact of the Restructuring Proposal transaction is reflected in the accompanying consolidated financial statements, and is summarized as follows:

- i. The settlement of \$3.8 million of debt was completed through the issuance of 6,607,762 common shares (pre-consolidation 99,116,431) of the Company. The fair market value of the common shares which was based on the quoted market price of the Company's shares at the December 7, 2015 meeting, including costs for issuing the shares, was \$991,164. The difference between the book value of the debt and the fair market value of the common shares issued was included in the Gain on Debt Settlement from Restructuring Proposal in fiscal 2016;
- ii. The settlement of approximately \$725,000 of debt was completed through the cash settlement option of the Restructuring Proposal. The cash option only paid a portion of the debt outstanding at the time of the settling of the debt, and in return the vendor had to forgive 50% of the balance, which was included in the Gain on Debt Settlement from Restructuring Proposal for fiscal 2016. The outstanding payables for these vendors was reflected on the consolidated statements of financial position – Payable from Restructuring Proposal. This debt is only payable by the Company upon there being sufficient cash flow over an undefined period of time. The balance of this payable as of September 30, 2020 is \$254,092 (September 30, 2019 - \$254,092). There have been no payments made on this balance since inception; and
- iii. Other debt that was not supported by an eligible claim or claims without merit were approved by the Court to be written down to nil. Since the settlement amount is nil, the full amount of such debt was included in Gain on Debt Settlement from Restructuring Proposal for fiscal 2016.

## Biosenta Inc.

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### 10. Loans

Loans consist of the following:

	As at September 30, 2020	As at September 30, 2019
	\$	\$
Loans	133,478	133,478
Addition during the year	20,000	—
Interest accrued on addition during the year	989	—
Settled during the year (Note 12)	(127,020)	—
<b>Closing balance</b>	<b>27,447</b>	<b>133,478</b>

Loans of \$6,458 to the Company from related parties are unsecured, non-interest bearing with no fixed terms of repayment.

Loans of \$20,000 to the Company from related parties are unsecured, at an interest rate of 10% with no fixed terms of repayment.

### 11. Joint venture advances

On February 23, 2018, the Company announced that it had signed a five-year agreement with certain secured creditors to promote, advertise, market, and grow the sales of its dry product Tri-Filler. The entity is based in Parry Sound, Ontario and is owned 51% by the creditors and 49% by the Company. The creditors will contribute funds to operate the entity and provide expertise to launch Tri-Filler, and, in return, the Company will license the intellectual property that pertains to Tri-Filler.

Initially, the investors are to receive 60% of operating profits until the amounts already invested by the investors have been repaid. Thereafter, the operating profits will be split 51% to the investors and 49% to the Company. The investors make monthly advances to the Company of \$20,000, until the entity is able to distribute profits.

These advances shall be repaid to the investors, once the Company's share of profits exceeds \$20,000 per month. As at the year ended September 2020, the advances received from investors was \$727,500.

The Company to proceed with the proposal to issue shares from treasury and issue warrants in return for three tranches of cash funding, to be paid over a period of three months, as follows:

- The subscription is set at a fixed price of \$0.1 per share or 500,000 shares at for the first of three \$50,000 tranches, with one half of a warrant for each share subscribed to at \$0.20 per shares with an expiry date of 18 months from the closing of the tranche.
- The second 50,000 tranche would be identical to the first except for the closing and expiry dates of the warrants which are to be 24 months from the closing of the tranche.
- The third tranche \$50,000 will have the same subscription price of \$0.10 and warrant expiry date, except that the price of the warrant will be \$0.25 per share for the remaining 250,000 shares.

The proposal will be effective after the company shares trading will be active in the exchange.

## Biosenta Inc.

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### 12. Related Party Transactions and Balances

The Company had the following related party transactions for the years ended September 30, 2020 and 2019. These transactions were in the normal course of operations and are measured at the exchange amount, which are the amounts agreed to by the related parties.

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

The remuneration of directors and other key management personnel for the year is as follows:

	As at September 30, 2020	As at September 30, 2019
	\$	\$
<b>Short-term compensation</b>	<b>326,827</b>	<b>51,827</b>
<b>Total</b>	<b>326,827</b>	<b>51,827</b>

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

In February 2020, the Company issued 770,200 shares and 385,100 warrants to the President and Chief executive Officer of the Company, subject to a four month hold period, to settle a loan amount of \$77,020. The Company also issued 1,109,000 shares and 554,500 warrants to 1698791 Ontario Limited, subject to a four month hold period, to settle \$110,900 of debt (See Note 15).

As at September 30, 2020, the Company owes \$1,770 to the president and CEO of the Company. Loans of \$6,458 to the Company from related parties are unsecured and non-interest bearing with no fixed terms of repayment. The Company also obtained a loan of \$20,000 from a related party which is also unsecured with an interest rate of 10% and no fixed terms of repayment.

### 13. Long term loan

During the year ended September 30, 2020, the Company availed the RBC Canada Business Account revolving credit line, to a maximum of \$40,000 under the Canada Emergency Business Account (CEBA) program funded by the Government of Canada. The loan is unsecured and non-interest bearing with no required repayment until December 31, 2022. Any unpaid balance at December 31, 2022, will be converted to a three year term loan at 5% interest payable monthly. Loan forgiveness of 25% will apply when 75% of the maximum loan balance is repaid by December 31, 2022. The full amount of the loan (including principal and interest) is due and payable on December 31, 2025.

### 14. Convertible Debentures

The Company completed one convertible debenture financing for \$60,000 in the year ended September 30, 2016. The debenture is non-interest bearing with a term of 5 years. It is convertible into common shares of the Company at a price \$0.30 per share.

The Company used the residual value method to allocate the proceeds between the liability and equity components. Under this method, the fair value of the liability component (the "Debenture Liability") of \$17,847 was computed as the present value of future principal and interest payments discounted at a rate of 25% per annum. The residual value \$42,153 was attributed to the equity component (December 31, 2018 - \$30,983 due to impact of deferred tax of \$11,170). The resulting fair value of the liability component of the debentures is accreted to their face value through the recording of accretion expense until maturity using the effective interest rate of 23%.

## Biosenta Inc.

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### 14. Convertible Debentures (Continued)

	As at September 30, 2020	As at September 30, 2019
	\$	\$
Face value of debentures	60,000	60,000
Equity component of debentures	(42,153)	(42,153)
Accumulated accretion	42,153	20,995
Settled through issuance of shares and warrants	(60,000)	—
<b>Closing balance</b>	—	38,842

### 15. Share Capital

#### Authorized:

The Company is authorized to issue an unlimited number of:

Class A shares, voting and participating.

Class B shares, voting, redeemable at any time at the option of the Company 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

On February 28, 2020, the Company has entered into an agreement (the “Agreement”) to settle \$327,908 of debt through the issuance of 3,279,075 common shares of the Company at a deemed price of \$0.1 per shares and 1,639,538 warrants each exercisable for one common share of the Company with an exercise price of \$0.2 per share (the “Transaction”). Pursuant to this agreement, the Company issued 1,099,875 shares and 549,938 warrants to DK Financial Canada Inc. to settle \$109,987 of debt, 1,109,000 shares and 554,500 warrants to 1698791 Ontario Ltd. To settle \$110,900 of debt, 770,200 shares and 385,100 warrants to a director to settle \$77,020 of debt and 300,000 shares and 150,000 warrants to various additional creditors, including one employee of the Company, to settle \$30,000 of debt.

The shares and warrants issued to DK Financial Canada Inc., 1698791 Ontario Ltd, and certain other creditors are subject to a four month hold period under applicable securities legislation. Shares and warrants issued to a director and certain other creditors are subject to a four month hold period unless approval is obtained from the Canadian Stock Exchange.

## Biosenta Inc.

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### 15. Share Capital (Continued)

	Number of shares	Amount
Balance, September 30, 2019	14,062,663	\$ 9,144,029
Shares issued to settle liabilities	3,279,075	\$ 327,907
Fair value of warrants issued to settle liabilities		(\$ 109,302)
Balance, September 30, 2020	17,341,738	\$ 9,362,634

### 16. Equity Reserves

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.

### 17. Warrants

During the year ended September 30, 2020, the Company issued 1,604,538 warrants to certain employees and director of the Company for past services provided, as discussed in *Note 12*. The warrants had no vesting conditions and are exercisable at any time for eighteen months after the issuance, subject to certain lock-up provisions: (i) the warrants may not be exercised for 4 months following the Issue Date. The warrants are exchangeable into Shares.

In determining the amount of share-based compensation related to warrants issued during the period, the Company used the Black-Scholes pricing model to establish the fair value of \$131,363 of the warrants issued to settle obligations and recorded as a component of equity. Volatility was estimated by using the historical volatility of other companies that the Company considers comparable that have trading and volatility history prior to the Company becoming public. The expected life in years represents the life of the warrants.

The risk-free rate was based on the United States 2 -year bond yield rate. The following assumptions were used on the date of issuance:

Stock Price	\$ 0.80
Exercise Price	\$ 0.20
Expected Life in Years	1.50
Annualized Volatility	781%
Annual Rate of Quarterly Dividends	0%
Discount Rate - Bond Equivalent Yield	158%



## **Biosenta Inc.**

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### **18. Commitments and Contingencies**

#### **Commitment**

The Company has a rent agreement in Canada with Barracuda Wellsite Management on a monthly rental of \$1,500 per month. This rental agreement is based on a month to month basis.

On September 14, 2020, the Company finalized a strategic royalty bearing licensing partnership with Kleen Bee Labs, a corporation formed under the laws of California. This license will give the rights for distribution of DualXtiv, a broad spectrum anti-microbial disinfectant to club level, mass grocery and retail chains across North America. The distributor will cover all costs associated with marketing, warehousing, transportation logistics, and retail space fee. In consideration of rights granted to the Licensee, the Licensee will pay the Licensor a running royalty equivalent to no less than forty cents (US \$0.40) per gallon of Licensed product supplied by the Approved manufacturer to the Licensee plus Taxes. The Royalties will be adjusted for inflation on an annual basis.

On September 24, 2020, the Company entered into a four year research partnership with the University of Calgary Research Group and AMPAK Inc. from Toronto, Ontario. The goal of the partnership is to standardize the production process of the Company's patented two-part, food-grade nanoparticles called Tri-filler which not only has the attributes of being anti-microbial, but also strength enhancement and fire-retardant capabilities. Under the terms of the agreement, the following contributions will be payable to the University:

- \$37,500 upon execution of the Agreement and issuance of invoice by the University
- \$37,500 upon issuance of an invoice no earlier than September 15, 2021
- \$37,500 upon issuance of an invoice no earlier than September 15, 2022; and
- \$37,500 upon issuance of an invoice no earlier than September 15, 2023

The Company has also entered into a Revenue sharing agreement with the University of Calgary through its innovation transfer and business incubation center UTI Limited Partnership (ULP). Pursuant to the Research agreement, the Company will own Research Results arising from the Project and in consideration for the University assigning its rights in the Research Results to the Company, the Company will pay ULP :

- Revenue sharing payments equal to one and one-half percent (1.5%) of Net Sales; plus
- Revenue sharing payments equal to ten percent (10%) of Licensing Revenue.

#### **Other Contingencies**

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. At September 30, 2020, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. There are also no proceedings in which any of the Company's directors, officers or affiliates are an adverse party or have a material interest adverse to the Company's interest.

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### **19. Financial Risk Factors**

The Company's financial instruments mainly comprise of cash and other receivables, accounts payable and accrued liabilities, payable from restructuring proposal, loans and joint venture advances.

#### ***Fair Value***

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which there is sufficient data with unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

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### 19. Financial Risk Factors (Continued)

*Fair Value (Continued)*

The classification of financial instruments at their carrying and fair values is as follows:

Financial assets	Carrying values			Fair values
	FVTPL	FVTOCI	Total	Total
<b>September 30, 2020</b>	\$	\$	\$	\$
Cash	44,307	—	44,307	44,307
Accounts receivable	1,639	—	1,639	1,639
Inventory	31,186	—	31,186	31,186
Prepaid expenses	2,498	—	2,498	2,498
Other receivables	29,203	—	29,203	29,203
	<b>108,833</b>	<b>—</b>	<b>108,833</b>	<b>108,833</b>
<b>September 30, 2019</b>	\$	\$	\$	\$
Cash	9,647	—	9,647	9,647
Inventory	—	—	—	—
Other receivables	9,901	—	9,901	9,901
	19,548	—	19,548	19,548

Financial liabilities	Carrying values			Fair values
	FVTPL	Other liabilities	Total	Total
<b>September 30, 2020</b>	\$	\$	\$	\$
Accounts payable and accrued liabilities	—	927,784	927,784	927,784
Payable from restructuring proposal	—	254,092	254,092	254,092
Loans	—	27,447	27,447	27,447
Joint venture advances	—	727,500	727,500	727,500
	—	<b>1,936,823</b>	<b>1,936,823</b>	<b>1,936,823</b>
<b>September 30, 2019</b>	\$	\$	\$	\$
Accounts payable and accrued liabilities	—	582,125	582,125	582,125
Payable from restructuring proposal	—	254,092	254,092	254,092
Loans	—	133,478	133,478	133,478
Joint venture advances	—	445,000	445,000	445,000
	—	1,414,695	1,414,695	1,414,695

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

#### *Fair Value (Continued)*

There were no transfers between levels in the hierarchy. For financial assets and liabilities not measured at fair value, their carrying value approximates fair value due to their short-term nature and market terms.

The Company is exposed to credit risk, liquidity risk and interest rate risk. The Company's management oversees the management of these risks. The Company's management is supported by the members that advise on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and financial risks are identified, measured and managed in accordance with Company policies and Company risk appetite.

The company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. There have been no changes to the Company's exposure to risks in respect of its financial instruments, and there have been no changes in respect of management's objectives, policies and processes in the management of its financial instruments from that of prior reporting period.

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

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and other receivables. To address its credit risk arising from cash, the Company ensures to keep these balances with financial institutions of high repute. The Company has not recorded an ECL as all amounts are considered to be recoverable and are immaterial. The Company is not significantly exposed to its other receivables. As at September 30, 2020 and September 30, 2019 the maximum amount exposed to credit risks was \$29,203 and \$9,901, respectively.

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

Liquidity risk is the risk that the Company is unable to generate or obtain sufficient cash in a cost-effective manner to fund its obligations as they come due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through obtaining financing from its members, third parties and joint venture. As at September 30, 2020, all trade payables and accrued liabilities are due within a year.

#### ***Market risk - Interest rate risk***

The Company's current policy is to invest excess cash in investment-grade, short-term deposit certificates issued by its banking institutions. Interest rate risk is the risk that the value of financial instruments will fluctuate due to change in market interest rates. As at September 30, 2020, all of the company's financial instruments are either non-interest bearing or bear interest at fixed rates.

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### 20. Capital Management

Capital is defined as share capital 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.

### 21. Income Taxes

#### a) Provision for Income Taxes

Major items causing the Company's effective income tax rate to differ from the combined Canadian federal and provincial statutory rate of 26.5% (September 30, 2019 - 26.5%) were as follows:

	September 30, 2020 \$	September 30, 2019 \$
Loss before recovery of income taxes	(761,908)	(530,083)
Expected income tax (recovery) expense	(201,906)	(140,472)
Increase (decrease) in taxes resulting from:		
Tax benefits not realized	201,906	140,472
Deferred income tax (recovery) expense	—	—

#### b) Deferred Income Taxes Assets

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

	September 30, 2020 \$	September 30, 2019 \$
Non-capital losses	9,650,187	8,872,071
Share issue costs	32,416	48,624

## **Biosenta Inc.**

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### **21. Income Taxes (Continued)**

#### **b) Deferred Income Taxes Assets (Continued)**

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 Company and its subsidiary will be able to utilize the benefits. As at September 30, 2020 non-capital losses will expire at various dates between 2034 through 2040. All other temporary differences can be carried forward indefinitely under certain circumstances.

### **22. Subsequent Events**

The Company has evaluated subsequent events through January 27, 2021 which is the date of the consolidated financial statements were issued.

On December 21, 2020, the Company's U.S licensing partner Kleen Bee Labs, LLC secured licensing rights in Ralphs and Food 4 less retailers, which are divisions of Kroger Corp, one of the largest retailers in the U.S with approximately 2,400 stores.