

NEWS RELEASE

Biosenta Announces Shares for Debt Settlement

March 21, 2022 - Toronto, Canada – Biosenta Inc. (“**Biosenta**” or the “**Company**”) listed on the CNSX (CNSX:ZRO) announces that it has entered into an agreement (the “**Agreement**”) to settle \$1,015,088.47 of debt through the issuance of 3,625,315 common shares of the Company at a deemed price of \$0.28 per share and 1,812,658 warrants each exercisable for one common share of the Company with an exercise price of \$0.56 per share (the “**Transaction**”).

The Transaction allows the Company to settle certain outstanding debts, however the transaction will not otherwise effect Biosenta’s day-to-day business and affairs.

Pursuant to this agreement, the Company issued 992,857 warrants and 1,985,714 shares to Amarvir Singh Gill to settle \$556,000.00 of indebtedness; 310,871 warrants and 621,741 shares to 1698791 Ontario Ltd. to settle \$174,087.56 of indebtedness; 376,604 warrants and 753,207 shares to 1943391 Ontario Ltd. to settle \$210,898.00 of indebtedness and 132,326 warrants and 264,653 shares to various additional creditors, including one employee of the company, to settle \$74,102.91 of indebtedness.

The shares and warrants issued to 1698791 Ontario Ltd., and 1943391 Ontario Ltd. and certain other creditors are subject to a four month hold period under applicable securities legislation and the shares and warrants issued to Amarvir Singh Gill and certain other creditors are subject to a four month hold period unless approval is obtained from the Canadian Stock Exchange.

The Transaction is considered a related party transaction subject to Multilateral Instrument 61-101 (“**MI 61-101**”). The Company is exempt from the formal valuation requirement as per section 5.5(b) of MI 61-101 as the Company is listed only on the CSE, and no exchanges specified in 5.5(b) of MI 61-101. The Company is exempt from the need to obtain minority shareholder approval as per section 5.7(b) of MI 61-101 as, in addition to being listed only on the CSE, neither the fair market value of the shares and warrants, nor the fair market value of the consideration received therefor exceeds \$2,500,000, each of the independent directors of Biosenta approved the Transaction, and neither Biosenta, nor, to the knowledge of Biosenta after reasonable inquiry, any party to the Transaction, has knowledge of material information regarding the Company that had not been previously disclosed.

After the Transaction:

- Amarvir Singh Gill (director of Biosenta, as well as President and Chief Executive Officer) will own and control 5,012,737 shares (including shares issuable upon exercise of warrants and options) representing 20.63% (he previously held 2,034,166 shares (including options) or 10.33%) of the issued and outstanding common shares of the Company (on a partially diluted basis).
- 1698791 Ontario Ltd. will own and control 4,430,997 shares (including shares issuable upon exercise of warrants) representing 18.98% (previously held 3,498,385 shares or 18.02%) of the issued and outstanding common shares of the Company (on a partially diluted basis). Bill Connor is the sole owner and controller of 1698791 Ontario Ltd. and does not own or control any additional shares, directly or indirectly, in Biosenta, except for the shares owned and controlled by 1943391 Ontario Ltd.
- 1943391 Ontario Ltd. will own and control 1,129,811 shares (including shares issuable upon exercise of warrants) representing 4.82% (previously held no shares) of the issued and outstanding common shares of the Company (on a partially diluted basis). 1943391 Ontario Ltd. is 50% owned by 1698791 Ontario Ltd. and 50% owned by DK Financial Canada Inc.
- DK Financial Canada Inc. will own and control 2,187,425 shares (having no shares issuable upon exercise of warrants) representing 9.49% (it previously held 2,187,425 shares or 11.27%) of the issued and outstanding common shares of the Company (on a partially diluted basis). DK

Financial Canada Inc. is not participating in the Transaction, and is only indirectly involved in the Transaction pursuant to its interest in 1943391 Ontario Ltd. DK Financial Canada Inc. does not own or control any additional shares, directly or indirectly, in Biosenta, except for the shares owned and controlled by 1943391 Ontario Ltd.

- Paul Kalata will own and control, both directly and indirectly through DK Financial Canada Inc. (of which he is the sole owner and controller), 2,228,491 shares (having no shares issuable upon exercise of warrants) representing 9.67% (he previously held 2,228,491 shares or 11.48%) of the issued and outstanding common shares of the Company (on a partially diluted basis). Paul Kalata is not participating in the Transaction, and is only indirectly involved in the Transaction pursuant to his indirect interest in 1943391 Ontario Ltd. Paul Kalata does not own or control any additional shares, directly or indirectly, in Biosenta, except for the shares owned and controlled by 1943391 Ontario Ltd.

A material change report has been filed on the date of closing the Transaction rather than 21 days prior to closing. The Company deems this reasonable in the circumstances as the Agreement was executed as of the date hereof and all conditions of closing have been satisfied such that there remain no conditions that would require delaying the closing of the Transaction until after such 21-day period and the Company wished to complete the Transaction in a timely manner.

About Biosenta Inc.

Biosenta Inc. develops and manufactures a range of chemical compounds for household and industrial applications using advanced encapsulated nanotechnology.

Other household disinfectants and cleaners possess similar levels of efficacy as traditional disinfectants, but Biosenta products contain significantly lower concentrations of active ingredients resulting in lower toxicity.

Biosenta disinfectants and cleaners will kill 99.9% of potentially deadly mold, fungi, bacteria and viruses on contact and prevent re-growth. Biosenta disinfectants are very safe due to the very low toxicity. Biosenta industrial compounds are embedded to protect various materials, including drywall, plastic and resins, from microbe formation. These compounds remain active for decades and protect the drywall of buildings, objects such as resin furniture, and carpet rubber backing and synthetic tufts which contain plastic or resin, as well as textiles and paper from mold, fungi, bacteria and viruses.

Both the Biosenta household and industrial products are environmentally safe and biodegradable.

Disclaimer

The CSE has in no way passed upon the contents of this news release and further, has neither approved nor disapproved of the contents of this news release. Neither the CSE nor its Regulation Services Provider (as such term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This press release contains forward-looking information within the meaning of applicable securities laws ("forward-looking statements"), including forward-looking statements relating to the completion of the Transaction. Such forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements or developments expressed or implied by such forward-looking statements. If any such risks actually occur, they could impact the potential for discussion, agreement or completion of the Transaction and/or materially adversely affect the Company's business, financial condition or results of operations. In that case, the trading price of the Company's common shares could decline, perhaps materially. Readers are cautioned not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Forward-looking statements are provided for the purposes of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such information may not be

appropriate for other purposes. The Company does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based, except as required by law.

For further information contact:

Am Gill, President and CEO
Biosenta Inc.
18 Wynford Drive, Suite 704
Toronto, ON M3C 3S2
Phone: 416-410-2019
Email: am@biosenta.com
info@biosenta.com