

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20743**

<p><b>In the Matter of</b></p> <p><b>Zenosense, Inc.,</b></p> <p><b>Respondent.</b></p>
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**THE DIVISION OF ENFORCEMENT'S**  
**MOTION FOR SUMMARY DISPOSITION AND SUPPORTING MEMORANDUM**

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## Table Of Contents

<b>I. <u>Statement of Undisputed Facts</u></b> .....	1
<b>A. Issuer Background</b> .....	1
<b>B. Respondent’s Filings History with the Commission</b> .....	2
<b>C. The Instant Proceeding</b> .....	4
<b>II. <u>Argument in Support of Summary Disposition</u></b> .....	5
<b>A. There is no Dispute that Zenosense Violated Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder</b> .....	6
<b>B. There is no Dispute that Revocation is the Appropriate Sanction under Commission Precedent</b> .....	6
<b>1. Zenosense's Violations are Serious and Recurrent, Giving Rise to a Presumption that Revocation is required to Protect Investors</b> .....	7
<b>2. Zenosense cannot Rebut the Presumption of Revocation with a Compelling Showing on the Remaining <i>Gateway</i> Factors. Indeed, those Factors Confirm that Revocation is required to Protect Investors</b> .....	9
<b>(a) Zenosense Has a High Degree of Culpability</b> .....	9
<b>(b) Zenosense Has not Remedied its Past Violations or Adopted Concrete Measures to Ensure Future Compliance</b> .....	10
<b>(c) Zenosense’s Assurances against Future Violations are not Credible</b> .....	11
<b>C. Revocation is Required for the Protection of Investors</b> .....	12
<b>III. <u>Conclusion</u></b> .....	14

## Table of Authorities

### Cases

<i>Absolute Potential, Inc. (f/k/a Absolute Waste Services, Inc.)</i> , Exchange Act Rel. No. 71866, 2014 SEC LEXIS 1193 (Apr. 4, 2014).....	7, 12, 13
<i>Accredited Bus. Consolidators</i> , 2015 WL 5172970 (Sept. 4, 2015).....	12
<i>Advanced Life Sciences Holdings, Inc.</i> , Exchange Act Rel. No. 81253, 2017 WL 3214455 (July 28, 2017).....	13
<i>Calais Resources, Inc.</i> , Exchange Act Release No. 67312, 2012 SEC LEXIS 2023 (June 29, 2012).....	8, 13
<i>China-Biotics, Inc.</i> , Exchange Act Release 70800, 2013 SEC LEXIS 3451 (Nov. 4, 2013).....	9, 13
<i>Citizens Capital Corp.</i> , Exchange Act Release No. 67313, 2012 WL 2499350 (June 29, 2012).....	10, 12
<i>e-Smart Techs., Inc.</i> , Exchange Act Release No. 50514, 2004 WL 2309336 (Oct. 12, 2004).....	13
<i>Freedom Golf Corp.</i> , Initial Decision Release No. 227, 2003 SEC LEXIS 1178 (May 15, 2003).....	9
<i>Gateway Int'l Holdings, Inc.</i> , Exchange Act Rel. No. 53907, 2006 SEC LEXIS 1288 (May 31, 2006).....	<i>passim</i>
<i>Healthway Shopping Network, et al.</i> , Exchange Release No. 89374, 2020 WL 4207666 (July 22, 2020).....	6
<i>iBIZ Technology Corp.</i> , Initial Decision Rel. No. 312, 2006 WL 1675913 (June 16, 2006).....	9
<i>Impax Laboratories, Inc.</i> , Exchange Act Rel. No. 57864, 2008 S.E.C. LEXIS 1197 (May 23, 2008).....	8
<i>Investco, Inc.</i> , Initial Decision Rel. No. 240, 2003 SEC LEXIS 2792 (Nov. 24, 2003).....	8
<i>IronClad Encryption Corp.</i> , Release No. 9426, 2022 WL 488507 (Feb. 15, 2022).....	9
<i>Joseph P. Barbato</i> , Exchange Act Rel. No. 41034, 1999 SEC LEXIS 276 (Feb. 10, 1999).....	8
<i>Kornman v. SEC</i> , 592 F.3d 173 (D.C. Cir. 2010).....	6
<i>KPMG Peat Marwick LLP</i> , Exchange Act Release No. 44050, 2001 SEC LEXIS 422 (Mar. 8, 2001).....	11
<i>Nature's Sunshine Products, Inc.</i> , Exchange Act Release No. 59268, 2009 WL 137145 (Jan. 21, 2009).....	13
<i>Phlo Corp.</i> , Exchange Act Release No. 55562, 2007 WL 966943 (Mar. 30, 2007).....	10

<i>Robert Bruce Lohmann</i> , 80 SEC Docket 1790, 2003 SEC LEXIS 1521 (June 26, 2003).....	8
<i>SEC v. StratoComm Corp.</i> , 89 F. Supp. 3d 357 (N.D.N.Y. 2015), <i>aff'd</i> 652 F. App'x 35 (2d Cir. 2016).....	11
<i>SEC v. First Jersey Sec., Inc.</i> , 101 F.3d 1450 (2d Cir. 1996).....	11
<i>SEC v. Beisinger Indus. Corp.</i> , 552 F.2d 15 (1 <sup>st</sup> Cir. 1977). ....	8
<i>SEC v. Falstaff Brewing Corp.</i> , 629 F.2d 62 (D.C. Cir. 1980).....	8
<i>Stansbury Holdings Corp.</i> , Initial Decision Release No. 232, 2003 SEC LEXIS 1639 (July 14, 2003).....	6
<i>Steadman v. SEC</i> , 603 F.2d 1126 (5 <sup>th</sup> Cir. 1979).....	7
<i>Stephen Stout</i> , 73 SEC Docket 1441, 2000 SEC LEXIS 2119 (Oct. 4, 2000). ....	8
<i>Telestone Technologies Corp.</i> , Initial Decision Release No. 1078, 2016 SEC LEXIS 4185 (Nov. 9, 2016). ....	6
<i>Triton Emission Sols. Inc.</i> , Release No. 94255, 2022 WL 488504 (Feb. 15, 2022).....	9
<i>WSF Corp.</i> , Initial Decision Rel. No. 204, 2002 WL 917293 (May 8, 2002). ....	<i>passim</i>

**Statutes**

15 U.S.C. §78I(j).....	5
15 U.S.C. §78m(a). ....	2, 4

**Regulations**

17 C.F.R. §201.250(b). ....	5, 6
17 C.F.R. §210.8-02 (Regulation S-X).....	3
17 C.F.R. §240.13a-1.....	2, 4
17 C.F.R. §240.13a-13.....	2, 4
17 C.F.R. §240.15c2-11.....	3

**Other Authorities**

Publication or Submission of Quotations without Specified Information, 85 Fed. Reg. 68124 (Oct. 27, 2020).....	3
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The Division of Enforcement (“Division”), pursuant to the Securities and Exchange Commission (“Commission”) Rules of Practice 154 and 250, moves for an order of summary disposition revoking the registration of each class of securities of Zenosense, Inc. (“Zenosense” or “Respondent”), registered pursuant to Section 12 of the Exchange Act of 1934 (“Exchange Act”).

The undisputed facts show that, over a nearly three-year period between April 1, 2019 and January 26, 2022, Zenosense stopped making periodic filings, resulting in 12 delinquent reports. On January 26, 2022, without curing its past delinquencies, Zenosense timely filed a 2021 annual report that did not include required financial statements and that included several misstatements. After the OIP was issued, Zenosense filed some of its delinquent reports and amended the deficient 2021 annual report. However, the 2021 annual report continues to contain misstatements, and two of the delinquent reports remain outstanding. As detailed below, an analysis of the factors set forth in *Gateway Int’l Holdings, Inc.*, Exchange Act Rel. No. 53907, 2006 SEC LEXIS 1288 (May 31, 2006) (“Gateway”) establishes that revocation is necessary and appropriate for the protection of investors.

## MEMORANDUM

### I. Statement of Undisputed Facts

#### A. Issuer Background.

Zenosense (CIK No. 1458581) is a Nevada corporation, currently located in New Haven, Connecticut.<sup>1</sup> On April 23, 2013, Zenosense registered a class of securities with the Commission

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<sup>1</sup> See Exhibit (“Exh.”) 1 (Nevada Secretary of State Corporate Report) to the accompanying Declaration of Gina Joyce in Support of the Division of Enforcement’s Motion for Summary Disposition (“Joyce Dec.”).

pursuant to Exchange Act Section 12(g) on Form 8-A12G.<sup>2</sup> As of February 1, 2022, unsolicited quotations for the common stock of Zenosense were quoted on OTC Link operated by OTC Markets Group Inc.<sup>3</sup>

**B. Respondent's Filings History With the Commission.**

Section 13(a) of the Exchange Act and Rule 13a-1, thereunder, require that all issuers file an annual report for each fiscal year, and Exchange Act Rule 13a-13 requires that domestic issuers file quarterly reports. 15 U.S.C. §78m(a) and 17 C.F.R. §240.13a-1; 17 C.F.R. §240.13a-13. Because Zenosense is incorporated in Nevada, it is a domestic issuer and must file quarterly reports.<sup>4</sup> Prior to March 31, 2019, Zenosense, which has a December 31 fiscal year end, had filed annual reports, quarterly reports, and several Form 12b-25s.<sup>5</sup>

Zenosense timely filed its quarterly report for the third quarter of its 2018 fiscal year. Thereafter, Zenosense stopped filing required reports altogether, prompting the Division of Corporation Finance ("Corporation Finance"), on August 24, 2020, to send Zenosense a delinquency letter warning Zenosense that it could be subject to institution of a revocation proceeding without prior notice if it did not file its required reports within fifteen days.<sup>6</sup> Over the next 16 months, Zenosense missed several additional required reporting deadlines. As of

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<sup>2</sup> See Exh. 2 to Joyce Dec. (cover page of Form 8-A12G filed with the Commission on April 23, 2013). As set forth in its November 26, 2013 8-K, Zenosense changed its name from Braeden Valley Mines, Inc. to Zenosense, Inc. as of November 22, 2013.

<sup>3</sup> See Exh. 3 to Joyce Dec. (Printout of OTC Markets report dated February 1, 2022 concerning Zenosense).

<sup>4</sup> See Exh. 2.

<sup>5</sup> See Exh. 4 to Joyce Dec. (Printout of Zenosense's EDGAR History). See also Exh. 9 to Joyce Dec. (chart tracking Zenosense delinquencies).

<sup>6</sup> See Exh. 5 to Joyce Dec. (August 24, 2020 delinquency letter to Zenosense from Corporation Finance). The delinquency letter was delivered on August 28, 2020. *Id.*

January 26, 2022, three of Zenosense’s annual reports and nine of its quarterly reports were delinquent.

On January 26, 2022, without attempting to cure these delinquencies, Zenosense filed an annual report for the 2021 fiscal year, which was deficient in several respects (the “2021 Annual Report”). First, the 2021 Annual Report contained just one year of financials in contravention of Regulation S-X, 17 CFR §210.8-02, which requires two years of financials.<sup>7</sup> Moreover, the 2021 Annual Report acknowledged that the SEC had amended Exchange Act Rule 15c2-11 [17 C.F.R. § 240.15c2-11] as of September of 2021, but then claimed that Zenosense was uncertain of the amendments’ consequences because the amendments were not yet effective. Zenosense stated:

On September 16, 2020, the SEC adopted amendments to Rule 15c2-11 under the Securities Exchange Act of 1934 (the “Exchange Act”). This Rule applies to broker-dealers who quote securities listed on over-the-counter markets such as our Common Stock. The Rule as amended prohibits broker-dealers from publishing quotations on OTC markets for an issuer’s securities unless they are based on current publicly available information about the issuer. When it becomes effective, the amended Rule will also limit the Rule’s “piggyback” exception, which allows broker-dealers to publish quotations for a security in reliance on the quotations of a broker-dealer that initially performed the information review required by the Rule, to issuers with current publicly available information or issuers that are up-to-date in their Exchange Act reports. As of this date, we are uncertain as to what actual effect the Rule may have on us.<sup>8</sup>

Because Zenosense was delinquent in its disclosures, once the amendments to Rule 15c2-11 became effective in September 2021, broker-dealers could no longer publish price quotations for Zenosense stock, which significantly limited the market for Zenosense securities.<sup>9</sup>

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<sup>7</sup> Regulation S-X, 17 CFR §210.8-02 states: “Smaller reporting companies shall file an audited balance sheet as of the end of each of the most recent two fiscal years, or as of a date within 135 days if the issuer has existed for a period of less than one fiscal year, and audited statements of comprehensive income, cash flows and changes in stockholders' equity for each of the two fiscal years preceding the date of the most recent audited balance sheet (or such shorter period as the registrant has been in business).”

<sup>8</sup> See Exh. 6 to Joyce Dec. (cover page and page 9 of Zenosense’s 10-K filed on January 26, 2022).

<sup>9</sup> See Publication or Submission of Quotations without Specified Information, 85 FR 68124 (Oct. 27, 2020) and Exh. 7 to Joyce Dec. (Printout of OTC Markets report dated January 11, 2022 concerning Zenosense).

Zenosense failed to disclose in the 2021 Annual Report that its securities could no longer be quoted, falsely stating, instead, that Zenosense could not be certain how its securities would be affected by the amendments.

The 2021 Annual Report also falsely stated that because Zenosense is a “voluntary filer under Section 15(d) of the Exchange Act,” and “not a public reporting company,” it was not required to “maintain a level of periodic disclosure.”<sup>1</sup> In fact, Zenosense registered its securities under Section 12(g) of the Exchange Act by filing a Form 8-A12G registration statement on April 23, 2013.<sup>2</sup> Zenosense has a class of securities registered under Section 12(g) of the Exchange Act and is, therefore, required to file periodic reports.<sup>3</sup> Statements to the contrary in the 2021 Annual Report were simply false.

As of February 9, 2022, Zenosense had not cured any of its delinquencies and had filed an annual report for fiscal year 2021 that was deficient and contained several false statements.<sup>4</sup>

**A. The Instant Proceeding.**

The Commission issued the OIP in this matter on February 9, 2022, and Zenosense filed an Answer on February 18, 2022. On March 1, 2022, Zenosense filed an amended 2021 Annual Report that contained its two most recent fiscal years as required, but contained the same false statements set forth above. Moreover, the amended 2021 Annual Report continued to state that Zenosense was “not currently involved in any legal proceedings” and was “not aware of any

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<sup>1</sup> See Exh. 6.

<sup>2</sup> Zenosense was a 15(d) filer in 2012, when it filed an S-1 under the Securities Act of 1933 and began filing periodic reports. Once Zenosense registered its securities under the Exchange Act in 2013, it was no longer a 15(d) filer.

<sup>3</sup> 15 U.S.C. §78m(a) and 17 C.F.R. §240.13a-1; 17 C.F.R. §240.13a-13.

<sup>4</sup> See Exh. 4 and Exh. 9.



pending or potential legal actions,” a statement that was no longer accurate given the pendency of this proceeding.<sup>14</sup>

On March 16, 2022, Zenosense filed all of its missing quarterly reports. On the same day, Zenosense filed its 2019 annual report. On April 20, 2022, Zenosense filed its report for the first quarter of fiscal year 2022, but again falsely stated that: “We are not currently involved in any legal proceedings and we are not aware of any pending or potential legal actions.”<sup>15</sup>

To date, Zenosense has not filed the annual report due for its fiscal year 2018 or fiscal year 2020, both of which remain delinquent.<sup>16</sup> A chart of Zenosense’s delinquencies as of August 10, 2022 is included as Exhibit 9 to this memorandum.

## **II. Argument in Support of Summary Disposition**

This proceeding was instituted under Exchange Act Section 12(j), which empowers the Commission:

as it deems necessary or appropriate for the protection of investors ... to suspend for a period not exceeding twelve months, or to revoke the registration of a security, if the Commission finds, on the record after notice and opportunity for hearing, that the issuer, of such security has failed to comply with any provision of this chapter or the rules and regulations thereunder.

15 U.S.C. §78l(j). Rule 250 of the Commission’s Rules of Practice<sup>17</sup> provides for summary disposition in the absence of a genuine issue of material fact. “Under Rule 250, a motion for

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<sup>14</sup> See Exh. 6.

<sup>15</sup> See Exh. 8 to Joyce Dec. (cover page and page 6 of Zenosense’s 10-Q filed on April 20, 2022).

<sup>16</sup> See Exh. 4 and Exh. 9.

<sup>17</sup> Rule 250(b) of the Commission’s Rules of Practice provides that, *inter alia*,

any party may make a motion for summary disposition on one or more claims or defenses, asserting that the undisputed pleaded facts, declarations, affidavits, documentary evidence or facts officially noted pursuant to §201.323 show that there is no genuine issue with regard to any material fact and that the movant is entitled to summary disposition as a matter of law.

summary disposition may be granted where there is ‘no genuine issue with regard to any material fact and the party making the motion is entitled to a summary disposition as a matter of law.’”

*Kornman v. SEC*, 592 F.3d 173, 181 (D.C. Cir. 2010) (citing 17 C.F.R. § 201.250(b)).

“The Division may file a motion for summary disposition under Rule 250(b), and ‘we have repeatedly observed that summary disposition is typically appropriate’ in ‘proceedings pursuant to Exchange Act Section 12(j)’ ‘because the issues to be decided are narrowly focused and the facts not genuinely in dispute.’” *Healthway Shopping Network, et al.*, Exchange Release No. 89374, 2020 WL 4207666 (July 22, 2020) (citation omitted).

**A. There Is No Dispute That Zenosense Violated Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.**

There is no dispute concerning whether Zenosense violated Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder. Zenosense failed to timely file 12 required reports over a 3 year period. “Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file periodic and other reports with the Commission. Exchange Act Rule 13a-1 requires issuers to submit annual reports.... No showing of scienter is necessary to establish a violation of Section 13(a) or the rules thereunder.” *Telestone Technologies Corp.*, Initial Decision Release No. 1078, 2016 SEC LEXIS 4185, at \*4 (Nov. 9, 2016). *Accord Gateway*, 2006 SEC LEXIS 1288, at \*18, 22 n.28; *Stansbury Holdings Corp.*, Initial Decision Release No. 232, 2003 SEC LEXIS 1639, at \*15 (July 14, 2003); *WSF Corp.*, Initial Decision Release No. 204, 2002 SEC LEXIS 1242, at \*14 (May 8, 2002). The only issue, then, is the appropriate remedy for these violations.

**B. There Is No Dispute That Revocation Is the Appropriate Sanction Under Commission Precedent.**

Exchange Act Section 12(j) provides that the Commission may revoke or suspend the Exchange Act Section 12 registration of an issuer’s securities where it is “necessary or

appropriate for the protection of investors.” The Commission’s determination of which sanction is appropriate “turns on the effect on the investing public, including both current and prospective investors, of the issuer’s violations, on the one hand, and the Section 12(j) sanctions on the other hand.” *Gateway*, 2006 SEC LEXIS 1288, at \*19-20. In making this determination, the Commission will consider, among other things: (1) the seriousness of the issuer’s violations; (2) the isolated or recurrent nature of the violations; (3) the degree of culpability involved; (4) the extent of the issuer’s efforts to remedy its past violations and ensure future compliance; and (5) the credibility of the issuer’s assurances, if any, against future violations. *Id.*; *see also Steadman v. SEC*, 603 F.2d 1126, 1140 (5<sup>th</sup> Cir. 1979) (setting forth the public interest factors that informed the Commission’s *Gateway* decision).

Where the issuer’s violations are serious and recurrent, the Commission applies “a strong presumption in favor of revocation” that can only be rebutted by “a strongly compelling showing with respect to the other factors.” *Absolute Potential, Inc. (f/k/a Absolute Waste Services, Inc.)*, Exchange Act Rel. No. 71866, 2014 SEC LEXIS 1193, at \*24 (Apr. 4, 2014) (*quoting Impax Laboratories, Inc.*, Exchange Act Rel. No. 57864, 2008 SEC LEXIS 1197, at \*27 (May 23, 2008)).

### **1. Zenosense’s Violations Are Serious and Recurrent, Giving Rise to a Presumption that Revocation is Necessary to Protect Investors.**

Zenosense failed to file 12 periodic reports, leaving investors without information for the period beginning March 31, 2019 through January 26, 2022, nearly a 3-year period.<sup>18</sup> While Zenosense filed a Form 12b-25 for its first delinquency to inform investors and the Commission

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<sup>18</sup> Even then, Zenosense did not provide investors with all of the information required in its January 26, 2022 filing because one year of financials was missing from the 2021 Annual Report filed on that date and the filing contained misstatements.

why a timely report could not be filed,<sup>19</sup> Zenosense failed to do so for all subsequent delinquencies, leaving investors and the Commission in the dark as to why timely reports could not be filed.<sup>20</sup>

A company's failure to file periodic filings constitutes a serious and egregious violation of Section 13(a) because it violates a central provision of the Exchange Act. *Impax Laboratories, Inc.*, 2008 SEC LEXIS 1197, at \*24. Section 13(a) is a cornerstone of the Exchange Act, establishing a system of periodically reporting invaluable information about issuers of securities. As the Commission has stated:

Failure to file periodic reports violates a central provision of the Exchange Act. The purpose of the periodic filing requirements is to supply investors with current and accurate financial information about an issuer so that they may make sound decisions. Those requirements are "the primary tool[s] which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities." Proceedings initiated under Exchange Act Section 12(j) are an important remedy to address the problem of publicly traded companies that are delinquent in the filing of their Exchange Act reports, and thereby deprive investors of accurate, complete, and timely information upon which to make informed investment decisions.

*Gateway*, 2006 SEC LEXIS 1288, at \*26 (quoting *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1<sup>st</sup> Cir. 1977)). See also *Investco, Inc.*, Initial Decision Rel. No. 240, 2003 SEC LEXIS 2792, at \*6 (Nov. 24, 2003) (delinquent issuer's actions were found to be egregious and recurrent when there was no evidence that it filed required Forms 12b-25); *Calais Resources, Inc.*,

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<sup>19</sup> See Exh. 4 and Exh. 9.

<sup>20</sup> The Court may consider the missing Forms in determining an appropriate sanction. See, e.g., *Robert Bruce Lohmann*, 80 SEC Docket 1790, 2003 SEC LEXIS 1521, at \*17 n.20 (June 26, 2003) (ALJ may properly consider lies told to staff during investigation in assessing sanctions, though they were not charged in the OIP); *Stephen Stout*, 73 SEC Docket 1441, 2000 SEC LEXIS 2119, at \*57 & n.64. (Oct. 4, 2000) (respondent's subsequent conduct in creation of arbitration scheme, which was not charged in OIP, found to be relevant in determining whether bar was appropriate); *Joseph P. Barbato*, Exchange Act Rel. No. 41034, 1999 SEC LEXIS 276, at \*49-50 (Feb. 10, 1999) (respondent's conduct in contacting former customers identified as Division witnesses found to be indicative of respondent's potential for committing future violations). See also *SEC v. Falstaff Brewing Corp.*, 629 F.2d 62, 78 (D.C. Cir. 1980) (ALJ may consider the failure of certain executives to file reports under 16(a) and decide that it indicates a likelihood of future misconduct.).

Exchange Release Act Rel. No. 67312, 2012 SEC LEXIS 2023 at \*16-17 (June 29, 2012) (noting failures to file Forms 12b-25 as supporting revocation order).

Zenosense's failure to file 12 reports over a three-year period also constitutes recurrent and continuous violations under the second *Gateway* factor. The Commission has repeatedly found delinquencies of similar duration and failures to file a similar amount of reports to be recurrent and to warrant revocation. *See, e.g., WSF Corp.*, Initial Decision Rel. No. 204, 2002 WL 917293, at \*14 (May 8, 2002) (one Form 10-K and three Forms 10-Q); *Freedom Golf Corp.*, Initial Decision Release No. 227, 2003 SEC LEXIS 1178, at \*5 (May 15, 2003) (one Form 10-K and one Form 10-Q); *iBIZ Technology Corp.*, Initial Decision Rel. No. 312 at 1, 2006 WL 1675913 (June 16, 2006) (one Form 10-K and two Forms 10-Q); *IronClad Encryption Corp.*, Release No. 9426, 2022 WL 488507, at \*3 (Feb. 15, 2022) (failure to file for "more than year"); *Triton Emission Sols. Inc.*, Release No. 94255, 2022 WL 488504, at \*3 (Feb. 15, 2022) (same).

**2. Zenosense Cannot Rebut the Presumption of Revocation With a Compelling Showing on the Remaining *Gateway* Factors. Indeed, Those Factors Confirm That Revocation Is Necessary to Protect Investors.**

Zenosense has not, and cannot, make a compelling showing rebutting the presumption of revocation. Indeed, all of the remaining *Gateway* factors weigh in favor of revocation.

**(a) Zenosense Has a High Degree of Culpability.**

Evidence that a violation was "inadvertent or accidental" establishes a low level of culpability. *China-Biotics, Inc.*, Exchange Act Release 70800, 2013 SEC LEXIS 3451, at \*37 (Nov. 4, 2013). Evidence that an issuer knew of its reporting obligations but failed to comply with them, or persisted in noncompliance after receiving multiple warnings, establishes "a high degree of culpability." *Id.* (issuer had a "high degree of culpability" where it "did not file a single periodic report for more than a year and a half" and continued in its delinquencies "despite

multiple warnings and the institution of [revocation] proceedings”). *See also Gateway*, 2006 SEC LEXIS 1288, at \*21 (issuer “evidenced a high degree of culpability,” because it “knew of its reporting obligations, yet failed to file” twenty periodic reports and only filed two Forms 12b-25); *Citizens Capital Corp.*, Exchange Act Release No. 67313, 2012 WL 2499350, at \*5 (June 29, 2012) (respondent’s long history of ignoring reporting obligations evidenced a high degree of culpability).

The evidence is undisputed that Zenosense’s filing failures were not inadvertent or accidental. Zenosense knew it needed to file Forms 12b-25 if it did not timely file a periodic report, as evidenced by the fact that Zenosense had filed them in the past and filed one on April 1, 2019 for the first delinquency.<sup>21</sup> Yet, Zenosense chose not to file Forms 12b-25 for eleven of the twelve delinquencies.<sup>22</sup> Zenosense similarly understood that it was required to file annual and quarterly reports, having filed periodic reports since 2012, until it missed the first of the 12 delinquent reports in April 2019. Although Zenosense was reminded of its filing obligations through Corporation Finance’s delinquency letter, its filing failures continued for another 16 months. Even after the filing of this proceeding, Zenosense’s violations continue, as it has failed to file either the 2018 or 2020 annual reports.

**(b) Zenosense Has Not Remedied Its Past Violations or Adopted Concrete Measures to Ensure Future Compliance.**

To date, Zenosense has not remedied all of the violations that led to the filing of the OIP. Zenosense has not filed its annual reports for 2018 or 2020.

To make a compelling showing on future compliance, Zenosense must demonstrate that it implemented concrete and effective measures to ameliorate the cause of its filing failures. *Phlo*

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<sup>21</sup> *See* Exh. 4 and Exh. 9. Zenosense filed Form 12b-25 on April 1, 2019 and fifteen previous times.

<sup>22</sup> *See* Exh. 4 and Exh. 9.

*Corp.*, Exchange Act Release No. 55562, 2007 WL 966943, at \*16 (Mar. 30, 2007). In its February 18, 2022 Answer, Zenosense wholly failed to identify the cause of its almost-three-year delinquency, let alone concrete measures that it would take to avoid future delinquencies.

**(c) Zenosense’s Assurances Against Future Violations Are Not Credible.**

The likelihood that Zenosense will commit future violations can be inferred from its past violations, including the very violation that led to the enforcement action. *See KPMG Peat Marwick LLP*, Exchange Act Rel. No. 44050, 2001 SEC LEXIS 422, at \*21-22 (Mar. 8, 2001) (risk of future violation “need not be very great to warrant issuing a cease-and-desist order and that in the ordinary case and absent evidence to the contrary, a finding of past violation raises a sufficient risk of future violation”).

An issuer's failure to cure delinquencies that gave rise to the revocation proceeding and commitment of additional violations while the proceeding is pending also renders assurances against future violations incredible. *SEC v. StratoComm Corp.*, 89 F. Supp. 3d 357, 367 (N.D.N.Y. 2015) (“StratoComm and Shearer do not pledge to forego future opportunities to engage in additional securities fraud violations.”), *aff’d*, 652 F. App'x 35 (2d Cir. 2016); *SEC v. First Jersey Sec., Inc.*, 101 F.3d 1450, 1478 (2d Cir. 1996). Any claim by Zenosense that it will refrain from future violations is simply not credible, given its failure to file all of the missing reports that led to this proceeding,

The fact that Zenosense’s ongoing filings are deficient also weighs against its credibility. The original 2021 Annual Report was missing one year of financials. The amendment to the 2021 Annual Report and the first quarter report, filed with the Commission after Zenosense’s

Answer was filed in this proceeding, both falsely state that Zenosense is not aware of any pending legal proceedings although Zenosense is clearly aware of this action.<sup>23</sup>

**C. Revocation is Necessary for the Protection of Investors.**

The public interest is concerned with more than just current shareholders; it is also concerned with prospective shareholders. “Revocation is a prospective remedy and is imposed based on [the Commission’s] concern about protecting future investors in the company.” *Citizens Capital Corp.* 2012 WL 2499350, at \*8. *See also Accredited Bus. Consolidators*, Exchange Act Rel. No. 75840, 2015 WL 5172970, at \*2 (Sept. 4, 2015) (filing failures deprive “both existing and prospective holders of its registered stock of the ability to make informed investment decisions based on current and reliable information.”); *WSF Corp.*, 2002 WL 917293, at \*5 (Administrative Law Judge noted that he did “not share WSF's rather narrow focus on the ability of its current shareholders to liquidate their stock by selling to others. The Commission must consider the interest of the investing public at large, including those members of the public who might be on the buy side if WSF's current shareholders are selling”). Zenosense’s filing failures left prospective investors without current and accurate financial information about the company which they need to make sound decisions; the lack of information continues because Zenosense has not filed the 2018 and 2020 annual reports.

Investor protection also takes into account “the broader systemic harm” that follows from registrants who fail to comply with reporting requirements. *Absolute Potential, Inc.*, 2014 SEC LEXIS 1193, at \*7. By imposing a sanction significant enough to deter other issuers from engaging in similar conduct, the Commission protects current and prospective investors of all public filers. And “[d]eterrence is effective only if a lengthy delinquency, in the absence of

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<sup>23</sup> *See* Exh. 8.



strongly compelling circumstances regarding the other *Gateway* factors, results in revocation.” *Advanced Life Sciences Holdings, Inc.*, Exchange Act Rel. No. 81253, 2017 WL 3214455 at \*6 (July 28, 2017).

The protection afforded through deterrence is so strong that even where an issuer has become fully compliant while a revocation proceeding is pending, the Commission has required revocation:

As we have recognized, revocation may be warranted [where an issuer has regained compliance before a law judge issues an initial decision] to address not only the harm to current and prospective investors in the non-compliant issuer but also to address the broader systemic harm that follows from registrants who “game the system” by complying with their unambiguous reporting obligations only when they are confronted by imminent revocation. A sanction other than revocation would reward those issuers who fail to file required periodic reports when due over an extended period of time and make last-minute filings only after becoming the subject of Exchange Act Section 12(j) proceedings in an effort to bring themselves current with their reporting obligations. Such conduct prolongs indefinitely the period during which public investors would be without accurate, complete, and timely reports and significantly detracts from the Exchange Act’s reporting requirements.

*Absolute Potential, Inc.*, 2014 SEC LEXIS 1193, at \*27. *See also* *China-Biotics*, 2013 WL 11270156 (ordering revocation under same circumstances); *Nature’s Sunshine Prods.*, 2009 WL 137145, 2004 WL 2309336, at \*8 (Oct. 12, 2004) (revocation warranted to deter issuers which, “on the eve of hearings before the law judge or, in this case, oral argument on appeal, make last-minute filings in an effort to bring themselves current with their reporting obligations”); *Calais Resources Inc.*, 2012 WL 2499349, at \*7 (same); *e-Smart Techs., Inc.*, Exchange Act Release No. 50514, 2004 WL 2309336, at \*2, n. 18 (Oct. 12, 2004).

Here, Zenosense has not cured its filing delinquencies and allowing Zenosense to escape revocation would signal to other issuers that filing failures do not result in a significant sanction.

That message would undercut Section 13(a)'s reporting requirements to the detriment of all investors. The protective purpose served by deterrence requires revocation here.

### **III. Conclusion**

For the reasons set forth above, there is no dispute that Zenosense committed multiple violations of the Exchange Act's reporting requirements and no dispute that Commission precedent requires revocation for the protection of investors. Accordingly, the Division requests that the Commission grant this Motion for Summary Disposition and revoke the registrations of each class of Respondent's securities registered under Exchange Act Section 12.

Dated: August 11, 2022

Respectfully submitted,

/s/ Samantha M. Williams  
Samantha M. Williams (202) 551-4061  
Gina M. Joyce (202) 551-4850  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-5010  
williamssam@sec.gov  
joyceg@sec.gov

COUNSEL FOR  
DIVISION OF ENFORCEMENT

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the Division of Enforcement's Motion for Summary Disposition was served on August 11, 2022, in the manner indicated below:

By eFap:

Office of the Secretary

By Email:

Jonathan D. Leinwand, P.A.  
Law Office of Jonathan P. Leinwand  
18305 Biscayne Blvd.  
Suite 200  
Aventura, FL 33160  
[jonathan@jdlpa.com](mailto:jonathan@jdlpa.com)

/s/ Samantha M. Williams  
Samantha M. Williams

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20743**

<p><b>In the Matter of</b></p> <p><b>Zenosense, Inc.,</b></p> <p><b>Respondent.</b></p>
---

**THE DIVISION OF ENFORCEMENT'S**  
**ATTACHMENTS INCLUDING INDEX IN SUPPORT OF MOTION FOR SUMMARY**  
**DISPOSITION AND SUPPORTING MEMORANDUM**

	Declaration of Gina Joyce
1	Corporate Status Page For Zenosense, Inc. From The Website Of The Nevada Secretary Of State
2	Cover Page Of Form 8-A12G Filed By Zenosense With The Commission On April 23, 2013
3	Printout Of An OTC Markets Report Dated February 1, 2022 Concerning Zenosense
4	Printout Of Zenosense's EDGAR History As Of August 10, 2022
5	August 24, 2020 Delinquency Letter Sent To Zenosense From Corporation Finance
6	Cover Page And Page 9 Of Zenosense's 10-K Filed On January 26, 2022
7	Printout Of An OTC Markets Report Dated January 11, 2022 Concerning Zenosense
8	Cover Page And Page 6 Of Zenosense's 10-Q Filed On April 20, 2022
9	Chart Tracking Zenosense Delinquencies As Of August 10, 2022

Dated: August 11, 2022

Respectfully submitted,

/s/ Samantha M. Williams

Samantha M. Williams (202) 551-4061

Gina M. Joyce (202) 551-4850

Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549-5010

[williamssam@sec.gov](mailto:williamssam@sec.gov)

[joyceg@sec.gov](mailto:joyceg@sec.gov)

COUNSEL FOR  
DIVISION OF ENFORCEMENT

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the Division of Enforcement's Attachments Including Index in Support of Motion for Summary Disposition was served on August 11, 2022, in the manner indicated below:

By eFap:

Office of the Secretary

By Email:

Jonathan D. Leinwand, P.A.  
Law Office of Jonathan P. Leinwand  
18305 Biscayne Blvd.  
Suite 200  
Aventura, FL 33160  
[jonathan@jdlpa.com](mailto:jonathan@jdlpa.com)

/s/ Samantha M. Williams

Samantha M. Williams

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20743**

<p><b>In the Matter of</b></p> <p><b>Zenosense, Inc.,</b></p> <p><b>Respondent.</b></p>
---

**DECLARATION OF GINA JOYCE IN SUPPORT OF**  
**DIVISION OF ENFORCEMENT'S MOTION FOR SUMMARY DISPOSITION**

I, GINA JOYCE, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a Senior Counsel with the Division of Enforcement (“Division”) of the Securities and Exchange Commission (“Commission”), and co-counsel for the Division in the above-captioned administrative proceeding. I am submitting this Declaration in support of the Division’s Motion for Summary Disposition (“Motion”).

2. Attached hereto as Exhibit (“Exh.”) 1 is a true copy of the corporate status page for Zenosense, Inc. from the website of the Nevada Secretary of State.

3. Attached hereto as Exh. 2 is a true copy of the cover page of Form 8-A12G filed by Zenosense with the Commission on April 23, 2013.

4. Attached hereto as Exh. 3 is a true copy of a printout of an OTC Markets report dated February 1, 2022 concerning Zenosense.

5. Attached hereto as Exh. 4 is a true copy of a printout of Zenosense’s EDGAR history as of August 10, 2022.

6. Attached hereto as Exh. 5 is a true copy of the August 24, 2020 delinquency letter sent to Zenosense from Corporation Finance.

7. Attached hereto as Exh. 6 is a true copy of the cover page and page 9 of Zenosense's 10-K filed on January 26, 2022.

8. Attached hereto as Exh. 7 is a true copy of a printout of an OTC Markets report dated January 11, 2022 concerning Zenosense.

9. Attached hereto as Exh. 8 is a true copy of the cover page and page 6 of Zenosense's 10-Q filed on April 20, 2022.

10. Attached hereto as Exh. 9 is a true copy of a chart tracking Zenosense delinquencies as of August 10, 2022.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 11, 2022.

/s/ Gina Joyce  
Gina Joyce

# EXHIBIT 1



**ENTITY INFORMATION**

**ENTITY INFORMATION**

**Entity Name:**

ZENOSENSE, INC.

**Entity Number:**

E0515042008-8

**Entity Type:**

Domestic Corporation (78)

**Entity Status:**

Active

**Formation Date:**

08/11/2008

**NV Business ID:**

NV20081119348

**Termination Date:**

Perpetual

**Annual Report Due Date:**

8/31/2022

**REGISTERED AGENT INFORMATION**

**Name of Individual or Legal Entity:**

NEVADA AGENCY AND TRANSFER COMPANY

**Status:**

Active

**CRA Agent Entity Type:****Registered Agent Type:**

Commercial Registered Agent

**NV Business ID:****Office or Position:****Jurisdiction:**

COUNTY OF WASHOE, STATE OF NEVADA

**Street Address:**

50 WEST LIBERTY STREET SUITE 880, Reno, NV, 89501, USA

**Mailing Address:****Individual with Authority to Act:**

AMANDA CARDINALLI

**Fictitious Website or Domain Name:****OFFICER INFORMATION** **VIEW HISTORICAL DATA**

Title	Name	Address	Last Updated	Status
President	DAVID LAZAR	50 WEST LIBERTY ST SUITE 880, Reno, NV, 89501, USA	12/21/2021	Active
Secretary	DAVID LAZAR	50 WEST LIBERTY ST SUITE 880, Reno, NV, 89501, USA	12/21/2021	Active
Treasurer	DAVID LAZAR	50 WEST LIBERTY ST SUITE 880, Reno, NV, 89501, USA	12/21/2021	Active
Director	DAVID LAZAR	50 WEST LIBERTY ST SUITE 880, Reno, NV, 89501, USA	12/21/2021	Active

Page 1 of 1, records 1 to 4 of 4

**CURRENT SHARES**

Class/Series	Type	Share Number	Value
	Common	500,000,000	0.001000000000
	Preferred	10,000,000	0.001

Page 1 of 1, records 1 to 2 of 2

Number of No Par Value Shares:

**0**

Total Authorized Capital:

**510,000**

[Filing History](#)

[Name History](#)

[Mergers/Conversions](#)

[Return to Search](#)

[Return to Results](#)

# EXHIBIT 2

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**BRAEDEN VALLEY MINES, INC.**  
(Exact name of registrant as specified in its charter)

Nevada 26-3257291  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

Bella Vista, Calle Gracia, Casa 19A, Panama City, Panama  
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which Each class is to be registered
N/A	N/A

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-158062 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock  
(Title of Class)

**Item 1. Description of Registrant's Securities to be Registered.**

The information set forth under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-158062) under the Securities Act of 1933, as filed with the Securities and Exchange Commission on August 7, 2012, and as may be amended after the date hereof (the "Registration Statement"), is hereby incorporated by reference.

**Item 2. Exhibits**

The following Exhibits are filed with this registration statement:

Number	Description	
3.1	Articles of Incorporation.	*
3.2	Bylaws.	*

\* Previously filed with the Registrant's Registration Statement on Form S-1, SEC File Number 333-158062 filed with the Securities and Exchange Commission on March 17, 2009, and incorporated herein by reference.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BRAEDEN VALLEY MINES, INC , a  
Nevada corporation

Date: April 22, 2013

By: /s/ Ron Erickson

Name: Ron Erickson  
Title: President (principal  
executive officer) and  
Treasurer (principal  
accounting officer and  
principal financial officer)



# EXHIBIT 3



Market Activity

Corporate Services

OTC Link ATS

Market Data

Learn

About

Blog

Quote



[Stock Screener](#)

OTC MARKETS  
TOTALS

SECURITIES  
12,042

DOLLAR VOL  
\$2.8B

SHARE VOL  
9.8B

TRADES  
354,443

Market Activity / Stock / ZENO / Overview

## ZENO Zenosense, Inc.

Common Stock

**0.08** ↑ 0.005  
6.67%

**Warning!** This security is eligible for Unsolicited Quotes Only

0.075 / 0.088 (1 x 1)

This stock is not eligible for proprietary broker-dealer quotations. All quotes in this stock reflect unsolicited customer orders. Unsolicited-Only stocks have a higher risk of wider spreads, increased volatility, and price dislocations. Investors may have difficulty selling this stock. An initial review by a broker-dealer under SEC Rule 15c2-11 is required for brokers to publish competing quotes and provide continuous market making.

Real-Time Best Bid & Ask:  
05:00pm 02/01/2022  
Delayed (15 Min) Trade  
Data: 03:58pm  
02/01/2022

OPEN  
**0.07**

DAILY RANGE  
**0.065 - 0.0924**

VOLUME  
**281,900**

DIVIDEND  
**N/A**

**Pink**

Transfer Agent Verified

Pink

Current

Information

Shell

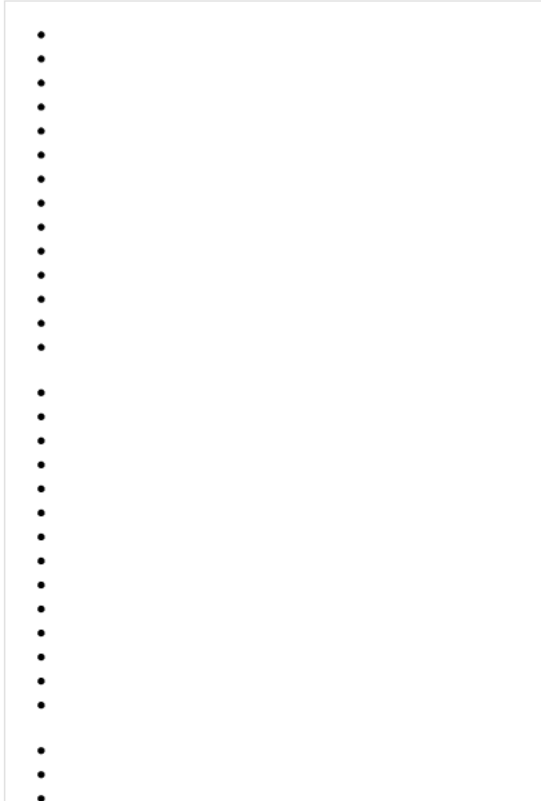
### DAILY ADVANCERS

- MMNB51 %
- DMKB3 %
- GDNS25 %
- TGOE11 %
- ALFB57 %

Unlock Real-Time quotes  
For ZENO

# EXHIBIT 3

FIND OUT MORE



TRADE DATA

DATE	TIME	PRICE	CHANGE	VOLUME
DATE	TIME	PRICE	CHANGE	VOLUME
02/01/2022	15:58:54	0.08	-0.01	9,000
02/01/2022	15:56:56	0.088	0.00	10,000
02/01/2022	15:54:56	0.088	-0.00	4,940
02/01/2022	15:26:23	0.089	0.00	30,000
02/01/2022	14:56:14	0.089	0.01	595

MORE >

Irregular/odd lot trades, which are not considered for the Open, High, Low or Closing prices, are not shown in trade data table.

NEWS

OTC Markets Group Announces Lists of Compliance Downgrades and Caveat Emptor Designations for the Month of May PRNS | 06/05/2019

**Zenosense, Inc.: Update on MIDS Medical Test Strip Development** GLOBE | 03/20/2019

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**Zenosense, Inc.: MIDS Medical Expands Technical Team** GLOBE | 10/02/2018

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[MORE >](#)

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## FILINGS AND DISCLOSURE

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**Form Type—10-K** 01/26/2022

---

**Form Type—NT 10-K** 04/01/2019

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**Form Type—10-Q** 11/14/2018

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[MORE >](#)

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## COMPANY DESCRIPTION

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Zenosense Inc.'s primary focus, through our joint venture ownership in MIDS Medical Ltd., is the development of a cost-effective, hand-held Point of Care rapid cardiac diagnostic device, MIDS Cardiac. MIDS Medical Ltd. applies patent-protected magnetic nanoparticle detection technology and a development team with world-class technical expertise. The MIDS Cardiac device and test strip is being designed to support a variety of rapid high sensitivity cardiac biomarker tests, with a focus on troponin I and T, to identify or discount Acute Myocardial Infarction with accuracy equal or superior to high sensitivity assays performed on laboratory analyzers.

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## VIDEOS

---

This company has not added any videos

QUOTE



SYMBOL	LAST	CHANGE	BID	ASK	VOLUME	TIME
OTCM	62.00	0.50 (0.81%)	61.46	62.00	1860	15:53



Contact

Careers

Market Hours

Glossary

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[Warning](#) [Supported Browsers](#) [Do Not Sell My Personal Information](#)

# EXHIBIT 4

# Company Folder

The number of results returned is 96

(Results as of 08/10/2022 01:34:33 PM)

Filings

Related materials

Exhibits

Company: ZENOSSENSE, INC.  
 Cmpy Status: null  
 CIK: [0001458581](#)

▶	Form Type	File No.	Filing Date ▼	Items/Exempts	Recv Date	Period	Rev	Interim Disp Date	Interim DC	Final Disp Date	Final DC
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<input type="checkbox"/>	<a href="#">10-Q</a>	<a href="#">000-54936</a>	<a href="#">03/16/2022</a>		<a href="#">03/16/2022</a>	06/30/2021					
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<input type="checkbox"/>	<a href="#">10-K</a>	<a href="#">000-54936</a>	<a href="#">04/17/2017</a>		<a href="#">04/17/2017</a>	12/31/2016				04/17/2018	CX
<input type="checkbox"/>	<a href="#">NT 10-K</a>	<a href="#">000-54936</a>	<a href="#">03/30/2017</a>		<a href="#">03/30/2017</a>	12/31/2016				03/30/2017	CX
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				Filings				Related materials				Exhibits	
	Form Type	File No.	Filing Date	Items/Exempts	Recv Date	Period	Rev	Interim Disp Date	Interim DC	Final Disp Date	Final DC		
<input type="checkbox"/>	8-K	000-54936	02/03/2017	1.01, 3.02	02/03/2017	01/31/2017							
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<input type="checkbox"/>	DEF 14C	000-54936	06/29/2016		06/29/2016	06/29/2016				06/29/2016		CX	
<input type="checkbox"/>	8-K	000-54936	06/23/2016	1.01	06/23/2016	06/20/2016							
<input type="checkbox"/>	PRE 14C	000-54936	06/17/2016		06/17/2016	06/17/2016	3			06/23/2016		C3	
<input type="checkbox"/>	SC 13D	005-89534	06/16/2016		06/16/2016								
<input type="checkbox"/>	8-K	000-54936	06/09/2016	1.01, 2.03, 3.02	06/09/2016	06/08/2016							
<input type="checkbox"/>	10-Q	000-54936	05/23/2016		05/23/2016	03/31/2016				04/17/2017		CX	
<input type="checkbox"/>	10-K	000-54936	05/23/2016		05/23/2016	12/31/2015				04/17/2017		CX	
<input type="checkbox"/>	NT 10-Q	000-54936	05/17/2016		05/17/2016	03/31/2016				05/17/2016		CX	
<input type="checkbox"/>	10-Q	000-54936	05/13/2016		05/13/2016	09/30/2015				05/23/2016		CX	
<input type="checkbox"/>	8-K	000-54936	05/03/2016	1.01, 2.03, 3.02	05/03/2016	04/20/2016							
<input type="checkbox"/>	10-Q	000-54936	08/14/2015	0	08/14/2015	06/30/2015				05/23/2016		CX	
<input type="checkbox"/>	10-Q	000-54936	05/18/2015	0	05/18/2015	03/31/2015				05/23/2016		CX	
<input type="checkbox"/>	NT 10-Q	000-54936	05/15/2015	0	05/15/2015	03/31/2015				05/15/2015		CX	
<input type="checkbox"/>	10-K	000-54936	04/14/2015	0	04/14/2015	12/31/2014	8	10/01/2015	P2	10/01/2015		C8	
<input type="checkbox"/>	NT 10-K	000-54936	03/30/2015	0	03/30/2015	12/31/2014				03/30/2015		CX	
<input type="checkbox"/>	8-K	000-54936	12/17/2014	2	12/17/2014	12/16/2014							
<input type="checkbox"/>	10-Q	000-54936	11/10/2014	0	11/10/2014	09/30/2014				04/14/2015		CX	
<input type="checkbox"/>	10-Q	000-54936	08/19/2014	0	08/19/2014	06/30/2014				04/14/2015		CX	
<input type="checkbox"/>	NT 10-Q	000-54936	08/14/2014	0	08/14/2014	06/30/2014				08/14/2014		CX	
<input type="checkbox"/>	8-K	000-54936	07/31/2014	3	07/31/2014	07/28/2014							
<input type="checkbox"/>	8-K	000-54936	07/24/2014	2	07/24/2014	07/21/2014							
<input type="checkbox"/>	10-Q	000-54936	05/20/2014	0	05/20/2014	03/31/2014				04/14/2015		CX	
<input type="checkbox"/>	NT 10-Q	000-54936	05/15/2014	0	05/15/2014	03/31/2014				05/15/2014		CX	
<input type="checkbox"/>	8-K	000-54936	05/02/2014	2	05/02/2014	04/28/2014							
<input type="checkbox"/>	8-K	000-54936	04/10/2014	3	04/09/2014	04/08/2014							
<input type="checkbox"/>	10-K	000-54936	03/26/2014	0	03/26/2014	12/31/2013				04/14/2015		CX	
<input type="checkbox"/>	8-K	000-54936	03/04/2014	1	03/03/2014	02/27/2014							
<input type="checkbox"/>	8-K	000-54936	01/24/2014	1	01/24/2014	01/21/2014	1	01/27/2014	P2	01/27/2014		C1	
<input type="checkbox"/>	8-K	000-54936	12/06/2013	6	12/06/2013	12/06/2013							
<input type="checkbox"/>	8-K	000-54936	11/26/2013	3	11/26/2013	11/26/2013							
<input type="checkbox"/>	10-Q	000-54936	11/12/2013	0	11/12/2013	09/30/2013				03/26/2014		CX	
<input type="checkbox"/>	DEF 14A	000-54936	11/08/2013	0	11/08/2013	11/08/2013				11/08/2013		CX	
<input type="checkbox"/>	PRE 14A	000-54936	10/25/2013	0	10/25/2013	10/25/2013	3	10/30/2013	P2	10/30/2013		C3	
<input type="checkbox"/>	8-K	000-54936	10/25/2013	1	10/25/2013	10/25/2013							
<input type="checkbox"/>	10-Q	000-54936	08/12/2013	0	08/12/2013	06/30/2013				03/26/2014		CX	
<input type="checkbox"/>	8-K	000-54936	08/08/2013	1	08/08/2013	07/05/2013							
<input type="checkbox"/>	10-Q	000-54936	05/20/2013	0	05/20/2013	03/31/2013				03/26/2014		CX	

												Filings				Related materials				Exhibits			
	Form Type	File No.	Filing Date	Items/Exempts	Recv Date	Period	Rev	Interim Disp Date	Interim DC	Final Disp Date	Final DC												
<input type="checkbox"/>																							
<input type="checkbox"/>	▶ <a href="#">NT 10-Q</a>	<a href="#">000-54936</a>	<a href="#">05/16/2013</a>	0	<a href="#">05/15/2013</a>	03/31/2013				<a href="#">05/16/2013</a>	CX												
<input type="checkbox"/>	▶ <a href="#">8-A12G</a>	<a href="#">000-54936</a>	<a href="#">04/23/2013</a>	0	<a href="#">04/22/2013</a>																		
<input type="checkbox"/>	▶ <a href="#">10-K/A</a>	<a href="#">333-158062</a>	<a href="#">04/17/2013</a>	0	<a href="#">04/16/2013</a>	12/31/2012	8	<a href="#">08/06/2013</a>	P2	<a href="#">08/06/2013</a>	C8												
<input type="checkbox"/>	▶ <a href="#">10-K</a>	<a href="#">333-158062</a>	<a href="#">04/15/2013</a>	0	<a href="#">04/15/2013</a>	02/28/2013	8	<a href="#">08/06/2013</a>	P2	<a href="#">08/06/2013</a>	C8												
<input type="checkbox"/>	▶ <a href="#">8-K</a>	<a href="#">333-158062</a>	<a href="#">04/12/2013</a>	2	<a href="#">04/12/2013</a>	03/18/2013	1	<a href="#">04/17/2013</a>	P2	<a href="#">04/17/2013</a>	C1												
<input type="checkbox"/>	▶ <a href="#">NT 10-K</a>	<a href="#">333-158062</a>	<a href="#">03/29/2013</a>	0	<a href="#">03/29/2013</a>	12/31/2012				<a href="#">03/29/2013</a>	CX												
<input type="checkbox"/>	▶ <a href="#">10-O/A</a>	<a href="#">333-158062</a>	<a href="#">02/28/2013</a>	0	<a href="#">02/27/2013</a>	09/30/2012																	
<input type="checkbox"/>	▶ <a href="#">10-O/A</a>	<a href="#">333-158062</a>	<a href="#">11/23/2012</a>	0	<a href="#">11/23/2012</a>	09/30/2012																	
<input type="checkbox"/>	▶ <a href="#">10-Q</a>	<a href="#">333-158062</a>	<a href="#">11/19/2012</a>	0	<a href="#">11/19/2012</a>	09/30/2012				<a href="#">04/15/2013</a>	CX												
<input type="checkbox"/>	▶ <a href="#">NT 10-Q</a>	<a href="#">333-158062</a>	<a href="#">11/14/2012</a>	0	<a href="#">11/14/2012</a>	09/30/2012				<a href="#">11/14/2012</a>	CX												
<input type="checkbox"/>	▶ <a href="#">EFFECT</a>	<a href="#">333-158062</a>	<a href="#">08/29/2012</a>	0	<a href="#">08/29/2012</a>					<a href="#">08/29/2012</a>	EX												
<input type="checkbox"/>	▶ <a href="#">S-1/A</a>	<a href="#">333-158062</a>	<a href="#">08/07/2012</a>	0	<a href="#">08/07/2012</a>		1	<a href="#">08/24/2012</a>	P2	<a href="#">08/29/2012</a>	E1												
<input type="checkbox"/>	▶ <a href="#">S-1/A</a>	<a href="#">333-158062</a>	<a href="#">06/18/2012</a>	0	<a href="#">06/18/2012</a>		1	<a href="#">07/06/2012</a>	P1	<a href="#">08/29/2012</a>	E1												
<input type="checkbox"/>	▶ <a href="#">S-1/A</a>	<a href="#">333-158062</a>	<a href="#">02/16/2012</a>	0	<a href="#">02/16/2012</a>		1	<a href="#">02/29/2012</a>	P1	<a href="#">08/29/2012</a>	E1												
<input type="checkbox"/>	▶ <a href="#">S-1/A</a>	<a href="#">333-158062</a>	<a href="#">12/05/2011</a>	0	<a href="#">12/05/2011</a>		1	<a href="#">12/27/2011</a>	P1	<a href="#">08/29/2012</a>	E1												
<input type="checkbox"/>	▶ <a href="#">S-1/A</a>	<a href="#">333-158062</a>	<a href="#">09/02/2011</a>	0	<a href="#">09/01/2011</a>		1	<a href="#">09/14/2011</a>	P5	<a href="#">08/29/2012</a>	E1												
<input type="checkbox"/>	▶ <a href="#">S-1/A</a>	<a href="#">333-158062</a>	<a href="#">06/30/2009</a>	0	<a href="#">06/29/2009</a>		1	<a href="#">07/17/2009</a>	P2	<a href="#">08/29/2012</a>	E1												
<input type="checkbox"/>	▶ <a href="#">S-1/A</a>	<a href="#">333-158062</a>	<a href="#">06/09/2009</a>	0	<a href="#">06/08/2009</a>		1	<a href="#">06/25/2009</a>	P1	<a href="#">08/29/2012</a>	E1												
<input type="checkbox"/>	▶ <a href="#">S-1</a>	<a href="#">333-158062</a>	<a href="#">03/17/2009</a>	0	<a href="#">03/17/2009</a>		1	<a href="#">04/15/2009</a>	P1	<a href="#">08/29/2012</a>	E1												

<< Prev - 1 - Next >>



# EXHIBIT 5



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

VIA FEDEX  
TRACKING #771329072947

August 24, 2020

Carlos Jose Gil, CEO  
Zenosense, Inc.  
Avda Cortes Valencianas 58  
Planta 5  
46015 Valencia, Spain

Re: Zenosense, Inc.  
File No. 0-54936

Dear Mr. Gil:

It appears that Zenosense, Inc. (the "Company") is not in compliance with the reporting requirements under Section 13(a) of the Securities Exchange Act of 1934. If you believe the Company is in compliance, please contact me within fifteen days from the date of this letter so we can discuss the reasons why our records do not reflect such compliance. Otherwise, we expect the Company to file all required reports immediately.

If the Company has not filed all required reports within fifteen days from the date of this letter, it may be subject, without further notice, to an administrative proceeding brought by the Commission's Division of Enforcement pursuant to Section 12(j) of the Exchange Act to revoke its Exchange Act registration. The Company may also be subject to a trading suspension pursuant to Section 12(k) of the Exchange Act.

The Company may be eligible to terminate its registration under the Securities Exchange Act of 1934, and if it is, it could do so by filing a Form 15. While the filing of a Form 15 may suspend the Company's future requirement to file periodic and current reports, this would not eliminate its obligation to file all reports required under Section 13(a) of the Exchange Act that were due on or before the date permitted by the Form 15.

Please contact me at (202) 551-3245 or by email at [OEL\\_DFP@sec.gov](mailto:OEL_DFP@sec.gov) with any questions.

Sincerely,

/s/ Marva D. Simpson

Marva D. Simpson  
Special Counsel  
Office of Enforcement Liaison  
Division of Corporation Finance

# EXHIBIT 6

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2021

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

COMMISSION FILE NO. 000-54936

**ZENOSENSE, INC.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

6770

(Primary Standard Industrial Classification Code Number)

26-3257291

(IRS Employer Identification No.)

1185 Avenue of the Americas, 3rd Floor  
New York, New York 10036

646-768-8417

(Address and telephone number of registrant's executive office)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
None	N/A	N/A

Securities registered pursuant to Section 12(g) of the Act: Common Stock

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period that the registrant as required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated Filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, as of June 30, 2021, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$670,300 based on a closing price of \$0.03 as of such date. Solely for purposes of this disclosure, shares of common stock held by executive officers, directors, and beneficial holders of 10% or more of the outstanding common stock of the registrant as of such date have been excluded because such persons may be deemed to be affiliates.

As of January 25, 2022, the Registrant had 31,932,843 shares of common stock issued and outstanding.

**The market price of our Common Stock may decline if a substantial number of shares of our Common Stock are sold at once or in large blocks.**

Presently the market for our Common Stock is limited. If an active market for our shares develops in the future, some or all of our shareholders may sell their shares of our Common Stock which may depress the market price. Any sale of a substantial number of these shares in the public market, or the perception that such a sale could occur, could cause the market price of our Common Stock to decline, which could reduce the value of the shares held by our other shareholders.

**Future issuance of our Common Stock could dilute the interests of our existing shareholders, particularly in connection with an acquisition and any resulting financing.**

We may issue additional shares of our Common Stock in the future. The issuance of a substantial amount of our Common Stock could substantially dilute the interests of our shareholders. In addition, the sale of a substantial amount of Common Stock in the public market, either in the initial issuance or in a subsequent resale by the target company in a business combination which received our Common Stock as consideration or by investors who has previously acquired such Common Stock could have an adverse effect on the market price of our Common Stock.

**Due to recent changes to Rule 15c2-11 under the Securities Exchange Act of 1934, our Common Stock may become subject to limitations or reductions on stock price, liquidity, or volume.**

On September 16, 2020, the SEC adopted amendments to Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"). This Rule applies to broker-dealers who quote securities listed on over-the-counter markets such as our Common Stock. The Rule as amended prohibits broker-dealers from publishing quotations on OTC markets for an issuer's securities unless they are based on current publicly available information about the issuer. When it becomes effective, the amended Rule will also limit the Rule's "piggyback" exception, which allows broker-dealers to publish quotations for a security in reliance on the quotations of a broker-dealer that initially performed the information review required by the Rule, to issuers with current publicly available information or issuers that are up-to-date in their Exchange Act reports. As of this date, we are uncertain as to what actual effect the Rule may have on us.

The Rule changes could harm the liquidity and/or market price of our Common Stock by either preventing our shares from being quoted or driving up our costs of compliance. Because we are a voluntary filer under Section 15(d) of the Exchange Act and not a public reporting company, the practical impact of these changes is to require us to maintain a level of periodic disclosure we are not presently required to maintain, which would cause us to incur material additional expenses. Further, if we cannot or do not provide or maintain current public information about our company, our stockholders may face difficulties in selling their shares of our Common Stock at desired prices, quantities, or times, or at all, as a result of the amendments to the Rule.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

Not applicable.

**ITEM 2. PROPERTIES**

The Company's principal business and corporate address is 1185 Avenue of the Americas, 3<sup>rd</sup> Floor New York, New York 10036.

**ITEM 3. LEGAL PROCEEDINGS**

We are not currently involved in any legal proceedings and we are not aware of any pending or potential legal actions.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

# EXHIBIT 7

Quote



Stock Screener

OTC MARKETS TOTALS	SECURITIES 12,031	DOLLAR VOL \$2.5B	SHARE VOL 10B	TRADES 361,882
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Market Activity / Stock / ZENO / Overview

# ZENO Zenosense, Inc.

Common Stock

Overview Quote Company Security News Financials Disclosure Research  
Profile Details

Delinquent SEC Reporting

Expert Market

Transfer Agent Verified

### Warning! This security is eligible for Unsolicited Quotes Only

This stock is not eligible for proprietary broker-dealer quotations. All quotes in this stock reflect unsolicited customer orders. Unsolicited-Only stocks have a higher risk of wider spreads, increased volatility, and price dislocations. Investors may have difficulty selling this stock. An initial review by a broker-dealer under SEC Rule 15c2-11 is required for brokers to publish competing quotes and provide continuous market making.

### Warning! This security is traded on the Expert Market

The Expert Market<sup>SM</sup> serves broker-dealer pricing and investor best execution needs. Quotations in Expert Market securities are restricted from public viewing. OTC Markets Group may designate securities for quoting on the Expert Market when it is not able to confirm that the company is making current information publicly available under SEC Rule 15c2-11, or when the security is otherwise restricted from public quoting. See additional information about the Expert Market [here](#).

### DAILY ADVANCERS

ARSM	68 %
CHZ	0.01 %
GNRS	5.67 %
NKGFF	1.16 %
HNOCKE	3.89 %

OPEN <b>N/A</b>	DAILY RANGE <b>N/A</b>
VOLUME <b>N/A</b>	DIVIDEND <b>N/A</b>

th  
£





**Zenosense, Inc.: Update on MIDS Medical Test Strip Development** GLOBE | 03/20/2019

**Zenosense, Inc.: MIDS Medical Expands Technical Team** GLOBE | 10/02/2018

[MORE >](#)

### FILINGS AND DISCLOSURE

**Form Type—NT 10-K** 04/01/2019

**Form Type—10-Q** 11/14/2018

**Form Type—8-K** 09/04/2018

[MORE >](#)

### COMPANY DESCRIPTION

Zenosense Inc.'s primary focus, through our joint venture ownership in MIDS Medical Ltd., is the development of a cost-effective, hand-held Point of Care rapid cardiac diagnostic device, MIDS Cardiac. MIDS Medical Ltd. applies patent-protected magnetic nanoparticle detection technology and a development team with world-class technical expertise. The MIDS Cardiac device and test strip is being designed to support a variety of rapid high sensitivity cardiac biomarker tests, with a focus on troponin I and T, to identify or discount Acute Myocardial Infarction with accuracy equal or superior to high sensitivity assays performed on laboratory analyzers.

### VIDEOS

This company has not added any videos

[QUOTE](#)



SYMBOL	LAST	CHANGE	BID	ASK	VOLUME	TIME
ZENO	50.00	+0.22	50.78	51.00	1577	15:33

OTC	59.99	(-1.33%)	59.78	60.00	2072	13.33
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- Contact
- Careers
- Market Hours
- Glossary

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# EXHIBIT 8

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2022**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_ to \_\_\_\_

**Commission file number 000-54936**

**ZENOSENSE, INC.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

**26-3257291**

(IRS Employer Identification No.)

**400 Blake St.**

**New Haven, Connecticut 06515**

**646-768-8417**

(Address and telephone number of registrant's executive office)

Securities registered pursuant to Section 12(b) of the Act: None.

Indicate by checkmark whether the issuer: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the most practicable date:

The number of shares outstanding of the registrant's common stock as of April 20, 2022 was 31,932,843 shares.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

We are not currently involved in any legal proceedings and we are not aware of any pending or threatened legal actions against the Company.

**ITEM 1A. RISK FACTORS**

Not applicable.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Not applicable.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

# EXHIBIT 9

# Exhibit 9

## PERIODIC FILING CHART

as of August 10, 2022

Company: Zenosense, Inc.  
Cmpy Status: Active  
CIK: [0001458581](#)

Form Type	Fiscal Period	Due Date	Filing Date	Days Late	12b-25 Filed?
<a href="#">10-Q</a>	3/31/2022	5/16/2022	4/20/2022	0	
<a href="#">10-K</a>	12/31/2021	3/31/2022	3/1/2022*	0	
<a href="#">10-Q</a>	09/30/2021	11/15/2021	3/16/2022	121	Not filed
<a href="#">10-Q</a>	06/30/2021	08/16/2021	3/16/2022	212	Not filed
<a href="#">10-Q</a>	03/31/2021	05/17/2021	3/16/2022	303	Not filed
<a href="#">10-K</a>	12/31/2020	03/31/2021	Not filed	498 7/28/2022	Not filed
<a href="#">10-Q</a>	09/30/2020	11/16/2020	3/16/2022	485	Not filed
<a href="#">10-Q</a>	06/30/2020	08/14/2020	3/16/2022	579	Not filed
<a href="#">10-Q</a>	03/31/2020	05/15/2020	3/16/2022	670	Not filed
<a href="#">10-K</a>	12/31/2019	03/31/2020	3/16/2022	715	Not filed
<a href="#">10-Q</a>	09/30/2019	11/14/2019	3/16/2022	853	Not filed
<a href="#">10-Q</a>	06/30/2019	08/14/2019	3/16/2022	945	Not filed
<a href="#">10-Q</a>	03/31/2019	05/15/2019	3/16/2022	1,036	Not filed
<a href="#">10-K</a>	12/31/2018	04/01/2019	Not filed	1,228 8/10/2022	04/01/2019
<a href="#">10-Q</a>	09/30/2018	11/14/2018	11/14/2018	0	
<a href="#">10-Q</a>	06/30/2018	08/14/2018	08/20/2018	6	08/14/2018
<a href="#">10-Q</a>	03/31/2018	05/15/2018	05/21/2018	6	05/15/2018
<a href="#">10-K</a>	12/31/2017	04/02/2018	04/17/2018	15	4/2/2018

\*Although Zenosense filed a 10-K for its fiscal year ended December 31, 2021 on January 26, 2022, it contained only one year of financials in violation of Regulation S-X, 17 CFR §210.8-02, which requires two years of financials.