ZENOSENSE, INC.

FORM 10-Q
(Quarterly Report)

Filed 05/21/18 for the Period Ending 03/31/18

Telephone	34 960454202
CIK	0001458581
Symbol	ZENO
SIC Code	1040 - Gold And Silver Ores
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **March 31, 2018**

Or

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

000-54936
Commission file number

Zenosense, Inc.
(Exact name of small business issuer as specified in its charter)

Nevada	**26-3257291**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

Avda Cortes Valencianas 58, Planta 5, 46015 Valencia, Spain
(Address of principal executive offices)

001 (34) 960454202
(Issuer's telephone number)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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 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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small 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	[ ]		Accelerated filer	[ ]
Non-accelerated filer	[ ]	(Do not check if a smaller reporting company)	Smaller reporting company	[X]
Emerging growth company	[ ]			

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 check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 27,031,138 common shares issued and outstanding as of May 21, 2018.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ZENOSENSE, INC.

FINANCIAL STATEMENTS

As of March 31, 2018 and December 31, 2017 and
For the Three Months Ended March 31, 2018 and 2017

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ZENOSENSE, INC.
Balance Sheets
(Unaudited)

	March 31, 2018	December 31,2017
Assets		
Current assets:		
Cash	$ 26,388	$ 28,823
Total current assets	26,388	28,823
Investment in equity method joint venture	435,218	451,871
Total assets	$ 461,606	$ 480,694
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable and accrued expenses	$ 108,659	$ 90,816
Accounts payable and accrued expenses - related party	99,660	91,499
Convertible notes, net of discount of $521,400 and $561,494, respectively	343,944	284,450
Stock payable	67,500	67,500
Total current liabilities	619,763	534,265
Commitments and contingencies		
Stockholders' deficit:		
Common stock, 500,000,000 shares authorized, $0.001 par value, 26,197,424 and 25,397,424 shares issued and outstanding, respectively	26,197	25,397
Additional paid-in capital	2,053,907	2,047,718
Other comprehensive income – equity method investee	11,574	-
Accumulated deficit	(2,249,835)	(2,126,686)
Total stockholders' deficit	(158,157)	(53,571)
Total liabilities and stockholders' deficit	$ 461,606	$ 480,694

See accompanying notes to the financial statements.

ZENOSENSE, INC.
Statements of Operations
For the Three Months Ended March 31, 2018 and 2017
(Unaudited)

	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
Revenues	$ -	$ -
Expense		
General and administrative expenses	33,462	36,949
Total expenses	33,462	36,949
Loss from operations	(33,462)	(36,949)
Other expense		
Interest expense	(61,460)	(62,328)
Loss in equity method investment	(28,227)	(33,659)
Total other expense	(89,687)	(95,987)
Net loss	$ (123,149)	$ (132,936)
Net loss per common share:		
Basic and diluted	$ (0.00)	$ (0.01)
Weighted average common shares outstanding:		
Basic and diluted	25,877,424	17,673,872

See accompanying notes to the financial statements.

ZENOSENSE, INC.
Statements of Cash Flows
For the Three Months Ended March 31, 2018 and 2017
(Unaudited)

	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
Operating Activities		
Net loss	$ (123,149)	$ (132,936)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of debt discount	41,483	51,976
Loss in equity method investment	28,227	33,659
Changes in operating assets and liabilities:		
Prepaid expense	-	3,126
Accounts payable and accrued liabilities	17,843	5,312
Accounts payable and accrued liabilities - related party	8,161	53
Cash used in operating activities	(27,435)	(38,810)
Investing activities		
Investment in joint venture	-	(130,000)
Cash used in investing activities	-	(130,000)
Financing activities		
Proceeds from convertible notes payable	25,000	160,000
Cash provided by financing activities	25,000	160,000
Net decrease in cash	(2,435)	(8,810)
Cash, beginning of period	28,823	10,271
Cash, end of period	$ 26,388	$ 1,461
Supplemental disclosure of cash flow information		
Cash paid for income taxes	$ -	$ -
Cash paid for interest	$ -	$ -
Non-cash investing and financing activities:		
Beneficial conversion feature of convertible notes	$ 1,389	$ 160,000
Conversion of convertible debt to common stock	$ 5,600	$ 11,624

See accompanying notes to the financial statements.

ZENOSENSE, INC.
Notes to the Financial Statements
(Unaudited)

1. Nature of operations

Zenosense, Inc. (the "Company") was incorporated under the laws of the State of Nevada on August 11, 2008.

Effective December 4, 2013, the Company entered into a development and exclusive license agreement ("License Agreement") whereby the Company will provide a third party with capital for the development of sensory technology for a methicillin resistant Staphylococcus aureus / Staphylococcus aureus ("MRSA/SA") detection device and a cancer detective device and other improvements and variations to the products (the "Sgenia Products") to be used in the hospital and health care environments, in exchange for a worldwide, exclusive license to manufacture, market and sell the resulting products, subject to certain limitations and a royalty arrangement on a revenue sharing basis. The License Agreement was modified in April 2015 and July 2015 to extend to additional cancer sensory products and to modify and extend the development schedule and change the research funding budget to accommodate the lung cancer product as well as MRSA/SA product.

On June 20, 2016, the Company entered into a joint venture arrangement by way of a Subscription and Shareholders' Agreement ("MML SSA") with a third party medical detection device developer ("Partner") utilizing a joint venture vehicle, MIDS Medical Ltd ("MML"), a UK Limited company of which the Company owns a 40% interest awarded on July 1, 2016, in exchange for its participation and funding to support MML during a Phase 1 and prospectively during a Phase 2 development of the Partner's MIDS universal immunoassay detection technology platform ("MIDS"). MML will have the right, under license, to use the MIDS Intellectual Property ("MIDS IP") during the development and the MIDS IP will be transferred to MML in the event MML concludes a commercial deal for MIDS with a third party.

MML is advancing its proof of principle, and it believes that MML has demonstrated that the MIDS technology is able to detect and measure several types of commercially available paramagnetic assay beads believed to be used in troponin tests. Initial data suggests that the limit of detection may be suitable for a high sensitivity troponin assay. MML is continuing its investigations to further develop the electronics and microfluidics to further improve the detection levels at this proof of principle stage, prior to moving into a Phase 2 development to embody a live assay on a test strip.

2. Going concern

The financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for 12 months. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At March 31, 2018, the Company had not yet achieved profitable operations, had accumulated losses of $2,249,835 since its inception and expects to incur further losses in the development of its business, all of which raises substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

The Company expects to continue to incur substantial losses as it executes its business plan and does not expect to attain profitability in the near future. Since its inception, the Company has funded operations through short-term borrowings, and advances in order to meet its strategic objectives. The Company's future operations are dependent upon external funding and its ability to execute its business plan, realize sales and control expenses. Management believes that sufficient funding will be available from additional borrowings and private placements to meet its business objectives including anticipated cash needs for working capital, for the next fiscal year. However, there can be no assurance that the Company will be able to obtain sufficient funds to continue the development of its business operation, or if obtained, upon terms favorable to the Company.

3. Summary of significant accounting policies

Basis of presentation

The accompanying unaudited interim financial statements have been prepared in accordance with the rules and regulations of the U.S. Securities and Exchange Commission ("SEC") for interim financial information. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America ("U.S. GAAP"). In our opinion, the accompanying unaudited interim financial statements include all adjustments, consisting of normal recurring adjustments, which are necessary to present fairly our financial position, results of operations and cash flows. The balance sheet at December 31, 2017, has been derived from audited financial statements of the Company as of that date. The interim unaudited results of operations are not necessarily indicative of the results that may occur for the full fiscal year. Certain information and footnote disclosure normally included in financial statements prepared in accordance with U.S. GAAP have been omitted pursuant to instructions, rules and regulations prescribed by the SEC. We believe that the disclosures provided herein are adequate to make the information presented not misleading when these unaudited interim consolidated financial statements are read in conjunction with the audited financial statements and notes previously included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Research and development

Research and development costs are expensed as incurred.

Income taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between their financial statement carrying amounts and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Loss per common share

Basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. For periods of net loss, diluted loss per share is calculated similarly to basic loss per share because the impact of all dilutive potential common shares is anti-dilutive. For the three months ended March 31, 2018 and 2017, potentially dilutive securities included notes convertible to 22,572,556 and 26,363,000 common shares, respectively.

Equity method accounting for joint venture

As of March 31, 2018 and December 31, 2017, the Company had a 40% interest in a joint venture with the Partner by way of subscription and shareholders agreement in a third party medical detection device developer, MIDS Medical Limited. The investment in MML is accounted for using the equity method.

Subsequent events

The Company evaluated all events or transactions that occurred after March 31, 2018 through the date these financial statements were issued for subsequent event disclosure consideration.

Recent accounting standards

The Company does not believe that any new accounting pronouncements that have been issued would have a material impact on its financial position or results of operations.

4. Equity Method Investment

On June 20, 2016, the Company entered into the MML SSA with the Partner utilizing a joint venture vehicle, MML of which the Company owns a 40% interest awarded on July 1, 2016, in exchange for its participation and funding to support MML during a Phase 1 and prospectively during a Phase 2 development of the Partner's MIDS universal immunoassay detection technology platform. MML will have the right, under license, to use the MIDS IP during the development and the MIDS IP will be transferred to MML in the event MML concludes a commercial deal for MIDS with a third party.

For the three months ended March 31, 2018, the Company's equity share of the net losses in MML was $28,227. As of March 31, 2018, the Company had a net investment of $435,218 in MML. The summarized balance sheet of MML as of March 31, 2018 is as follows:

Current assets:	
Cash	$ 79,236
Prepaid expenses	11,104
Total current assets	90,340
Intellectual property	1,013,657
Total assets	$ 1,103,997
Current liabilities:	
Accounts payable - trade	$ 12,359
Accrued liabilities	3,592
Total current liabilities	15,951
Equity:	
Share capital	1,625,000
Other comprehensive income	28,934
Accumulated deficit	(565,888)
Total equity	1,088,046
Total equity and liabilities	$ 1,103,997

The summarized statement of operations for MML for the three months ended March 31, 2018 and 2017 is as follows:

	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
Revenue	$ –	$ -
General and administrative expenses	70,564	84,148
Net loss	$ (70,564)	$ (84,148)

5. Convertible Debt

On April 20, 2016, the Company issued a convertible note to a third party (the "Noteholder") in a principal amount of $40,000 (the "April Senior Note"). The note is due on April 19, 2018, cannot be prepaid and bears interest at 5% per annum. On September 20, 2016, at the noteholder's discretion, it became convertible into shares of common stock of the Company at a price of $0.007 per share, subject to a blocker provision that limits the amount of common stock that may be issued at any time to 4.99% of the then outstanding shares of common stock. The Company has initially reserved 5,714,286 shares of common stock issuable upon the conversion feature.

On May 17, 2016, the Noteholder of four unsecured promissory notes in the aggregate of $110,000 (the "Prior Notes") agreed to exchange these notes for two new convertible notes, (together the "May Senior Notes") under two separate Securities Exchange Agreements. One note for the principal amount of $53,197 (the "$53,197 May Senior Note"), and the other for the principal amount of $62,547 (the "$62,547 May Senior Note"), for a combined aggregate principal amount of $115,744. The May Senior Notes bear interest at 5% per annum and are due on May 16, 2018 and may not be prepaid by the Company. The May Senior Notes can be converted into shares of common stock of the Company at the discretion of the holder, at a price of $0.007 per share, subject to a blocker provision that limits the amount of common stock that may be issued at any time to 4.99% of the outstanding shares of common stock. The Company has initially reserved 16,534,857 shares of common stock issuable upon the conversion feature.

On October 18, 2016, the Noteholder entered into a Debt Purchase and Assignment Agreement (the "Assignment Agreement") with an accredited investor as defined in Rule 501(a) of the 1933 Securities Act (the "Junior holder") to purchase $42,000 (the "Junior Note") of the principal amount of the $62,547 May Senior Note. The Assignment Agreement stipulated that the Junior Note is (a) subordinate to the noteholder's balance of the $62,547 May Senior Note; and (b) unconvertible unless the trading price of the Company's securities is equal to or greater than $0.15 per share based on the volume weighted average price ("VWAP") of the preceding five trading days.

On November 1, 2016, after notice from the Noteholder, the Company reissued the $62,547 May Senior Note in two notes: (a) the Junior Note in an amount of $42,000 and (b) the balance of the $62,547 May Senior Note, this being $21,968 to include interest due through November 1, 2016 (the "November Senior Note"). The Junior Note contains terms reflecting the Assignment Agreement stipulations of subordination and VWAP conversion otherwise the two notes carry forward the same terms of the May Senior Note.

On September 29, 2016, the Company issued an unsecured convertible note in the principal amount of $60,000 to the Noteholder (the "September 2016 Note") which also granted an option to the Noteholder to provide four unsecured convertible loans (the "Option Loans"): (a) by October 31, 2016, $140,000; (b) by November 30, 2016, $170,000 (c) by January 31, 2017, $180,000; and (d) by March 30, 2017, $100,000.

On October 27, 2016, under the Option Loans, the Company issued an unsecured note (the "October 2016 Note") in the principal amount of $140,000, to the Noteholder.

On December 6, 2016, the September 2016 Note was amended (the "Note Amendment") to revise the Option Loans amounts and timing to allow the Noteholder to provide four unsecured convertible loans to the Company (the "New Option Loans"): (a) on December 6, 2016, a loan of $30,000; (b) by January 31, 2017, a loan of $180,000; (c) by February 28, 2017, a loan of $140,000; and (d) by March 31, 2017, a loan of $100,000. All other terms and conditions remained the same. Simultaneously with the Note Amendment, the Company issued a note to the Noteholder in the principal amount of $30,000 (the "December 2016 Note").

On February 1, 2017, the September 2016 Note was further amended (the "Second Note Amendment") to revise the Option Loans amounts and timing to allow the Noteholder to provide three unsecured convertible loans to the Company (the "New Option Loans 2"): (a) by March 15, 2017, $160,000; (b) by April 15, 2017, $170,000; and (c) by May 15, 2017, $90,000. All other terms and conditions remained the same.

On March 3, 2017, the Company issued an unsecured note (the "March 2017 Note") in the principal amount of $160,000 to the Noteholder which retained the option to provide the balance of the New Option Loans 2. On receipt of these funds, a payment of $130,000 was made to MML.

On April 2, 2017, the Company issued an unsecured convertible note (the "April 2017 Note") in the principal amount of $170,000, to the Noteholder in exchange for a loan of $170,000. The Noteholder retained the option to provide the final amount of $90,000 of the New Option Loans 2. On receipt of these funds, a payment of $152,500 was made to MML.

On April 4, 2017, the Company was notified that the Junior Holder had sold and assigned an aggregate amount of $22,300 of the $42,000 Junior Note to a new investor (the "Junior Holder 2"). The Company therefore cancelled the Junior Note, and issued a new note in the principal amount of $22,300 to the Junior Holder 2 (the " Junior Note 2") and a new note in the principal amount of $14,712, which included accrued interest and a reducing adjustment for a prior conversion by the Junior Note Holder of $5,800 of the principal amount, to the Junior Holder.

On May 8, 2017, the Company issued an unsecured convertible note (the "May 2017 Note") in the principal amount of $90,000, to the Noteholder in exchange for a loan of $90,000 (representing the final balance of the New Option Loans 2). On receipt of these funds, a payment of $75,000 was made to MML.

On May 14, 2017, the Company issued an unsecured convertible note (the "May 14, 2017 Note") in the principal amount of $50,000, to the Noteholder in exchange for a loan of $50,000 for general working capital. The terms and conditions of the May 14, 2017 Note are essentially the same as the New Loans (as defined below) with the exception of a conversion price of $0.40 and no option to provide further loans granted.

On September 12, 2017, the Company was notified that the Junior Holder 2 had sold and assigned the entire principal amount of $16,500 of the Junior Note 2 (the Junior Note 2 principal amount adjusted for a prior conversion of $5,800 of the principal amount), plus accrued interest of $42 to a new investor, (the "Junior Holder 3"), effective April 24, 2017. The Company therefore cancelled the Junior Note 2, and issued a new note in the principal amount of $16,542 to the Junior Holder 3 (the "Junior Note 3").

On November 8, 2017, the Company issued an unsecured convertible note (the "November 8, 2017 Note") in the principal amount of $50,000, to the Noteholder in exchange for a loan of $50,000 for general working capital. The terms and conditions of the November 8, 2017 Note are the same as the May 14, 2017 Note with the exception of a conversion price of $0.23.

On March 14, 2018, the Company issued an unsecured convertible note (the "March 14, 2018 Note") in the principal amount of $25,000, to the Noteholder in exchange for a loan of $25,000. The terms and conditions of the March 14, 2018 Note are the same as the May 14, 2017 Note with the exception of a conversion price of $0.45.

On April 12, 2018, the Company entered into an amendment to the April Senior Note originally dated April 20, 2016, the $53,197 May Senior Note originally dated May 17, 2016, and the November Senior Note originally dated November 1, 2016, with the holder thereof, to extend the repayment period until April 11, 2019. In all other respects the terms of these notes has remained unchanged.

On May 2, 2018 the Company was notified that the Junior Holder 2 had sold and assigned the entire remaining principal amount of $14,712 of the Junior Note 2 plus $777 of accrued interest to a new investor (the "Junior Note Holder 4"), effective April 25, 2018. The Company therefore cancelled the Junior Note 2, and

issued a new note in the principal amount of $15,489 (the "Junior Note 4"). The terms of the Junior Note 4 are essentially the same as the Junior Note 2 with the exception of a revised maturity date of November 16, 2018.

On May 10, 2018, the Company was notified that the Junior Holder 3 had sold and assigned the entire principal amount of $8,862 of the Junior Note 3 (the original principal amount adjusted for a prior conversion of the Junior Note 3 of $7,680 of the principal amount) plus $424 of accrued interest, to a new investor (the " Junior Note Holder 5"), effective April 9, 2018. The Company therefore cancelled the Junior Note 3, and issued a new note in the principal amount of $9,286 (the "Junior Note 5"). The terms of the Junior Note 5 are essentially the same as the Junior Note with the exception of a revised maturity date of August 16, 2018.

The terms and conditions of certain commitment loans (see note 6 below), the Option Loans, the New Option Loans, and the New Option Loans 2 (collectively the "New Loans") are the same (conversion and floor prices having been adjusted in line with the terms of the commitment loans at the time of the reverse stock split completed on August 4, 2016), and bear an interest rate of 10% per annum, based on a 360-day year, and are due four years from the issuance date. The Company may, at any time prior to the maturity date, prepay any unconverted amount of the New Loans in full or in part. The Noteholder may, at any time prior to the maturity date convert any or all of the New Loans into shares of common stock of the Company at either (a) $0.07 per share (subject to adjustment), or (b) a 15% discount to the 10-day Volume Weighted Average Price per share, provided that any such conversion is not at a price of less than $0.035 per share (subject to adjustment). In either scenario the total number of shares of common stock issued on conversion may not cause the total beneficial ownership held by the Investor and its affiliates, or the Noteholder and its affiliates to exceed 4.99% of the outstanding shares of common stock. On the maturity date of each of the New Loans, any outstanding amount shall automatically and mandatorily convert into common stock at a price of $0.07 per share (subject to adjustment). The New Loans also contain standard anti-dilution provisions.

The Company evaluated the notes to have beneficial conversion features with an intrinsic value exceeding the principal balances. The intrinsic value is based upon the difference between the market price of the Company's common stock on the date of issuance and the conversion price of $0.007 and $0.07. The total discount is being amortized through interest expense using the interest method over the term of the notes. For the three months ended March 31, 2018, the Company recorded amortization of debt discount in the amount of $41,483. In addition, the Company recorded additional beneficial conversion feature related to the 2018 note issuances, mentioned above, in the amount of $1,389. During the three months ended March 31, 2018, the Company issued 800,000 common shares for conversion of $5,600 debt at $0.007 per share. The summary of convertible notes payable activities for the three months ended March 31, 2018 is as follows:

Balance at December 31, 2017	$	284,450
Principal of note issued during the three months ended March 31, 2018		25,000
Less conversion of note		(5,600)
Less discount related to beneficial conversion features		(1,389)
Add amortization of debt discount		41,483
Balance at March 31, 2018	$	343,944

6. Common stock

On July 28, 2014, the Company entered into a Securities Purchase Agreement under which the investor committed to purchase an aggregate of 1,370,000 shares of the Company's common stock, par value $0.001 per share, for an aggregate purchase price of $274,000. The initial purchase of shares was made on July 28, 2014 for 357,000 shares for a purchase price of $71,500. Two additional purchase instalments were made in August and September. Each instalment was for 337,500 shares at a purchase price of $67,500 per instalment. The shares when issued are pursuant to an exemption from registration under the federal securities laws. On November 11, 2014, the Company received $67,500 for 337,500 shares of common stock. As of December 31, 2017 and 2016, the shares in connection with the final investment have not been issued.

On February 13, 2018, the Company issued 800,000 shares of common stock for the conversion of $5,600 of the principal amount due under the $53,197 May Senior Note. Consequently, the principal amount owing on the $53,197 May Senior Note reduced to $5,836 plus accrued interest.

7. Commitments

MML Funding Arrangement

The Company's funding of MML was limited to an initial committed aggregate payment of £450,500 (approximately $650,000 at exchange rates prevailing at the time of the MML SSA) for Phase 1, which was subsequently amended from the pound sterling amount into a U.S. dollar amount of $650,000. This funding has been provided to MML in full. In addition, the Company may be required to provide an additional payment of up to £45,000 (approximately $63,000 at March 31, 2018 exchange rate) payable within 20 days after the Company receives written notice from MML. As of the date of the report, the Company has not received a request for this payment.

Sgenia License Agreement

On December 4, 2013, the Company entered into the License Agreement with Sgenia Industrial S.L. and its subsidiaries, Sgenia Soluciones S.L and ZENON Biosystem S.L (collectively, "Sgenia") for the development of an MRSA/SA detection device and cancer detective device and other improvements and variations to the devices (the "Sgenia Products"), to be based on the Sgenia sensory technology. Pursuant to the License Agreement, the Company will have a worldwide exclusive license to manufacture, market and sell the resulting products, subject to certain limitations and a royalty arrangement on a revenue sharing basis for funding the development. The Company entered into amendments (the "Sgenia Amendments") to the License Agreement to modify and extend the Sgenia Products to include a lung cancer product and change the product development schedule and the research funding budget to accommodate the additional lung cancer product as well as the continuation of the development of the MRSA product. Additionally, the development stage objectives and milestones were modified to reflect the current state of development of each of the Sgenia Products.

At this time, the Company is not funding development activities under the License Agreement with Sgenia because certain milestones were not achieved by Sgenia and ZENON. If Sgenia is able to re-commence development and testing, then the parties to the License Agreement will have to revise the operating budget and then the Company will have to re-commence its funding so as to maintain its rights under the License Agreement. We believe that any future funding will be provided on an advance basis, per month, based on agreed development stages. In return, the Company will maintain the exclusive right to manufacture, formulate, package, market and sell the Sgenia Products world-wide, for a term of years, subject to a limitation on the inclusion of Spain in the territory. All intellectual property developed by Sgenia at any time during the term related to manufacturing, formulating and/or packaging process shall be shared ownership and licensed to the Company on a royalty-free basis. Sgenia will also supply to the Company, at a negotiated price based on quantity, all of the requirements for the integrated circuits on microchips that are necessary for the operation of the Sgenia Products. Sgenia and the Company will also work together to research and develop the Sgenia Products and establish written plans and reviewing committees for the management of the overall development project and commercialization of the Sgenia Products.

The Company's funding of the MRSA product development was limited to an approved budget joinly determined by Sgenia and the Company. To date, under the License Agreement with Sgenia, the Company advanced $769,787 under the terms of the then approved budgets. Under the current terms of the License Agreement, if development is re-commenced by Sgenia and ZENON, the Company will be required to advance a further amount of approximately EUR 656,000 (approximately $921,000 at March 31, 2018 exchange rates), for research and development subject to a mutually agreed current budget, and subject to Sgenia meeting certain milestones. However, if development is re-commenced, it is expected that the budget will be revised and the funding amounts re-established. The aggregate of the advances paid by the Company are recorded as research and development expenses. The budget may be changed by mutual agreement from time to time.

In addition to providing the development funding, the Company will also pay royalties for completed sales of the Sgenia Products, payable 60 days after each fiscal quarter of the Company. The royalties will be 20% of net sales, which is calculated based on gross sales of the device and the installation and training for the Sgenia Products, less various expenses, including manufacturing, components acquired from Sgenia, commissions, refunds and discounts and sales taxes. If the Sgenia Products are sold by Sgenia in Spain for original use in Spain, then the royalties on those sales will be reduced. The Company also has the right to sublicense to other parties throughout the world, except in Spain if and when, if at all, Sgenia seeks to act as the distributor in that territory.

The Company has the option to fund the development of future proposed products based on the Sgenia intellectual property, and if funded, the Company will obtain the right to manufacture, market and sell the resulting devices.

8. Related party transactions

On December 5, 2013, the Company entered into a one-year service agreement with Mr. Carlos Jose Gil, through his consulting firm, Ksego Engineering S.L., under which the Company will obtain his services as the Chief Executive Officer of the Company. Mr. Gil will receive a base salary and additional compensation equal to 10% of the net sales generated from the License Agreement. On August 12, 2016, the Company amended Mr. Carlos Jose Gil's service agreement to include additional compensation, if any, to be equal to 10% of the revenue received by Zenosense, Inc. from MML as a result of any future commercialization of the MIDS project.

During the three months ended March 31, 2018, the Company recorded $19,500 of general and administrative expenses related to amounts paid/owed to Ksego Engineering S.L. for services rendered by Mr. Gil. As of March 31, 2018, the Company owes Mr. Gil $99,660. No additional compensation based on net sales has been earned to date.

9. Subsequent events

On April 4, 2018, the Company issued 833,714 common shares for conversion of $5,836 principal of $53,197 May Senior Note.

On April 12, 2018, the Company entered into an amendment to certain notes. See Note 5.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward-Looking Statements

This section of this quarterly report includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions. Respective statements concerning the development of both MIDS Cardiac™ and other devices under development have been made based on information obtained from MIDS Medical Ltd. and Zenon Biosystem, which the Company believes to be accurate, but have not been independently verified.

As used in this quarterly report, the terms "we," "us," "our," "our company" and "Zenosense" mean Zenosense, Inc., unless otherwise indicated. We have no subsidiaries and have a 40% interest in MIDS Medical Ltd ("MML").

General Overview

Zenosense, Inc. was incorporated on August 11, 2008 in the State of Nevada. In December 2013, we filed an amendment to our charter to change our name from "Braeden Valley Mines, Inc." to "Zenosense, Inc." and to increase the number of our authorized shares of Common Stock from 50,000,000 shares to 500,000,000 shares par value of $0.001.

The original purpose of the company was to acquire and to develop mineral properties and to engage in the exploration for gold and other mineral properties. On May 15, 2013, our mining lease expired and we lost our right to explore the mining property. We then became a shell company, as defined under the Securities and Exchange Act of 1934, as amended, until December 4, 2013, when we entered into the transaction with Sgenia described below.

In the summer of 2013, we started to look for new business opportunities. We became interested in sensory technology devices for use in hospitals and health care environments. During the latter part of the year, we began to negotiate a license agreement with the developers of such technology (the "Sgenia Technology"), and in December 2013, we entered into a Development and Exclusive License Agreement (the "License Agreement") with Sgenia Industrial, S.L. ("Sgenia") and its subsidiaries Sgenia Soluciones, S.L. ("Sgenia Subsidiary") and ZENON Biosystem, S.L. ("Zenon"), all of which were formed under the laws of Spain. The products currently being developed under the License Agreement include one to be used in the detection of methicillin resistant Staphylococcus aureus/Staphylococcus aureus ("MRSA/SA") in the healthcare environment and another to be used to detect lung cancer in patients. Under the terms of the License Agreement, we will provide Zenon with capital for the development of the devices that utilizes the Sgenia Technology (the "Sgenia Products"), in exchange for a worldwide, exclusive license to manufacture, formulate, market and sell the resulting products, subject to certain limitations and a royalty arrangement on a revenue sharing basis. The License Agreement gives us additional rights to improvements and developments to the Sgenia Products and future products using the Sgenia Technology.

In June 2016, we were presented the opportunity of involvement in a joint venture complementary to our current medical device development business plan and we entered into a joint venture to develop the MIDS technology. On June 20, 2016, we entered into a joint venture by way of a Subscription and Shareholders' Agreement ("MML SSA") with a third party medical detection device developer ("Partner") utilizing a joint venture vehicle, MML, a UK Limited company of which we own a 40% interest as of July 1, 2016. Our interest in MML was obtained in exchange for a funding commitment to support MML during a Phase 1 and prospectively during a Phase 2 development of the Partner's MIDS universal immunoassay detection technology platform ("MIDS). MML will have the right, under license, to use the MIDS intellectual property during the development and the MIDS intellectual property will be transferred to MML in the event MML concludes a commercial deal for MIDS with a third party.

MML is advancing its proof of principle, and it believes that MML has demonstrated that the MIDS technology is able to detect and measure several types of commercially available paramagnetic assay beads believed to be used in troponin tests. Initial data suggests that the limit of detection may be suitable for a high sensitivity troponin assay. MML is continuing its investigations to further develop the electronics and microfluidics to further improve the detection levels at this proof of principle stage, prior to moving into a Phase 2 development to embody a live assay on a test strip.

To fund our obligations under the License Agreement and MML SSA, to date we have sold shares of common stock on a private placement basis, issued convertible debt and converted funds advanced to the Company into common shares of the Company.

Plan of Operations

Our business plan focus at this time is to develop devices to be used at the point-of-care ("POC") in hospitals and other medical care centers to detect Acute Myocardial Infarction, MRSA/SA and the signs of lung cancer, and where necessary, to fund the medical trials of those medical devices. Up to June 20, 2016, our principal activity was funding the development of the Sgenia Products. Because the development activities of the Sgenia Products has slowed, and certain milestones were not achieved, one of which is the start of hospital testing, we have not been providing additional funding for the development of the Sgenia Products as provided in the License Agreement. Additionally, because of the development status, we have not been successful in obtaining third-party funding of us for the directed development of the Sgenia Products.

As a result of the our participation in MML, our primary focus since June 2016 has been the funding and co-development of the MIDS technology platform to develop a hand held device, MIDS Cardiac™, to be used at the POC for the early detection of low levels of certain cardiac biomarkers, using high sensitivity cardiac assays for the diagnosis of AMI. Utilizing a magnetic nanoparticle detection technology ("MIDS"), the intention is to deliver a test platform that can produce laboratory accuracy standard results or better in a handheld device in less than eight minutes. The technology platform is already protected by two patent grants and several patent applications now in the national phase in key geographic areas. We believe that the initial cardiac device, if successful, would target a global market for cardiac biomarker testing predicted to reach $7.2 billion by 2018 . We further believe that the test platform is also expected be applicable to a multiplicity of immunoassay tests representing a potential overall market opportunity estimated to be worth $23.7 billion per annum worldwide by 2019.

The MML SSA, as amended on September 28, 2016, December 6, 2017 and January 31, 2017 (the "Amendments") provides for a series of payments ("Phase 1

Payments") in an aggregate amount of $650,000, which was paid in full, and also provides for a contingency funding (the "Contingency") to be available after March 31, 2017 in an aggregate amount of up to £45,000 (approximately $63,000) to be paid by us within 20 days of receiving a written notice from MML.

The Amendments primarily reflected changes in the timings of funds required under the development budget which included a change to the original plan to allow MML to explore a potential enhancement to the MIDS nanoparticle detection method and the exploration of the potential development of a "Magnetic Bridge" detection technique based on the MIDS technology. As of the date of this report the Company has not received a request for the Contingency.

The MML SSA contains various provisions to govern our funding obligations: if no Contingency is drawn during Phase 1, the Partner will be awarded an enduring 2.5% profit after tax right in MML ("Override") which will increase to a 15% Override if we decline to fund Stage 2; if we decline to fund Phase 2 and any Contingency has been drawn, the Partner will be awarded a 15% Override decreased by 0.5% for each £7,500 tranche of Contingency drawn down during Phase 1. Any Override will convert on a ratio of 1% Override to 1% of ordinary shares in the event of a sale of MML.

The parties to the MML SSA envisage a second phase of development ("Phase 2") to follow Phase 1. This is expected to be over a similar timeframe and at a similar cost for MML development work. MML may decide to proceed with the development of its own assay using a third party assay developer which would materially increase this cost to an amount which is unknown at this time. MML may independently obtain funding for Phase 2 at MML's option, or invite the Company to fund.

At no time prior to a sale will the Company's ownership interest in MML's shares be less than 30%. The Company also has additional investor control rights over MML, including representation on the board of directors, rights over the appointment and employment of senior management persons, incurring indebtedness, entry into major transactions, budget approval rights, accounting practices and general operational management supervisory rights. Our Chief Executive Officer, Carlos Gil, is a director of MML.

As a condition of the MML SSA, MML has entered into Supply of Services Agreements under which it receives the services of a key person related to the MIDS development.

At March 31, 2018, we had a working capital deficit of $593,375. Our current cash assets are not sufficient to cover our current and expected expenses, including the contractual funding obligation under the License Agreement and the MML SSA, and therefore, we will need to obtain further financing, without which we will not be able to execute our business plan.

Assuming that we are able to obtain operational funding, in addition to any funding necessary to maintain our status as a public company, subject to regular review and additional assessment of requirements, currently we anticipate that we will incur the following expenses over the twelve month period following funding in connection with the development of our Products, principally being those based on the MIDS technology: (1) we will have to fund our obligations under the terms of the MML SSA as amended in a minimum total additional amount of £45,000 if the Contingency is requested, (2) we will have to fund the future development expenses of Sgenia in the approximate amount of €683,000, (3) payment of compensation to our officers, employees, and consultants of approximately $100,000, (4) legal, audit and reporting expenses of approximately $50,000, and (5) general working capital. Additional unknown expenses may arise from time to time, which we cannot currently identify or determine a possible expense. We will need additional funding to cover our anticipated expenses mentioned above, and for future development and implementation of our business plan.

Liquidity and Capital Resources

As of March 31, 2018 and December 31, 2017, our total assets were $461,606 and $480,694, respectively, and our total current liabilities were $619,763 and $534,265, respectively. As of March 31, 2018, we had a working capital of $593,375. Our financial statements report a net loss of $123,149 and $132,936 for the three months ended March 31, 2018 and 2017, respectively.

We have had recurring losses from operations. The continuation of our company is dependent upon our company attaining and maintaining profitable operations and raising additional capital as needed. Our financial statements reflect that there is a going concern qualification.

Based on our current operating plan, we do not expect to generate any revenue for at least the next twelve months. We do not have sufficient cash and cash equivalents to fund our operations for at least the next twelve months. We will need to obtain additional financing to operate our business for the next twelve months. We hope to obtain the capital necessary to fund our business through private placements and public offerings of our common stock. Additional financing, whether through public or private equity or debt financing, arrangements with stockholders or other sources to fund operations, may not be available, or if available, may be on terms unacceptable to us. Our ability to maintain sufficient liquidity is dependent on our ability to raise additional capital. If we issue additional equity securities to raise funds, the ownership percentage of our existing stockholders would be reduced. New investors may demand rights, preferences or privileges senior to those of existing holders of our common stock. Debt incurred by us would be senior to equity in the ability of debt holders to make claims on our assets. The terms of any debt issued could impose restrictions on our operations. If adequate funds are not available to satisfy either short or long-term capital requirements, our operations and liquidity could be materially adversely affected and we could be forced to cease operations.

On March 14, 2018, we issued an unsecured convertible note in the principal amount of $25,000, to the Noteholder in exchange for a loan of $25,000.

Net cash provided by (used in) operating, investing, and financing activities for the periods presented were as follows:

Cash Flows	Three Months Ended March 31, 2018	Three Months Ended March 31, 2017
Net cash used in operating activities	$ (27,435)	$ (38,810)
Net cash used in investing activities	$ -	$ (130,000)
Net cash provided by financing activities	$ 25,000	$ 160,000
Cash decrease during the period	$ (2,435)	$ (8,810)

We had cash of $26,388 as of March 31, 2018. We had a working capital deficit of $593,375 as of March 31, 2018, compared to working capital deficit of $505,442 as of December 31, 2017.

We used cash in operations of $27,435 and $38,810 during the three months ended March 31, 2018 and 2017, respectively, principally for our corporate obligations and SEC reporting.

For the three months ended March 31, 2018 and 2017, we used cash in investing activities of $0 and $130,000, respectively, due to the joint venture agreement with MIDS Medical Ltd.

During the three months ended March 31, 2018 and 2017, we received cash proceeds from loans in the amount of $25,000 and $160,000, respectively.

Results of Operations

The following discussion of the results of operations and changes in our financial position should be read in conjunction with our audited financial statements and notes for the year ended December 31, 2017, which are included in our Form 10-K filed on April 17, 2018.

Three Months Ended March 31, 2018 and 2017

Operating Expenses

Our operating expenses for the three months ended March 31, 2018 and 2017 are outlined in the table below:

	Three Months Ended March 31, 2018	2017
General and administrative expenses	$ 33,462	$ 36,949

General and administrative expenses have decreased as a result of decreased consulting services and legal fees.

Other Expenses

For the three months ended March 31, 2018, interest expense was $61,460 compared to interest expense of $62,328 in the three months ended March 31, 2017.

During the three months ended March 31, 2018 and 2017, loss in equity investment was $28,227 and $33,659, respectively. The decrease in the loss is related to a decrease in MML's general and administrative expenses.

The Company has suffered recurring losses from operations. The continuation of our company is dependent upon our company attaining and maintaining profitable operations and raising additional capital as needed.

Limited Operating History: Need for Additional Capital

Based on our current operating plan, we will not generate revenue that is sufficient to cover our expenses for at least the next twelve months. In addition, we do not have sufficient cash and cash equivalents to execute our operations for at least the next twelve months. We will need to obtain additional financing to operate our business for the next twelve months. We expect to raise the capital necessary to fund our company through advances or a private placement and public offering of our common stock. Additional financing, whether through public or private equity or debt financing, arrangements with stockholders or other sources to fund operations, may not be available, or if available, may be on terms unacceptable to us.

Our ability to maintain sufficient liquidity is dependent on our ability to raise additional capital. If we issue additional equity securities to raise funds, the ownership percentage of our existing stockholders would be reduced. New investors may demand rights, preferences or privileges senior to those of existing holders of our common stock. Debt incurred by us would be senior to equity in the ability of debt holders to make claims on our assets. The terms of any debt issued could impose restrictions on our operations. If adequate funds are not available to satisfy either short or long-term capital requirements, our operations and liquidity could be materially adversely affected and we could be forced to cease operations.

Off-Balance Sheet Arrangements

We do not have any significant off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 4 CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Under the supervision and the participation of our management, consists of our principal executive officer (who is also our principal financial officer), we conducted an evaluation as of March 31, 2018, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our principal executive officer, who is also our principal financial officer, concluded that our disclosure controls and procedures were not effective as of March 31, 2018, because (1) the Company lacks a functioning audit committee and there is a lack of independent directors on the board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; (2) the Company has inadequate segregation of duties consistent with control objectives; and (3) the Company has ineffective controls over its period end financial disclosure and reporting processes. The Company operations are also ineffective due to the lack of operating funding.

Changes in internal controls over financial reporting

There has been no change in our internal control over financial reporting that occurred during the fiscal quarter ended March 31, 2018, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

None.

ITEM 1A RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Company's annual report on Form 10-K, which was filed with the Securities and Exchange Commission on April 17, 2018. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 MINE SAFETY DISCLOSURES

N/A.

ITEM 5 OTHER INFORMATION

None.

ITEM 6 EXHIBITS

The following documents are included herein:

Exhibit No.	Document Description	
31.1	Certification of Principal Executive Officer who is also the Principal Financial Officer pursuant Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
32.1	Certification of Chief Executive Officer who is also the Chief Financial Officer pursuant Section 906 of the Sarbanes-Oxley Act of 2002.	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document	Filed herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.
101.INS	XBRL Taxonomy Extension Instance Linkbase Document	Filed herewith.
101.SCH	XBRL Taxonomy Extension Schema Linkbase Document	Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following person on behalf of the Registrant.

ZENOSENSE, INC.

Date: May 21, 2018

By: /s/ Carlos Jose Gil

Name: Carlos Jose Gil

Title: Chief Executive Officer (Principal Executive Officer and Principal Financial Officer)

EXHIBIT 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Carlos Jose Gil, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 of Zenosense, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Report;

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;

   b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this Report, our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and

   d) Disclosed in this Report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 21, 2018

By: /s/ Carlos Jose Gil
Name: Carlos Jose Gil,
Title: Chief Executive Officer and Principal Financial Officer

EXHIBIT 32.1

CERTIFICATION OF
CHIEF EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Carlos Jose Gil, Chief Executive Officer and Principal Financial Officer of Zenosense, Inc. (the "Company"), hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report on Form 10-Q of the Company for the quarter ended March 31, 2018, which this certification accompanies (the "Periodic Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 21, 2018

By: /s/ Carlos Jose Gil
Name: Carlos Jose Gil
Title: Chief Executive Officer and Principal Financial Officer

This certification accompanies this Report on Form 10-Q pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.