

# **SENSOR TECHNOLOGIES CORP.**

**Management's Discussion and Analysis  
September 30, 2021**

**Date of report: November 29, 2021**

This management's discussion and analysis of the financial condition and results of operation ("MD&A") of Sensor Technologies Corp. ("STC" or the "Company") should be read in conjunction with STC's interim unaudited condensed consolidated financial statements ("interim consolidated statements") and notes thereto as at and for the nine months ended September 30, 2021 and the annual consolidated financial statements as at and for the year ended December 31, 2020.

Unless indicated otherwise, all financial data in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar amounts in this MD&A are reported in Canadian dollars unless otherwise indicated.

**Caution Regarding Forward-Looking Information:**

Certain information contained in this MD&A constitutes forward-looking information, which is information relating to future events or the Company's future performance and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, but is not limited to the Company's expectations regarding its exploration and development activities, including expectations regarding the timing, costs and results of seismic acquisition, drilling and other activities, and future production volumes and sales, receipt of regulatory and governmental approvals, the Company's future working capital requirements, including its ability to satisfy such requirements, the exposure of its financial instruments to various risks and its ability to manage those risks, the Company's ability to use tax resource pools and loss carry-forwards, fees to be incurred by foreign subsidiaries and changes in accounting policies.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to oil and gas exploration activities generally, including the availability and cost of seismic, drilling and other equipment; our ability to complete our capital programs; geological, technical, drilling and processing problems, including the availability of equipment and access to properties; our ability to secure adequate transportation for our products; potential losses which would stem from any disruptions in production, including work stoppages or other labour difficulties, or disruptions in the transportation network on which we are reliant; potential delays or changes in plans with respect to exploration or development projects or capital expenditures; our ability and the ability of our partners to attract and retain the necessary labour required to explore and develop our projects; potential conflicting interests with our joint venture partners; our failure or the failure of the holder(s) of licenses or leases to meet specific requirements of such licenses or leases; the failure by counterparties to make payments or perform their operational or other obligations in compliance with the terms of contractual arrangements between us and such counterparties; adverse claims made in respect of our properties or assets; operating hazards and other difficulties inherent in the exploration for and production and sale of crude oil and natural gas; political and economic conditions in the countries in which our property interests are located; obtaining the necessary financing for operations, our ability to generate taxable income from operations, fluctuations in the value of our portfolio investments due to market conditions and/or company-specific factors, fluctuations in prices of commodities underlying our interests and portfolio investments, and other risks included elsewhere in this MD&A under the heading "Risk Management" and in the Company's public disclosure documents filed with certain Canadian securities regulatory authorities and available under the Company's profile at [www.sedar.com](http://www.sedar.com).

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The forward-looking information contained in this MD&A are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

### **About Sensor Technologies Corp.**

Sensor Technologies Corp. (the "Company" or "STC") is continued under the Business Corporations Act (Ontario). The Company's principal assets are oil and natural gas interests. The Company is also in the process of exploring other opportunities. The Company is domiciled in the province of Ontario and its head office is located at 196 Wildcat Rd., Toronto, Ontario, Canada. Media Central Corporation Inc. ("Media") owned 49% of the shares of STC and sold these shares to 2725004 Ontario Inc. ("2725004 Ont") on November 8, 2020. The CEO of the Company is the President of 2725004 Ont. but does not exercise control over 2725004 Ont. The Company trades on the Canadian Securities Exchange ("CSE") under the symbol "SENS".

The unaudited interim consolidated statements were approved for issue by the board of directors on August 27, 2021.

On December 1, 2019, the Company entered into share purchase agreement (the "Agreement") with an arm's length party with respect to the sale of 49% of the issued and outstanding securities in the capital of Sensor Technologies Inc. ("STI"), a wholly owned subsidiary of Sensor for \$158,080 with a right of first refusal to purchase another 26% of the issued and outstanding securities for \$10, subject to shareholder approval, within 5 years of the closing date.

These unaudited interim consolidated statements include the accounts of the Company and its subsidiaries, Mooncor Energy Inc. ("Mooncor Energy"), an Alberta Corporation, Primary Petroleum Company U.S. Inc ("PPCUSA"), a Montana, USA Corporation, Primary Petroleum Company LLC ("PPCLLC"), a Montana, USA Corporation and AP Petroleum Company ("APLLC"), a Montana, USA Corporation, (collectively referred to as the "Company" or "Sensor"). Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The unaudited interim consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions. STI is no longer consolidated as it is considered as a subsidiary held for sale (see notes 2 to the unaudited interim consolidated statements for nine months ended September 30, 2021 and 2020).

### **Summary of activities**

In the nine months to September 30, 2021, the Company received a grant of \$115,428 from Alberta Energy Site Rehabilitation Program. The grant was paid directly to a sub-contractor who decommissioned some of the wells.

During the nine months to September 30, 2021, the convertible debentures issued to 2725004 Ontario matured and the outstanding balance was transferred to advances in the interim consolidated financial statements.

Subsequent to September 30, 2021, \$901,353 of debts were converted to 45,067,635 common shares at a conversion price of \$0.02 per common share. The shares issued pursuant to the debt conversion are subject to a statutory four month hold period

The Company has entered into a non-binding letter of intent, dated December 23, 2019 with EmersonGrow Technology Inc. ("EmersonGrow"), an arm's length party incorporated in the Province of Ontario. Pursuant to the terms of the LOI, the Company will acquire all of the issued and outstanding securities of EmersonGrow for an aggregate purchase price of \$20 million. The Purchase Price will be satisfied through the issuance of an aggregate of 133,333,333 common shares in the capital of Sensor at a deemed price of \$0.15 per share. Sensor and EmersonGrow have agreed to amend the purchase price from \$20 million to \$15 million (the "Amended Purchase Price"). The Amended Purchase Price will be satisfied through the issuance of an aggregate of 100,000,000 common shares in the capital of Sensor at a deemed price of \$0.15 per share. In addition, the closing of the proposed acquisition will be conditional on the closing of a private placement for minimum aggregate proceeds of \$1 million. Sensor and EmersonGrow will agree to the terms of the proposed private placement. Sensor and the shareholders of EmersonGrow have not yet executed a definitive agreement with respect to the proposed acquisition and there can be no assurance that the parties will execute a definitive agreement or that the proposed acquisition will be completed on the terms agreed to or completed at all. The entering into of the definitive agreement will be considered a fundamental change under Policy 8 of the Canadian Securities Exchange ("CSE") and, as such, will subject to all of the requirements of Policy 8 including, but not limited to, CSE and shareholder approval.

### **Going concern**

The interim consolidated financial statements have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. The Company has incurred a net loss of \$86,748 for nine months ended September 30, 2021 (2020 - \$233,321), has a working capital deficiency in the amount of \$1,636,816 and has a deficit in the amount of \$5,526,072 as at September 30, 2021.

Management estimates that the funds available as at September 30, 2021 will not be sufficient to meet the Company's potential capital and operating expenditures through to September 30, 2022. The Company will have to raise additional funds to continue operations. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available on terms acceptable to the Company.

The challenges of securing requisite funding and the cumulative losses indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. These interim consolidated statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts or classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

### **Oil and gas property interests**

Oil and gas property interests as at September 30, 2021 and December 31, 2020 totaled \$1.

In 2008, the Company acquired two suspended heavy oil wells and leases and related petroleum and natural gas rights in the Lloydminster area of Alberta for cash proceeds of \$400,000.

The Company's interest in the first lease is a 60% working interest subject to:

- a. an obligation to pay a 60% share of the variable Crown royalties;
- b. a 60% share of a 1% Gross Overriding Royalty ("GORR") payable to the party; and
- c. a 3% GORR on the 60% share of production.

The Company's interest in the second lease is a 100% working interest declining to 60% after recoupment of the payout account of approximately \$485,000 associated with the well on the lease. This lease is subject to:

- a. a 60% share of the Crown royalty;
- b. a 60% share (36% after payout) of a 1% GORR payable on oil production;
- c. a 5% to 15% variable convertible GORR payable in respect of oil production;
- d. a 15% convertible GORR payable in respect of gas production; and
- e. a 3% GORR payable on the Company's 60% share of production. The 5% to 15% variable convertible GORR and 15% convertible GORR are convertible to a 40% working interest once payout has been achieved.

The leases include the right to complete one infill well on each of the leases. Upon completion and payout of any infill well, the Company will have a 60% working interest in the applicable well subject to the encumbrances on the applicable lease.

**Results of Operation**

As noted above the Company entered into share purchase agreement with an arm's length party with respect to the sale of 49% of the issued and outstanding securities in the capital of STL., a wholly owned subsidiary of Sensor for \$158,080 with a right of first refusal to purchase another 26% of the issued and outstanding securities for \$10 within, subject to shareholder approval, 5 years of the closing date. Management expects that the sale of the further 26% interest will close within the upcoming fiscal year and therefore as required under IFRS 5 has recorded this investment as a subsidiary held for sale and as such has deconsolidated the subsidiary. Results of operations of the Company for the three and nine months ended September 30, 2021 and 2020 have excluded the results of operations of discontinued operations and are as follows:

	Three months ended September 30,		Nine months ended June 30,	
	2021	2020	2021	2020
Alberta energy site rehabilitation program grant	\$ 115,428	\$ -	\$ 115,428	\$ -
Interest income	800	1,750	2,400	5,250
<b>Total revenue</b>	<b>116,228</b>	<b>1,750</b>	<b>117,828</b>	<b>5,250</b>
<b>Expenses</b>				
Exploration expenses	(3,746)	(2,971)	(14,296)	(10,096)
Office and general	(38,422)	(25,594)	(92,328)	(81,272)
<b>Total expenses</b>	<b>\$ (42,168)</b>	<b>\$ (28,565)</b>	<b>\$ (106,624)</b>	<b>\$ (91,368)</b>
<b>Income (loss) before undernoted</b>	<b>74,060</b>	<b>(26,815)</b>	<b>11,204</b>	<b>(86,118)</b>
Finance costs	(7,388)	(53,637)	(102,697)	(159,978)
Gain (loss) on foreign exchange	(898)	(271)	58	(769)
<b>Net income (loss) for the period</b>	<b>65,774</b>	<b>(80,723)</b>	<b>(91,435)</b>	<b>(246,865)</b>
<b>Net income (loss) of discontinued operations for the period</b>	<b>(1,453)</b>	<b>4,368</b>	<b>4,687</b>	<b>13,544</b>
	<b>64,321</b>	<b>(76,355)</b>	<b>(86,748)</b>	<b>(233,321)</b>
<b>Other comprehensive income (loss) for the period</b>				
Exchange differences on translation of foreign operations	129	885	(21)	48
<b>Total comprehensive income (loss) for the period</b>	<b>\$ 64,450</b>	<b>\$ (75,470)</b>	<b>\$ (86,769)</b>	<b>\$ (233,273)</b>
<b>Weighted average shares outstanding - basic and diluted</b>	<b>187,786,303</b>	<b>76,125,433</b>	<b>171,129,733</b>	<b>72,876,465</b>
<b>Income (loss) per common share based on net income (loss) for the period</b>	<b>\$ 0.00</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>

The Company's selected quarterly results for the eight most recently completed financial periods are as follows:

	Q4 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Q1 2021	Q2 2021	Q3 2021
Alberta energy site rehabilitation program grant	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 115,428
Interest income	4,314	1,750	1,750	1,750	(2,012)	800	800	800
<b>Total revenue</b>	<b>4,314</b>	<b>1,750</b>	<b>1,750</b>	<b>1,750</b>	<b>(2,012)</b>	<b>800</b>	<b>800</b>	<b>116,228</b>
<b>Gross profit (loss)</b>	<b>\$ 4,314</b>	<b>\$ 1,750</b>	<b>\$ 1,750</b>	<b>\$ 1,750</b>	<b>\$ (2,012)</b>	<b>\$ 800</b>	<b>\$ 800</b>	<b>\$ 116,228</b>

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Total sales revenue and cost of sales for the nine months ended September 30, 2021 and 2020 were \$nil as the results of the only operational company, STI, has been disclosed as net income (loss) of discontinued operations.

In the nine months to September 30, 2021, the Company received a grant of \$115,428 from Alberta Energy Site Rehabilitation Program. The grant was paid directly to a sub-contractor who decommissioned some of the wells.

Exploration expenses for the nine months ended September 30, 2021 of \$14,296 (2020 - \$10,096) mainly relates to lease renewal costs. Office and general expenses for the nine months ended September 30, 2021 were \$92,328 (2020 - \$81,272) and includes accounting services \$30,550, land management fee \$13,000, audit fees \$15,000 and corporate services of \$15,415.

Finance costs for nine months ended September 30, 2021 were \$102,697 (2020 - \$159,978). This includes \$37,839 for accrued interest on advances (2020 - \$32,719), \$15,538 (2020 - \$113,217) for interest expense on the convertible debentures and \$49,320 (2020 - \$14,042) for accretion expenses on the convertible debentures.

As a result of the share purchase agreement noted above, the financial results for STI for three and nine months ended September 30, 2021 and 2020 have been disclosed as net income of discontinued operations in the interim unaudited consolidated statements of loss and comprehensive loss. Results of operations of the discontinued operations for the nine months ended September 30, 2021 and 2020 are:

	<b>Nine months ended September 30,</b>	
	<b>2021</b>	<b>2020</b>
Sales revenue	\$ 323,169	\$ 283,951
Cost of sales	(58,670)	(41,035)
<b>Gross profit</b>	<b>\$ 264,499</b>	<b>\$ 242,916</b>
<b>Expenses</b>		
Research and development	(52,944)	(35,697)
Office and general	(195,670)	(169,863)
<b>Total expenses</b>	<b>\$ (248,614)</b>	<b>\$ (205,560)</b>
<b>Income before undernoted</b>	<b>15,885</b>	<b>37,356</b>
Finance costs	(5,837)	(1,027)
Loss on foreign exchange	(857)	(9,772)
<b>Net income for the period</b>	<b>\$ 9,191</b>	<b>\$ 26,557</b>
<b>Minority interests in earnings for the period</b>	<b>4,504</b>	<b>13,013</b>
<b>Net income of discontinued operations for the period</b>	<b>\$ 4,687</b>	<b>\$ 13,544</b>

### 2021 Third Quarter Results

Total sales revenue and cost of sales for the three months ended September 30, 2020 and 2019 were \$nil as the results of the only operational company, STI, has been disclosed as net income (loss) of discontinued operations.

In the three months to September 30, 2021 the Company received a grant of \$115,428 from Alberta Energy Site Rehabilitation Program. The grant was paid directly to a sub-contractor who decommissioned some of the wells.

Exploration expenses for the three months ended September 30, 2020 of \$3,746 (2020 - \$2,971) mainly relates to lease renewal costs. Office and general expenses for the three months ended September 30, 2020 were \$38,422 (2020 - \$25,594) and includes accounting services \$10,000, audit fees \$5,000, land management fees \$13,000 and corporate services of \$3,742.

Finance costs for three months ended September 30, 2020 were \$7,388 (2020 - \$53,637) for the interest expense on the advances to the Company (the 2020 expenses included interest and accretion expense on the convertible debentures in addition to interest on advances).

As a result of the share purchase agreement noted above, the financial results for STI for three months ended September 30, 2021 and 2020 have been disclosed as net income of discontinued operations in the interim unaudited consolidated statements of loss and comprehensive loss. Results of operations of the discontinued operations for the three months ended September 30, 2021 and 2020 are:

	<b>Three months ended September 30</b>	
	<b>2021</b>	<b>2020</b>
Sales revenue	\$ 96,035	\$ 92,032
Cost of sales	(20,828)	(9,629)
<b>Gross profit</b>	<b>\$ 75,207</b>	<b>\$ 82,403</b>
<b>Expenses</b>		
Research and development	(20,095)	(17,272)
Office and general	(61,735)	(57,562)
<b>Total expenses</b>	<b>\$ (81,830)</b>	<b>\$ (74,834)</b>
<b>Income (loss) before undernoted</b>	<b>(6,623)</b>	<b>7,569</b>
Finance costs	(3,227)	-
Gain on foreign exchange	7,001	995
<b>Net income (loss) for the period</b>	<b>\$ (2,849)</b>	<b>\$ 8,564</b>
<b>Minority interests in earnings for the period</b>	<b>(1,396)</b>	<b>4,196</b>
<b>Net income (loss) of discontinued operations for the period</b>	<b>\$ (1,453)</b>	<b>\$ 4,368</b>

**Cash Flow**

During the nine months ended September 30, 2021 the Company used cash of \$76,237 (2020 - \$43,831) in operating activities. The interest on debentures (\$15,538), accretion (\$49,320) and advances (\$37,839) were accrued and therefore does not involve use of cash.

For the nine months ended September 30, 2021, accounts payable and accrued expenses increased by \$27,653 and deposit increased by \$2,400 while proceeds from advances were \$18,255. Trade and accounts receivable also increased by \$10,493. The reclamation and decommissioning obligations were reduced by \$115,428 as a result of the decommissioning work done with the Alberta energy site rehabilitation program grant.

During the nine months ended September 30, 2021, the Company has taken a CERB loan from TD Canada Trust for an amount of \$60,000 for a 58 months period to December 31, 2025. The loan is non-interest bearing until December 31, 2022 and subsequently will bear interest of 5% per annum calculated monthly. If \$40,000 of the loan amount is repaid on or prior to December 31, 2022, the Government will forgive the remaining balance of the loan amount as of that date provided that an event of default has not occurred.

For the nine months ended September 30, 2021, the Company had a net increase in cash of \$382. During this period, the Company also had a loss from the exchange rate changes on its foreign operations of \$21 leaving a cash balance of \$1,925 as at September 30, 2021.

**Exploration expenses**

The exploration costs during the three and nine months ended September 30, 2021 and 2020 were as follows:

	<b>Three months ended September 30,</b>		<b>Nine months ended September 30,</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Annual lease renewal costs	\$ 3,746	\$ 2,971	\$ 13,328	\$ 8,913
Land management	-	-	968	1,183
	\$ 3,746	\$ 2,971	\$ 14,296	\$ 10,096

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**Office and general expenses**

The office and general expenses during the three and nine months ended September 30, 2021 and 2020 were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Accounting services	\$ 10,550	\$ 11,100	\$ 30,550	\$ 31,431
Rent expense	1,800	1,800	5,400	5,400
Telephone expense	330	331	1,102	1,102
Professional fees and disbursements	18,000	5,000	28,183	16,000
Insurance	3,800	3,695	11,400	11,289
Corporate services	3,742	3,595	15,415	15,489
Others	200	73	278	561
	\$ 38,422	\$ 25,594	\$ 92,328	\$ 81,272

**Liquidity and Capital Resources**

Consolidated statements of financial position highlights	September 30, 2021	December 31, 2020
Cash	\$ 1,925	\$ 2,328
Oil and gas property interests	1	1
Total assets	466,837	460,428
Total liabilities	1,728,168	2,679,990
Share capital and equity portion of convertible debenture	4,265,162	3,220,162
Accumulated other comprehensive income	(421)	(400)
Deficit	(5,526,072)	(5,439,324)
Working capital deficiency	(1,636,816)	(2,099,019)

Currently, the Company does not generate any significant revenue from its exploration and evaluation assets, as all wells are shut-in. Accordingly, it does not have sufficient cash flows from operations to fund past liabilities or current obligations as they become due. In prior years, the Company raised funds for exploration, development and general overhead and other expenses through equity and debt financings. The Company has a working capital deficiency of \$1,636,816 as at September 30, 2021 and its cash balance is not sufficient to meet the Company's liabilities. The Company is using its current cash and cash equivalents to fund required payments to keep the Company in good standing and to pay the expenses associated with being a reporting issuer listed on the CSE, until it can raise funds to pay its remaining creditors. There is no assurance that the Company can raise sufficient capital to continue as a going concern.

**Related party transactions:**

Related parties include Board of Directors, close family members, key management personnel, enterprises and others who exercise significant influence over the reporting entity. All amounts owing to related parties are unsecured, non-interest bearing and due on demand unless otherwise noted.

- a) At September 30, 2021 and December 31, 2020, \$511,637 has been included in accounts payable and accrued liabilities for unpaid remuneration of the Company's former Chief Executive Officer and director, Allen Lone. Subsequent to September 30, 2021, this was converted to 25,581,875 common shares at a conversion price of \$0.02 per common share. The shares issued pursuant to the debt conversion are subject to a statutory four month hold period.
- b) Included in advances are amounts outstanding at September 30, 2021 of \$206,035 (December 31, 2020 - \$476,086), from related parties (former directors, a company controlled by a former officer of the Company and a company, the President of which is the CEO of STC) and are all due on demand. Advances amounting to \$117,671 are secured against the assets of the Company. Subsequent to September 30, 2021, \$93,227 was converted to 4,661,350 common shares at a conversion price of \$0.02 per common share. The shares issued pursuant to the debt conversion are subject to a statutory four month hold period.
- c) Included in office and general expenses for the period ended September 30, 2021 is \$30,000 (2020 - \$30,000) for accounting services provided by Momen Rahman, the current controller of the Company and the former CFO of Media. As at September 30, 2021, \$246,000 (December 31, 2020 - \$216,000) has been included in accounts payable. Subsequent to September 30, 2021, this was converted to 12,300,000 common shares at a conversion price of \$0.02 per common share. The shares issued pursuant to the debt conversion are subject to a statutory four month hold period.
- d) At September 30, 2021 and December 31, 2020, \$14,950 has been included in accounts payable for Jay Vieira, the CEO of the Company for professional expenses and disbursements.
- e) Included in financing costs for nine months ended September 30, 2021 is \$66,757 (2020 - \$127,259) due to the Company's former parent corporation Media for accretion and interest accrued on the convertible debenture, now converted into advances, owing to Media and is now owed to 2725004 Ont.

**Key Management Compensation**

There were no compensation of key management of the Company for the nine months ended September 30, 2021 and 2020. Key management are those persons having authority and responsibility for planning, directing and controlling the activities, directly or indirectly, of the Company.

**Management of capital**

The Company's objectives when managing capital are as follows:

- a. To safeguard the Company's ability to continue as a going concern.
- b. To raise sufficient capital to finance its exploration and development activities on its mineral exploration properties.
- c. To raise sufficient capital to meet its general and administrative expenditures.

The Company considers its capital to be equity, which comprises capital stock, equity component of convertible debentures, accumulated other comprehensive income and deficit, which at September 30, 2021 was a deficiency of \$1,261,331 (December 31, 2020 -\$2,219,562).

The Company manages its capital structure and makes adjustments to it based on general economic conditions, short term working capital requirements, and planned exploration and development. The Company utilizes annual capital

and operating expenditure budgets to facilitate the management of its capital requirement. These budgets are approved by management and updated for changes in the budgets' underlying assumptions as necessary. There have been no changes in the way the Company manages its capital during the nine months ended September 30, 2021 and December 31, 2020.

### **Risk management**

The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions in relation to the Company's activities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant price, credit, liquidity, or cash flow risks arising from the financial instruments. There were no changes to the Company's risks, objectives, policies and procedures from the previous year.

### **Covid 19**

The outbreak of the novel strain of coronavirus, specifically identified as "COVID 19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID 19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods

### **Liquidity risk**

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses which may damage the Company's reputation. The Company monitors and reviews current and future cash requirements and matches the maturity profile of financial assets and liabilities. This is generally accomplished by ensuring that cash is always available to settle financial liabilities. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

At September 30, 2021, the Company had a cash balance of \$1,925 (December 31, 2020 – \$2,328) which is not sufficient to settle current liabilities of \$1,668,168 (December 31, 2020 - \$2,131,049). The Company has a working capital deficiency \$1,636,816 (December 2020 –\$2,099,019). See "Going Concern" section in this MD&A.

### **Foreign exchange**

The Company operates primarily in Canada and the United States. The presentation currency is Canadian dollars and the functional currency of the parent company is the Canadian dollar. As at September 30 2021, the Company's US dollar net monetary liabilities totaled \$21,083 (December 31, 2020 - \$21,083). Accordingly, a 5% change in the US dollar exchange rate as at September 30, 2021 on this amount would have resulted in an exchange gain or loss and therefore net income would have increased (decreased) by \$1,054

## **Other risks**

The Company's financial condition, results of operation and business are subject to certain risks, which may negatively affect them. Certain of these risks are described below in addition to elsewhere in this MD&A.

(a) Exploration and Development

The business of exploring for, developing and producing oil and gas involves a high degree of risk. Oil and gas reserves may never be found or, if discovered, may not be result in production at reasonable costs or profitability. The business of exploring, developing and producing is also capital intensive and, to the extent that cash flows from operating activities and external sources become limited or unavailable, the ability of Mooncor and of its operating partners to meet their respective financial obligations which are necessary to maintain their interests in the underlying properties could be impaired, resulting in those of the interests.

(b) Environmental

The Company's oil and gas operations are subject to environmental regulations in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will likely require stricter standards and enforcement, increased costs, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests which are presently unknown to the Company and which have been caused by previous or existing owners or operators of the properties or by illegal mining activities.

(c) Governmental

Government approvals and permits are often generally required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of properties. Amendments to current laws, regulations and permits governing operations and activities of oil and gas companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or require abandonment or delays in development of new properties. Although the governments of the various countries in which Mooncor operates have been stable recently, there is no assurance that political and economic conditions will remain stable. Political and economic instability may impede the Company's ability to continue its exploration activities in the manner currently contemplated.

(d) Fluctuations in Crude Oil, Natural Gas, and Natural Gas Liquid Prices

The price of the Company's common shares, and consolidated financial results and exploration, development and other oil and gas activities may in the future be significantly and adversely affected by declines in the price of crude oil, natural gas, and/or natural gas liquid (collectively "oil and gas"). The price of oil and gas fluctuates widely and is affected by numerous factors beyond the Company's control, such as interest rates, exchange rates, inflation or deflation, fluctuation in the value of the US dollar and foreign currencies, global and regional supply and demand, the political and economic conditions and production costs of major oil and gas producing countries throughout the world, and the cost of substitutes, inventory levels and carrying charges. Future material price declines could cause continued development of and commercial production from the properties in which the Company holds an interest to be impracticable. Depending on the price of oil and gas, cash flow from the Company's operations may not be sufficient and the Company could be forced to discontinue production and may lose the Company's interest in, or may be forced to sell, some of the Company's properties.

Future production from the Company's properties is dependent upon the price of oil and gas being adequate to make these properties economic.

(e) Dependence on management

The Company is dependent upon the efforts, skill and business contacts of key members of management, for among other things, during the normal course of their activities and the synergies which exist amongst their various fields of expertise and knowledge. Accordingly, the Company's success will depend upon the continued service of these individuals who are not obligated to remain employed with Mooncor. A loss of key personnel - members of management in particular - could impair our ability to execute our strategy and implement our operational objectives, all of which would have a material adverse effect on the Company.

**Share Data:**

**Capital Stock**

Common shares outstanding as at September 30, 2021 and the date of this MD&A are as follows;

	# of Common Shares		Amount
<b>Balance, December 31, 2019</b>	\$	<b>71,234,129</b>	\$ <b>2,365,158</b>
Shares issued on conversion of debentures		<b>79,000,000</b>	<b>790,000</b>
Equity portion of convertible debentures transferred to common stock on conversion of debentures		-	<b>54,114</b>
<b>Balance, December 31, 2020</b>		<b>150,234,129</b>	\$ <b>3,209,272</b>
Shares issued on conversion of debentures		<b>14,500,000</b>	<b>497,000</b>
Shares issued on conversion of advances		<b>27,400,000</b>	<b>548,000</b>
Equity portion of convertible debentures transferred to common stock on conversion of debentures		-	<b>10,890</b>
<b>Balance, September 30, 2021</b>		<b>192,134,129</b>	\$ <b>4,254,272</b>
Shares issued on conversion of debts subsequent to September 30, 2021		<b>45,067,635</b>	<b>901,353</b>
<b>Balance, date of MD&amp;A</b>	\$	<b>237,201,764</b>	\$ <b>5,155,625</b>

**Stock options**

The following table summarizes information about the options outstanding and exercisable as at September 30, 2021 and the date of this MD&A:

# of Options Outstanding and Exercisable	Exercise Price	Expiry Date	Remaining Contractual Life (years)
7,042	4.20	November 29, 2021	0.16
<b>7,042</b>	<b>\$ 4.20</b>		<b>0.16</b>

During the nine months ended September 30, 2021, 4,750 outstanding options expired unexercised.

**Segmented Information**

The Company's reportable segments are strategic business units that offer different services and/or products. They are managed separately because each segment requires different strategies and involves different aspects of management expertise. On disposal of the technology segment of the Company (see note 2 to the interim consolidated states for period ended September 30, 2021), the Company has decided to disclose the segment results of the oil and gas companies and corporate operations.

MEI, PPI, PPC and APPC are oil & gas companies

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company carries out its operations through wholly-owned entities. These entities are located in Canada and the United States.

**For nine months ended September 30, 2021**

		<b>Oil and Gas Operations</b>		<b>Corporate Operations</b>		<b>Total</b>
Alberta energy site rehabilitation program grant	\$	115,428	\$	-	\$	115,428
Interest income		2,400		-		2,400
<b>Total revenue</b>	<b>\$</b>	<b>117,828</b>	<b>\$</b>	<b>-</b>	<b>\$</b>	<b>117,828</b>
<b>Expenses</b>						
Exploration expenses		(14,296)		-		(14,296)
Office and general		-		(92,328)		(92,328)
<b>Total expenses</b>	<b>\$</b>	<b>(14,296)</b>	<b>\$</b>	<b>(92,328)</b>	<b>\$</b>	<b>(106,624)</b>
Income (loss) before undemoted		103,532		(92,328)		11,204
Finance costs		-		(102,697)		(102,697)
Income on foreign exchange		34		24		58
Net income (loss) for the period		103,566		(195,001)		(91,435)
Net income of discontinued operations		-		4,687	\$	4,687
<b>Total income (loss) for the period</b>	<b>\$</b>	<b>103,566</b>	<b>\$</b>	<b>(190,314)</b>	<b>\$</b>	<b>(86,748)</b>
<b>Other comprehensive (loss) for the period</b>						
Exchange differences on translation of foreign operations		(21)		-		(21)
<b>Total comprehensive income (loss) for the period</b>	<b>\$</b>	<b>103,545</b>	<b>\$</b>	<b>(190,314)</b>	<b>\$</b>	<b>(86,769)</b>

**As at September 30, 2021**

Total assets	\$	347,092	\$	119,745	\$	466,837
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**Sensor Technologies Corp.**  
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**For nine months ended September 30, 2020**

	Oil and Gas Operations		Corporate Operations		Total
Interest income	\$	5,250	\$	-	\$ 5,250
Total revenue	\$	5,250	\$	-	\$ 5,250
Expenses					
Exploration expenses		(10,096)		-	(10,096)
Office and general		-		(81,272)	(81,272)
Total expenses	\$	(10,096)	\$	(81,272)	\$ (91,368)
(Loss) before undernoted		(4,846)		(81,272)	(86,118)
Finance costs		-		(159,978)	(159,978)
Gain on foreign exchange		(1,725)		956	(769)
Net (loss) for the period		(6,571)		(240,294)	(246,865)
Net income of discontinued operations		-		13,544	13,544
<b>Total (loss) for the period</b>	<b>\$</b>	<b>(6,571)</b>	<b>\$</b>	<b>(226,750)</b>	<b>\$ (233,321)</b>
Other comprehensive (loss) for the period					
Exchange differences on translation of foreign operations		48		-	48
<b>Total comprehensive (loss) for the period</b>	<b>\$</b>	<b>(6,523)</b>	<b>\$</b>	<b>(226,750)</b>	<b>\$ (233,273)</b>

**As at September 30, 2020**

Total assets	\$	347,933	\$	83,947	\$ 431,880
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**For three months ended September 30, 2021**

		<b>Oil and Gas Operations</b>		<b>Corporate Operations</b>		<b>Total</b>
Alberta energy site rehabilitation program grant	\$	115,428	\$	-	\$	115,428
Interest income		800		-		800
<b>Total revenue</b>		<b>116,228</b>		<b>-</b>		<b>116,228</b>
<b>Expenses</b>						
Exploration expenses		(3,746)		-		(3,746)
Office and general		-		(38,422)		(38,422)
Total expenses	\$	(3,746)	\$	(38,422)	\$	(42,168)
Income (loss) before undernoted		112,482		(38,422)		74,060
Finance costs		-		(7,388)		(7,388)
Income (loss) on foreign exchange		(183)		(715)		(898)
Net income (loss) for the period		112,299		(46,525)		65,774
Net loss of discontinued operations		-		(1,453)		(1,453)
<b>Total income (loss) for the period</b>		<b>112,299</b>		<b>(47,978)</b>		<b>64,321</b>
Other comprehensive income for the period						
Exchange differences on translation of foreign operations		129		-		129
<b>Total comprehensive income (loss) for the period</b>	<b>\$</b>	<b>112,428</b>	<b>\$</b>	<b>(47,978)</b>	<b>\$</b>	<b>64,450</b>
<b>As at September 30, 2021</b>						
Total assets	\$	347,092	\$	119,745	\$	466,837

**Sensor Technologies Corp.**  
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**For three months ended September 30, 2020**

		<b>Oil and Gas Operations</b>		<b>Corporate Operations</b>		<b>Total</b>
Interest income	\$	1,750	\$	-	\$	1,750
<b>Total revenue</b>		<b>1,750</b>		<b>-</b>		<b>1,750</b>
<b>Expenses</b>						
Exploration expenses		(2,971)		-		(2,971)
Office and general		-		(25,594)		(25,594)
Total expenses	\$	(2,971)	\$	(25,594)	\$	(28,565)
(Loss) before undemoted		(1,221)		(25,594)		(26,815)
Finance costs		-		(53,637)		(53,637)
Income (loss) on foreign exchange		3,521		(1,513)		(271)
Net income (loss) for the period		2,300		(80,744)		(80,723)
Net income of discontinued operations		-		4,368		4,368
<b>Total income (loss) for the period</b>		<b>2,300</b>		<b>(76,376)</b>		<b>(76,355)</b>
Other comprehensive (loss) for the period						
Exchange differences on translation of foreign operations		885		-		885
<b>Total comprehensive income (loss) for the period</b>	<b>\$</b>	<b>3,185</b>	<b>\$</b>	<b>(76,376)</b>	<b>\$</b>	<b>(75,470)</b>
<b>As at September 30, 2020</b>						
Total assets	\$	347,933	\$	83,947	\$	431,880

**Critical accounting estimates**

The preparation of the interim consolidated statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the interim consolidated statements and the reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods. The information about significant areas of estimation uncertainty and judgment considered by management in preparing the interim unaudited consolidated statements were the same as those in the preparation of the annual financial statements as at and for the year ended December 31, 2020.

### **Changes in Accounting Policies**

These interim unaudited consolidated statements follow the same accounting policies and methods of computation as those described in Note 4 of the annual consolidated financial statements as at and for the year ended December 31, 2020.

### **Future accounting pronouncements**

There are currently no new accounting pronouncements effective for future dates that are expected to have a significant impact on the Company

### **Investor relations:**

The Company's management performed its own investor relations duty for the nine months ended September 30, 2021.

### **Additional information:**

Additional information relating to Mooncor may be found under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Subsequent events:**

1. On December 23, 2019 the Company has entered into a non-binding letter of intent with EmersonGrow Technology Inc. ("EmersonGrow"), an arm's length party incorporated in the Province of Ontario. Pursuant to the terms of the LOI, the Company will acquire all of the issued and outstanding securities of EmersonGrow for an aggregate purchase price of \$20 million. The Purchase Price will be satisfied through the issuance of an aggregate of 133,333,333 common shares in the capital of Sensor at a deemed price of \$0.15 per share.

Sensor and EmersonGrow have agreed to amend the purchase price from \$20 million to \$15 million (the "Amended Purchase Price"). The Amended Purchase Price will be satisfied through the issuance of an aggregate of 100,000,000 common shares in the capital of Sensor at a deemed price of \$0.15 per share. In addition, the closing of the proposed acquisition will be conditional on the closing of a private placement for minimum aggregate proceeds of \$1 million. Sensor and EmersonGrow will agree to the terms of the proposed private placement. Sensor and the shareholders of EmersonGrow have not yet executed a definitive agreement with respect to the proposed acquisition and there can be no assurance that the parties will execute a definitive agreement or that the proposed acquisition will be completed on the terms agreed to or completed at all. The entering into of the definitive agreement will be considered a fundamental change under Policy 8 of the Canadian Securities Exchange ("CSE") and, as such, will be subject to all of the requirements of Policy 8 including, but not limited to, CSE and shareholder approval.

2. Subsequent to September 30, 2021, \$901,353 of debts were converted to 45,067,635 common shares at a conversion price of \$0.02 per common share. The shares issued pursuant to the debt conversion are subject to a statutory four month hold period.