

**Star Navigation Systems Group Ltd.**  
**Management's Discussion and Analysis**  
**For the three and nine months ended March 31, 2020 and 2019**

**Date – May 10, 2021**

The following management discussion and analysis (“MD&A”) is a review of operations, current financial position and outlook for Star Navigation Systems Group Ltd. (the Company” or “Star”) for the three and nine month periods ended March 31, 2020 and 2019 and should be read in conjunction with the consolidated audited financial statements for the years ended June 30, 2019 and June 30, 2018. Amounts are reported in Canadian dollars based upon the financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”). Information contained herein is presented as at May 10, 2021.

Certain information in this MD&A or incorporated by reference, and in other public announcements by the Company is forward-looking and is subject to important risks and uncertainties. Words such as “may”, “will”, “believe”, “expect”, “anticipate”, “estimate” and similar expressions identify forward-looking statements. Forward-looking statements may be found in the General Development of the Business, Overview of Products, Operational Milestones, Outlook, Selected Financial Information, Results of Operations, Liquidity and Capital Resources and Overview sections of this MD&A. Forward-looking information includes information concerning the Company’s future financial performance, business strategy, plans, goals and objectives. Forward-looking statements are necessarily based upon estimates and assumptions considered reasonable by management but which are subject to business, economic and competitive uncertainties. Results could differ materially from those projected in forward-looking statements. Aside from its efforts locally in the United States and Canada as well as in Europe, the Company continues to pursue sales and marketing efforts for its main STAR-A.D.S. ® System, STAR-ISAMM™, STAR-LSAMM™, and STAR M.M.I.™ Division products and variants, either directly or through joint arrangements in North America, the Middle East, South East Asia and developing countries. The Company focusses on airlines, MEDEVAC operators (both land and air) and on avionics integrators. The Company is of the opinion that these geographical areas represent very significant current and future growth potential in terms of passenger miles flown and therefore, demand from operators for technology which will offer enhanced safety and efficiency to their operations. In addition, advances in emergency medical transportation are rapidly evolving and the Company is committed to being a significant part of that evolution.

However, the Company accepts the fact that pursuing opportunities in areas outside North America and Europe potentially subjects it to risks involving political unrest, cultural differences, differing legal environments and business practices, and the significant added expense of travel and accommodation for Company personnel required to be onsite for sales, testing and installation duties. The Company endeavors to mitigate these risks as much as reasonably possible through the judicious use of secure financial instruments, experienced local sales agents and coordinated marketing and travel arrangements. Factors which could cause actual results to differ materially from current expectations include, among other things, the ability of the Company to successfully implement its strategic, sales, research and development and financing initiatives and whether such initiatives will yield the expected benefits.

In addition, the ability of the STAR-A.D.S. ® and STAR- M.M.I.™ Divisions to successfully promote and sell products and services is critical. Competitive conditions in the business in which the Company participates, supply chain interruptions, general economic conditions and normal business uncertainty, fluctuations in foreign currency exchange rates and changes in laws, rules and regulations applicable to the Company in the jurisdictions in which the Company operates are all factors to be taken into consideration. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, or future events or otherwise, except as may be required by law.

Readers are cautioned that forward-looking statements are not guarantees of future performance.

Further information relating to Star is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **GENERAL DEVELOPMENT OF THE BUSINESS**

Star Navigation Systems Group Ltd. commenced its operations in May 2000 and is listed on the Canadian Securities Exchange (the “CSE”) under the symbol “SNA. It is also listed on the OTCQB under the symbol “SNAVF”

Star Navigation Systems Group Ltd. is a leading-edge Canadian publicly owned technology company. It focuses on providing aerospace and transportation data services solutions along with hardware and software platforms that assist aviation and other transport related operators worldwide. Headquartered in Brampton, Ontario, Star has developed the STAR-ISMS® In-Flight Safety Monitoring System, an aircraft computer that is at the heart of the STAR airborne data service (“STAR-A.D.S.®”). It is the first system in the world that combines in-flight data monitoring, diagnostics and data analysis with real-time secure connections between the aircraft and the ground, using real-time satellite transmission.

The STAR-A.D.S. ® System provides real-time monitoring, data analysis, aircraft health and flight operation status, and real-time position (tracking) information, all of which contribute to aviation safety, reduction of fuel usage and maintenance costs, reduction of carbon footprint, and provides the opportunity for enhanced return on investment for airlines.

The STAR-ISMS® G3 computer was tested and certified for airworthiness by major aviation regulatory authorities including Transport Canada (“TC”) and the U.S. Federal Aviation Authority (“FAA”). Star owns the resulting certifications for installations on commercial and business aircraft (e.g.: A320, A340, A310, B737, Learjet 45.) as well as other certifications for previous applications to older aircraft. Star owns the worldwide exclusive license to this patented technology and is actively developing new applications for in-flight medical monitoring, environmental monitoring, and ground-based systems. The third generation (“G3”) computer combines, in one unit, several updated air-to-ground communications means. In particular, the G3 unit adds the ability to switch from satellite communications to GSM communications, providing maximum flexibility and cost-effectiveness to the users.

## **GENERAL DEVELOPMENT OF THE BUSINESS (Cont'd)**

The STAR-M.M.I.<sup>™</sup> Division was created in April 2014. The Division repairs high performance flat panel displays for defence and commercial aviation industries and has been an important revenue generator within Star. STAR- M.M.I. <sup>™</sup> serves major avionics integrators and system manufacturers worldwide.

All operations of the Company are consolidated for accounting purposes and thus are not segregated by division.

## **OVERVIEW OF ACTIVITIES AND STAR PRODUCTS**

### **STAR-A.D.S. ®**

The STAR-ISMS® patented technology is the heart of the STAR-A.D.S. ® System. The System provides airlines/operators with a cost effective, end to end solution, allowing the automated capture and delivery of the results of real-time, in-flight analysis of an agreed set of parameters. This offers the capability of real-time monitoring of the aircrafts' performance, its status and location, and provides instant and secure access to essential aircraft information from a PC based web connection. The STAR-A.D.S. ® System delivers high value, streamlined operational information with minimum impact to the airline's internal processes and procedures. It uses a Graphical User Interface ("GUI") providing the operator with fast, convenient visibility of information from any location, within minutes of the data being generated on an aircraft data bus, in flight, anywhere in the world.

### **STAR-T.T.T. <sup>™</sup> / STAR-V-trk<sup>™</sup> / STAR-ISAMM<sup>™</sup>/ STAR-LSAMM<sup>™</sup>**

The Company has refined and expanded the manner in which the STAR-A.D.S. ® System is marketed and sold. The efforts of its Research and Development team to enhance the capabilities of the STAR-A.D.S. ® System, as well as the rest of the Star product line, has resulted in three additional differentiated products coming online:

- Recognizing the requirement for a smaller and reduced version of the full STAR-A.D.S.® System, Star has introduced STAR-T.T.T.<sup>™</sup> (TALK, TRACK, TEXT), which will be utilized by small aircraft and land vehicles. Our Chinese partner, Chengdu Spaceon Technology Ltd. ("Spaceon"), has initiated the development in China of the STAR-T.T.T.<sup>™</sup> under STAR specifications. Star Navigation has designed the environment qualification tests for both the Chinese and the Canadian Authorities. STAR-T.T.T.<sup>™</sup> has potential applications for land vehicle applications as well.
- Star has developed another product, known as STAR-V-trk<sup>™</sup>, which is a small, economical unit with several variants, starting with a worldwide tracker, and adding incremental options for monitoring various functionalities. The product has received strong interest as a multi-purpose tool from the small aircraft and helicopter community. Its specifications have been updated, taking into account the requirements and comments received.

## **STAR-T.T.T.™ / STAR-V-trk™ / STAR-ISAMM™/ STAR-LSAMM™ - (Cont'd)**

- The development of the STAR-ISAMM™ system is almost complete

The STAR-ISAMM™ System will bring to Helicopter and fixed-wing aircraft EMS services an advanced, multi-purpose platform. A variant of the STAR-A.D.S.® System, which is already certified in the commercial airline world, it collects, processes and channels patient information from the bio-medical monitors on-board to ground health professionals while the aircraft is in flight.

The capabilities of the system will greatly improve overall patient management and medical decision-making. The overall quality and efficiency of EMS services will be enhanced. The system has recently been show-cased to various interested parties in Canada. Final regulatory approvals are underway in both Canada and the U.S.A. and are still pending. The STAR-ISAMM™ has already been subject to several proposals to interested parties in North America.

The STAR-LSAMM™ is a variant of the STAR-ISAMM™ and addresses the specific requirements of ground ambulances. It has already been show-cased to some provincial operators in the US and in Canada. The proposal phase of the STAR-LSAMM™ has started.

## **STAR-M.M.I.™**

The STAR-M.M.I.™ Division, repairs, performs qualification tests on, and supports on-board LCD flat screen displays. These high-performance LCD displays and control panels from STAR-M.M.I.™ are used in the cockpits of fixed wing aircraft and helicopters for both civilian and military applications.

STAR-M.M.I.™ has full capability, in-house, to manufacture and offer customer support. Its products have already been delivered to various major system avionics integrators worldwide, all of them appearing in the Fortune 500 listing.

## **OPERATIONAL MILESTONE UPDATES**

During the period ended March 31, 2020, the Company made the following progress towards achieving its strategic growth objectives:

- Star and its major STAR-M.M.I.™ customer in the USA, have implemented and are working under their long-term maintenance agreement for specific displays for the P3 maritime patrol aircraft. The agreement covers activities up to 2021. Another U.S. based customer for the same product has generated additional business. A proposal has been accepted by a Japanese prospect for the development of an LCD based variant of a legacy multi-function control panel for helicopter use.

## OPERATIONAL MILESTONE UPDATES (Cont'd)

- Spaceon has developed and will manufacture the STAR-T.T.T.™ under Star specifications. Spaceon, in the meantime, is working on its efforts to market, sell and support the STAR-T.T.T.™.
- STAR has a cooperation and distribution agreement with Zhonglian Tiantong Space Technology (ZLT) in Tianjin China, to distribute and support the STAR- V-*trk*™ equipment, which is a spin-off under a smaller form factor of the STAR- A.D.S.®. The STAR- V-*trk*™ will better meet the requirements of small aircraft and helicopter operators, with less on-board real estate requirements. STAR is proceeding with the development and tests of the STAR- V-*trk*™ in Canada and will sell the equipment to ZLT for their marketing efforts in China. ZLT has started demonstrating the STAR- V-*trk*™ in China. STAR will pursue the STAR- V-*trk*™ marketing and sales in the rest of the world.
- Star has purchased a controlling interest in SOLUTIONS ISONEO INC, a leading European engineering and development corporation, recently established in Canada. The Company and SOLUTIONS ISONEO INC. have been jointly conducting new R&D projects, specifically in the domains of Medevac applications of the STAR- A.D.S.® System. Star has renamed the company STAR-ISONEO INC. and expects to more efficiently utilize ISONEO's experience and expertise. New offices have been opened in the TECHNOPARC area of Montreal. At June 30, 2019 the Company wrote-down its investment in STAR-ISONEO as it had become impaired due to a lack of business.
- A consortium led by Bombardier Aerospace has been provided with a modified STAR- A.D.S.® System for a Government of Canada funded Research project that will check and analyze high altitude radiation levels during flights. The System has been installed on-board a flight test aircraft and has been successfully performing its data collection and analysis since late 2017. The study is feeding a subsequent European and Canadian research program in the same field. Both companies are demonstrating the flexibility and the adaptability of a STAR- A.D.S.® platform to accommodate various kinds of data. The first period of the data collection campaign was completed on the Bombardier G7500 flight test aircraft #3. The system is now transferred to another flight test aircraft from Bombardier for another data collection period that will continue until the end of 2020 by Bombardier.
- The STAR- A.D.S. ® Gen 2 has passed all qualification tests for on-board use, and received certification from Transport Canada, and by the US Federal Aviation Administration ("FAA"). Subsequently, the dual certification has been validated by the Kingdom of Saudi Arabia and Gulf Civil Aviation Authorities ("GACA").
- Star is in final discussions to add two more aircraft (a Boeing 737 and Global Express Bus Jet) to their initial order of the Gulf VVIP.
- STAR- A.D.S. ® Gen 2 has been selected by ALMASRIA Universal Airlines to equip its fleet of 5 aircraft (Airbus A320 and Boeing B737) starting in 2019. Installation was completed in December 2020.

## **OPERATIONAL MILESTONE UPDATES (Cont'd)**

- Star MMI Division has logged a new long term support proposal with a US military MRO for a line of its displays to cover the period from 2020 to 2025.
- Star has presented the STAR-ISAMM™ system, live, to potential prospects and to representatives of the National Research Council, government agencies and potential customers, in Montreal. The presentations included all of the already certified elements of the system and demonstrated the complete bio-data transmission link from a simulated patient with actual bio-monitors to the hospital workstation through Iridium satellite transmission and GSM.
- Star has obtained ISO 13485 Medical certification as well as certification by Health Canada and the FDA in the USA for its ISAMM and LSAMM design activities.
- The National Research Council of Canada Industrial Research Assistance Program (NRC IRAP) provides advice, connections, and funding to help Canadian small and medium-sized businesses increase their innovation capacity and take ideas to market. Star has presented its STAR-ISAMM™ and STAR-LSAMM™ planning for FY 2019-2020 to IRAP.
- Star successfully attained AS 9100 Rev. “D” certification. The AS9100 Revision D Quality Management System includes updated requirements for Aviation, Space and Defense Organizations.

## **OUTLOOK - STRATEGIC OBJECTIVES FOR FY2020 AND BEYOND**

Star’s management is working to achieve the following objectives over the next 12 months and beyond:

- Star will continue to execute the commercialization of the STAR-A.D.S.® System, the STAR-ISAMM™/ STAR-LSAMM™ Systems, products and services with a focus on:
  - Specific airlines and operators using the legacy A320, B737 and Learjet business jets to leverage on Star’s existing STC’s and first installation experience.

## **OUTLOOK - STRATEGIC OBJECTIVES FOR FY2019 AND BEYOND (Cont'd)**

- Completing the Company's ISO 13485 Medical Certification as well as certification by Health Canada and the FDA in the U.S.A. while accelerating its discussions with first sales prospects after the successful live presentations in Montreal. Targeting prospects (Health organizations and MEDEVAC operators) in Quebec who operate specific aircraft and helicopters considered the most widely used ones.
  - Finalizing the qualification and Transport Canada certification of the STAR V-trk™ for small platforms and for ground transport, to bring it into the market. There are three main geographical markets considered: Canada, China, and Europe.
  - Continuing to develop and exploit new applications of existing Star technology in the areas of land and marine transportation.
  - Developing its efforts in R&D with the provincial and federal authorities to quickly prepare evolutions and new applications of its lines of products in the aerospace field.
- Further developing the capability and marketability of its data services through further value-added services, either in-house or in a tight partnership, offering applications directed towards flight safety, direct analysis by the operator of their operational data, and other services that allow the operator to save time and resources in the collection, formatting and analysis of data.
  - In conjunction with Stars' strategic partners, developing new and refining existing STAR-ISAMM™ and STAR-LSAMM™ medical monitoring aspects of the STAR-ISMS® technology.
  - STAR is proposing a further R&D program to the Federal Government for FY subsequent to 2020, with additional capabilities in augmented reality. The objective is to lighten the on-board paramedic workload and to enhance and facilitate the decision-making process of the doctors on the ground.
  - In FY2020, continuing to develop additional STAR-M.M.I.™ Division products (e.g. retrofits for commercial aircraft and helicopters in particular for military aircraft) and capabilities through distribution and support agreements with complementary companies.
  - Promoting its product lines at selected airshows and attending focused industry conferences in coordination with Star partners, to demonstrate Star's products and expand branding visibility.

## **OUTLOOK - STRATEGIC OBJECTIVES FOR FY2019 AND BEYOND (Cont'd)**

- Implementation of the three-year R&D plan for the STAR-A.D.S.® System, STAR-T.T.T.™, Star *V-trk*™, STAR-ISAMM™/ STAR-LSAMM™ and STAR-M.M.I.™ lines of products to structure and to support development efforts and to ensure increased product offerings.
- This plan will address:
  - Development of specific new application services for the STAR-A.D.S.® System to offer to customers.
  - Increase of STAR-M.M.I.™ capabilities for obsolescence replacement solutions to the market (defense and commercial). STAR-M.M.I.™ is proposing, for instance, to replace legacy CRT or TEFL based instruments in displays with LCD based specialized modules (less power requirement, less weight, increased life-time, less obsolescence in the long run).

## **SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS**

### **General Financial Information at March 31, 2020**

The Company will continue to require debt and/or equity financing until it is able to generate sustainable revenues from operations on a consistent basis. The Company is looking at all available financing options. There can be no assurance that the Company will be successful in obtaining further financing.

Accounts receivable are collected on a regular basis. The balance of accounts receivables outstanding at March 31, 2020 is \$70,181.

Other assets are up marginally.

Capital and intangible assets have changed due to asset additions and normal depreciation and amortization charges taken in 2020.

Right of Use assets are continuing to decrease by their monthly amortization.

Accounts payable and accrued liabilities continue to increase as the Company makes its way through the Notice of Intent to file for Bankruptcy process (See Subsequent Events). Monthly payroll remittances for FY2020 are currently behind but the Company has paid down its payroll arrears from earlier years.

Due to Related party balances have increased since June 30, 2019. The Company's only material debt continues to be the amount due to the CEO and Chairman of the Company which amounted to \$2,220,875 at March 31, 2020.



## SUMMARY OF QUARTERLY RESULTS

The following table sets out selected financial information, presented in Canadian dollars and prepared in accordance with IFRS. The information contained herein is drawn from interim financial statements of the Company for each of the aforementioned eight quarters.  
(Expressed in \$)

	2020	2019	2019	2019
Period Ending	March 31	December 31	Sept 30	June 30
Revenue	34,773	5,172	51,672	140,414
Working Capital/(Deficit)	(4,671,447)	(3,786,352)	(3,155,103)	(2,751,222)
Expenses	947,291	683,001	594,111	1,383,280
Net Loss from Operations	(912,518)	(677,829)	(542,439)	(1,242,866)
Net Loss (per Share)	(0.002)	(0.001)	(0.001)	(0.003)

	2019	2018	2018	2018
Period Ending	March 31	December 31	Sept 30	June 30
Revenue	21,061	223,241	77,796	19,979
Working Capital/(Deficit)	(1,703,879)	(1,007,522)	(1,302,007)	(2,715,645)
Expenses	792,681	717,110	773,328	843,035
Net Loss	(771,620)	(493,869)	(695,532)	(823,056)
Net Loss (per Share)	(0.001)	(0.001)	(0.001)	(0.002)

## RESULTS OF OPERATIONS

### Comparison of the three month periods ended March 31, 2020 and 2019

The Company sustained a loss of \$912,518 for the three month period ended March 31, 2020 vs. a loss of \$771,620 for the same period ended March 31, 2019. The increase in loss is due to increases in Cost of Goods Sold, General and Administrative costs and Research & Development costs.

#### Revenues:

	2020	March 31, 2019	Variance
<b>Total Revenues</b>	<b>34,772</b>	<b>21,061</b>	<b>13,711</b>
<b>Star ISMS</b>	<b>8,322</b>	<b>-</b>	<b>8,322</b>
<b>Star MMI</b>	<b>-</b>	<b>21,061</b>	<b>(21,061)</b>
<b>Other</b>	<b>26,450</b>	<b>-</b>	<b>26,450</b>

Revenues for the period have increased slightly by \$13,711 over the same period of 2019.

STAR-M.M.I.™ sales have dropped in this period by \$21,061. The program has generated inconsistent revenues since the first sale in September of 2014. It has not yielded the results the Company had hoped for and has struggled in recent years due to stoppages in programs that are beyond the control of the Company.

## RESULTS OF OPERATIONS (Cont'd)

### Comparison of the three month periods ended March 31, 2020 and 2019 (Cont'd)

#### Cost of Inventory Consumed:

	2020	March 31, 2019	Variance
<b>Total Cost of Inventory Consumed</b>	<b>11,606</b>	<b>8,264</b>	<b>3,342</b>
<b>Star ISMS</b>	<b>11,606</b>	<b>7,764</b>	<b>3,842</b>
<b>Star MMI</b>	<b>-</b>	<b>500</b>	<b>(500)</b>

Cost of inventory consumed for this period of 2020 has increased marginally for the ISMS program and no expenses for the MMI program due to no sales.

#### General and Administrative:

	2020	March 31, 2019	Variance
<b>Total G&amp;A expenses</b>	<b>537,716</b>	<b>399,703</b>	<b>138,013</b>
<b>Bank charges &amp; interest</b>	<b>1,595</b>	<b>1,140</b>	<b>455</b>
<b>Board and Committee fees</b>	<b>45,000</b>	<b>21,000</b>	<b>24,000</b>
<b>Filing fees</b>	<b>18,841</b>	<b>-</b>	<b>(18,841)</b>
<b>Insurance</b>	<b>23,100</b>	<b>24,584</b>	<b>(1,484)</b>
<b>Other</b>	<b>27,010</b>	<b>51,093</b>	<b>(24,083)</b>
<b>Professional fees</b>	<b>349,979</b>	<b>25,133</b>	<b>324,846</b>
<b>Rent</b>	<b>2,416</b>	<b>21,251</b>	<b>(18,835)</b>
<b>Wages</b>	<b>69,775</b>	<b>255,502</b>	<b>(185,727)</b>

Board and Committee fees are up this year as the Company added new Directors in December of 2019.

Filing fees are up this year due to the special AGM held in December 2019.

Insurance costs are consistent on a year to date basis as the Company has switched providers for its employee benefits program. Group insurance costs are the largest component of insurance.

Rent expense decreased as the Company instituted IFRS 16 on January 1, 2019. This effectively reallocated rental costs.

Professional fees are up due to legal costs associated with the ongoing dissident shareholder action.

Wage expense decreased over 2019 as the Company did not have a Chief Operating Officer in this period and the Chief Executive Officer costs had been cut as well.

## RESULTS OF OPERATIONS (Cont'd)

### Comparison of the three month periods ended March 31, 2020 and 2019 (Cont'd)

#### Marketing and Promotion

	2020	March 31, 2019	Variance
<b>Total M&amp;P expenses</b>	<b>62,042</b>	<b>87,817</b>	<b>(25,775)</b>
<b>Consultant costs</b>	<b>59,000</b>	<b>79,500</b>	<b>(20,500)</b>
<b>Investor relations</b>	<b>-</b>	<b>8,000</b>	<b>(8,000)</b>
<b>Travel costs</b>	<b>3,042</b>	<b>317</b>	<b>2,725</b>

Marketing and promotion costs have decreased over the same period of 2019.

Consultant costs are down due to limitations on cash flows.

Investor relations costs have effectively been put on hold while the Company is cease-traded.

#### Research and Development:

	2020	March 31, 2019	Variance
<b>Total R&amp;D expenses</b>	<b>309,108</b>	<b>272,285</b>	<b>36,823</b>
<b>Amortization expense</b>	<b>5,938</b>	<b>4,933</b>	<b>1,005</b>
<b>R&amp;D costs</b>	<b>40,980</b>	<b>23,048</b>	<b>17,932</b>
<b>Travel costs</b>	<b>-</b>	<b>10,292</b>	<b>(10,292)</b>
<b>Wages</b>	<b>262,190</b>	<b>234,012</b>	<b>28,178</b>

R&D costs are being maintained as the company has just started to spend money on its LSAMM and ISAMM projects.

Wages have increased in this year as the Company has incurred salaries for staff of its subsidiary ISONEO located in Montreal, Quebec.

### Comparison of the nine month periods ended March 31, 2020 and 2019

#### Revenues:

	2020	March 31, 2019	Variance
<b>Total Revenues</b>	<b>91,617</b>	<b>322,098</b>	<b>(230,481)</b>
<b>Star ISMS</b>	<b>22,539</b>	<b>223,241</b>	<b>(200,702)</b>
<b>Star MMI</b>	<b>42,628</b>	<b>98,857</b>	<b>(56,229)</b>
<b>Other</b>	<b>26,450</b>	<b>-</b>	<b>26,450</b>

## RESULTS OF OPERATIONS (Cont'd)

### Comparison of the nine month periods ended March 31, 2019 and 2019 (Cont'd)

#### Revenues (Cont'd)

Star ISMS sales have dropped substantially over 2019. No sales of its ADS product were recorded in this period.

STAR-M.M.I.™ sales have dropped as well on a yearly basis. The program has generated inconsistent revenues since the first sale in September of 2014 it has not yielded the results the Company had hoped for and has struggled in recent years due to stoppages in programs that are beyond the control of the Company.

#### Cost of Inventory Consumed:

	2020	March 31, 2019	Variance
<b>Total Cost of Inventory Consumed</b>	<b>35,401</b>	<b>86,081</b>	<b>(50,680)</b>
<b>Star ISMS</b>	<b>33,152</b>	<b>70,169</b>	<b>(37,017)</b>
<b>Star MMI</b>	<b>2,249</b>	<b>15,912</b>	<b>(13,663)</b>

Cost of inventory consumed for the period has decrease in conjunction with the drop in revenues.

#### General and Administrative:

	2020	March 31, 2019	Variance
<b>Total G&amp;A expenses</b>	<b>1,186,174</b>	<b>984,258</b>	<b>201,917</b>
<b>Bank charges &amp; interest</b>	<b>6,555</b>	<b>3,656</b>	<b>2,899</b>
<b>Board and Committee fees</b>	<b>90,000</b>	<b>51,000</b>	<b>39,000</b>
<b>Filing fees</b>	<b>57,423</b>	<b>-</b>	<b>57,423</b>
<b>Insurance</b>	<b>59,363</b>	<b>64,546</b>	<b>(5,183)</b>
<b>Other</b>	<b>104,928</b>	<b>185,961</b>	<b>(81,032)</b>
<b>Professional fees</b>	<b>470,491</b>	<b>84,232</b>	<b>386,259</b>
<b>Rent</b>	<b>35,381</b>	<b>57,251</b>	<b>(21,870)</b>
<b>Wages</b>	<b>362,033</b>	<b>537,612</b>	<b>(175,579)</b>

Board and Committee fees are up this year as the Company added new Directors in December of 2019.

Filing fees are up this year to date as a result of the special AGM that was held in December 2019.

Insurance costs are consistent with 2019. Group insurance costs are the largest component of insurance. The Company has been able to negotiate lower rates for its commercial and liability insurance policies.

## RESULTS OF OPERATIONS (Cont'd)

### Comparison of the nine month periods ended March 31, 2020 and 2019 (Cont'd)

#### General and Administrative (Cont'd)

Rent expense decreased as the Company instituted IFRS 16 on January 1, 2019. This effectively reallocated rental costs.

Professional fees are up due to legal costs associated with the ongoing dissident shareholder action.

Wage expense decreased over 2019 as the Company did not have a Chief Operating Officer in this period and the Chief Executive Officer costs had been cut as well.

#### Marketing and Promotion

	March 31, 2020	2019	Variance
<b>Total M&amp;P expenses</b>	<b>89,542</b>	432,172	<b>(342,630)</b>
<b>Consultant costs</b>	<b>86,500</b>	353,142	<b>(266,642)</b>
<b>Investor relations</b>	-	48,880	<b>(48,880)</b>
<b>Travel costs</b>	<b>3,042</b>	30,150	<b>(27,108)</b>

Consultant costs decreased drastically from 2019 as lack of cash flows and the assignment into bankruptcy negated the need for several consultants.

Investor relations costs have dropped over 2019 as 2019 contained a one-time charge that was not incurred in 2020.

Travel costs dropped for the same reasons as Consultants costs.

#### Research and Development:

	2020	March 31, 2019	Variance
<b>Total R&amp;D expenses</b>	<b>778,169</b>	695,884	<b>82,285</b>
<b>Amortization expense</b>	<b>17,815</b>	14,035	<b>3,780</b>
<b>R&amp;D costs</b>	<b>136,469</b>	125,315	<b>11,154</b>
<b>Travel costs</b>	<b>47</b>	22,799	<b>(22,752)</b>
<b>Wages</b>	<b>623,838</b>	533,735	<b>90,103</b>

R&D costs are being maintained at 2019 levels as the company has just started to spend money on its LSAMM and ISAMM projects.

Wages have increased in this year as the Company has incurred salaries for staff of its subsidiary ISONEO located in Montreal, Quebec.

## FOREIGN EXCHANGE GAIN/LOSS:

Monetary assets and liabilities denominated in foreign currencies are translated at the year-end exchange rate. Non-monetary assets and liabilities as well as revenue and expense transactions denominated in foreign currencies are translated at the rate prevailing at the time of the transaction. Translation gain or loss adjustments are recognized in the period in which they occur.

The Company is exposed to fluctuations in the value of the following financial instruments which are denominated in US dollars:

	<b>March 31, 2020</b>	June 30, 2019
Cash	\$ 11,499	\$ 7,145
Accounts receivable	70,181	279,893
Accounts payable	(72,817)	(50,054)
	<b>\$ 8,863</b>	<b>\$ 236,984</b>

Based on the Company's net exposure to US dollar denominated instruments at March 31, 2020 and June 30, 2019, a sensitivity analysis has not been presented as it would be immaterial.

## LIQUIDITY AND CAPITAL RESOURCES

The Company had bank indebtedness of \$67,840 at March 31, 2020 compared to a bank indebtedness balance of \$91,046 at June 30, 2019 resulting in an increase of \$23,206. The Company has a working capital deficiency of \$4,671,447 at March 31, 2020 compared to a working capital deficiency of \$2,747,616 at June 30, 2019. The increased working capital deficiency is due to the Company incurring substantial costs for legal fees while working its way through the Notice of Intention to file for bankruptcy and increased expenses due to a lack of cash flows and the onset of COVID-19.

The Company will continue to need more funding either through private placements, exercise of warrants and options or other financing options to sustain operations until revenues from the STAR-M.M.I.<sup>™</sup>, STAR-A.D.S. ®, STAR-ISAMM<sup>™</sup> and STAR-LSAMM<sup>™</sup> programs generate adequate cash flows.

For the period ending March 31, 2019, cash flow used in operating activities was \$1,544,564 as compared to \$2,685,593 at March 31, 2019. The decrease was due in large part to changes in non-cash working capital accounts. The Company's average monthly cash burn continues to drag the Company down as it continuously looks for further ways to reduce costs until revenues have increased adequately to reduce the need to borrow/raise funds.

Management is currently evaluating various financing options for the Company's short and long-term obligations. The financing alternatives can include debt and/or equity financings, asset sales and rights offerings to existing shareholders. There is no assurance that future funding will be available on favorable terms to the Company, or at all.

The Company has depended in the past on the support of its shareholders for financing. This will continue to be the case until revenues from the STAR-A.D.S.®, STAR-ISAMM™, STAR-LSAMM™ and STAR-M.M.I.™ products are able to cover the monthly costs.

The Company is subject to the risks generally associated with high-technology companies, which include fluctuations in operating expenses and revenues.

#### **OFF BALANCE SHEET ARRANGEMENTS**

As at March 31, 2020 the Company had no off balance sheet arrangements such as guaranteed contracts, contingent interests in assets transferred to an entity, derivative instrument obligations or any instruments that could trigger financing, market or credit risk to the Company.

#### **OUTSTANDING SHARE DATA**

Series I First Preferred Shares	615,000
Common Shares	519,352,480
Share Purchase Warrants	85,580,000 (exercise prices of \$0.05-\$0.07)
Stock Options	6,470,000 (exercise prices ranging from \$0.05 to \$0.15 with expiry dates up to March 1, 2021 and various graded vesting provisions).

#### **ACCOUNTING ESTIMATES AND JUDGMENTS**

The preparation of the interim condensed consolidated financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Actual outcomes may differ from these estimates under different assumptions and conditions.

The most significant estimates relate to the determination of the expected life of property and equipment and intangible assets; inventory valuation; valuation of deferred income tax amounts; impairment testing on intangible assets; the calculation of stock-based compensation; and the valuation of options and warrants granted.

The most significant judgments are net realizable value of inventory, allowance for doubtful accounts, useful lives and impairment of capital assets and intangible assets, stock-based compensation expense, valuation of warrants, going concern uncertainty and realization of deferred tax assets.

## RELATED PARTY TRANSACTIONS

The Company has accrued and carries a significant balance on its consolidated financial statements of amounts due to related parties. The amounts represent compensation accrued with respect to salary compensation for its directors and officers, and monthly compensation accrued for its directors and committee chairpersons that has accumulated over the past several years.

The Company's Board of Directors are compensated at the rate of \$2,000 per month for performing duties such as providing guidance to management in areas such as corporate governance, reviewing strategic plans, budgeting, material contracts or joint ventures and any other material information deemed necessary.

One half of such amounts are accrued. Committee Chairpersons are selected from amongst the Directors of the Company to lead the Audit, Compensation/Corporate Governance and Strategic Planning/Human Resources committees. Chairpersons are remunerated at the following rates; Audit Chairman - \$1,000 per month, Compensation/Corporate Governance Chairman - \$1,000 per month, Strategic Planning / Human Resources Chairman - \$1,000 per month. All of the above amounts are recognized in the consolidated financial statements of the Company as accrued.

The terms for payment of the amounts accrued to the various Board and Committee members are restricted. These amounts can only be settled when individuals wish to exercise options that have been granted to them by the Company or to participate in a private placement being offered by the Company. Such amounts are non-interest bearing and unsecured.

The Company has an exclusive license agreement in place with a company owned and controlled by its CEO and Chairman of the Board regarding the use of patents related to the STAR-ISMS® technology. There were no license payments made or required to be made for the periods ended March 31, 2019 and June 30, 2019.

The Company has an employment agreement in place with its CEO and Chairman of the Board regarding royalties to be paid upon future sales of the Company's STAR-ISMS® technology products which becomes effective under certain conditions on the termination.

The amount due to related parties at March 31, 2019 is \$2,573,993 (June 30, 2019 - \$2,167,147) and is comprised of the following:

	<b>March 31, 2020 (Unaudited)</b>	June 30, 2019 (Audited)
Due to Directors	\$ 183,000	\$ 110,000
Due to Committee Chairpersons	48,000	34,000
Due to Chief Executive Officer – Viraf Kapadia <sup>(i)</sup>	2,220,875	1,884,134
Due to Chief Operating Officer – Jean-Louis Larmor	122,118	139,013
	<b>\$ 2,573,993</b>	<b>\$ 2,167,147</b>

(i) \$2,220,875 (June 30, 2019 - \$1,884,134) of the balance bears interest at 5% per annum; Interest accrued on the loan payable to the CEO for the period ended March 31, 2020 was \$54,998 (June 30, 2019 – \$86,299).



## RELATED PARTY TRANSACTIONS (Cont'd)

The Company also owes \$5,700 (June 30, 2019 - \$8,565) in credit card debt that is guaranteed by the CEO and Chairman of the Board in accounts payables and accrued liabilities.

Key management personnel cost included in the consolidated statement of comprehensive loss as of March 31, 2020 is \$445,982 (March 31, 2019 - \$324,803). These amounts which are included in general and administrative expense represent fees paid and accrued to directors and officers of the Company:

	<b>March 31, 2020</b>	March 31, 2019
Chief Executive Officer	<b>\$ 125,484</b>	\$ 129,750
Chief Operating Officer	<b>139,500</b>	93,000
Chief Financial Officer	<b>36,000</b>	21,000
Board of Director fees	<b>76,000</b>	24,000
Committee Chairperson fees	<b>14,000</b>	6,000
Interest on loan to Chief Executive Officer	<b>54,998</b>	51,053
	<b>\$ 445,982</b>	\$ 324,803

## CONTINGENCY

In the ordinary course of business activities, the Company may be contingently liable for litigation and claims with customers, vendors and former employees. Management believes that adequate provisions have been recorded in the accounts where required.

## SUBSEQUENT EVENTS

### (a) Cease Trade Order

On November 1, 2019, the Ontario Securities Commission (“OSC”) issued a cease trade order (the “CTO” or “FFCTO”) against the Company for failing to file certain outstanding continuous disclosure documents in a timely manner.

### (b) New Company Management

During the fiscal year 2019, various shareholders, unhappy with the leadership and performance of the Company, requested that a Special Meeting of Shareholders be held. A Special Shareholder Meeting (“Meeting”) was held on December 11, 2019, at which the shareholders passed the resolutions proposed in the Concerned Shareholders Proxy Circular.

## **SUBSEQUENT EVENTS (Cont'd)**

As a result of the passing of that resolution:

Peter Clausi, Brian Crawford, Birks Bovaird, Ali Jomaa, Stephen Coutts, Zachery Goldenberg, and Randy Hoback were elected as directors of the Company with the support of 99% of the shareholders voting at the Meeting.

A motion to authorize the directors to investigate any and all related party transactions in respect of the Corporation was passed with the support of 99% of the shareholders voting at the Meeting.

At a board of directors' meeting immediately following the Special Shareholder Meeting, Mr. Viraf S. Kapadia was terminated as CEO of the Company and all other positions and the following persons were appointed to management positions:

Peter M. Clausi was appointed Interim Chief Executive Officer; Randy Koroll was appointed Chief Financial Officer and Corporate Secretary; Jean-Louis Larmor was confirmed as Vice-President, Corporate Development; Barney Lassche was appointed as Vice-President, Human Resources; and Birks Bovaird was appointed as the Company's Chairman of the Board.

### **(c) Bankruptcy**

Immediately prior to the Meeting, the former CEO, Mr. Viraf S. Kapadia, purported to file security documents related to a debt he claims was incurred to him by the Company during his tenure as CEO. This alleged debt is part of the related party transactions to be investigated in the shareholder-sanctioned investigations.

On December 11, 2019, immediately prior to the Meeting, the former CEO filed a Notice of Intention to Make Proposal ("NOI") under Section 50.4 of the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3, as amended (the "BIA"), with respect to the Company. A. Farber & Partners Inc. ("Farber") was appointed as Proposal Trustee (the "Proposal Trustee").

In this process, Mr. Kapadia alleged he was an unsecured creditor of the Corporation mainly in respect of a claim for more than \$2,100,000 for accrued and unpaid salary ("Related Party Debt"). However, the Proposal Trustee did not permit Mr. Kapadia to vote his claimed debt on the basis that Mr. Kapadia was a non-arm's length party pursuant to Canada's Bankruptcy and Insolvency Act. Mr. Kapadia had actually wanted to vote against the Proposal and sought to bankrupt the Corporation with the effect of destroying all shareholder value. Instead, if approved by the Court, Mr. Kapadia will receive approximately \$55,000 as an unsecured creditor. His alleged secured debt of some \$67,000 has yet to be proven and remains an unresolved issue.

## **SUBSEQUENT EVENTS (Cont'd)**

The NOI filing provided an automatic stay of proceedings against the creditors of the Company for a 30-day period thus providing the Company the opportunity to restructure its affairs and formulate a proposal to creditors. During this time, the Company continues to carry on business and is not bankrupt.

On February 14, 2020, at a meeting of creditors, the creditors accepted the Company's formal Proposal to settle outstanding debts. As a result of the meeting, the Proposal Trustee will seek Court approval of the Proposal, which, if approved, will remove approximately \$3.3 million in debt from the Company's balance sheet. Due to the COVID-19 Court closure, the Company has been unable to seek Court approval of the Proposal at this time but intends to do so at the earliest reasonable opportunity.

While Mr. Kapadia has the right to appeal the Proposal Trustee's decision, the Company believes his chances of success on appeal are minimal.

The Company previously brought a motion in the Ontario Superior Court of Justice - Commercial List to enforce the settlement reached with Mr. Kapadia on January 22, 2020. Mr. Kapadia has denied the existence of such a settlement. A significant portion of that settlement involved the Related Party Debt referred to above. Since the Related Party Debt has been extinguished by the creditor meeting, the settlement has become moot and, therefore, the Company has abandoned its motion to enforce the settlement.

On February 24, 2021, The Honourable Mr. Justice Cavanagh of The Ontario Superior Court of Justice (Commercial Court) granted an order approving the proposal put forward by the Company on January 24, 2020 and as approved by the creditors on February 14, 2020.

### **(d) Injunction**

On December 11, 2019, the former CEO, Mr. Kapadia, also brought an Application in the Commercial Court seeking, among other things, an order that the results of the December 11, 2020 meeting be set aside on the basis that the meeting was not properly called. At the same time, he also brought an emergency interlocutory injunction motion seeking to have the previous Board and Mr. Kapadia put back in control of the Company pending the hearing of the Application (the "Toronto Litigation").

Mr. Kapadia's motion for emergency injunctive relief was ultimately adjourned to and heard on December 18, 2019 by the Hon. Madam Justice Conway of the Commercial Court. Her Honour dismissed Kapadia's motion for injunctive relief and ordered that the Application be scheduled for a full hearing on the merits on January 22, 2020 before the Commercial Court. Until heard, Her Honour ordered that the Board of Directors elected at the Meeting continue to operate the Company in the ordinary course of business. Due to COVID-19 issues, the matter has yet to be heard.

## **SUBSEQUENT EVENTS (Cont'd)**

The Company and Mr. Kapadia have now reached an agreement which will see Mr. Kapadia's Application dismissed on consent.

### **(e) Resignation of December Board and Appointment of New Board**

The Interim Board of Directors, elected at a Special General Meeting of shareholders held December 11, 2019, consisting of Mr. Birks Bovaird, Director and Chair of the Board, Peter Clausi, Brian Crawford, Ali Jomaa, Stephen Coutts, Zachary Goldenberg, and Randy Hoback, resigned as directors of the Corporation, effective April 30, 2020.

Mr. Gurdip Panaich, Chairman of the Board, Mr. Anoop Brar, Chairman of the Audit Committee, Mr. Jean-Louis Larmor, Dr. Darrin T. Milne, and Mrs. Pawandeep Athwal were appointed directors of the Company effective April 30, 2020, to serve until the next Annual and General Meeting of Shareholders or until their successors are elected or appointed.

### **(f) Resignation of CEO and Appointment of New CEO**

On April 30, 2020, Peter M. Clausi, the Interim Chief Executive Officer resigned and Mr. Jean-Louis Larmor, formerly the Vice President, Corporate Development, and President of the Company's subsidiary, Star-Isonco Inc., was named Interim Chief Executive Officer. Mr. Jean-Louis Larmor resigned as Interim Chief Executive Officer on July 23, 2020 and Mr. Amir Bhatti was named Chief Executive Officer on September 16, 2020.

### **(g) Partial Revocation FFCTO**

On May 21, 2020, the Ontario Securities Commission (the "OSC") partially revoked the cease trade order (the "CTO") issued against the Company on November 1, 2019 for failing to file certain outstanding continuous disclosure documents in a timely manner.

The Company applied for the partial revocation order ("Partial Revocation Order") in order to complete an exempt non-brokered private placement (the "Financing"). On October 13, 2020, the Company completed its non-brokered private placement (the "Private Placement") of 41,634,000 units (the "Private Placement Units") at a purchase price of \$0.025 per Unit for gross proceeds of \$1,040,850. Each Private Placement Unit will consist of 1 common share and 1 warrant to purchase 1 common share, exercisable at a price of \$0.05 for 2 years from the date of issuance.

Finders fees in the amount of 10% of the gross proceeds were paid. All securities are subject to a statutory four month hold period.

## **SUBSEQUENT EVENTS (Cont'd)**

On October 13, 2020 the Company converted \$1,156,760 of debt (the “Debt Conversion”) held by certain shareholders into 57,838,000 units (the “Debt Conversion Units”). Each Debt Conversion Unit was issued at a deemed price of \$0.02 per Debt Conversion Unit and consist of 1 common share and 1 warrant to purchase 1 common share, exercisable at a price of \$0.05 for 2 years months from the date of issuance. All securities are subject to a statutory four month hold period.

The proceeds of the Private Placement and Debt Conversion will be used to pay outstanding fees owed to the Company’s auditors as well as for other general working capital purposes. Completion of the Private Placement will allow the Company to prepare and file all outstanding continuous disclosure documents with the applicable regulatory authorities. Once those filings have been completed, the Company will apply for a full revocation of the CTO.

Prior to completion of the Financing, each potential investor received a copy of the CTO and the Partial Revocation Order, and was required to provide an acknowledgement to the Company that all of the Company’s securities, including the shares and warrants issued in connection with the Financing, will remain subject to the CTO until such order is fully revoked, and that the granting of the Partial Revocation Order by the OSC does not guarantee the issuance of a full revocation order in the future. In addition, in accordance with applicable securities legislation, all common shares and warrants issued pursuant to the Financing will be subject to a hold period of four months and a day from the closing date of the Financing.

The Partial Revocation Order terminated on the completion of the Financing on October 13, 2020.

### **(h) Lawsuits**

On or about October 16, 2020, the CNESST (commission on workplace standards, fairness, health and safety) in Quebec, Canada, on behalf of certain employees, instituted a civil action against the Company and one of its subsidiaries, Star-Isonéo Inc. before the Superior Court in Montreal, Quebec. The CNESST is claiming a total amount of \$390,961.43 against both the Company and Star-Isonéo Inc. The amount consists of unpaid fees of \$3,983.18, unpaid salary of \$306,480.81 and unpaid vacation pay of \$15,427.20. In addition to the above amounts and under Article 114 of the *Act Respecting Labour Standards*, the CNESST is also claiming 20% of the total amount of the claim representing the amount of \$65,160.24, as fees. This is an amount owed directly to the CNESST. The majority of the amounts under the claim above are for periods in 2019, a portion of which are covered by the bankruptcy procedures as outlined above.

## **SUBSEQUENT EVENTS (Cont'd)**

On or about November 20, 2020, the CNESST, on behalf of a former employee, instituted a civil action against the Company and its subsidiary, Star-Isonéo Inc. before the Court of Quebec in Montreal, Quebec. The sums claimed amount to \$9,454.55 and represent unpaid wages for the period escalating from March 1, 2020 to April 3, 2020. In addition to the above amount, the CNESST is also claiming 20% of the total amount of the claim representing the amount of \$1,890.91, as fees. This is an amount owed directly to the CNESST. This claim represents the second monetary claim filed by the former employee. The former employee is also part of the first action mentioned above, but the amounts claimed in this action are different since they relate to a different period.

On or about October 16, 2020, Mr. Jean-Louis Larmor, the Company's former interim Chief Executive Officer, and Vice-President, Corporate Development filed various complaints against the Company and its subsidiary, Star-Isonéo Inc., including a monetary complaint for amounts owed to Mr. Larmor, a prohibited practice (in accordance with Article 122 of the *Act Respecting Labour Standards*), and a dismissal without just and sufficient cause (in accordance with Article 124 of the *Act Respecting Labour Standards*). At this stage, it is the opinion of the Company's legal counsel that it is not possible to assess the amount of money that these claims represent until further details regarding the amount claimed have been provided by CNESST.

With respect to the complaints for prohibited practice and of dismissal, if Mr. Larmor's complaint were to be accepted by the tribunal, he would be entitled to full retroactive salary between the date of his reinstatement and the date of his termination of employment, in addition to other potential damages.

On or about October 19, 2020 and October 27, 2020, two complaints against the Company and its subsidiary, Star-Isonéo Inc. were brought by two former employees. The complaints are for an amount owed to each employee (monetary complaint); and a dismissal without just and sufficient cause (in accordance with Article 124 of the *Act Respecting Labour Standards*). At this stage, it is the opinion of the Company's legal counsel that it is not possible to assess the amount of money that these complaints represent until further details regarding the amounts claimed have been provided by CNESST. With respect to the complaints for dismissal, if the employee's complaint were to be accepted by the tribunal, the employee would be entitled to retroactive full salary between the date of reinstatement and the date of termination of employment, in addition to other potential damages.

## **SUBSEQUENT EVENTS (Cont'd)**

### **(i) Private Placement**

On September 6, 2019, the Company closed a non-brokered private placement, having issued 3,146,667 units of the Company (the "Units") at a price per Unit of \$0.0375 for gross proceeds of \$118,000. Each Unit consists of one common share in the capital of the Company and one warrant.

Each warrant entitles the holder to purchase one additional common share of the Company at \$0.05 cents per warrant exercised. The warrants are exercisable during the two (2) year period from the date of issue. In addition, the Company has agreed to pay finder's fees in the amount of 157,333 Units valued at \$5,900.00.

### **(j) COVID-19**

On January 30, 2020, the World Health Organization declared the coronavirus outbreak ("COVID-19") a "Public Health Emergency of International Concern" and on March 11, 2020, declared COVID-19 a pandemic. The outbreak of 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 they will have on the Company's financial position and results of operations for future periods.

Due to the COVID-19 pandemic and the resulting mandatory closure of businesses in March 2020, and with airline fleets being grounded worldwide, the Company was forced to lay off employees and terminate contractors effective April 6, 2020. Senior management has continued to work on a limited resources basis.

The Company is closely monitoring progress in the fight against the COVID-19 pandemic and the staged safe reopening of business with respect to its Ontario and Quebec operations. As with many companies, Star has utilized this forced hiatus in order to reassess its operational requirements, streamline its product and service delivery methodology and refocus its sales strategy.

## **RISK FACTORS AND RISK MANAGEMENT**

Although management is working diligently towards generating revenue, improving cost containment and achieving profitable operations, the Company is subject to the risks generally associated with high-technology companies. These risks include fluctuations in operating expenses, lengthy sales cycles, the pace of technological change, human resource costs of necessary additional research and development, competition, regulatory approvals and permitting, and the need to secure further equity or debt financing and/or funding.

The Company is also subject to the risk of competition in a fast-moving high technology industry. Protection of the Company's intellectual property carries the risk of expensive litigation. Retention of highly skilled key personnel, fluctuation of input costs, travel costs and general economic conditions may impact the Company's performance.

The Company's revenues depend mainly upon three factors: hardware sales, ongoing monthly monitoring charges and airtime and STAR-M.M.I.<sup>™</sup> repair activities. Revenues from hardware are normally a one-time event and are dependent upon sales. Therefore, these revenues will vary from period to period. Revenue from a customer from ongoing monthly monitoring is relatively stable, but can vary depending upon usage and, in rare cases, upon the financial health of the customer.

Revenue from STAR-M.M.I.<sup>™</sup> Division activities has been relatively stable on an annualized basis but can and does vary throughout the year, as has been noted earlier in this MD&A.

The Company is working diligently to increase the level of sales across its product suite, carefully monitors the payment records of its customers, and sets its pricing models to reflect risk and return realities.

Operating expenses are generally stable but will vary depending on required staffing levels, equipment update and replacement, sales activity and required R&D activities. These expense items are pre-revenue in nature. As the Company now offers a fully developed STAR-A.D.S.<sup>®</sup> System to the commercial aviation world, the demands upon its R&D department are increasing, resulting in the need to hire additional staff in this area. STAR-M.M.I.<sup>™</sup> R&D expenses are relatively low at this point.

The Company's target clients for the flagship STAR-A.D.S.<sup>®</sup> System, and its variant applications, are mainly commercial airlines, helicopters and EMS operators. As is the case with high technology sales to any large commercial operation operating on slim margins in a competitive environment, the sales cycle is generally a lengthy one, involving multiple varied sales presentations to several different departments and stakeholders, including engineering, finance, operations and the executive. The target clients for STAR-ISAMM<sup>™</sup>, STAR-LSAMM<sup>™</sup>, STAR-T.T.T.<sup>™</sup>, STAR-V-*trk*<sup>™</sup> and STAR-M.M.I.<sup>™</sup> represent a much larger group which should require a shorter sales and installation cycle.

Also, as the Company is determined to protect its Intellectual Property, cases of potential infringement of patent are not predictable and the legal costs involved can be substantial.



## **RISK FACTORS AND RISK MANAGEMENT (Cont'd)**

A large percentage of the Company's sales initiatives prior to STAR-A.D.S.® involved non-North American customers, with the attendant travel and time requirements.

Amongst other initiatives, the Company is continuing to review and reorganize its sales process. Where possible, it makes greater use of video conferencing, although face to face meetings are required with respect to already well defined and prepared prospects and opportunities.

It is also refocusing its efforts to provide an enhanced emphasis on potential North American customers, while maintaining its existing initiatives overseas.

In order to maintain and enhance its current competitive position, the research and development department of the Company is continually working to upgrade the existing functionality, size, weight and price point of the STAR-ISMS® G3 hardware, the capabilities of the STAR-A.D.S.® System as a whole and the ease of use and functionality of information available through the date management centre. Development of the next generation G3 system will be completed by March 2019.

Although the Company's exclusive world-wide license to the patented technology underlying the STAR-ISMS® unit provides a large measure of security, advances in technology are possible.

Regulatory matters can delay the sales process to varying degrees. The Company relies upon entities such as Transport Canada ("TC") to issue approvals such as Supplemental Type certificates ("STC's"), required whenever the Company is installing equipment aboard an aircraft.

Until revenues exceed expenses, the Company raises the necessary capital through private placements and other financing tools. There can be no assurance that management will be successful in raising the necessary capital required to fund ongoing activities.

As noted herein, there are a number of risks inherent in the business of the Company. As a result of those risks, and its present stage of development, an investment in the Company should be considered highly speculative.

## **INTERNAL CONTROLS OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES**

In accordance with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the CEO and CFO file a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements and accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certificate includes a "Note to Reader" stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as defined in NI 52-109.

As part of our corporate governance practices, ICFR and DC&P have been designed. There has been no formal evaluation of the operation of these controls. The Company has designed its ICFR to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance IFRS.

Management works to mitigate the risk of a material misstatement in financial reporting; however, a control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

The Company's DC&P have been designed to ensure that information required to be disclosed by Star is accumulated and communicated to the Company's management as appropriate to allow timely decisions regarding required disclosure.

It should be noted that while the Company's CEO and CFO believe that the Company's DC&P provide a reasonable level of assurance that they are effective, they do not expect that the DC&P or ICFR will prevent all errors or fraud. There have been no material changes to the internal controls of the Company for the period ended March 31, 2020.