# FORM 51-102F3 MATERIAL CHANGE REPORT

# **Item 1:** Name and Address of Reporting Issuer

Sensor Technology Corp. 2455 Cawthra Road, Unit 75 Mississauga, Ontario L5A 3P1

## **Item 2:** Date of Material Change

October 24, 2018

## **Item 3:** News Release

The news release announcing the material change was released on October 24, 2018 through Newsfile Corp. and subsequently filed on the System for Electronic Document Analysis and Retrieval. A copy of the press release is attached hereto.

# **Item 4:** Summary of Material Change

Sensor Technology Corp. ("Sensor" or the "Company") announced:

- (i) the acquisition of all of the issued and outstanding securities of Fox-Tek Canada Inc.; and
- (ii) the commencement of trading of the Company's common shares through the facilities of the Canadian Securities Commission.

## **Item 5:** Full Description of Material Change

## 5.1 Full Description of Material Change

The material change is fully described in the press release dated October 24, 2018, a copy of which is attached hereto.

# 5.2 Disclosure for Restructuring Transactions

Not Applicable

## Item 6: Reliance of subsection 7.1(2) of NI 51-102

Not applicable.

### Item 7: Omitted Information

Not applicable.

#### **Executive Officer** Item 8:

For further information please contact Jay Vieira, President

Item 9: **Date of Report** 

October 29, 2018

*"Jay Vieira"*Jay Vieira

President

# MOONCOR OIL & GAS CORP.

## FOR IMMEDIATE RELEASE

## MOONCOR OIL & GAS PROVIDES UPDATE ON ITS SHAREHOLDERS' MEETING

July 18, 2018 TSX Venture Exchange: MOO

Toronto, Ontario – Mooncor Oil & Gas Corp. (the "Corporation") would like to provide an update with respect to its proposed transaction with Augusta Industries Inc. ("Augusta") whereby the Corporation will acquire all of the issued and outstanding securities of FOX-TEK Canada Inc. ("FOX-TEK") for an aggregate purchase price of up to \$21.5 million (the "Transaction"). For complete details on the proposed transactions, please refer to Augusta Industries press release dated May 28, 2018.

In its information circular dated June 29, 2018 which was mailed to shareholders in connection with the upcoming shareholders' meeting to be held on July 26, 2018 (the "Meeting"), the Corporation stated that the Transaction was an arm's length transaction.

The Corporation determined that the transaction was an arm's length transaction as Mr. Lone will not be receiving any consideration pursuant to the Transaction, In addition, the Transaction is not subject to Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101") as it is not considered to be a related party transaction as such term is defined in MI 61-101.

As Mr. Lone is a director and officer of both the Corporation and Augusta and Mr. Lone owns, directly and indirectly, 6,920,000 common shares (4.13%) in the capital of the Corporation and 76,754,264 common shares (29.97%) in the capital of Augusta, the Corporation has voluntarily determined to obtain disinterested shareholder approval for the Transaction. All of the shares owned by Mr. Lone will be excluded from voting on the Transaction.

In addition to approving the Transaction at the Meeting, shareholders will be asked to approve the following matters:

- (i) The election of directors
- (ii) The appointment of Wasserman Ramsay, Chartered Accountants, as auditors of the Corporation
- (iii) The confirmation of the Corporation's stock option plan (which requires the approval of the majority of votes cast at the Meeting)
- (iv) Changing the name of the Corporation to "Sensor Technologies Inc." (which requires the approval of 66 2/3% of votes cast at the Meeting)
- (v) The issuance of an aggregate of 47,500,000 common shares to Augusta in connection with the Transaction (which requires the approval of the majority of the minority votes cast at the Meeting)
- (vi) The consolidation of the Corporation's common shares on the basis of one (1) post-consolidated common share for up to ever thirty (30) pre-consolidated common shares (which requires the approval of 66 2/3% of votes cast at the Meeting)
- (vii) The delisting of the Corporation's common shares from the TSX Venture Exchange and the listing of the common shares on the Canadian Securities Exchange (which requires the approval of the majority of the minority votes cast at the Meeting)

In the event that the shareholders do not approve the Transaction, the Corporation will still be seeking shareholder approval for the name change and delisting.

The Corporation also reports that a corrected proxy form is now available through the Corporations profile on the SEDAR website (<a href="www.sedar.com">www.sedar.com</a>). The proxy form mailed to the shareholders contained a typographical error in resolution number 4. The corrected proxy has rectified this error.

# About the Corporation

The Corporation is a junior oil and gas exploration company. The Corporation holds interests in lands in the Muskwa/Duvernay liquids rich shale gas area & in Hamburg, Alberta, and in southwest Ontario where the focus has been on conventional oil and gas opportunities.

## Corporation contact:

Allen Lone Chief Executive Officer (905) 275 7579 atlone@mooncoroil.com

Completion of the acquisition of FOX-TEK will be subject to a number of conditions, including but not limited to TSX Venture Exchange acceptance and approval of the Corporation's shareholders by way of special resolution. The transaction cannot close until the required shareholder approval is obtained and the can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Corporation's management information circular to be prepared in connection with this transaction, any information released or received with respect to this transaction may not be accurate or complete and should not be relied upon.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Forward-looking statements in this news release, include, but are not limited to the expected effects of the transactions; the ability of the parties to successfully close the Transaction; the results of exploration on the Property and Mooncor's ability to effectively integrate the acquired entities into Mooncor's business; and economic performance, future plans and objectives of Mooncor. Any number of important factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although Mooncor believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, Mooncor disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

# Sensor to Commence Trading on the Canadian Securities Exchange

Toronto, Ontario--(Newsfile Corp. - October 24, 2018) - Sensor Technologies Corp. (formerly Mooncor Oil & Gas Corp.) (CSE: SENS) (the "Corporation") is pleased to announce that on the opening of the market on October 24, 2018, the Corporation's common shares will commence trading through the facilities of the Canadian Securities Exchange ("CSE"). The common shares will trade under the symbol "SENS".

The Corporation is also pleased to announce that it has completed the acquisition of Fox-Tek Canada Inc. from IntellaEquity Inc. (CSE: IEQ) ("IntellaEquity") for an aggregate purchase price of \$21.5 million (the "Purchase Price"). The acquisition of Fox-Tek was approved by a majority of the disinterested shareholders at the annual and special shareholders' meeting held on July 26, 2018.

\$9,500,000 of the Purchase Price will be satisfied through the issuance of an aggregate of 47,500,000 post-consolidated common shares (the "Consideration Shares") in the capital of the Corporation to IntellaEquity at a price of \$0.20 per Consideration Share. The balance of the Purchase Price, being up to \$12,000,000, will be satisfied through a royalty of 15% on all future sales of Fox-Tek's products and a 20% royalty on all future sales of Fox-Tek's services (collectively, the "Royalty"). The Royalty shall be payable until the earlier of (i) the 10 year anniversary of the closing of the acquisition of Fox-Tek, and (ii) the aggregate payment of \$12 million. As a result of the acquisition, IntellaEquity has become an insider of the Corporation.

In addition, the Corporation will continue its operations as a technology issuer providing leading solutions to various sectors including the oil and gas industry.

In connection with the acquisition of Fox-Tek and its change of business, the Corporation changed its name from Mooncor Oil & Gas Corp. to Sensor Technologies Corp. and consolidated its issued and outstanding securities on the basis of thirty (30) preconsolidated common shares for every one (1) post-consolidated common shares.

"The listing of the Corporation's common shares through the facilities of the CSE will allow the Corporation to continue its development of current and new products for the oil and gas industry," stated Jay Vieira, Chief Executive Officer of the Corporation. "The cost effectiveness of a CSE listing will allow the Corporation to conserve its cash and deploy it in its business."

## About the Corporation:

Sensor Technologies Corp. is a leading solutions provider to various sectors including the oil and gas industry. With nonintrusive technologies including fiber-optic sensors and electric field mapping EFM systems, the Corporation is able to accurately measure changes that could negatively impact its client's operations. Its sensors are a non-invasive tool for monitoring pipeline defects in real time and consist of non-intrusive sensors, monitor and software. The Corporation's FM monitoring of isolated pit formation and growth using a non-permanent modular design based on electrical resistance measurements, monitoring locations may be placed hundreds of feet away from the sensors. Software operates in continuous or scheduled reporting modes. The Corporation's latest technology is its leak detection system, for use in application such as pipe sections at remote facilities monitoring of military, scientific installations for corrosive liquids in harsh environments, in tank farms, pipe sections, water leak detection in data centers and buildings.

Corporation contact:

Jay Vieira, President, CEO email: <a href="mailto:jay@fox-tek.com">jay@fox-tek.com</a>

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

### Cautionary Note regarding Forward-looking Statements

This news release includes certain information and forward-looking statements about management's viewof future events, expectations, plans and prospects that constitute forward-looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although the Corporation believes that the expectations reflected in forward-looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statement will prove to be correct. Except as required by law, the Corporation disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of newinformation, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.