

# **SENSOR TECHNOLOGIES CORP.**

**(FORMERLY MOONCOR OIL & GAS CORP.)**

**Management's Discussion and Analysis  
March 31, 2019**

**Date of report: May 27, 2019**

This management's discussion and analysis of the financial condition and results of operation ("MD&A") of Sensor Technologies Corp. (formerly - Mooncor Oil & Gas Corp.) ("STC" or the "Company") should be read in conjunction with STC's interim condensed consolidated financial statements ("interim consolidated statements") and notes thereto as at and for the three months ended March 31, 2019 and the annual consolidated financial statements as at and for the year ended December 31, 2018.

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. (formerly Mooncor Oil and Gas Corp.):**

The Company's principal assets are oil and natural gas interests and in developing and manufacturing fiber optic sensor related monitoring instruments and software. 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 2455 Cawthra Road, Unit 75, Mississauga, Ontario, Canada. The Company's parent corporation is IntellaEquity Inc. ("Intella").

On October 24, 2018, the Company commenced trading on the Canadian Securities Exchange ("CSE") under the symbol "SENS". Previously, the Company traded on TSX Venture Exchange ("TSXV" under the symbol of "MOO"). These interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Mooncor Energy Inc. ("Mooncor Energy"), an Alberta Corporation, Sensor Technologies Inc. ("STI"), an Ontario 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.

The interim consolidated financial statements were approved for issue by the board of directors on May 29, 2019.

FOX-TEK Canada Inc. ("FOX-TEK") incorporated under the Business Corporations Act (Ontario) was a subsidiary of IntellaEquity Inc. (formerly Augusta Industries Inc.) ("Intella"). In 2018, the Company acquired STI from Intella for a purchase price of \$21,500,000. \$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 STI 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 STI's products and a 20% royalty on all future sales of STI'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 STI, and (ii) the aggregate payment of \$12 million. The value of the royalty has not been accrued as the amount is uncertain.

As a result of the issuance of the common shares of the Company for FOX-TEK, the former shareholder of FOX-TEK, namely IntellaEquity Inc, ended up controlling the Company. As such the acquisition is considered a reverse-takeover ("RTO") for accounting purposes. In October 2018, FOX-TEK and Sensor Technologies Inc. ("STI"), a wholly owned subsidiary of the Company entered into an amalgamation agreement (the "Agreement") whereby Fox-Tek amalgamated with STI to operate as STI.

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### **Summary of activities**

STI is engaged in the development, design, manufacture and supply of systems using fiber optic sensors, related monitoring instruments, and software. Clients buy and operate systems and Sensor handles the installation and reporting of information on an outsourcing basis. Sensor provides support engineering services related to planning, training, on-site installation, and data interpretation and reporting. Sensor's target market includes the monitoring, communication, alarming and prediction of safe/unsafe conditions in structures and facilities.

STI's main products are patented non-intrusive asset health monitoring sensor systems for the oil and gas market to help operators track the thinning of pipelines and refinery vessels due to corrosion/erosion, strain due to bending/buckling, and process pressure and temperature.

STI's FT fiber optic sensor monitoring systems allow cost-effective, 24/7 remote monitoring capabilities to improve scheduled maintenance operations, avoid unnecessary shutdowns, and prevent accidents and leaks. The FT system uses non-intrusive fiber optic Sensors to monitor strain due to settling, movement or buckling of a variety of civil structures, such as bending, buckling, elongation or compression of pipelines. Movement of soil or foundation footing can also be monitored. Measurements can be made at multiple locations up to 2,000 meters apart. FT systems are highly sensitive and easy to operate: portable or dedicated FT monitors make continuous or periodic measurements by interrogating multiple permanently mounted sensors. Digital data facilitates semi-automated analysis and prompt reporting. Remote telemetry, long robust lead cables, and maintenance-free sensors enable early warning, or confirmation of effective mitigation solutions such as rebuilding slopes or grades. The non-electrical Sensors are very robust and inherently immune to electromagnetic interference. FT Sensors can be field-bonded to steel, concrete, composite / FRP structures located underwater, below grade or imbedded during a pour.

STI's Electric Field Mapping ("EFM") System is a continuous, non-intrusive wall thickness monitoring system for pipelines and process piping with a number of breakthrough features:

1. Welded-on or spring-loaded sensor array
2. Rated for direct burial applications
3. Remote telemetry
4. Immediate reporting of alarms
5. Streamlined, objective data processing

STI's Data Management and Analysis Tool ("DMAT") platform is the database management and analysis tool for providing analysis and interpretation of the collected data. Data from all channels of FT Monitors, or EFM Monitors is collected and processed into easily understood tabular or graphical formats. It is anticipated that the DMAT Platform will provide additional value to pipeline operators and other stakeholders by allowing such users to easily manage multiple sensor ("FT") systems. STI has been able to enhance the DMAT Platform user interface to facilitate the consistent presentation of data across multiple sites and improve the tools for location comparison and data reporting. In addition, the DMAT Platform now contains an alarm-on-event capability which the customer can customize according to their specific needs and thresholds.

In the 4th quarter of 2018, STI was awarded three contracts, two of which are for a complete leak detection systems to monitor infrastructure for one of North America's largest pipeline companies and the third contract for phase two (phase one proof-of-concept application was completed in 2017) in the nuclear space using its high precision fiber bragg grating (FBG) acquisition equipment to measure very small changes in strain in injector ports. The value of the three contracts is \$194,587. STI has completed one of the leak detection projects in quarter 1 of 2019 and the other in the second quarter.

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STI has also renewed its monitoring and service contract with one of its customer for the fiscal year 2019 worth upwards of \$270,000. STI was also awarded a contract by one of North America's largest pipeline companies to convert 4 of their monitoring system presently running on a platform designed by one of STI's competitors into STI's EFM systems and for data monitoring services. The contract is for a period of 5 years starting January 2019 and is valued at about \$117,000 annually. STI's expects to be awarded a contract for another conversion in 2019 valued at \$29,000 a year for a five year period.

In the meantime, the Company, through its wholly owned subsidiary, Primary Petroleum Company USA, Inc., is still actively working with American Geophysical Corporation ("AGC") to market the Company's 3D Seismic. So far, numerous parties have approached AGC regarding Primary Petroleum's seismic database and AGC is reaching out to various parties that are interested in the Company's 3D Seismic. The Company's goal is to license its 3D Seismic leading to future opportunities for potential joint ventures, partnerships or farm-in agreements.

### **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 \$117,082 for three months ended March 31, 2019 (for three months ended March 31, 2018 - \$18,674), has a working capital deficiency in the amount of \$2,222,115 and has a deficit in the amount of \$5,024,989 as at March 31, 2019.

Management estimates that the funds available as at March 31, 2019 will not be sufficient to meet the Company's potential capital and operating expenditures through to March 31, 2020. 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 March 31, 2019 and December 31, 2018 totaled \$509,279.

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;

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- 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.

On January 27, 2015, the Company acquired oil and gas leases (the "Leases") and related data in the Pondera and Teton Counties in Northwestern Montana USA (the "Property") through the acquisition of Primary Petroleum Company (USA) Inc. The acquisition relates to undeveloped leasehold mineral rights. The Property consists of a working interest in freehold and state petroleum and natural gas rights (surface to basement) expiring from 2017 to 2023. The Company is the operator of the working interests.

In January 2018, the Company has assigned and transferred operations of the existing wells in Montana, USA, to Noah Energy, Inc, a private USA oil and gas company.

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**Results of Operation**

	Three months ended ended March 31,		
	2019	2018	2018
Revenue	\$ 127,460	\$ 85,225	\$ 189,967
Interest income	1,648	-	-
<b>Total revenue</b>	<b>129,108</b>	<b>85,225</b>	<b>189,967</b>
Cost of sales	(40,130)	(10,595)	(45,067)
Royalty payable	(23,485)	-	-
<b>Gross profit</b>	<b>\$ 65,493</b>	<b>\$ 74,630</b>	<b>\$ 144,900</b>
<b>Expenses</b>			
Research and development	(21,407)	(39,906)	(37,381)
Exploration expenses	(7,162)	-	-
Office and general	(70,309)	(50,984)	(48,709)
<b>Total expenses</b>	<b>\$ (98,878)</b>	<b>\$ (90,890)</b>	<b>\$ (86,090)</b>
<b>(Loss) before undernoted</b>	<b>(33,385)</b>	<b>(16,260)</b>	<b>58,810</b>
Finance costs	(76,893)	(1,090)	(655)
Gain (loss) on foreign exchange	(6,803)	(1,324)	4,041
<b>Net income (loss) for the period</b>	<b>(117,081)</b>	<b>(18,674)</b>	<b>62,196</b>
<b>Other comprehensive (loss) for the period</b>			
Exchange differences on translation of foreign operations	(151)	-	-
<b>Total comprehensive income (loss) for the period</b>	<b>\$ (117,232)</b>	<b>\$ (18,674)</b>	<b>\$ 62,196</b>
<b>Weighted average shares outstanding - basic and diluted</b>	<b>58,234,129</b>	<b>5,584,540</b>	<b>5,584,540</b>
<b>Income (loss) per common share based on</b>			
<b>net income (loss) for the period</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ 0.01</b>

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**Results of Operations:**

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

	Q2 2017	Q3 2017	Q4 2017	Q1 2018	Q2 2018	Q3 2018	Q4 2018	Q1 2019
Sales revenue	\$ 100,542	\$ 85,797	\$ 90,927	\$ 85,225	\$ 89,717	\$ 140,961	\$ 65,202	\$ 127,460
Interest income	-	-	-	-	-	-	1,768	1,648
Total revenue	100,542	85,797	90,927	85,225	89,717	140,961	66,970	129,108
Cost of sales	(22,311)	(20,229)	(37,547)	(10,596)	(15,619)	(43,234)	(19,652)	(40,130)
Royalty payable	-	-	-	-	-	-	(13,040)	(23,485)
Gross profit	\$ 78,231	\$ 65,568	\$ 53,380	\$ 74,629	\$ 74,098	\$ 97,727	\$ 34,278	\$ 65,493
Gross profit %	78%	76%	59%	88%	83%	69%	51%	51%

The Company plans to keep operating expenses at minimum levels to conserve its cash until the general capital markets for resource financing improves.

**2019 First Quarter Results**

As a result of the reverse-takeover transaction of the Company in October 2018, the interim consolidated statement of loss and comprehensive loss of the Company for the three months ended March 31, 2019 comprises the interim statement of income loss and comprehensive loss of STC and its wholly owned subsidiaries for the three months ended March 31, 2019. The comparatives for the three months ended March 31, 2018 comprises the statement of income loss and comprehensive loss of former FOX-TEK only. Many of the variances between the years are the consequence of this.

For the three months ended March 31, 2019, sales were \$127,460 (2018 – 85,225) and cost of sales were \$40,130 (2018 – 10,595). The difference of \$42,235 in sales was mainly due to sale of a leak detection unit to one of our customers. The gross margin on sales revenue in 2019 was 68.5% as compared to 87.5% in 2018. The reason for the lower margin is because margins on hardware are generally lower than margins on monitoring fees. In the three months ended March 31, 2019, the Company sold one leak detection unit while in the corresponding period of 2018 there were no hardware sales.

Following the acquisition of FOX-TEK from Intella, STI is required to pay 20% of its service revenue and 15% of its hardware revenue to Intella as royalty fees and for the three months ended March 31, 2019, this amount was \$23,485 (2018 - \$nil).

Expenses for the three months ended March 31, 2019 that relate to STI segment include research and development \$21,407 (2018- \$39,906) and office and general expenses of \$70,310 (2018 - \$50,984). The office and general expenses include salaries \$13,261 (2018 - \$17,887), accounting services \$10,000 (2018 - \$nil), amortization charges of \$13,771 (2018 - \$253), corporate services of \$9,256 (2018 - \$nil) and professional fees and disbursement \$10,150 (2018 - \$nil). Professional fees include \$2,950 for health and safety consulting (2018 - \$2,747) and tax accountant \$1,250 (2018 - \$nil) and accrual for audit fees of \$4,200 (2018 - \$nil). Following the implementation of IFRS 16, the property leases were booked as right of use assets. Amortization charges on these were \$13,557 during the three months ended March 31, 2019 (2018 - \$nil).

Finance costs for three months ended March 31, 2019 were \$76,893 (2018 - \$1,090) were for the interest expense on the convertible debentures and advances to the Company and for accretion expenses on the convertible debentures.



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**Cash Flow**

During the three months ended March 31, 2019 the Company generated cash of \$9,907 (2018 - cash used \$78,007) in operating activities. The interest on debentures (\$55,860) and advances (\$10,673) were accrued and therefore does not involve use of cash.

For the three months ended March 31, 2019, trade and other accounts receivable went up by \$196,898 as has prepaid expenses by \$42,081. Accounts payable and accrued expenses also increased by \$6,179. The Company invoices its major customers on an annual basis and \$285,526 of that has been deferred as revenue for the period April to December 2019.

During the three months ended March 31, 2019, IFRS 16 was implemented and as a result lease obligations and payment of lease payments of \$13,784 were booked as the property leases expired on March 31, 2019. Proceeds from advances were \$11,391.

For the three months ended March 31, 2019, the Company had a net increase in cash of \$19,651. During this period, the Company also had a loss from the exchange rate changes on its foreign operations of \$151 leaving a cash balance of \$38,635 as at March 31, 2019.

**Exploration expenses**

The exploration costs during the three months ended March 31, 2019 and 2018 were as follows:

	<b>Three months ended March 31,</b>			
		<b>2019</b>		<b>2018</b>
Annual lease renewal costs	\$	6,678	\$	-
Land management		484		-
	\$	7,162	\$	-

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**Office and general expenses**

The office and general expenses during the three months ended March 31, 2019 and 2018 were as follows:

	<b>Three months ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
Accounting services	\$ 10,000	\$ -
Rent expense	1,200	8,342
Computer expenses	2,058	-
Telephone expense	2,402	2,670
Selling expenses	-	6,747
Salaries	13,261	17,887
Professional fees and disbursements	10,150	-
Insurance	4,048	-
Amortization	13,771	253
Corporate services	9,256	-
Others	4,164	15,085
	<b>\$ 70,310</b>	<b>\$ 50,984</b>

**Liquidity and Capital Resources**

<b>Consolidated statements of financial position highlights</b>	<b>March 31, 2019</b>	<b>December 31, 2018</b>
Cash	\$ 38,635	\$ 19,135
Oil and gas property interests	509,279	509,279
Total assets	1,318,415	1,055,885
Total liabilities	4,563,332	4,183,569
Share capital and equity portion of convertible	1,780,162	1,780,162
Accumulated other comprehensive income	(90)	61
Deficit	(5,024,989)	(4,907,907)
Working capital deficiency	(2,222,115)	(2,169,443)

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 \$2,222,115 as at March 31, 2019 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) Included in accounts payable and accrued liabilities as at March 31, 2019 and December 31, 2018 is \$31,316 for legal fees and disbursements owing to a law firm (McMillan) in which an officer of the Company, Robbie Grossman, was a former partner.
- (b) Included in accounts payable and accrued liabilities as at March 31, 2019 and December 31, 2018 is \$43,068 for legal fees and disbursements owing to a law firm (Garfinkle Biderman LLP) of which an officer of the Company, Robbie Grossman, was a former partner.
- (c) At March 31, 2019 and December 31, 2018, \$511,137 has been included in accounts payable and accrued liabilities for unpaid remuneration of the Company's former Chief Executive Officer and director, Allen Lone.
- (d) At March 31, 2019 and December 31, 2018, \$4,000 is included in accounts payable and accrued liabilities to an officer and director of the Company.
- (e) At March 31, 2019 and December 31, 2018 \$2,430 has been included in accounts payable and accrued liabilities for Alan Myers and Associates, an accounting firm in which Alan Myers, the CFO, is a partner, for taxation services provided.
- (f) Included in advances are promissory notes outstanding at March 31, 2019 of \$338,853 (December 31, 2018 - \$335,269), from related parties (former directors and a company controlled by a former officer of the Company) and secured against the assets of the Company and due on demand. The loans bear interest at 10% to 12% per annum and are secured against the assets of the Company (Note 8).
- (g) Included in office and general expenses for the three months ended March 31, 2019 is \$1,250 (2018 - \$1,250) for consulting services provided by Binh Quach, a director of the Company. As at March 31, 2019, \$28,004 (December 31, 2018- \$7,699) has been included in accounts payable and accrued liabilities
- (h) Included in office and general expenses for the three months ended March 31, 2019 is \$10,000 (2018 - \$nil) for accounting services provided by Momen Rahman, CFO of the parent company, IntellaEquity Inc. As at March 31, 2019, \$176,000 (December 31, 2018- \$166,000) has been included in accounts payable.
- (i) Included in accounts payable at March 31, 2019 and December 31, 2018 is \$14,950 for legal services and disbursements provided by Jay Vieira, the CEO of the Company.
- (j) Included in research and development expenses for the three months ended March 31, 2019 is \$18,440 (2018 - \$17,735) for services provided by Mumin Demiral, a director of the Company.
- (k) The Royalty expense of \$23,485 is due to the Company's parent corporation IntellaEquity. This amount is included as an amount payable under accounts payable and accrued liabilities.
- (l) Included in financing costs is \$55,860 due to the Company's parent corporation IntellaEquity Inc. for interest accrued on the convertible debenture owing to IntellaEquity Inc.

### **Key Management Compensation**

The compensation of key management of the Company is included in the summary table below. Key management are those persons having authority and responsibility for planning, directing and controlling the activities, directly or indirectly, of the Company.

	<b>Three months ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
Short-term compensation	\$ 18,440	\$ 17,735

These transactions are in the normal course of operations.

### **Management of capital**

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

- To safeguard the Company's ability to continue as a going concern.
- To raise sufficient capital to finance its exploration and development activities on its mineral exploration properties.
- 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 March 31, 2019 was a deficiency of \$5,024,989 (December 31, 2018 – \$4,907,907).

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 three months ended March 31, 2019 and year ended December 31, 2018.

### **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.

### **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 March 31, 2019, the Company had a cash balance of \$38,635 (December 31, 2018 – \$19,135) which is not sufficient to settle current liabilities of \$2,694,200 (December 31, 2018 - \$2,380,431). The Company has a working capital deficiency \$12,222,115 (December 2017 – \$2,169,443). See "Going Concern" section elsewhere 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 December 31, 2018, the Company's US dollar net monetary assets totaled \$5,662 (2018 - \$82,170). Accordingly, a 5% change in the US dollar exchange rate as at March 31, 2018 on this amount would have resulted in an exchange gain or loss and therefore net income would have increased (decreased) by \$283.

### **Price risk**

The Company is exposed to price risk with respect to commodity prices and the competitive market in which STI operates. The Company closely monitors commodity prices and competitors pricing policies to determine the appropriate course of action to be taken by the Company. If its competitors offer large discounts on certain products and services in order to gain market shares or sell products and services, the Company may need to lower its prices and offer other favorable terms in order to compete successfully. Such changes could reduce profit margins and have an unfavorable impact on its operating results. The Company's future operations will also be significantly affected by changes in the market prices for commodities. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for commodities, the level of interest rates, the rate of inflation, and stability of exchange rates can all cause significant fluctuations in commodity prices. Such external economic factors may in turn be influenced by changes in international investment patterns, monetary systems and political developments.

### **High Degree of Product Concentration**

Substantially all of the Company's currently anticipated revenues will be derived from a limited number of products and services. Consequently, the Company's performance will depend on establishing market acceptance of these products and services in a single market, as well as enhancing the performance of such products and services to meet the evolving needs of customers. The Company, like other entities involved in a rapidly evolving new industry, faces the risk that the Company's products and services may not prove to be commercially successful or may be rendered obsolete by further scientific and technological developments. There can be no assurances that the Company will establish and maintain a position at the forefront of emerging technological trends. Any reduction in anticipated future demand or anticipated future sales of these products or any increase in competition could have a material adverse effect on the Company's business prospects, operating results or financial condition.

### **Competition**

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The Company has experienced, and expects to continue to experience, competition from a number of companies. The Company's competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry standards. Increased competition may cause price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on the Company's business, results of operations and financial condition.

Many of the competitors and potential competitors of the Company have significantly greater financial, technical, marketing and/or service resources than does the Company. Many of these companies also have a larger installed base of users, longer operating histories or greater name recognition than the Company. Customers of the Company are particularly concerned that their suppliers will continue to operate and provide upgrades and maintenance over a long-term period. The Company's smaller size and short operating history may be considered negatively by prospective customers. Even if competitors of the Company provide products with more limited system functionality than those of the Company, these products may incorporate other capabilities of interest to some customers and may be appealing due to a reduction in the number of different types of systems used to operate such customers' businesses. Further, competitors of the Company may be able to respond more quickly than the Company to changes in customer requirements and devote greater resources to the enhancement, promotion and sale of their products.

**Market Uncertainty**

The Company's success depends to a significant degree on its ability to develop the market and gain acceptance for its products and services. There is no assurance that a significant market will develop for the Company's principal products and services. Implementation and adoption of its products have been slow to develop and may continue to be subject to delays. There can be no assurances that the additional commercial applications and markets for the Company's products will develop as currently contemplated.

The market for the Company's products is just beginning to develop and the Company's business plan will continue to require significant marketing efforts and working capital. To manage such development, the Company must continue to expand its existing resources and management information systems and must attract, train, and motivate qualified marketing, management, technical and administrative personnel. There can be no assurance that the Company will be able to achieve these goals.

**Labour and Key Personnel**

The Company depends on the services of its engineers, technical employees, and key management personnel. The loss of one of these people could have a significant unfavorable impact on the Company, its operating results, and its financial position. The success of the Company is largely dependent upon its ability to identify, hire train, motivate, and retain highly skilled management employees, engineers, technical employees, and sales and marketing personnel. Competition for its employees can be intense, and the Company cannot ensure that it will be able to bring in and retain highly skilled technical and management personnel in the future. Its ability to bring in and retain management and technical personnel and the necessary sales and marketing employees could have unfavorable impact on its growth and future profitability. The Company may be obligated to increase the compensation paid to current or new employees, which could substantially increase operating expenses.

### **Product Failures and Mistakes**

STI products are complex and therefore may contain failures and mistakes that could be detected at any time in a product's life cycle. Failures and mistakes in its products could have a significant unfavorable impact on its reputation, open it up to significant costs, delay product launch dates, and harm its ability to sell its products in the future. The costs of correcting a failure or mistake in one of these products could be significant and could negatively affect its operating margins. Although STI expects to continue to test products to detect failure and mistakes and to work with its customers through its support and maintenance services in order to find and correct failure and mistakes, they could appear in its products in the future. STI is exposed to warranty expenses, product recalls and other claims, particularly if the products prove to be defective, which would harm business development and the Company's reputation. STI provides one year warranty for its products.

### **Technological Obsolescence**

Competitors and new companies could launch new products. In order to remain on the cutting edge of technology, STI may need to launch a new generation of fiber optic sensors and develop its related products and services. Whether it is competition from development companies and /or marketing of fiber optic sensors or a merger or acquisition of existing companies, competition within certain fiber optic sensor industry sectors offering solutions similar to what STI offers is vigorous and could increase. Some of STI's competitors have significantly greater financial, technical, distribution, and marketing resources than STI. Technological progress and product development could make STI products obsolete or reduce their value.

### **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)

(c) Investment Risks

The Company acquires securities of public and private companies from time to time, which are primarily junior or small-cap resource companies. The market values of these securities can experience significant fluctuations in the short and long term due to factors beyond the Company's control. Market value can be reflective of the actual or anticipated operating results of the companies and/or the general market conditions that affect the oil and gas sector as a whole, such as fluctuations in commodity prices and global political and economical conditions. The Company's investments are carried at fair value, and unrealized gains/losses on the securities and realized losses on the securities sold could have a material adverse impact on the Company's operating results. The recent decline in stock prices of the types of companies in which the Company invests have been very significant and such prices might take an extended time, to recover if they do at all.

(d) 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.

(e) 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.

(f) 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.

(g) 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.



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**Share Data:**

**Capital Stock**

Common shares outstanding as at March 31, 2019 and the date of this MD&A are as follows;

	# of Common Shares		Amount
<b>Balance, December 31, 2017</b>	<b>5,584,540</b>	<b>\$</b>	<b>1</b>
Shares issued on acquisition of Fox-Tek	47,500,000		558,454
Shares issued on conversion of debentures	5,149,589		1,029,916
Equity portion of convertible debentures transferred to common stock on conversion of debentures	-		68,565
<b>Balance, March 31, 2019 and December 31, 2018</b>	<b>58,234,129</b>	<b>\$</b>	<b>1,656,936</b>
Shares issued on conversion of debentures	6,000,000		300,000
<b>Balance, Date of MD&amp;A</b>	<b>64,234,129</b>	<b>\$</b>	<b>1,956,936</b>

Subsequent to March 31, 2019, IntellaEquity Inc. converted \$300,000 of the convertible debentures owing by the Company into 6,000,000 shares at a conversion price of \$0.05 per share.

**Warrants**

As at March 31, 2019 and the date of this MD&A, warrants outstanding are as follows:

	# of Warrants	Amount	Weighted Average Exercise Price
<b>Balance, December 31, 2017</b>	<b>381,616</b>	<b>41,100</b>	<b>\$ 3.00</b>
Expiry of warrants - June 13, 2018	(381,616)	(41,100)	-
<b>Balance, March 31, 2019 and December 31, 2018</b>	<b>-</b>	<b>\$ -</b>	<b>\$ -</b>

During the year ended December 31, 2018, 381,616 warrants with an average exercise price of \$3.00 expired unexercised.

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**Stock options**

The following table summarizes information about the options outstanding and exercisable as of March 31, 2019 and the date of this MD&A:

<b># of Options Outstanding and Exercisable</b>	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>Remaining Contractual Life (years)</b>
9,000	\$ 7.50	November 19, 2020	1.64
2,500	6.00	April 8, 2021	2.02
2,250	6.90	May 4, 2021	2.10
7,042	4.20	November 29, 2021	2.67
<b>20,792</b>	<b>\$ 6.00</b>		<b>2.08</b>

**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.

STI develops non-intrusive asset health monitoring sensor systems for the oil and gas market to help operators track the thinning of pipelines and refinery vessels due to corrosion and erosion, strain due to bending or buckling, and process pressure and temperature. STI's FT fiber optic sensor and EFM systems allow cost-effective, 24/7 remote monitoring capabilities to improve scheduled maintenance operations, avoid unnecessary shutdowns, and prevent accidents and leaks.

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.

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**For three months ended March 31, 2019**

	STI	Oil and Gas	Corporate	Total
	Operations	Operations	Operations	
Revenue	\$ 127,460	\$ -	\$ -	\$ 127,460
Interest income	-	1,648	-	1,648
Total revenue	127,460	1,648	-	129,108
Cost of sales	(40,130)	-	-	(40,130)
Royalty	(23,485)	-	-	(23,485)
Gross profit	\$ 63,845	\$ 1,648	\$ -	\$ 65,493
<b>Expenses</b>				
Research and development	(21,407)	-	-	(21,407)
Exploration expenses	-	(7,162)	-	(7,162)
Office and general	(38,808)	-	(31,502)	(70,310)
Total expenses	\$ (60,215)	\$ (7,162)	\$ (31,502)	\$ (98,879)
Income (loss) before undernoted	3,630	(5,514)	(31,502)	(33,386)
Finance costs	(227)	-	(76,666)	(76,893)
Income (loss) on foreign exchange	(7,373)	1,358	(788)	(6,803)
Net (loss) for the year	(3,970)	(4,156)	(108,956)	(117,082)
<b>Other comprehensive (loss) for the period</b>				
Exchange differences on translation of foreign operations	-	(151)	-	(151)
<b>Total comprehensive (loss) for the period</b>	<b>\$ (3,970)</b>	<b>\$ (4,307)</b>	<b>\$ (108,956)</b>	<b>\$ (117,233)</b>

**As at March 31, 2019**

Equipment	\$ 1,844	\$ -	\$ -	\$ 1,844
Total assets	\$ 54,961	\$ 822,380	\$ 441,074	\$ 1,318,415

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**For three months ended March 31, 2018**

	STI	Oil and Gas	Corporate	Total
	Operations	Operations	Operations	
Revenue	\$ 85,225	\$ -	\$ -	\$ 85,225
Cost of sales	(10,595)	-	-	(10,595)
Gross Profit	74,630	-	\$ -	74,630
Expenses				
Research and development	(39,906)	-	-	(39,906)
Office and general	(50,984)	-	-	(50,984)
Total expenses	\$ (90,890)	\$ -	\$ -	\$ (90,890)
(Loss) before undernoted	(16,260)	-	-	(16,260)
Finance costs	-	-	-	(1,090)
(Loss) on foreign exchange	(1,324)	-	-	(1,324)
Net (loss) for the period	(17,584)	-	-	(18,674)
Exchange differences on translation of foreign operations	-	-	-	-
<b>Total comprehensive (loss) for the period</b>	<b>\$ (17,584)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (18,674)</b>

**As at March 31, 2018**

Equipment	\$ 2,243	\$ -	\$ -	\$ 2,243
Total assets	\$ 361,395	\$ -	\$ -	\$ 361,395

**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 consolidated statements were the same as those in the preparation of the annual financial statements as at and for the year ended December 31, 2018.

**Change in accounting policies**

These interim consolidated statements follow the same accounting policies and methods of computation as those described in Note 3 of the annual consolidated financial statements as at and for the year ended December 31, 2018, except for IFRS 16 adopted on January 1, 2019 as noted below.

IFRS 16, Leases ("IFRS 16") was issued in January 2016 to improve the accounting for leases, generally by eliminating a lessee's classification of leases and introducing a single lessee accounting model. The most significant effect of the new standard will be the lessee's recognition of the initial present value of unavoidable future lease payments as lease assets and lease liabilities on the statement of financial position. Leases with durations of 12 months or less and leases for low value assets are both exempted. The measurement of the total lease expense over the term of a lease will be unaffected by the new standard. However, the new standard will result in the timing of lease expense recognition being accelerated for leases which would be currently accounted for as operating leases. The presentation on the statement of income and other comprehensive income (loss) required by the new standard will result in most

lease expenses being presented as amortization of lease assets and financing costs arising from lease liabilities rather than as being a part of goods and services purchased. The standard is effective for annual periods beginning on or after January 1, 2019 and will supersede IAS 17 Leases.

**Future accounting pronouncements**

IFRS accounting standards, interpretations and amendments to existing IFRS accounting standards that were not yet effective as at December 31, 2018, are described in Note 3 to the annual consolidated financial statements as at and for the year ended December 31, 2018. There have been no other changes to existing IFRS accounting standards and interpretations since December 31, 2018 that are expected to have a material effect on the Company's interim consolidated statements.

**Investor relations:**

The Company's management performed its own investor relations duty for the three months ended March 31, 2019.

**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:**

- (a) The Company has entered into a non-binding letter of intent (the "LOI") with GreenInsightz Limited ("GreenInsightz"), an arm's length party to acquire all of the issued and outstanding securities of GreenInsightz for an aggregate purchase price of \$7.5 million that will be satisfied through the issuance of common shares of Sensor. The closing of the proposed acquisition is subject to, among things, the successful completion of the Company's due diligence review of GreenInsightz and the execution of a definitive share exchange agreement between the Company and the shareholders of GreenInsightz and subject to all regulatory requirements and shareholder approval. GreenInsightz uses patented artificial intelligence and machine learning solutions for social discovery in the cannabis industry. GreenInsightz offers its clients analysis and solutions for audience discovery, brand reputation, marketing and communications on the basis of data drawn from social media that is analyzed with advanced proprietary techniques. In addition to social media discovery, GreenInsightz is a powerful tool for collecting, analyzing and reporting on all sorts of structured and unstructured data making it an ideal solution for growers collecting information from sensors, IOT analysis and patient data analysis.
- (b) IntellaEquity Inc. has converted \$300,000 of the convertible debentures into 6,000,000 shares at a conversion price of \$0.05 per common share.