# SENSOR TECHNOLOGIES CORP.

Management's Discussion and Analysis For the Years Ended December 31, 2020 and 2019

#### Date of report: April 30, 2021

This management's discussion and analysis of the financial condition and results of operation ("MD&A") of Sensor Technologies Corp. ("STC" or the "Company") should be read in conjunction with STC's annual consolidated financial statements and notes thereto as at and for the years ended December 31, 2020 and 2019 (the "consolidated financial statements").

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 forwardlooking 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.

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.

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### About Sensor Technologies Corp.

Sensor Technologies Corp. (the "Company" or "STC") is continued under the Business Corporations Act (Ontario). The Company's principal assets are oil and natural gas interests. The Company is also in the process of exploring other opportunities. The Company is domiciled in the province of Ontario and its head office is located at 2455 Cawthra Road, Unit 75, Mississauga, Ontario, Canada. Media Central Corporation Inc. ("Media") (formerly IntellaEquity Inc. ("Intella")) owned 49% of the shares of STC and sold these shares to 2725004 Ontario Inc. ("2725004 Ont") on November 8, 2019. The CEO of the Company is the President of 2725004 Ont. but does not exercise control over 2725004 Ont. The Company trades on the Canadian Securities Exchange ("CSE") under the symbol "SENS".

The consolidated statements were approved for issue by the board of directors on April 30, 2021.

On October 24, 2019, 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 consolidated financial statements ("consolidated statements) include the accounts of the Company and its 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.

On December 1, 2020, the Company entered into share purchase agreement (the "Agreement") with an arm's length party with respect to the sale of 49% of the issued and outstanding securities in the capital of STI., a wholly owned subsidiary of Sensor for \$158,010 with a right of first refusal to purchase another 26% of the issued and outstanding securities for \$10, subject to shareholder approval, within 5 years of the closing date.

These consolidated financial statements include the accounts of the Company and its subsidiaries; Mooncor Energy, PPCUSA, PPCLLC and APLLC (collectively referred to as the "Company"). Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions. STI which was a subsidiary is no longer consolidated as it is considered held for sale (see notes 2 and 3 to the consolidated financial statements for years ended December 31, 2020 and 2019).

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### **Summary of activities**

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

As required under IFRS 5 the Company revalued its remaining interest in STI to its fair market value of \$84,885 on December 31,, 2020 (2019 - \$52,700) and is shown in the Consolidated Statements of financial position as investment in subsidiary held for sale.

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

Subsequent to the year end, Sensor and Emersongrow have agreed to amend the purchase price from \$20 million to \$15 million (the "Amended Purchase Price"). The Amended Purchase Price will be satisfied through the issuance of an aggregate of 100,000,000 common shares in the capital of Sensor at a deemed price of \$0.15 per share. In addition, the closing of the Proposed Acquisition will be conditional on the closing of a private placement for minimum aggregate proceeds of \$1 million. Sensor and EmersonGrow will agree to the terms of the proposed private placement. Sensor and EmersonGrow will work towards completing their respective due diligence with the goal of executing a definitive agreement with respect to the Proposed Acquisition. The entering into of the definitive agreement will be considered a fundamental change under Policy 8 of the Canadian Securities Exchange ("CSE") and, as such, will subject to all of the requirements of Policy 8 including, but not limited to, CSE and shareholder approval.

#### Going concern

The consolidated 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 \$304,059 for year ended December 31, 2019 (2019- \$3,756,198), has a working capital deficiency in the amount of \$2,099,019 and has a deficit in the amount of \$5,439,324 as at December 31, 2020.

Management estimates that the funds available as at December 31, 2020 will not be sufficient to meet the Company's potential capital and operating expenditures through to December 31, 2021. 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.

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### Oil and gas property interests

Oil and gas property interests as at December 31, 2020 and 2019 totals \$1.

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

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

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

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

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

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

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 2019 to 2023. The Company is the operator of the working interests.

In January 2020, 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.

In the year ended December 31, 2019 in view of the current uncertain market for oil and gas and the concurrent significant downward pressure on oil prices, the Company wrote down the oil and property interest to a nominal amount of \$1. Impairment cost of \$509,278 has been recognized in the consolidated statements of loss and comprehensive loss for the year ended December 31, 2019 as impairment of oil and gas property interests.

Management's Discussion and Analysis For the Years Ended December 31, 2020 and 2019

### **Operating results**

As noted above, on December 1, 2019, the Company entered into share purchase agreement (the "Agreement") with an arm's length party with respect to the sale of 49% of the issued and outstanding securities in the capital of STI., a wholly owned subsidiary of Sensor for \$158,090 with a right of first refusal to purchase another 26% of the issued and outstanding securities for \$10 within, subject to shareholder approval, 5 years of the closing date. Management expects that the sale of the further 26% interest will close within the upcoming fiscal year and therefore as required under IFRS 5 has recorded this investment as a subsidiary held for sale and as such has deconsolidated the subsidiary. The Company's consolidated statements of income (loss) and comprehensive income (loss) for the most recent three years are:

	Year ended December 31,					
	2020		2019		2018	
Interest income	\$ 3,238	\$	6,714	\$	1,768	
Total revenue	3,238		6,714		1,768	
Expenses						
Exploration expenses	(17,097)		(31,857)		(4,377)	
Reclamation and decommissioning expenses					(322,239)	
Office and general	 (85,851)		(42,917)		(48,695)	
Total expenses	\$ (102,948)	\$	(74,774)	\$	(375,311)	
Loss before undernoted	(99,710)		(68,060)		(375,543)	
Finance costs	(237,228)		(262,710)		(147,677)	
Impairment of oil and gas property interests	-		(509,278)		-	
Loss on disposal of subsidiary held for sale	-		(2,465,615)		-	
Write down of investment in subsidiary held for sale to fair value	-		(821,869)		-	
Cost of public listing					(1,068,620)	
Gain on foreign exchange	694		1,503		962	
Net (loss) for the year	(336,244)		(4,126,029)		(1,588,878)	
Net income (loss) of discontinued operations for the year	 32,185		369,831		(190,564)	
	(304,059)		(3,756,198)		(1,779,442)	
Other comprehensive loss) for the year						
Exchange differences on translation of foreign operations	 (125)		(336)		(1,277)	
Total comprehensive (loss) for the year	\$ (304,184)	\$	(3,756,534)	\$	(1,780,719)	
Weighted average shares outstanding - basic and diluted	 83,503,992		65,940,978		1,806,188	
(Loss) per common share based on						
net (loss) for the year	\$ (0.00)	\$	(0.06)	\$	(0.10)	

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The Company's quarterly sales, cost of sales, gross profit and gross profit margin percentages for the eight most recently completed financial periods are as follows:

	Q1 2019	Q2 2019	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Q3 2020	Q4 2020
Interest income	\$ 1,648	\$ 1,725	\$ 2,312	\$ 1,029	\$ 1,750	\$ 1,750	\$ 1,750	\$ (2,012)
Total revenue	1,648	1,725	2,312	1,029	1,750	1,750	1,750	(2,012)
Gross profit (loss)	\$ 1,648	\$ 1,725	\$ 2,312	\$ 1,029	\$ 1,750	\$ 1,750	\$ 1,750	\$ (2,012)

As a result of the share purchase agreement on December 1, 2019, with respect to the sale of 49% of the issued and outstanding securities in the capital of STI., with a right of first refusal to purchase another 26% of the issued and outstanding securities within 5 years of the closing date, subject to shareholder approval, the financial results for STI for the years ended December 31, 2020 and 2019 have been disclosed as net income of discontinued operations in the consolidated statements of loss and comprehensive loss. Total sales revenue for the years ended December 31, 2020 and 2019 were \$nil as the results of the only operational company, STI, has been disclosed as net income (loss) of discontinued operations.

Total expenses for the year ended December 31, 2020 were \$102,948 (2019 - \$74,774). Exploration expenses in 2020, mainly comprising lease costs was \$17,097 (2019 - \$31,857). In 2019, we had to provide for lease costs that were not booked in earlier years by error and that explains the decrease in lease costs in 2020. Office and general expenses were \$85,851 (2019 - \$42,917) and includes accounting services \$41,431, accrual for audit fees \$21,000 and corporate services of \$18,697. These were offset by debt forgiveness of \$21,644.

Finance charges were \$237,228 during the year ended December 31, 2020 (2019 - \$262,710). This includes \$148,982 interest accrued on convertible debentures (2019 - \$189,001) and accretion on these debentures of \$15,912 (2019 - \$31,908). The balance of the interest expense of \$72,334 (2019 - \$41,800) relates to interest on advances.

In 2019, the sale of STI resulted in a loss on disposition of \$2,465,615. As required under IFRS 5 the Company revalued its remaining interest in STI to its fair market value of \$52,700, resulting in a further write-down in its investment n the subsidiary held for sale of \$821,869. Both these amounts are reflected in the consolidated statements of loss and comprehensive loss.

In 2019 in view of the current uncertain market for oil and gas and the concurrent significant downward pressure on oil prices, the Company wrote down the oil and property interest to a nominal amount of \$1. Impairment cost of \$509,278 has been recognized in the consolidated statements of loss and comprehensive loss as impairment of oil and gas property interests.

The results of the discontinued operations of STI for the years ended December 31, 2020 and 2019 are as follows:

	Year ended December 31					
		2020		2019		
Sales revenue	\$	435,547	\$	770,166		
Interest income	\$	-	\$	2,250		
Total revenue		435,547		772,416		
Cost of sales		(63,823)		(190,742)		
Gross profit	\$	371,724	\$	581,674		
Expenses						
Research and development		(64,502)		(96,247)		
Office and general		(232,255)		(35,435)		
Total expenses	\$	(296,757)	\$	(131,682)		
Income before undernoted		74,967		449,992		
Finance costs		(1,027)		(6,183)		
Royalty for 2018 cancelled		-		13,040		
Gain (loss) on foreign exchange		(10,832)		(11,012)		
Net income for the year	\$	63,108	\$	445,837		
Minority interests in earnings for the year		30,923		76,006		
Net income of discontinued operations for the year	\$	32,185	\$	369,831		

Total sales revenue for the discontinued operations of STI for the year ended December 31, 2020 was \$435,547 (2019 - \$770,166) primarily because in 2020 STI had sale of two units of leak detection and had converted five FSM units belonging to one of the competitors into STI's EFM system. STI did not have any new hardware sale in 2020.

Total expenses for the discontinued operation for the year ended December 31, 2020 were \$296,757 (2019 - \$131,682). Research and development costs in 2020 in STI was \$64,502 as compared to \$96,247 because of the COVID wage subsidies that was received in 2020. Office and general expenses were \$232,255 (2019 - \$35,435). The increase of office and general expenses are largely due to a debt forgiveness of \$172,748 that was booked STI in 2019 and consulting fee of \$84,000 that was paid to the CEO of STI in 2020 (2019 - \$7,000).

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### 2020 Fourth Quarter Results

As a result of the share purchase agreement with respect to the sale of 49% of the issued and outstanding securities in the capital of STI., with a right of first refusal to purchase another 26% of the issued and outstanding securities within 5 years of the closing date, subject to shareholder approval, the financial results for STI for the three months ended December 31, 2020 and 2019 have been disclosed as net income of discontinued operations in the consolidated statements of loss and comprehensive loss. The results of operations of discontinued operations is shown separately.

Results of operations excluding discontinued operations for the three months ended 2020 and 2019 are:

	T	cember 31	
		2020	2019
Interest income	\$	(2,012) \$	1,591
Total revenue		(2,012)	1,591
Expenses			
Exploration expenses		(7,001)	(7,062)
Office and general		(4,579)	27,739
Total expenses	\$	(11,580) \$	20,677
Loss before undernoted		(13,592)	22,268
Finance costs		(77,250)	(57,724)
Impairment of oil and gas property interests		-	(509,278)
Loss on disposal of subsidiary held for sale		-	(2,465,615)
Write down of investment in subsidiary held for sale to fair value		-	(821,869)
Gain on foreign exchange		1,463	679
Net (loss) for the year		(89,379)	(3,831,539)
Net income (loss) of discontinued operations for the year		18,641	263,498
		(70,738)	(3,568,041)
Other comprehensive loss) for the year			
Exchange differences on translation of foreign operations		(173)	(120)
Total comprehensive (loss) for the year	\$	(70,912) \$	(3,568,161)
Weighted average shares outstanding - basic and diluted		71,234,129	70,926,437
(Loss) per common share based on			
net (loss) for the year	\$	(0.00) \$	(0.05)

Total expenses for the three months ended December 31, 2020 were \$11,580 (2019 – credit of \$20,677). Office and general expenses were \$4,579 (2019 – credit of \$27,739). We have booked a debt forgiveness of \$21,644 during the three months ended December 31, 2020 while in the corresponding period of 2019 we booked debt forgiveness of \$41,920 in STC due to assuming \$158,010 of BD loan in exchange of \$200,000 of convertible debentures.

Finance charges were \$77,250 during the three months ended December 31, 2020 (2019 - \$57,724). This includes accrued on convertible debentures and advances and accretion on these debentures.

The operational results of the discontinued operations for the three months ended December 31, 2020 and 2019 are as follows:

	Three months ended December 31,						
		2020		2019			
Sales revenue	\$	151,596	\$	252,789			
Interest income	\$	-	\$	562			
Total revenue		151,596		253,351			
Cost of sales		(22,789)		(78,367)			
Gross profit	\$	128,807	\$	265,770			
Expenses							
Research and development		(28,805)		(24,108)			
Office and general		(62,391)		89,344			
Total expenses	\$	(91,196)	\$	65,236			
Income before undernoted		37,611		331,006			
Finance costs		-		(1,993)			
Royalty for 2018 cancelled		_		13,040			
Gain (loss) on foreign exchange		(1,060)		(3,675)			
Net income for the period	\$	36,551	\$	325,338			
Minority interests in earnings for the period		17,910					
Net income of discontinued operations for the period	\$	18,641	\$	325,338			

For the three months ended December 31, 2020, sales of the discontinued operations were \$151,596 (2019 - \$252,789) and cost of sales were \$22,789 (2019 - 78,367). In 2019 there were conversions of 3 units of a competitor's hardware while in 2020 there were no new hardware sales.

Office and general expenses were \$62,391 (2019 – credit of \$89,344). The credit in 2019 was largely due to debt forgiveness, as noted above, in the amount of \$172,747.

### **Exploration expenses**

The exploration costs during the years ended December 31, 2020 and 2019 were as follows:

	Year ended December	r 31,
	2020	2019
Annual lease renewal costs	\$ 15,914 \$	29,973
Land management	1,183	1,884
	\$ 17,097 \$	31,857

### Office and general expenses

The office and general expenses during the years ended December 31, 2020 and 2019 were as follows:

	Year ended December 31,	,
	2020	2019
Accounting services	\$ 41,431 \$	14,410
Rent expense	7,200	7,200
Telephone expense	1,433	1,328
Professional fees and disbursements	21,000	25,676
Insurance	13,804	15,881
Corporate services	18,697	21,159
Debt forgiveness	(21,644)	(41,920)
Others	3,930	(817)
	\$ 85,851 \$	42,917

#### **Cash Flow**

During the year ended December 31, 2020 the Company used cash of \$56,965 (2019 – generated \$21,391) in operating activities. The net loss for the year of \$304,059 were offset by expenses that did not involve movement of funds and included accrued interest on convertible debentures and advances of \$221,316 and accretion of convertible debentures of \$15,912.

Accounts payable and accrued liabilities increased by \$44,165 and \$60,355 was received as advances during the year.

# **Liquidity and Capital Resources**

Consolidated statements of financial position highlights	Dec	eember 31, 2020	December 31, 2019
Cash	\$	2,328	\$ 2,301
Oil and gas property interests		1	1
Total assets		460,428	422,864
Total liabilities		2,679,990	3,128,241
Share capital and equity portion of convertible			
debenture		3,220,162	2,430,162
Accumulated other comprehensive income		(400)	(275)
Deficit		(5,439,324)	(5,135,265)
Working capital deficiency		(2,099,019)	(1,924,306)

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The Company has a working capital deficiency of \$2,099,019 as at December 31, 2020 (2019 - \$1,924,306) and its cash balance is not sufficient to meet the Company's liabilities. There is no assurance that the Company can raise sufficient capital to continue as a going concern.

#### **Related party transactions:**

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

- a. At December 31, 2020 and 2019, \$511,637 has been included in accounts payable and accrued liabilities for unpaid remuneration of the Company's former Chief Executive Officer and director, Allen Lone.
- b. Included in advances are promissory notes outstanding at December 31, 2020 of \$476,086 (2019 \$367,610), 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 or its subsidiary (Note 6).
- c. Included in office and general expenses for the year ended December 31, 2020 is \$40,000 (2019 \$10,000) for accounting services provided by Momen Rahman, the current controller of the Company and the former CFO of Media (formerly Intella). As at December 31, 2020, \$216,000 (2019 \$176,000) has been included in accounts payable.
- d. At December 31, 2020 and December 31, 2019, \$14,950 has been included in accounts payable for Jay Vieira, the CEO of the Company for professional expenses and disbursements.
- e. Included in financing costs for year ended December 31, 2020 is \$164,259 (2019 \$220,909) due to the Company's former parent corporation Media (formerly Intella) for accretion and interest accrued on the convertible debenture owing to Media (formerly Intella) and is now owed to 2725004 Ont.

### **Key Management Compensation**

The compensation of key management of the Company is \$nil for the years ended December 31, 2020 and 2019. . Key management is those persons having authority and responsibility for planning, directing and controlling the activities, directly or indirectly, of the Company.

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### Management of capital

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

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

The Company considers its capital to be equity, which comprises capital stock, equity component of convertible debenture. Accumulated other comprehensive income and deficit which at December 31, 2020 was a deficiency of \$2,219,562 (2019 – \$2,705,378).

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 years ended December 31, 2020 and 2019

#### **Deposits**

As at December 31, 2020, the Company has deposits totaling \$343,512 (2019 \$340,274) which is used as collateral for its oil and gas property interests associated with the Company's interest in Alberta, Canada.

### 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 December 31, 2020, the Company had a cash balance of \$2,328 (2019 – \$2,301) which is not sufficient to settle current liabilities of \$2,131,049 (2019 - 1,954,195). The Company has a working capital deficiency of \$2,099,019 at December 31, 2020 (2019 – \$1,924,306). See "Going Concern" section elsewhere in this MD&A.

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#### Trade and other accounts receivable

Trade and other accounts receivable consists primarily of trade accounts receivable from the sale of equipment, installation and reporting services. The Company's credit risk arises from the possibility that a counterparty which owes the Company money is unable or unwilling to meet its obligations in accordance with the terms and conditions in the contracts with the Company, which would result in a financial loss to the Company. This risk is mitigated through established credit management techniques, including monitoring counterparty creditworthiness, setting exposure limits and monitoring exposure against these customer credit limits.

The carrying amounts of trade and other accounts receivable are reduced through the use of an allowance for doubtful accounts and the amount of the loss is recognized in the consolidated statement of loss in general and administrative expenses. When a receivable balance is considered uncollectible, it is written off against the allowance for accounts receivable. Subsequent recoveries of amounts previously written off reduce other expenses in the statement of loss. Historically, trade credit losses have been minimal.

### 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, 2020, the Company's US dollar net monetary liabilities totaled \$21,083 (2019 - \$20,199). Accordingly, a 5% change in the US dollar exchange rate as at December 31, 2020 on this amount would have resulted in an exchange gain or loss and therefore net income would have increased (decreased) by \$1,054

#### Other risks

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

### (a) Exploration and Development

The business of exploring for, developing and producing oil and gas involves a high degree of risk. Oil and gas reserves may never be found or, if discovered, may not be result in production at reasonable costs or profitability. The business of exploring, developing and producing is also capital intensive and, to the extent that cash flows from operating activities and external sources become limited or unavailable, the ability of the Company 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) COVID 19

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

Management's Discussion and Analysis For the Years Ended December 31, 2020 and 2019

#### (c) 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.

#### (d) 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 the Company 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.

#### (e) 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.

#### (f) 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 the Company. A loss of key personnel - members of management in particular - could impair our ability to execute our strategy and implement our operational objectives, all of which would have a material adverse effect on the Company.

#### **Share Data:**

### **Capital Stock**

Common shares outstanding as of the date of the MD&A, December 31, 2020 and 2019, are as follows;

	# of Common Shares	Amount
Balance, December 31, 2018	58,234,129	\$ 1,656,936
Shares issued on conversion of debentures	13,000,000	650,000
Equity portion of convertible debentures transferred to common stock on conversion of debentures  Equity portion of convertible debentures transferred to	-	44,522
common stock on assumption of BDC loan	-	13,700
Balance, December 31, 2019	71,234,129	\$ 2,365,158
Shares issued on conversion of debentures Equity portion of convertible debentures transferred to	79,000,000	790,000
common stock on conversion of debentures	-	54,114
Balance, December 31, 2020	150,234,129	\$ 3,209,272
Shares issued on conversion of debentures	14,500,000	497,000
Shares issued on conversion of advances	2,400,000	48,000
Balance, Date of MD&A	167,134,129	\$ 3,754,272

### **Stock options**

The following table summarizes information about the options outstanding and exercisable as at the date of the MD&A are as follows:

The following table summarizes information about the options outstanding and exercisable as at December 31, 2020 and 2019:

# of Options Outstandin	g			Remaining Contractual Life
and Exercisable	Exerci	ise Price	Expiry Date	(years)
2,500		6.00	April 8, 2021	0.27
2,250		6.90	May 4, 2021	0.34
7,042		4.20	November 29, 2021	0.91
11,792	\$	6.00		0.67

On November 19, 2020, 9,000 outstanding options expired unexercised. Subsequent to December 31, 2020, 2,500 outstanding options expired on April 8, 2021 unexercised.

Management's Discussion and Analysis
For the Years Ended December 31, 2020 and 2019

### **Segmented Information**

The Company's reportable segments are strategic business units that offer different services and/or products. The Company's reportable segments are strategic business units that offer different services and/or products. They are managed separately because each segment requires different strategies and involves different aspects of management expertise. On disposal of the technology segment of the Company, the Company has decided to disclose the segment results of the oil and gas companies and corporate operations.

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

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

#### For year ended December 31, 2020

	Oil and Gas Operations	Corporate Operations	Total
Interest income	\$ 3,238	\$ -	\$ 3,238
Total revenue	\$ 3,238	\$ -	\$ 3,238
Expenses			
Exploration expenses	(17,097)	-	(17,097)
Office and general	-	(85,851)	(85,851)
Total expenses	\$ (17,097)	\$ (85,851)	\$ (102,948)
Loss before undernoted	(13,859)	(85,851)	(99,710)
Finance costs	-	(237,228)	(237,228)
Income (loss) on foreign exchange	1,391	(697)	694
Net (loss) for the year	(12,468)	(323,776)	(336,244)
Net income of discontinued operations	-	32,185	\$ 32,185
Total (loss) for the year	\$ (12,468)	\$ (291,591)	\$ (304,059)
Other comprehensive (loss) for the year Exchange differences on translation of foreign operations	(125)	-	(125)
Total comprehensive (loss) for the year	\$ (12,593)	\$ (291,591)	\$ (304,184)
As at December 31, 2020			
Total assets	\$ 344,691	\$ 115,737	\$ 460,428

### For year ended December 31, 2019

	Oil and Gas Operations	Corporate Operations	Total
Interest income	6,714	-	6,714
Total revenue	6,714	-	6,714
Expenses			
Exploration expenses	(31,857)	-	(31,857)
Office and general	(982)	(41,935)	(42,917)
Total expenses	\$ (32,839)	\$ (41,935)	\$ (74,774)
Loss before undemoted	(26,125)	(41,935)	(68,060)
Finance costs	-	(262,710)	(262,710)
Impairment of oil and gas property interests	(509,278)	-	(509,278)
Loss on disposal of subsidiary held for sale	-	(2,465,615)	(2,465,615)
Write down of investment in subsidiary held for sale to fair value	-	(821,869)	(821,869)
Income (loss) on foreign exchange	3,349	(1,846)	1,503
Net (loss) for the year	(532,054)	(3,593,975)	(4,126,029)
Net income of discontinued operations	-	369,831	\$ 369,831
Total (loss) for the year	\$ (532,054)	\$ (3,224,144)	\$ (3,756,198)
Other comprehensive (loss) for the year			, , , ,
Exchange differences on translation of foreign operations	(336)		(336)
Total comprehensive (loss) for the year	\$ (532,390)	\$ (3,224,144)	\$ (3,756,534)
As at December 31, 2019			
Equipment	\$ -	\$ -	\$ -
Total assets	\$ 370,164	\$ 52,700	\$ 422,864

### **Critical accounting estimates**

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

Critical accounting estimates used in the preparation of the Company's audited financial statements include the Company's estimate of recoverable fair value on exploration assets, the valuation related to the Company's taxes and deferred taxes, and the Company's estimation of decommissioning and restoration costs and the timing of expenditure and the Company's allowances for impairments of trade and other accounts receivables, impairment of inventory, valuation of convertible debenture and options.

### Allowances for impairment of trade and other accounts receivables

Management's Discussion and Analysis
For the Years Ended December 31, 2020 and 2019

The Company's carrying value of trade and other receivables as at December 31, 2020 was \$2,328 (2019 - \$957). The policy for allowances for impairment on accounts receivable of the Company is based on the evaluation of collectability and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realization of these receivables, including the current creditworthiness and the past collection history. If the financial conditions of the debtors of the Company were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

### Valuation of convertible debenture and options

On July 1, 2018, Fox-Tek issued unsecured convertible debentures of \$2,800,000 to its parent company to cover part of its inter-company balance. The debentures bear interest at a rate of 12% per annum payable monthly till maturity on June 30, 2021. All or any part of the principal of the debenture can be converted into common shares by the holder at a conversion price of \$0.20 per share.

Management used the residual method to allocate the fair value of the conversion options. Management calculated the fair value of the liability component as \$2,608,209 using a discount rate of 15%, and then management deducted the fair value of the liability component from the fair value of the convertible debenture as a whole, with the resulting residual amount of \$191,791 being the fair value of the equity component.

On August 1, 2018, Media (formerly Intella) assigned \$1,010,000 of the convertible debentures to a third party, Lakeshore Capital Management Inc. ("Lakeshore"). On November 16, 2018, Lakeshore converted the debenture and interest accrued to September 30, 2018 (\$1,029,918) to common shares at the conversion price of \$0.20 per share.

In February 2019, the conversion price of the convertible debenture issued to Media in the aggregate amount of \$1,853,852 with accrued interest was amended from \$0.20 per common share to \$0.05 per common share. Interest on the debenture will continue to accrue at an annual rate of 12%, subject to adjustments, until redeemed or converted in accordance with the terms of the debenture

In the year ended December 31, 2019, \$650,000 of the convertible debentures were converted into 13,000,000 shares at a conversion price of \$0.05 per common share.

On November 8, 2019 Media transferred the convertible debentures to 2725004 Ont. as part of an asset purchase agreement between the two companies. On 29 November 2019, STC and 2725004 Ont. exchanged \$200,000 of the convertible debentures with a BDC loan of \$158,080 owed by 2725004 Ont.

In September 2020, the Company received an approval from CSE to convert \$300,000 of the convertible debentures into common stock at a conversion price of \$0.01 per common stock and on September 15, 2020, \$300,000 of the convertible debentures were converted into 30,000,000 shares at a conversion price of \$0.01 per common stock.

On November 12, 2020, \$295,000 of the convertible debentures were converted into 29,500,000 shares at a conversion price of \$0.01 per common stock.

on December 31, 2020, \$195,000 of the convertible debentures were converted into 19,500,000 shares at a conversion price of \$0.01 per common stock.

For the year ended December 31, 2019, accrued interest of \$148,982 (2019 - \$189,001) and accretion expense of \$15,912 (2019 - \$31,908) were included in finance costs in the consolidated statements of loss and comprehensive loss. As at December 31, 2020, the principal amount of the convertible debentures was \$130,082.

Management's Discussion and Analysis For the Years Ended December 31, 2020 and 2019

Subsequent to the year-end, \$345,000 convertible debentures were converted to 6,900,000 common stock at a conversion price of \$0.05 per common stock.

On July 26, 2011, the shareholders of the Company approved a stock option plan (the "Plan") to enable directors, officers, employees and consultants of the Company to purchase common shares. All options granted to optionees performing investor relations activities shall vest and become fully exercisable ¼ three months from the date of grant, ¼ six months from the date of grant, 14 nine months from the date of grant and the final 14 twelve months from the date of grant. All options granted under the Plan shall expire no later than at the close of business ten years from the date of grant. The Plan provides that the number of common shares reserved for issuance upon exercise of options granted shall not exceed 10% of total issued and outstanding shares of the Company. No material changes were made to the Plan in the current year. No options were granted during the years ended December 31, 2020 or 2019.

### Impairment of exploration and evaluation assets

While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers include changes in the market, economic and legal environment in which the Company operates that are not within its control and affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's exploration and evaluation assets, costs to sell the properties and the appropriate discount rate. Reductions in oil price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable oil reserves or adverse current economics can result in an impairment of the carrying amounts of the Company's exploration and evaluation.

#### Taxes, income taxes and deferred taxes

The Company is subject to income and other taxes in various jurisdictions. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income and other tax liabilities requires interpretation of complex laws and regulations often involving multiple jurisdictions. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax filings are subject to audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made. Any estimates for value added and withholding taxes have been included in accounts payable and accrued liabilities.

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### Estimation of decommissioning and restoration costs and the timing of expenditure

The cost estimates are updated annually during the life of an oil well to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations) and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the oil well. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

#### **Changes in Accounting Policies**

During the current fiscal year the Company adopted the following new accounting policy. The implementation of the new policies had no significant impact to the Company's consolidated statements for the year ended December 31, 2020.

IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods on or after March 1, 2020. Earlier adoption is permitted.

#### **Future accounting pronouncements**

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

#### **Investor relations:**

The Company's management performed its own investor relations duty for the year ended December 31, 2020.

### Additional information:

Additional information relating to Sensor may be found under the Company's profile on SEDAR at <a href="www.sedar.com">www.sedar.com</a> or otherwise accessible on the Company's website, <a href="www.sensetekinc.com/">www.sensetekinc.com/</a>

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### **Subsequent event:**

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

Subsequent to the year end, Sensor and Emersongrow have agreed to amend the purchase price from \$20 million to \$15 million (the "Amended Purchase Price"). The Amended Purchase Price will be satisfied through the issuance of an aggregate of 100,000,000 common shares in the capital of Sensor at a deemed price of \$0.15 per share. In addition, the closing of the Proposed Acquisition will be conditional on the closing of a private placement for minimum aggregate proceeds of \$1 million. Sensor and EmersonGrow will agree to the terms of the proposed private placement. Sensor and EmersonGrow will work towards completing their respective due diligence with the goal of executing a definitive agreement with respect to the Proposed Acquisition. The entering into of the definitive agreement will be considered a fundamental change under Policy 8 of the Canadian Securities Exchange ("CSE") and, as such, will subject to all of the requirements of Policy 8 including, but not limited to, CSE and shareholder approval.

- 2. Subsequent to the year-end, \$497,000 convertible debentures were converted of which \$345,000 was converted into 6,900,000 common shares at a conversion price of \$0.05 per common share and \$152,000 was converted into 7,600,000 common shares at a conversion price of \$0.0 2 per common share.
- 3. Subsequent to the year-end, \$48,000 advance received by the Company were converted into 2,400,000 common shares at a conversion price of \$0.02 per common share.
- 4. Subsequent to December 31, 2020, 2,500 outstanding options expired on April 8, 2021 unexercised.
- 5. Subsequent to the year end, the Company has taken a CERB loan from TD Canada Trust for an amount of \$60,000 for a 58 month period to December 31, 2025. The loan is non-interest bearing until December 31, 2022 and subsequently will bear interest of 5% per annum calculated monthly. If \$40,000 of the loan amount is repaid on or prior to December 31, 2022, the Government will forgive the remaining balance of the loan amount as of that date provided that an event of default has not occurred.