

# **SENSOR TECHNOLOGIES CORP.**

**Management's Discussion and Analysis  
June 30, 2022**

**Date of report: August 29, 2022**

This management's discussion and analysis of the financial condition and results of operation ("MD&A") of Sensor Technologies Corp. ("STC" or the "Company") should be read in conjunction with STC's interim unaudited condensed consolidated financial statements ("interim consolidated statements") and notes thereto as at and for the six months ended June 30, 2022 and the annual consolidated financial statements as at and for the year ended December 31, 2021.

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

**Caution Regarding Forward-Looking Information:**

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

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

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

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

Sensor Technologies Corp. (the "Company" or "STC" or "Sensor") is continued under the Business Corporations Act (Ontario). The Company's principal assets are oil and natural gas interests. The Company is domiciled in the province of Ontario and its head office is located at 196 Wildcat Rd., North York, Ontario, Canada. The Company trades on the Canadian Securities Exchange ("CSE") under the symbol "SENS".

The unaudited interim consolidated statements were approved for issue by the board of directors on August 29, 2022.

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

These unaudited interim consolidated statements include the accounts of the Company and its subsidiaries, Mooncor Energy Inc. ("Mooncor Energy"), an Alberta Corporation, Primary Petroleum Company U.S. Inc ("PPCUSA"), a Montana, USA Corporation, Primary Petroleum Company LLC ("PPCLLC"), a Montana, USA Corporation and AP Petroleum Company ("APLLC"), a Montana, USA Corporation, (collectively referred to as the "Company" or "Sensor"). Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The unaudited interim consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions. STI is no longer consolidated as it is considered as an investment in a subsidiary held for sale (see notes 2 to the unaudited interim consolidated statements for six months ended June 30, 2022 and 2021).

### **Summary of activities**

a) Non-binding letter of intent with Robotic StemCell BioTech Ltd. ("Robotic")

The Company has agreed to acquire all of the issued and outstanding securities of Robotic, an arm's length company, pursuant to a non-binding letter of intent dated November 24, 2021. The purchase price for the Robotic shares will be determined by the parties upon the completion of the Company's due diligence. The purchase price shall be satisfied through the issuance of common shares in the capital of the Company at a price to be determined in the context of the market. The acquisition of the Robotic is subject to requisite shareholder and regulatory approval, including the approval of the CSE and standard closing conditions, including the completion of due diligence investigations to the satisfaction of each of both companies. Prior to completion of the Robotic transaction, both companies shall negotiate and enter into a definitive share exchange agreement on commercially reasonable terms and the parties shall have obtain the requisite shareholder approvals for the Robotic transaction.

b) Non-binding letter of intent with Blockchain Assets Management Group Limited ("BAM")

The Company has agreed to acquire up to 20% of the issued and outstanding securities in the capital of BAM, an arm's length company, for a purchase price of up to \$1 million pursuant to non-binding letter of intent dated November 25, 2021. The final BAM purchase price will be determined by the companies upon the completion of the Company's due diligence. The BAM purchase price may be satisfied either through (i) cash consideration paid on the closing of the acquisition of the BAM Shares; (ii) the issuance of common shares in the capital of the Company at a price to be determined in the context of the market; or (iii) a combination of cash consideration and issuance of shares. The acquisition of the BAM shares is subject to requisite shareholder and regulatory approval, including the approval of the CSE and standard closing conditions, including the completion of due diligence investigations to the satisfaction of each of the companies. Prior to completion of the BAM Transaction, both companies shall negotiate and enter into a definitive share exchange agreement on commercially reasonable terms and the parties shall have obtain the requisite shareholder approvals for the BAM transaction.

c) Private Placement

During the six months ended June 30, 2022, the Company has raised gross proceeds of \$530,000 through a non-brokered private placement of 10,600,000 units (the "Units") at a price of \$0.05 per Unit. Each Unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company at a price of \$0.08 for a period of two years ending June 27, 2024. The securities issued pursuant to the offering are subject to a four month hold period in accordance with applicable Canadian securities laws. The Company intends to use the net proceeds of the offering for (i) the acquisition of securities in the capital of Blockchain Assets Management Group Limited and (ii) general corporate purposes.

d) Change of Business

After a thorough evaluation of the Company's existing resources and a review of strategic options for the corporation generally, the board of directors ("the Board") and management determined to refocus its business operations from an "industrial issuer" to an "investment issuer". The Board believes that its network of business contacts, the depth of experience of its management team and its overall entrepreneurial approach will enable it to identify and capitalize upon investment opportunities as an "investment issuer". The closing of the Robotic and BAM Transactions are conditional upon Sensor obtaining shareholder approval for the proposed change of business (the "COB"). If shareholders approve the proposed COB, the Company's primary focus will be to seek returns through investments in the securities of other companies. Sensor will continue to review opportunities to extract residual value from its existing assets, provided the Company may abandon some or all of such assets if it determines appropriate. If the proposed COB is approved by shareholders, the Company will continue its operations as a diversified investment and merchant banking firm focused on public companies and commodities. The Company's proposed investment activities will include (i) public companies, (ii) near public companies and private capital, (iii) global venture capital initiatives and (iv) strategic physical commodities. However, the Company may take advantage of special situations and merchant banking opportunities, as such opportunities arise, and make investments in other sectors which the Company identifies from time to time as offering particular value.

e) EmersonGrow

The Company has terminated the previously reported letter of intent with EmersonGrow Technology Inc. in December 2021.

f) Licensing fee

During the six months ended June 30, 2022, the Company and one of its joint venture partners, Oxy USA Inc. ("Oxy") – jointly the licensor ("Licensor") entered into a non-exclusive seismic data use license agreement with Twin Bridges Resources LLC ("Licensee") for 14.58 Square miles out of 120 square miles of proprietary 3D seismic. Subject to the terms and conditions of this agreement, the licensor granted to the licensee a non-exclusive, non-transferable, paid up license to use the licensor's seismic data for a term of 25 years. In return, the licensee agreed to pay a gross sum of US\$116,640 to the licensor. The Company owns 67.5% of the seismic data being licensed while Oxy owns 32.5%. The Company's share of the licensing fee is Canadian \$90,613. The Company has engaged American Geophysical Corporation to actively market the Company's proprietary 3D seismic in Pondera and Teton Counties in Northwestern Montana. The goal of the Company is to license its 3D Seismic, leading to future opportunities for potential joint ventures, partnerships or farm in agreements.

g) Retention of a financial consultant

Subsequent to June 30, 2022, the Company has retained Mr. Philip Wong as a financial consultant to the Company. Mr. Wong, who is a Hong Kong resident, is currently the principal of Precious International Investment Management, a private Hong Kong company that provides financing for companies, both in Hong Kong and internationally. Mr. Wong will be assisting the Company with securing funds to carry out its proposed change of business transaction as disclosed in the Company's press releases dated December 7 and December 16, 2021.

### **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 a net income of \$3,855 for six months ended June 30, 2022, working capital deficiency in the amount of \$227,139 and a deficit in the amount of \$5,565,654 as at June 30, 2022.

Management estimates that the funds available as at June 30, 2022 will not be sufficient to meet the Company's potential capital and operating expenditures through to June 30, 2023. The Company will have to raise additional funds to continue operations. Although the Company has been successful in raising funds to date and during the six months ended June 30, 2022, the Company has raised gross proceeds of \$530,000 through a non-brokered private placement of 10,600,000 units, 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**

The Company has an interest in 2 suspended heavy oil wells and leases and related natural gas rights in the Lloydminster area of Alberta as at June 30, 2022 and December 31, 2021. The interests are carried at a nominal amount of \$1. In a prior year the Company had recognized an impairment in these assets.

**Results of Operation**

As noted above the Company entered into share purchase agreement with an arm's length party with respect to the sale of 49% of the issued and outstanding securities in the capital of 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 within, subject to shareholder approval, 5 years of the closing date. Management expects that the sale of the further 26% interest will close within the upcoming fiscal year and therefore as required under IFRS 5 has recorded this investment as a subsidiary held for sale and as such has deconsolidated the subsidiary.

Results of operations of the Company for the three and six months ended June 30, 2022 and 2021 are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Licensing fee	\$ 90,613	\$ -	\$ 90,613	\$ -
Interest income	450	800	900	1,600
<b>Total revenue</b>	<b>91,063</b>	<b>800</b>	<b>91,513</b>	<b>1,600</b>
<b>Expenses</b>				
Exploration expenses	(14,106)	(4,518)	(16,882)	(10,550)
Office and general	(27,796)	(25,345)	(48,672)	(53,906)
<b>Total expenses</b>	<b>\$ (41,902)</b>	<b>\$ (29,863)</b>	<b>\$ (65,554)</b>	<b>\$ (64,456)</b>
<b>Income (loss) before undernoted</b>	<b>49,161</b>	<b>(29,063)</b>	<b>25,959</b>	<b>(62,856)</b>
Finance costs	(1,250)	(67,551)	(4,760)	(95,309)
Gain on foreign exchange	1,058	471	1,538	956
<b>Net income (loss) for the period</b>	<b>48,969</b>	<b>(96,143)</b>	<b>22,737</b>	<b>(157,209)</b>
<b>Net income (loss) of subsidiary held for sale for the period</b>	<b>(8,229)</b>	<b>13,237</b>	<b>(18,882)</b>	<b>6,140</b>
	40,740	(82,906)	3,855	(151,069)
<b>Other comprehensive (loss) for the period</b>				
Exchange differences on translation of foreign operations	(1,074)	(70)	(1,546)	(150)
<b>Total comprehensive income (loss) for the period</b>	<b>\$ 39,666</b>	<b>\$ (82,976)</b>	<b>\$ 2,309</b>	<b>\$ (151,219)</b>
<b>Weighted average shares outstanding - basic and diluted</b>	<b>237,551,215</b>	<b>167,134,129</b>	<b>237,377,455</b>	<b>162,663,441</b>
<b>Income (loss) per common share based on net income (loss) for the period</b>	<b>\$ 0.00</b>	<b>\$ (0.00)</b>	<b>\$ 0.00</b>	<b>\$ (0.00)</b>

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

	Q3 2020	Q4 2020	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Q1 2022	Q2 2022
Alberta energy site rehabilitation program grant	\$ -	\$ -	\$ -	\$ -	\$ 115,428	\$ -	\$ -	\$ -
Licensing fee	-	-	-	-	-	-	-	90,613
Interest income	1,750	588	800	800	800	(679)	450	450
<b>Total revenue</b>	<b>1,750</b>	<b>588</b>	<b>800</b>	<b>800</b>	<b>116,228</b>	<b>(679)</b>	<b>450</b>	<b>91,063</b>
Gross profit (loss)	1,750	588	800	800	116,228	(679)	450	91,063
<b>Total comprehensive income (loss)</b>	<b>(75,470)</b>	<b>(70,911)</b>	<b>(70,983)</b>	<b>(80,236)</b>	<b>64,450</b>	<b>(43,462)</b>	<b>(36,885)</b>	<b>40,740</b>
<b>Income (loss) per common share based on net (loss)</b>	<b>\$ (0)</b>	<b>\$ (0)</b>	<b>\$ (0)</b>	<b>\$ (0)</b>	<b>\$ (0)</b>	<b>\$ (0)</b>	<b>\$ (0)</b>	<b>\$ (0)</b>

Total interest earned on the deposit with Alberta Energy Regulators ("AER") for the six months ended June 30, 2022 was \$900 (2021 - \$1,600).

During the six months ended June 30, 2022, the Company and one of its joint venture partners, Oxy, entered into a non-exclusive seismic data use license agreement with Twin Bridges Resources for 14.58 Square miles out of 120 square miles of proprietary 3D seismic. Subject to the terms and conditions of this agreement, the licensor granted to the licensee a non-exclusive, non-transferable, paid up license to use the licensor's seismic data for a term of 25 years. In return, the licensee agreed to pay a gross sum of US\$116,640 to the licensor. The Company owns 67.5% of the seismic data being licensed while Oxy owns 32.5%. The Company's share of the licensing fee is Canadian \$90,613.

Exploration expenses for the six months ended June 30, 2021 of \$16,882 (2021 - \$10,550) mainly relates to lease renewal costs and well clean up costs required by the AER. Office and general expenses for the six months ended June 30, 2021 were \$48,672 (2021 - \$53,906) and includes accounting services \$20,000, accrual for audit fees \$6,763, insurance of \$7,600 and corporate services of \$10,857.

Finance costs for six months ended June 30, 2021 were \$4,760 (2021 - \$95,309). This includes \$4,760 for accrued interest on advances (2021 - \$30,451), \$nil (2021 - \$15,538) for interest expense on the convertible debentures and \$nil (2021 - \$49,320) for accretion expenses on the convertible debentures.

Net loss of subsidiary held for sale for the six months ended June 30, 2022 was \$18,882 (2021 – net income of \$6,140).



## **2022 Second Quarter Results**

Total interest earned on the deposit with Alberta Energy Regulators for the three months ended June 30, 2022 was \$450 (2021 - \$800).

During the three months ended June 30, 2022, the Company and one of its joint venture partners, Oxy, entered into a non-exclusive seismic data use license agreement with Twin Bridges Resources for 14.58 Square miles out of 120 square miles of proprietary 3D seismic. Subject to the terms and conditions of this agreement, the licensor granted to the licensee a non-exclusive, non-transferable, paid up license to use the licensor's seismic data for a term of 25 years. In return, the licensee agreed to pay a gross sum of US\$116,640 to the licensor. The Company owns 67.5% of the seismic data being licensed while Oxy owns 32.5%. The Company's share of the licensing fee is Canadian \$90,613.

Exploration expenses for the three months ended June 30, 2022 of \$14,106 (2021 - \$4,518) mainly relate to lease renewal costs and well clean up costs required by the AER. Office and general expenses for the three months ended June 30, 2022 were \$27,796 (2021 - \$25,345) and includes accrual for audit fees \$4,100, accounting services \$10,000, insurance of \$3,800 and corporate services of \$7,415.

Finance costs for three months ended June 30, 2022 were \$1,250 (2021 - \$67,551). This includes \$1,250 (2021 - \$14,874) for accrued interest on advances, \$nil (2021 - \$3,357) for accrued interest expense and \$nil (\$49,320) for accretion on the convertible debentures.

Net loss of subsidiary held for sale for the three months ended June 30, 2022 was \$8,229 (2021 – net income of \$13,237).

## **Cash Flow**

During the six months ended June 30, 2022 the Company generated cash of \$14,687 (2021 - used cash of \$68,150) in operating activities. The interest on advances (\$4,760) were accrued and therefore does not involve use of cash.

For the six months ended June 30, 2022, accounts payable and accrued expenses decreased by \$16,312 causing an outflow of cash.

As at June 30, 2022 and December 31, 2021, the Company has a loan under the CERB program 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, 2023 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, 2023, the Government will forgive the remaining balance of the loan amount as of that date provided that an event of default has not occurred.

During the six months ended June 30, 2022, the Company raised gross proceeds of \$530,000 through a non-brokered private placement of 10,600,000 units at a price of \$0.05 per Unit. Each Unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company at a price of \$0.08 for a period of two years ending June 27, 2024. The Company intends to use the net proceeds of the offering for (i) the acquisition of securities in the capital of Blockchain Assets Management Group Limited and (ii) general corporate purposes.

For the six months ended June 30, 2022, the Company had a net increase in cash of \$543,786. During this period, the Company also had a loss from the exchange rate changes on its foreign operations of \$1,546 leaving a cash balance of \$553,275 as at June 30, 2022.

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**Exploration expenses**

The exploration costs during the six months ended June 30, 2022 and 2021 were as follows:

	Three months ended June 30,		Six months ended June 30	
	2022	2021	2022	2021
Annual lease renewal costs	\$ 8,878	\$ 4,518	\$ 11,153	\$ 9,582
Land management	103	-	604	968
Others	5,125	-	5,125	-
	\$ 14,106	\$ 4,518	\$ 16,882	\$ 10,550

**Office and general expenses**

The office and general expenses during the six months ended June 30, 2022 and 2021 were as follows:

	Three months ended June 30,		Six months ended June 30	
	2022	2021	2022	2021
Accounting services	\$ 10,000	\$ 10,000	\$ 20,000	\$ 20,000
Rent expense	600	1,800	1,200	3,600
Telephone expense	474	441	821	772
Professional fees and disbursements	5,435	5,000	8,098	10,183
Insurance	3,800	3,800	7,600	7,600
Corporate services	7,415	4,258	10,857	11,673
Others	72	46	96	78
	\$ 27,796	\$ 25,345	\$ 48,672	\$ 53,906

**Liquidity and Capital Resources**

<b>Consolidated statements of financial position highlights</b>	<b>June 30, 2022</b>	<b>December 31, 2021</b>
Cash	\$ 553,275	\$ 11,035
Oil and gas property interests	1	1
Total assets	991,749	470,993
Total liabilities	862,880	874,433
Share capital	5,638,986	5,166,515
Warrants	57,529	-
Accumulated other comprehensive income	(1,992)	(446)
Deficit	(5,565,654)	(5,569,509)
Working capital deficiency	(227,139)	(777,429)

Currently, the Company does not generate any 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. Although in prior years, the Company has successfully raised funds for exploration, development and general overhead and other expenses through equity and debt financings and during the six months ended June 30, 2022, the Company has raised gross proceeds of \$530,000 through a non-brokered private placement of 10,600,000 units, there can be no assurance that adequate funding will be available in the future, or available on terms acceptable to the Company. The Company has a working capital deficiency of \$227,139 as at June 30, 2022 and its cash balance is not sufficient to meet the Company's liabilities. The Company is using its current cash and cash equivalents to fund required payments to keep the Company in good standing and to pay the expenses associated with being a reporting issuer listed on the CSE, until it can raise funds to pay its remaining creditors. There is no assurance that the Company can raise sufficient capital to continue as a going concern.

**Related party transactions:**

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

- a) At June 30, 2022 and December 31, 2021, \$14,950 has been included in accounts payable for Jay Vieira, the CEO of the Company for professional expenses and disbursements.
- b) On June 30, 2022 and December 31, 2021, the amount of convertible debentures was \$nil. During the six months ended June 30, 2022 \$nil of convertible debentures owing to 2725004 Ont. were converted into shares (2021 - \$497,000 of convertible debentures were converted into 14,500,000 shares).
- c) Included in financing costs for the six months ended June 30, 2022 is \$nil (2021 - \$64,858) due to 2725004 Ont. for interest accrued and accretion on the convertible debentures.

**Key Management Compensation**

There were no compensation of key management of the Company for the six months ended June 30, 2022 and 2021. Key management are those persons having authority and responsibility for planning, directing and controlling the activities, directly or indirectly, of the Company.

### **Management of capital**

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

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

The Company considers its capital to be equity, which comprises capital stock, warrants, accumulated other comprehensive income and deficit, which at June 30, 2022 was an equity of \$128,869 (December 31, 2021 – deficiency of \$403,440).

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 six months ended June 30, 2022 and December 31, 2021.

### **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 June 30, 2022, the Company had a cash balance of \$553,275 (December 31, 2021 – \$11,035) which is not sufficient to settle current liabilities of \$802,880 (December 31, 2021 - \$814,433). The Company has a working capital deficiency \$227,139 (December 2021 –\$777,429). See "Going Concern" section in this MD&A.

### **Trade and other accounts receivable**

Trade and other accounts receivable consists primarily of HST receivable from the government of Canada. As such risk on non-collection is considered low.

### **Foreign exchange**

The Company operates primarily in Canada and the United States. The presentation currency is Canadian dollar and the functional currency of the parent company is the Canadian dollar. As at June 30, 2022 and December 31, 2021, the Company's US dollar net monetary assets totaled \$640. Accordingly, a 5% change in the US dollar exchange rate as at June 30, 2022 on this amount would have resulted in an exchange gain or loss and therefore net income would have increased (decreased) by \$32.

### **Other risks**

The Company's financial condition, results of operation and business are subject to certain risks, which may negatively affect them.

#### **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**

In March 2020, 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.

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. Fluctuations in Crude Oil, Natural Gas, and Natural Gas Liquid Prices

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

e. Dependence on management

The Company is dependent upon the efforts, skill and business contacts of key members of management, for among other things, during the normal course of their activities and the synergies which exist amongst their various fields of expertise and knowledge. Accordingly, the Company's success will depend upon the continued service of these individuals who are not obligated to remain employed with 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.

f. Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future operations will 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.

**Share Data:**

**Capital Stock**

Common shares outstanding as at June 30, 2022 and the date of this MD&A are as follows;

	# of Common Shares		Amount
<b>Balance, December 31, 2020</b>	<b>150,234,129</b>	<b>\$</b>	<b>3,209,272</b>
Shares issued on conversion of debentures	20,434,950		615,699
Shares issued on conversion of advances	26,526,354		530,527
Shares issued on conversion of accounts payable	40,006,331		800,127
Equity portion of convertible debentures transferred to common stock on conversion of debentures	-		10,890
<b>Balance, December 31, 2021</b>	<b>237,201,764</b>	<b>\$</b>	<b>5,166,515</b>
Shares issued pursuant to private placement	10,600,000		472,471
<b>Balance, June 30, 2022 and date of the MD&amp;A</b>	<b>247,801,764</b>	<b>\$</b>	<b>5,638,986</b>

In June 2022, the Company raised gross proceeds of \$530,000 through a non-brokered private placement of 10,600,000 units of the Company at a price of \$0.05 per Unit. Each Unit consisted of one common share and one common share purchase warrant ("Warrant"). Each Warrant will entitle the holder to purchase one common share at a price of \$0.08 per share for a period of two years to June 27, 2024.

The value of the warrants issued as part of this financing was \$57,529. The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions: expected term of 2 years, a risk-free rate of 3.17%, expected dividend yield of 0% and an expected volatility of 181%. The expected volatility is based on the historical volatility of the Company's share price over the life of the warrants. The Company has not paid any cash dividends historically and has no plans to pay cash dividends in the foreseeable future. The risk-free interest rate is based on the yield of Canadian Benchmark Bonds with equivalent terms. The expected option life in years represents the period of time that the warrants are expected to be outstanding based on historical warrants issued.

**Stock options**

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 under the Plan in 2011 expired unexercised during the year ended December 31, 2021. No options were granted during the six months ended June 30, 2022.

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**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. 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 six months ended June 30, 2022**

	<b>Oil and Gas Operations</b>	<b>Corporate Operations</b>	<b>Total</b>
Licensing fee	\$ 90,613	\$ -	\$ 90,613
Interest income	900	-	900
<b>Total revenue</b>	<b>\$ 91,513</b>	<b>\$ -</b>	<b>\$ 91,513</b>
<b>Expenses</b>			
Exploration expenses	(16,882)	-	(16,882)
Office and general	-	(48,672)	(48,672)
<b>Total expenses</b>	<b>\$ (16,882)</b>	<b>\$ (48,672)</b>	<b>\$ (65,554)</b>
Income (loss) before undemoted	74,631	(48,672)	25,959
Finance costs	-	(4,760)	(4,760)
Income on foreign exchange	989	549	1,538
Net income (loss) for the period	75,620	(52,883)	22,737
Net (loss) of subsidiary held for sale	-	(18,882)	\$ (18,882)
<b>Total income (loss) for the period</b>	<b>\$ 75,620</b>	<b>\$ (71,765)</b>	<b>\$ 3,855</b>
Other comprehensive (loss) for the period			
Exchange differences on translation of foreign operations	(1,546)	-	(1,546)
<b>Total comprehensive income (loss) for the period</b>	<b>\$ 74,074</b>	<b>\$ (71,765)</b>	<b>\$ 2,309</b>

**As at June 30, 2022**

Total assets	\$ 360,393	\$ 631,356	\$ 991,749
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**For six months ended June 30, 2021**

	<b>Oil and Gas Operations</b>		<b>Corporate Operations</b>		<b>Total</b>
Interest income	\$	1,600	\$	-	\$ 1,600
Total revenue	\$	1,600	\$	-	\$ 1,600
<b>Expenses</b>					
Exploration expenses		(10,550)		-	(10,550)
Office and general		-		(53,906)	(53,906)
Total expenses	\$	(10,550)	\$	(53,906)	\$ (64,456)
(Loss) before undernoted		(8,950)		(53,906)	(62,856)
Finance costs		-		(95,309)	(95,309)
Gain on foreign exchange		1,847		(891)	956
Net (loss) for the period		(7,103)		(150,106)	(157,209)
Net income of subsidiary held for sale		-		6,140	6,140
<b>Total (loss) for the period</b>	<b>\$</b>	<b>(7,103)</b>	<b>\$</b>	<b>(143,966)</b>	<b>\$ (151,069)</b>
<b>Other comprehensive (loss) for the period</b>					
Exchange differences on translation of foreign operations		(150)		-	(150)
<b>Total comprehensive (loss) for the period</b>	<b>\$</b>	<b>(7,253)</b>	<b>\$</b>	<b>(143,966)</b>	<b>\$ (151,219)</b>

**As at June 30, 2021**

Total assets	\$	346,264	\$	119,085	\$ 465,349
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**For three months ended June 30, 2022**

		<b>Oil and Gas Operations</b>		<b>Corporate Operations</b>		<b>Total</b>
Licensing fee	\$	90,613	\$	-	\$	90,613
Interest income		450		-		450
<b>Total revenue</b>		91,063		-		91,063
<b>Expenses</b>						
Exploration expenses		(14,106)		-		(14,106)
Office and general		-		(27,796)		(27,796)
Total expenses	\$	(14,106)	\$	(27,796)	\$	(41,902)
Income (loss) before undemoted		76,957		(27,796)		49,161
Finance costs		-		(1,250)		(1,250)
Income (loss) on foreign exchange		(183)		1,241		1,058
Net income (loss) for the period		76,774		(27,805)		48,969
Net loss of discontinued operations		-		(8,229)		(8,229)
<b>Total income (loss) for the period</b>		76,774		(36,034)		40,740
Other comprehensive income for the period						
Exchange differences on translation of foreign operations		(1,074)		-		(1,074)
<b>Total comprehensive income (loss) for the period</b>	\$	<b>75,700</b>	\$	<b>(36,034)</b>	\$	<b>39,666</b>

**As at June 30, 2022**

Total assets	\$	360,393	\$	631,356	\$	991,749
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**Sensor Technologies Corp.**  
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**For three months ended June 30, 2021**

		<b>Oil and Gas Operations</b>		<b>Corporate Operations</b>		<b>Total</b>
Interest income	\$	800	\$	-	\$	800
<b>Total revenue</b>		<b>800</b>		<b>-</b>		<b>800</b>
<b>Expenses</b>						
Exploration expenses		(4,518)		-		(4,518)
Office and general		-		(25,345)		(25,345)
Total expenses	\$	(4,518)	\$	(25,345)	\$	(29,863)
(Loss) before undernoted		(3,718)		(25,345)		(29,063)
Finance costs		-		(67,551)		(67,551)
Income (loss) on foreign exchange		(315)		786		471
Net (loss) for the period		(4,033)		(92,110)		(96,143)
Net income of discontinued operations		-		13,237		13,237
<b>Total (loss) for the period</b>		<b>(4,033)</b>		<b>(78,873)</b>		<b>(82,906)</b>
Other comprehensive (loss) for the period						
Exchange differences on translation of foreign operations		(70)		-		(70)
<b>Total comprehensive (loss) for the period</b>	<b>\$</b>	<b>(4,103)</b>	<b>\$</b>	<b>(78,873)</b>	<b>\$</b>	<b>(82,976)</b>
<b>As at June 30, 2021</b>						
Total assets	\$	346,264	\$	119,085	\$	465,349

**Critical accounting estimates**

The preparation of the interim consolidated statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the interim consolidated statements and the reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods. The information about significant areas of estimation uncertainty and judgment considered by management in preparing the interim unaudited consolidated statements were the same as those in the preparation of the annual financial statements as at and for the year ended December 31, 2021.

**Changes in Accounting Policies**

These interim unaudited consolidated statements follow the same accounting policies and methods of computation as those described in Note 4 of the annual consolidated financial statements as at and for the year ended December 31, 2021.

**Future accounting pronouncements**

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

**Investor relations:**

The Company's management performed its own investor relations duty for the six months ended June 30, 2022.

**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).