

Sense Technologies, Inc.

2535 N. Carleton Avenue
Grand Island, Nebraska 68803

308-381-1355

www.sensetech.com

Bschreiner@sensetech.com

423100

Annual Report

For the period ending February 28, 2022 (the "Reporting Period")

Outstanding Shares

As of February 28, 2022, the number of shares outstanding of our Common Stock was: 19,798,923

As of November 30, 2021, the number of shares outstanding of our Common Stock was: 19,798,923

As of February 28, 2022, the number of shares outstanding of our Common Stock was: 19,798,923

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

N/A

Current State and Date of Incorporation or Registration: British Columbia
Standing in this jurisdiction: Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

Address of the issuer's principal executive office:

2535 N Carleton Avenue, Grand Island, Nebraska 68803

Address of the issuer's principal place of business:

X Check if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Francesca Power
Phone: 604-661-9474
Email: Francesca.power@computershare.com
Address: 3rd Floor, 510 Burrard Street
Vancouver BC V6C 3B9

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	SNSGF	
Exact title and class of securities outstanding:	Common	
CUSIP:	816923106	
Par or stated value:	No Par	
Total shares authorized:	500,000,000	as of February 1, 2024
Total shares outstanding:	19,798,923	as of February 1, 2024
Total number of shareholders of record:	169	as of February 1, 2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	Class A Preferred
Par or stated value:	\$1
Total shares authorized:	20,000,000 as of date: February 1, 2024
Total shares outstanding:	315,914 as of date: February 1, 2024
Total number of shareholders of record:	4 as of date: February 1, 2024

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Exact title and class of the security:	Class B Preferred
Par or stated value:	no par
Total shares authorized:	700,000 as of date: February 1, 2024
Total shares outstanding:	700,000 as of date: February 1, 2024
Total number of shareholders of record:	2 as of date: February 1, 2024

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Dividends payable as declared, one vote per one share of common.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The Class A preferred shares entitle the holders thereof for cumulative dividends of \$0.10 per share annually and the right to convert the preferred shares into common shares at the rate of \$0.29 per share. The shares were redeemable at the option of the Company at any time after August 30, 2005 at the redemption price of \$1.00 per share plus payment of unpaid dividends. Dividends on Class A preferred shares are payable annually on July 31 of each year.

The Company issued 700,000 Class B preferred stock as part of the consideration for the acquisition of the soy meal business assets.

The Class B preferred shares may be redeemed in part or in whole by the Corporation at its sole option, at any time after September 7, 2016. Redemption of the Class B preferred shares by the Corporation will be made pro-rata to the holders thereof, at a redemption price of \$10 per Class B preferred shares. The shares are convertible into common shares at the rate of 20 common shares for each \$10 Class B preferred share at any time by election of the preferred shares holder. Holders of the Class B preferred shares shall be entitled to currently vote based upon the common share equivalence.

3. Describe any other material rights of common or preferred stockholders.

Series B secured promissory notes payable, secured by a charge over the Company's inventory, bearing interest at 10% per annum and are payable on demand, along with accrued interest thereon, on or after August 30, 2005. These notes plus accrued interest may be redeemed at any time after August 30, 2005. These notes may be converted into common shares of the Company at any time prior to demand for payment at the rate of one common share for each \$0.29 of principal and interest owed.

Unsecured promissory notes bearing interest at 10% per annum. These notes plus accrued interest are convertible into common shares of the Company at the rate of one common share for each \$5.40 of principal and interest owed.

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date _____	Common: _____	Preferred: _____							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	
_____	_____	_____	_____	_____	_____	_____	_____	_____	
_____	_____	_____	_____	_____	_____	_____	_____	_____	
Shares Outstanding on Date of This Report:									
Date _____	Common: _____	Preferred: _____							

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: Yes: (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
SEE ATTACHED							

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on www.OTCMarkets.com.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Manufacture and sales of automotive safety products

B. List any subsidiaries, parent company, or affiliated companies.

Sense Natural Products, Inc.

C. Describe the issuers’ principal products or services.

Processing and sales of soy meal and related products

5) Issuer’s Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

Soy meal processing plant and equipment in Scribner, Nebraska

The subject building is pre-engineered steel building with concrete slab floor. It is an industrial quality structure meaning that the concrete slab floor and foundation as well as electrical are heavy duty. Overall the building measures roughly 40’ X 120’ X 12’ or 4,800 square feet.

The manufacturing facility is fully operational and has the capacity to produce about 400 T of soybean meal per week or 1,600 T/month of soybean meal. Some of the major fixtures and appurtenances are: grain elevator leg, cone bottom upright corrugated steel grain storage bins, hammer mills, extruders, expellers, coolers, meal elevator leg, steel bins with vibrators and overhead loadouts for storage of bulk meal, centrifuges, heated soybean oil storage tanks, and assorted industrial type electrical equipment.

Overhead bins and loadout facilities are available for the soy meal and corrugated upright steel grain bins with support frames are available to store the bulk soybeans that are the raw materials for this process.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Bruce Schreiner	Director	3535 Grassridge Drive Grand Island NE 68803	769,853	Common	2.28%	
Brian Bangs	Director	116 E 9 th Street Wood River NE 68883	150,000	Common	.44%	
Richard Bell	Director	900 Dixon Lane Denton, TX 76207	8,000,000	Common/Preferred	23.67%	See Below
David Dennis	Director	810 Greenvally Lane Highland Village Tx 75077	8,000,000	Common/Preferred	23.67%	See Below

Calculation is based on beneficial ownership after deemed conversion of preferred shares to common shares by Richard Bell and David Dennis.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

No

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

No

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

No

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

No

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

No

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

No

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Morton & Company
Address 1: 1200-750 West Pender Street, Vancouver, BC V6C 2T8
Phone: 604-581-1194
Email:

Name: Robert Frisch
Firm: Frisch Law Office
Address 1: 15150 Preston Road, Dallas TX 75248
Phone: 972-386-3940
Email: rkfrischlaw@msn.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn _____
Facebook: _____
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Bruce Schreiner
Title: CEO
Relationship to Issuer: CEO

B. The following financial statements were prepared in accordance with:

IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Bev Hummel
Title: Secretary
Relationship to Issuer: Officer

Describe the qualifications of the person or persons who prepared the financial statements:⁵ _____

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Bruce Schreiner, certify that:

1. I have reviewed this February 28, 2022 Disclosure Statement of Sense Technologies, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

January 31, 2024

/s/ Bruce Schreiner

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Principal Financial Officer:

I, Bruce Schreiner, certify that:

1. I have reviewed this February 28, 2022 Disclosure Statement for Sense Technologies, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

January 31, 2024

/s/ Bruce Schreiner

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

3 B. Debt Securities. Including Promissory and Convertible Notes

Date of Note Issuance	Outstanding Balances (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (Entities must have individual with voting/ investment control disclosed).	Reason for Issuance (e.g. Loan, Services, Etc.)
6/3/2002	113,082	113,082	183,720	6/3/2007	2.9/Share	Mark Erwin	Loan
6/5/2002	113,082	113,082	183,720	6/5/2007	2.9/Share	Bill Branstrom	Loan
6/20/2002	56,363	56,363	91,571	6/20/2007	2.9/Share	John Gisondi/ Kathleen Murphy	Loan
6/20/2002	56,363	56,363	85,924	6/20/2007	2.9/Share	Robert Barnes	Loan
8/1/2002	153,636	153,636	249,606	8/1/2007	2.9/Share	Patton Boggs	Loan
12/16/2002	26,921	26,921	43,738	1/16/2007	2.9/Share	Robert Howard	Loan
2/29/2002	15,000	15,000	24,370	2/29/2007	2.9/Share	Glen Massey	Loan
2/28/2003	50,000	50,000	75,787	2/28/2007	54.00/share	Larry Essink	Loan

See Note to the Financial Statements regarding Convertible Preferred Shares. None of the Class A Convertible preferred shareholders are control persons.

The Class B Convertible Preferred Shares are issued equally to David Dennis and Richard Bell (by way of their controlled entities), who are each Directors of the Company.

SENSE TECHNOLOGIES, INC.
BALANCE SHEETS - CONSOLIDATED
As of February 28, 2022 and February 28, 2021
(Stated in US Dollars)
Unaudited

	<u>February 28</u> <u>2022</u>	<u>February 28</u> <u>2021</u>
ASSETS		
Current Assets		
Cash in bank	\$ -	\$ -
Accounts Receivable	32,583	47,583
Inventory	42,958	42,958
Prepaid Expenses	2,299	-
Receivables – SNP individuals	1,204,016	1,204,016
Total Current Assets	<u>1,281,856</u>	<u>1,294,557</u>
Fixed Assets		
Land – SNP	52,500	52,500
Plant and equipment – SNP	3,731,350	3,731,350
Furniture and equipment – SNP	98,550	98,550
Leasehold improvements – SNP	253,389	253,389
Accumulated depreciation - SNP	(707,571)	(587,106)
Total Fixed Assets	<u>3,428,218</u>	<u>3,548,683</u>
Other Assets		
Deposit	800	800
Goodwill – SNP	5,466,241	5,466,241
Accumulated amortization	(1,913,184)	(1,548,768)
Total Other Assets	<u>3,553,857</u>	<u>3,918,273</u>
Total Assets	<u>\$ 8,263,931</u>	<u>\$ 8,761,513</u>

LIABILITIES

Current Liabilities		
Bank overdraft	\$ 2,553	\$ 12,010
Accounts payable	563,192	556,513
Accrued expenses	3,765,783	3,066,248
Accrued expenses-related party	70,811	70,811
Notes payable, current portion	3,137,998	3,172,382
Notes payable, current portion – default	110,000	110,000
Notes payable, current portion – related party	1,522,457	1,514,815
Advances payable	613,709	613,708
Advances payable – related entity	531,748	469,813
Dividends payable	613,829	582,238
Convertible promissory notes payable-default	584,447	584,447
Total Current Liabilities	<u>11,516,527</u>	<u>10,752,985</u>
Long-Term Liabilities		
Convertible notes payable	770,000	770,000
Notes payable	394,037	353,620
Notes payable – related party	324,800	324,800
Total Long-Term Liabilities	<u>1,488,837</u>	<u>1,448,420</u>
Total Liabilities	<u>13,005,364</u>	<u>12,201,405</u>

STOCKHOLDERS' DEFICIT

Class A preferred shares, without par value, redeemable at \$1 per share 20,000,000 shares authorized, 315,914 shares issued at February 28, 2021(February 29, 2020: 315,914)	315,914	315,914
Class B preferred shares, without par value, redeemable at \$10 per share, 700,000 authorized, 700,000 shares issued at February 28, 2021 (February 29, 2020:700,000)	5,460,000	5,460,000
Common stock, without par value 500,000,000 shares authorized, 19,798,923 shares issued at February 28, 2021 (February 29, 2020: 19,798,923)	17,779,442	17,779,442
Common stock payable	774,939	774,939
Additional paid-in capital	14,729	14,729

Accumulated Deficit	<u>(29,086,457)</u>	<u>(27,784,916)</u>
Total Stockholders' Deficit	<u>(4,741,433)</u>	<u>(3,439,892)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 8,263,931</u>	<u>\$ 8,761,513</u>

SEE ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

SENSE TECHNOLOGIES INC.
STATEMENTS OF OPERATIONS
For the years ended February 28, 2022 and February 28, 2021
(Stated in US Dollars)
Unaudited

	For the years ended	
	February 28, 2022	February 28, 2021
Sales	\$ 60,000	\$ 189,877
Direct Costs	-	-
Gross Profit	60,000	189,877
Operating Expenses		
Advertising	-	-
Amortization	364,416	364,416
Consulting fees	-	15,000
Contract labor	6,000	6,000
Depreciation	120,465	122,235
Engineering costs	-	20
Insurance	8,198	39,110
Bank charges	1,095	604
Legal and accounting	8,346	-
Loan fees	-	9,200
Office and miscellaneous	6,462	3,915
Payroll expenses	53,976	75,528
Rent	19,399	19,549
Repairs and maintenance	1,115	2,633
Tax and penalties	11,986	16,609
Telephone and utilities	10,727	7,711
Transfer agent fees	1,848	2,188
Travel and automotive	687	790
Total operating expenses	614,720	685,506
Net operating loss	(554,720)	(495,627)
Other Income		
Other income	17,413	27,582
Total other income	17,413	27,582
Other Expenses		
Interest expense	722,643	524,999
Other expense	10,000	-
Total other expenses	732,643	524,999
Net loss	(1,269,950)	(993,044)
Preferred dividends, paid or accrued	31,591	31,591
Net loss attributable to common stockholders	\$ (1,302,541)	\$ (1,024,635)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding	133,044,814	133,044,814

SEE ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

SENSE TECHNOLOGIES, INC.
STATEMENTS OF CASH FLOWS
For the years ended February 28, 2022 and February 28, 2021
(Stated in US Dollars)
Unaudited

	2022	2021
Operating Activities		
Net loss for the period	\$ (1,269,950)	\$ (993,044)
Adjustments to reconcile net loss to net cash used in Operating activities:		
Amortization	364,416	364,416
Depreciation	120,465	122,235
Changes in non-cash working capital balances related to operations:		
Accounts Receivable	15,000	(24,153)
Prepaid Expenses	(2,299)	-
Receivables – SNP individuals	-	(4,634)
Accounts payable	(2,778)	5,725
Accrued expenses	699,534	446,892
Advances payable	61,935	68,895
Net cash used in operating activities	(13,677)	(13,668)
Financing Activities		
Borrowing on notes payable	157,400	212,210
Repayment on notes payable	(143,723)	(198,542)
Proceeds from common stock issued for cash	-	-
Net cash provided by financing activities	13,677	13,668
Increase (decrease) in cash during the period	-	-
Cash, beginning of period	-	-
Cash, end of period	\$ -	\$ -
Supplemental Disclosures of Cash Flow Information:		
Accrual of Preferred Stock Dividend	\$ 31,591	\$ 31,591
Stock issued for common stock payable	\$ -	\$ -

SEE ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

SENSE TECHNOLOGIES, INC.
STATEMENT OF STOCKHOLDERS' DEFICIT
For the years ended February 28, 2022 and February 28, 2021
(Stated in US Dollars)

	Unaudited									
	Common Stock		Preferred Stock Class A		Preferred Stock Class B		Common Stock Payable	Additional Paid-In Capital	Accumulated Deficit	Total
	Issued Shares	Amount	Issued Shares	Amount	Issued Shares	Amount				
Balance, February 29, 2020	19,798,923	17,779,442	315,914	315,914	700,000	5,460,000	774,939	14,729	(26,760,282)	(2,415,258)
Common stock issued for cash	-	-	-	-	-	-	-	-	-	-
Common stock issued for subscription	-	-	-	-	-	-	-	-	-	-
Common shares issued for services	-	-	-	-	-	-	-	-	-	-
Common shares subscribed	-	-	-	-	-	-	-	-	-	-
Rounding	-	-	-	-	-	-	-	-	-	1-
Dividends accrued	-	-	-	-	-	-	-	-	(31,591)	(31,591)
Net loss	-	-	-	-	-	-	-	-	(993,044)	(993,044)
Balance, February 28, 2021 (unaudited)	19,798,923	17,779,442	315,914	315,914	700,000	5,460,000	774,939	14,729	(27,784,916)	(3,439,892)
Common stock issued for cash	-	-	-	-	-	-	-	-	-	-
Common stock issued for subscription	-	-	-	-	-	-	-	-	-	-
Common stock issued for services	-	-	-	-	-	-	-	-	-	-
Common shares subscribed	-	-	-	-	-	-	-	-	-	-
Dividends accrued	-	-	-	-	-	-	-	-	(31,591)	(31,591)
Net loss	-	-	-	-	-	-	-	-	(1,269,950)	(1,269,950)
Balance, February 28, 2022 (unaudited)	<u>19,798,923</u>	<u>\$17,779,442</u>	<u>315,914</u>	<u>\$315,914</u>	<u>700,000</u>	<u>\$5,460,000</u>	<u>\$ 774,939</u>	<u>\$ 14,729</u>	<u>\$ (29,086,457)</u>	<u>(4,741,433)</u>

SEE ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

SENSE TECHNOLOGIES, INC.

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING

POLICIES

Background

The Company was incorporated pursuant to the British Columbia Companies Act on May 25, 1988 as Graham Gold Mining Corporation. On October 27, 1997, the Company changed its name to Sense Technologies Inc. and on December 14, 2001, the Company was continued in the Yukon Territory, Canada and during the year ended February 29, 2008, the Company changed its jurisdiction of organization from the Yukon Territory back to British Columbia, Canada.

The Company holds a non-exclusive license to manufacture, distribute, market and sell the ScopeOut® product, a system of specially designed mirrors which are placed at specific points on automobiles, trucks, sport utility vehicles or commercial vehicles to offer drivers a more complete view behind the vehicle.

During the years ended February 28, 2022 and February 28, 2021, the Company had assets and generated sales primarily in the United States of America.

Use of Estimates

The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. The Company regularly evaluates estimates and assumptions related to deferred income tax asset valuations, asset impairment, stock based compensation and loss contingencies. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers all short-term investments with an original maturity of three months or less to be cash equivalents. We had \$Nil cash equivalents at February 28, 2022 and \$Nil cash equivalents at February 28, 2021.

Basis of Presentation

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary of a fair presentation have been included.

Accounts Receivable

Accounts Receivable are stated at the amounts management expects to collect from the outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based upon its assessment of the current collection status of individual accounts. Delinquent amounts that are outstanding after management has conducted reasonable collection efforts are written of through a charge to the valuation allowance and a credit to accounts receivable. Total Allowance for Doubtful Accounts during the years ended 2022 and 2021 was \$Nil and \$Nil, respectively. The net Accounts Receivable is \$32,583 at February 28, 2022 and \$47,583 at February 28, 2021, respectively. No balances were due from related parties.

Inventory

Inventory consists of finished goods which are recorded at the lower of average cost and net realizable value. Average cost is determined using the weighted-average method and includes invoice cost, duties and freight where applicable plus direct labor applied to the product and an applicable share of manufacturing overhead. A provision for obsolescence for slow moving inventory items is estimated by management based on historical and expected future sales and is included in cost of goods sold. Inventory was expensed at year-end as the Company did not have title or access.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is provided on the straight-line method and the declining balance method over the estimated useful lives of the assets, which range from five to seven years. Expenditures for major renewals and betterments that extend the original estimated economic useful lives of the applicable assets are capitalized. Expenditures for normal repairs and maintenance are charged to expense as incurred. The cost and related accumulated depreciation of assets sold or otherwise disposed of are removed from the accounts, and any gain or loss is included in operations.

Foreign Currency Transactions

The functional and reporting currency of the Company is the United States dollar. Monetary assets and liabilities denominated in currencies other than the U.S. dollar are translated into U.S. dollars at the fiscal year-end rate of exchange. Non-monetary assets and liabilities denominated in other currencies are translated at historic rates and revenues and expenses are translated at average exchange rates prevailing during the month of transaction.

Revenue Recognition

The Company recognizes revenue when there is persuasive evidence of an arrangement, goods are shipped and title passes, collection is probable, and the fee is fixed or determinable. Provisions are established for estimated product returns and warranty costs at the time the revenue is recognized. The Company records deferred revenue when cash is received in advance of the revenue recognition criteria being met.

Credit Risk

Sense Technologies does not require collateral from its customers with respect to accounts receivable. Sense determines any required allowance by considering a number of factors including lengths of time accounts receivable are past due. Reserves for accounts receivable are made when accounts become uncollectible. Payments subsequently received are credited to allowance for doubtful accounts.

Income Taxes

The Company accounts for income taxes in accordance with the asset and liability method. Under this method, deferred income taxes are recognized for the future income tax consequences attributable to differences between the financial statement carrying amounts and their respective income tax bases and for loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period of enactment. Deferred income tax assets are evaluated and if their realization is not considered to be "more likely than not", a valuation allowance is provided.

(Loss) Per Share

The Company computes net loss per share in accordance with FASB literature. Basic loss per share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the year. Diluted EPS gives effect to all dilutive potential common shares outstanding during the year including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted EPS, the average stock price for the year is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive.

Product Warranty

The Company generally sells products with a limited warranty on product quality and accrues for known warranty if a loss is probable and can be reasonably estimated. The Company accrues for estimated incurred based on historical activity. The accrual and the related expense for known issues were not significant during the periods presented.

Advertising Costs

The Company expenses the costs of advertisements and marketing at the time the expenditure occurs, and expenses the costs of communicating advertisements in the period in which the advertising space or airtime is used.

Impairment of Long-Lived Assets

Long-lived assets are continually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets.

Stock-Based Compensation

The Company is required to record compensation expense, based on the fair value of the awards, for all awards granted after the date of the adoption and for the unvested portion of previously granted awards that remain outstanding as at the date of adoption. The Company has elected to use the Black-Scholes option pricing model to determine the fair value of stock options granted. For employees, the compensation expense is amortized on a straight-line basis over the requisite service period which approximates the vesting period. Compensation expense for stock options granted to non-employees is amortized over the contract services period or, if none exists, from the date of grant until the options vest. Compensation associated with unvested options granted to non-employees is re-measured on each balance sheet date using the Black-Scholes option pricing model.

Fair Value of Financial Instruments

The carrying value of cash, bank indebtedness, accounts payable, advances payable, dividends payable and promissory notes payable approximate fair value because of the demand or short-term maturity of those instruments. The carrying value of the convertible promissory notes payable also approximates fair value. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

The Company discloses the assets and liabilities that are recognized and measured at fair value on a non-recurring basis, presented in a three-tier fair value hierarchy, as follows:

- Level 1. Observable inputs such as quoted prices in active markets;
- Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

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The following schedule summarizes the gross value of assets and liabilities that are measured and recognized at fair value on a non-recurring basis at February 28, 2022 and February 28, 2021:

	Fair Value Measurements at February 28, 2022		
	Level 1	Level 2	Level 3
Convertible promissory notes payable	\$ -	\$ -	\$ 584,447

	Fair Value Measurements at February 28, 2021		
	Level 1	Level 2	Level 3
Convertible promissory notes payable	\$ -	\$ -	\$ 584,447

There were no gains or losses in fair value during the years ended February 28, 2022 or February 28, 2021.

Reclassification

Certain amounts reported in the prior period financial statements have been reclassified to the current period presentation.

NOTE 2 – GOING CONCERN

At February 28, 2022, the Company had not yet achieved profitable operations, had an accumulated deficit of \$29,086,457 (February 28, 2021 - \$27,784,916) since its inception and incurred a net loss of \$1,269,950 (February 28, 2021 - \$993,044) for the year and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers obtaining additional funds by equity financing and/or from related party. Management expects the Company's cash requirement over the twelve-month period ended February 28, 2023 to be \$300,000. While the Company is expending its best efforts to achieve the above plans, there is no assurance that any such activity will generate funds for operations.

NOTE 3 – PREPAID EXPENSES

As of February 28, 2022, included in prepaid expenses \$2,299 \$NIL (February 28, 2021: \$NIL).

NOTE 4 – FIXED ASSETS

The following is a summary of this category, including estimated useful lives of the assets:

	February 28, 2022	February 28, 2021
Land	\$ 52,500	\$ 52,500
Leasehold improvements (7yrs)	253,389	253,389
Building and fixtures (7yrs)	3,731,350	3,731,350
Furniture, fixtures and equipment (7yrs)	98,550	98,550
Subtotal	<u>4,135,789</u>	<u>4,135,789</u>
Less: Accumulated Depreciation	<u>(707,571)</u>	<u>(587,106)</u>
Total	<u>\$ 3,428,218</u>	<u>\$ 3,548,683</u>

NOTE 5 – INTANGIBLES

Intangible assets are comprised of Goodwill in the amount of \$5,466,241 as part of the consideration for the acquisition of the soy meal business assets as described in Note 15.

NOTE 6 – ACCRUED EXPENSES/ACCRUED EXPENSES – RELATED PARTY

Other liabilities and accrued expenses consisted of the following:

	<u>February 28, 2022</u>	<u>February 28, 2021</u>
Bank overdraft	\$ 2,553	\$ 12,010
Accounts payable	563,192	556,513
Detail of Accrued Expenses:		
Accrued interest payable	\$ 3,449,394	\$ 2,772,481
Accrued non-resident withholding taxes, including accrued interest	254,060	243,976
Credit card	10,478	4,687
Payroll liabilities	6,010	1,165
Accrued taxes payable	45,841	43,939
Total accrued expenses	<u>\$ 3,765,783</u>	<u>\$ 3,066,248</u>
Detail of Accrued Expense – Related party:		
Accrued payroll – related party	\$ 53,694	\$ 53,694
Other accrued liabilities – related party	17,117	17,117
Total accrued expenses – related party	<u>\$ 70,811</u>	<u>\$ 70,811</u>

As of February 28, 2022 \$53,694 (February 28, 2021: \$53,694) owing to the former president of the Company in respect of unpaid wages.

At February 28, 2022, advances payable of \$531,748 (February 28, 2021: \$469,813) are due to a company controlled by a director of the Company.

The accounts payable and advances payable are unsecured, non-interest bearing and have no specific terms of repayment. Sense Technologies, Inc. plans to use the funds from sales, and if we are able to raise funds through equity issuances, to fund the payment of delinquent liabilities.

NOTE 7 – NOTES PAYABLE, CONVERTIBLE NOTES PAYABLE, AND NOTES PAYABLE – RELATED PARTY

	<u>February 28, 2022</u>	<u>February 28, 2021</u>
Promissory notes payable, unsecured, bearing interest at the rate of 12% per annum with repayment due February 23, 2023 and January 7, 2023.	\$ 277,930	\$ 282,029
Promissory notes payable to related party, unsecured, bearing interest at the rate of 12% per annum with repayment due August, 2022.	550,000	550,000
Promissory notes payable, unsecured, bearing interest at the rate of 12% per annum with repayment due February 23, 2023.	20,057	20,057
Promissory notes payable, unsecured, bearing interest at the rate of 12% per annum with repayment due March 30, 2012. In default.	10,000	10,000
Promissory note payable, unsecured, bearing interest at the rate of 5.25% per annum, due in December 2007. In default.	100,000	100,000
Promissory note payable, unsecured, bearing interest at the rate of 6% per annum, maturing January 26, 2023.	5,500	12,500
Promissory note payable, unsecured, bearing interest at the rate of 7% per annum, maturing July 27, 2022.	50,000	50,000
Promissory note payable, unsecured, bearing interest at the rate of 7% per annum, maturing June 4 and July 17, 2022.	30,000	30,000
Promissory note payable, unsecured, bearing interest at the rate of 5.5% per annum, maturing between May, 2022 and October, 2022.	-	-

Promissory note payable, unsecured, bearing interest at the rate of 5.5% per annum, maturing between October, 2022	238,255	263,540
Promissory note payable, unsecured, bearing interest at the rate of 12% per annum, maturing between June and December, 2022.	215,000	215,000
Promissory note payable, unsecured, bearing interest at the rate of 5.5% per annum, maturing December 24, 2022.	25,000	25,000
Promissory notes payable, unsecured, bearing interest at the rate of 12% per annum with repayment due February 23, 2023.	313,846	313,846
Promissory note payable, unsecured, bearing interest at the rate of 10% per annum with repayment due between January and August, 2022.	743,022	619,121
Promissory notes payable, unsecured, bearing interest at the rate of 12% per annum with repayment due December 20, 2022	442,000	442,000
Promissory notes payable, unsecured, bearing interest at the rate of 12% per annum with repayment due April 11, 2022	200,000	200,000
Promissory notes payable, unsecured, bearing interest at the rate of 12% per annum with repayment due April 27, 2022	100,000	100,000
Promissory notes payable, unsecured, bearing interest at the rate of 12% per annum with repayment due October 12, 2022	30,000	-
Promissory notes payable, unsecured, bearing interest at the rate of 12% per annum with repayment due November 22, 2022	25,000	-
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest.	140,670	140,670
Promissory note payable, secured by the Scribner Nebraska Plant, bearing interest at the rate of 12% per annum with repayment due September 8, 2022	370,000	370,000
Promissory note payable, secured by the Scribner Nebraska Plant, bearing interest at the rate of 12% per annum with repayment due September 8, 2022	338,000	338,000
Promissory note payable, secured by the Scribner Nebraska Plant, bearing interest at the rate of 12% per annum with repayment due September 8, 2022	62,000	62,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 30, 2022	25,000	25,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 30, 2022	13,000	13,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due July 1, 2022	592,000	592,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 30, 2022	28,000	28,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 30, 2022	15,000	15,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 30, 2022	136,100	136,100
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 7, 2022	7,500	7,500
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 30, 2022	17,500	17,500
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 1, 2022	13,000	13,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 1, 2022	73,000	73,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with no repayment date	51,700	51,700
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due August 31, 2022	130,000	130,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due August 31, 2022	75,000	75,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 7, 2022	15,000	15,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 30, 2022	35,000	35,000

Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due August 31, 2022	20,000	20,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due August 31, 2022	311,000	311,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due July 1, 2022	311,000	311,000
Promissory note payable, secured by the Scribner Nebraska Plant, accruing interest with repayment due June 30, 2022	36,000	36,000
Promissory notes payable, unsecured, bearing interest at the rate of 12% per annum with repayment due May 15, 2022	105,175	105,175
Notes Payable, unsecured, COVID related, bearing interest at the rate of 1% per annum until paid for forgiven by SBA	77,400	91,883
	6,283,526	6,245,617
Less: current portion	(4,794,689)	(4,797,197)
Long-term portion	<u>\$ 1,488,837</u>	<u>\$ 1,448,420</u>

The Company is in default with respect to two of the above notes payable totaling \$110,000.

Convertible notes payable in default:

	<u>February 28,</u> <u>2022</u>	<u>February 28,</u> <u>2021</u>
Series B secured promissory notes payable, secured by a charge over the Company's inventory, bearing interest at 10% per annum and are payable on demand, along with accrued interest thereon, on or after August 30, 2005. These notes plus accrued interest may be redeemed at any time after August 30, 2005. These notes may be converted into common shares of the Company at any time prior to demand for payment at the rate of one common share for each \$0.29 of principal and interest owed. As of February 28, 2019 and February 28, 2017, these notes were in default.	\$ 534,447	\$ 534,447
Unsecured promissory notes bearing interest at 10% per annum. These notes plus accrued interest are convertible into common shares of the Company at the rate of one common share for each \$5.40 of principal and interest owed. These notes have matured and the holders thereof have received default judgments against the Company.	<u>50,000</u>	<u>50,000</u>
	<u>\$ 584,447</u>	<u>\$ 584,447</u>

The Company is in default with respect to nine of the above convertible notes payable totaling \$584,447 as of February 28, 2022 and February 28, 2021.

NOTE 8 – PREFERRED STOCK

The Class A preferred shares entitle the holders thereof to cumulative dividends of \$0.10 per share annually and the right to convert the preferred shares into common shares at the rate of \$0.29 per share. The shares were redeemable at the option of the Company at any time after August 30, 2005 at the redemption price of \$1.00 per share plus payment of unpaid dividends.

Dividends on Class A preferred shares are payable annually on July 31 of each year. During the year ended February 28, 2022, the Company accrued dividends payable of \$31,591 (February 28, 2021: \$31,591). Dividends are currently accruing and total \$613,829.

The Company issued 700,000 Class B preferred stock as part of the consideration for the acquisition of the soy meal business assets as described in Note 15.

The Class B preferred shares may be redeemed in part or in whole by the Corporation at its sole option, at any time after September 7, 2016. Redemption of the Class B preferred shares by the Corporation will be made pro-rata to

the holders thereof, at a redemption price of \$10 per Class B preferred shares. The shares are convertible into common shares at the rate of 20 common shares for each \$10 Class B preferred share at any time by election of the preferred shares holders. Holders of the Class B preferred shares shall be entitled to currently vote based upon the common share equivalence.

NOTE 9 – COMMON STOCK

a) Common stock issued for cash

During the year ended February 28, 2022, the Company issued \$NIL of common stock subscribed. During the year ended February 28, 2021, the Company issued NIL shares of common stock.

b) Common stock for services

During the year ended February 29, 2008, the Company granted an officer and a director of the Company to the right to receive 250,000 common shares for past services provided. The fair value of each common share was \$0.80 on the grant date. The shares, fully vested and non-forfeitable on the grant date, were issued in 2009. This balance is presented as Common Stock as of February 28, 2010. Further, in connection with a consulting services agreement, the Company also committed to issue 111,110 common shares with fair value of \$88,889, being \$0.80 per share based on the quoted market price of the Company's common shares. This balance is presented as Common Stock Payable as of February 28, 2022 and February 28, 2021.

The Company issued 1,000,000 shares of common stock valued at \$780,000 as part of the consideration for the acquisition of the soy meal business assets as describe in Note 15.

c) Common stock rounding shares

On April 21, 2016, the Company completed a 10-for-one reverse split of its issued and outstanding shares of common stock. Shares were rounded down 57 shares because of this split.

d) Options

Stock-based Compensation Plan

The Company has adopted a Stock Option Plan ("the plan") in which the Compensation Committee of the Board of Directors makes a determination to whom options should be granted and at what price and their terms of vesting.

The Company has elected to use the Black-Scholes option pricing model to determine the fair value of stock options granted. For employees, the compensation expense is amortized on a straight-line basis over the requisite service period which approximates the vesting period. Compensation expense for stock options granted to non-employees is amortized over the contract services period or, if none exists, from the date of grant until the options vest. Compensation associated with unvested options granted to non-employees is re-measured on each balance sheet date using the Black-Scholes option pricing model.

The expected volatility of options granted has been determined using the historical stock price. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model. For non-employees, the expected term of the options approximates the full term of the options. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected term of the stock options. The Company has not paid and does not anticipate paying dividends on its common stock; therefore, the expected dividend yield is assumed to be zero. Based on the best estimate, management applied the estimated forfeiture rate of Nil in determining the expense recorded in the accompanying Statement of Loss.

For the year ended February 28, 2010, the Company granted a total of 100,000 options expiring on December 31, 2014 to the directors of the Company. These options vested at the grant date with exercise price of \$0.30 per share. The fair value of these options was \$0.20 per share, totaling \$19,729 which was recognized as management fee in the year ended February 28, 2010. For the year ended February 28, 2011, the Company granted a total of 100,000 options expiring on December 31, 2014 to a director of the Company. These options vested at the grant date with exercise

price of \$0.30 per share. The fair value of these options was \$0.30 per share, \$19,626 was recognized as management fee in the year ended February 28, 2011. For the year ended February 28, 2013, the Company granted a total of 100,000 options expiring on December 31, 2014 to directors of the Company. These options vested at the grant date with exercise price of \$0.30 per share. The fair value of these options was \$0.30 per share, \$26,303 was recognized as management fee in the year ended February 28, 2013. For the year ended February 28, 2017, the Company granted a total of 600,000 options expiring on December 31, 2019 to directors of the Company. These options vested at the grant date with exercise price of \$0.20 per share. The fair value of these options was \$0.0062 per share, \$36,902 was recognized as management fee in the year ended February 28, 2017. The fair value of the options was estimated using the Black-Scholes option pricing model with the following assumptions:

	<u>2022</u>	<u>2021</u>
Expected dividend yield	0.0%	0.0%

Warrants

As of February 28, 2022 and February 28, 2021, the Company had no outstanding warrants.

NOTE 10 – LEASE

The Company has a commercial lease for real estate. Rent expense for years ended February 28, 2022 and February 28, 2021 was \$19,399 and \$19,549, respectively. The terms of the lease range from November 1, 2021 through October 31, 2022.

Future minimum lease payments under this agreement as of February 28, 2022 are as follows:

Years Ending February 28,	
2023	\$ 14,250
Thereafter	-
Total	<u>\$ 14,250</u>

NOTE 11 – INCOME TAXES

The tax effects of the temporary differences that give rise to the Company's estimated deferred tax assets and liabilities are as follows:

	<u>February 28, 2022</u>	<u>February 28, 2021</u>
	(35.00%)	(35.00%)
Net operating loss carryforwards	\$ 4,373,800	\$ 3,984,086
Valuation allowance for deferred tax assets	<u>(4,373,800)</u>	<u>(3,984,086)</u>
Net deferred tax assets	<u>\$ -</u>	<u>\$ -</u>

As of February 28, 2022, the Company had net operating loss carryforwards of approximately \$12,496,574 available to offset future taxable income.

The Company evaluates its valuation allowance requirements based on projected future operations. When circumstances change and this causes a change in management's judgment about the recoverability of deferred tax assets, the impact of the change on the valuation allowance is reflected in current income. As management of the Company does not currently believe that it is more likely than not that the Company will receive the benefit of this asset, a valuation allowance equal to the deferred tax asset has been established at both February 28, 2022 and February 28, 2021.

Uncertain Tax Positions

The Company files income tax returns in the U.S. federal jurisdiction, various state and foreign jurisdictions. All our tax returns are subject to tax examinations by U.S. federal and state tax authorities, or examinations by foreign tax authorities until respective statute of limitation. The Company currently has no tax years under examination.

Based on the management's assessment of pronouncements, they concluded that no significant impact on the Company's results of operations or financial position, and required no adjustment to the opening balance sheet accounts. The year-end analysis supports the same conclusion, and the Company does not have an accrual for uncertain tax positions as of February 28, 2022. As a result, tabular reconciliation of beginning and ending balances would not be meaningful. If interest and penalties were to be assessed, we would charge interest to interest expense, and penalties to other operating expense. It is not anticipated that unrecognized tax benefits would significantly increase or decrease within 12 months of the reporting date.

The Company expects to have significant net operating loss carry forwards for income tax purposes available to offset future taxable income.

NOTE 12 – RELATED PARTY TRANSACTIONS

The Company incurred the following items with directors and companies with common directors and shareholders:

	February 28, 2022	February 28, 2021
Interest expense	\$ 87,617	\$ 87,617

As of February 28, 2022, \$53,694 (February 28, 2021: \$53,694) owing to the former president of the Company in respect of unpaid wages.

As of February 28, 2022, included in advances payable is \$531,748 (February 28, 2021: \$469,813) owed to a company controlled by a director.

As of February 28, 2022, promissory note payable of \$550,000 (February 28, 2021: \$550,000) is personally guaranteed by a director of the company.

NOTE 13 – CONCENTRATIONS AND CONTINGENCIES

Concentrations

Approximately 100% of the Company's revenues for Guardian Alert are obtained from one (1) customer. The Company is exposed to significant sales and accounts receivable concentration. Sales to these customers are not made pursuant to a long term agreement. Customers are under no obligation to continue to purchase from the Company.

For the year ended February 28, 2022, one (1) customer accounted for approximately 100% of Guardian Alert revenue.

For the year ended February 28, 2021, one (1) customer accounted for approximately 100% on accounts receivable of Guardian Alert revenue.

Contingencies

During the normal course of business we may from time to time be involved in litigation or other possible loss contingencies. As of February 28, 2022 and February 28, 2021 management is not aware of any possible contingencies that would warrant disclosure pursuant to SFAS 5.

NOTE 14 – SOY MEAL ACQUISITION

On September 7, 2016, the Company entered into a final agreement with R and D, USA, LLC for the acquisition of the business assets comprising R and D USA, LLC's means of production of soy meal and soy oil products and non-GMO soy products, certified organic soy products, refined soy oils, agricultural soy oils, and other related specialty soy based soil enhancer crop products, including all intellectual and intangible property related thereto.

It immediately transferred these assets into its newly created wholly-owned subsidiary, Sense Natural Products, Inc.

The acquisition was accounted for as a business combination and we valued all assets and liabilities acquired at their fair value on the date of acquisition. An independent valuation expert assisted us in determining these fair values. The assets and liabilities of the acquired entity were recorded at their estimated fair values at the date of the acquisition.

The allocation of the purchase price to assets and liabilities based upon fair value determinations was as follows:

Inventory	\$ 401,879
Land	52,500
Leasehold Improvements	253,389
Buildings and Fixtures	3,722,350
Furniture and Equipment	98,550
Goodwill	<u>5,466,241</u>
Total assets acquired	9,994,909
Liabilities assumed	(2,954,909)
Net assets acquired	<u>\$ 7,040,000</u>

The purchase price consists of the following:

Cash paid	\$ 800,000
Common stock at closing and upon operation	780,000
Preferred stock at closing	<u>5,460,000</u>
Total purchase price	<u>\$ 7,040,000</u>

NOTE 15 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through date which the financial statements were issued.