

Mooncor Oil & Gas Provides Update on its Shareholders' Meeting



TSXV: AAO

July 18, 2018 ([Source](#)) – Mooncor Oil & Gas Corp. (TSXV: M00) (the “Corporation”) would like to provide an update with respect to its proposed transaction with Augusta Industries Inc. (“Augusta”) whereby the Corporation will

acquire all of the issued and outstanding securities of FOX-TEK Canada Inc. (“FOX-TEK”) for an aggregate purchase price of up to \$21.5 million (the “Transaction”). For complete details on the proposed transactions, please refer to Augusta Industries press release dated May 28, 2018.

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

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

As Mr. Lone is a director and officer of both the Corporation and Augusta and Mr. Lone owns, directly and indirectly, 6,920,000 common shares (4.13%) in the capital of the

Corporation and 76,754,264 common shares (29.97%) in the capital of Augusta, the Corporation has voluntarily determined to obtain disinterested shareholder approval for the Transaction. All of the shares owned by Mr. Lone will be excluded from voting on the Transaction.

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

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

In the event that the shareholders do not approve the Transaction, the Corporation will still be seeking shareholder

approval for the name change and delisting.

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

About the Corporation

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

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

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

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

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and

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