

# **Gulfstream Acquisition 1 Corp.**

Management's Discussion and Analysis  
For the Year Ended December 31, 2016

## **1. Introduction**

This Management's Discussion & Analysis ("MD&A") was prepared as of April 20, 2017 to assist readers in understanding Gulfstream Acquisition 1 Corp.'s (the "Corporation", "Gulfstream", "we", or "us") financial performance for the year ended December 31, 2016. This MD&A should be read together with the audited financial statements for the year ended December 31, 2016. Results are reported in Canadian dollars, unless otherwise noted. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Further information about the Company can be obtained from [www.sedar.com](http://www.sedar.com).

## **2. Our Business**

Gulfstream was incorporated on June 8, 2012 under the laws of Ontario. On March 28, 2013, the Company filed a final Initial Public Offering ("IPO") prospectus with the regulatory authorities in British Columbia, Alberta and Ontario. On June 14, 2013, the Company completed its IPO and commenced trading on Tier 2 of the TSX Venture Exchange ("TSX-V"). The Company is classified as a Capital Pool Company, as defined in the TSX-V Policy 2.4, and its sole business is to identify, evaluate and negotiate an acquisition or participation in a business or an asset, subject to receipt of shareholder approval and acceptance by regulatory authorities (the "Qualifying Transaction"). There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the TSX-V, at which time the TSX-V may suspend or delist the Company's shares from trading.

At the special meeting of shareholders the company held on July 10, 2015 (the "Meeting"), arm's length shareholders authorized the Company to make an application to the TSX Venture Exchange (the "TSXV") to transfer its listing to the NEX board of the TSXV (the "Transfer to NEX") as an alternative to delisting if it is unable to complete its qualifying transaction, as defined in the policies of the TSXV, within the time period required by the TSXV. On July 18, 2016 this resolution was consented to and adopted in writing by the Company's Board of Directors. The Transfer to NEX was completed on August 26, 2016.

## **3. Initial Public Offering**

On June 14, 2013, the Company completed its IPO of 2,500,000 common shares at a price of \$0.10 per common share (the "Offering"), for gross proceeds of \$250,000. The purpose of this Offering was to provide the Company with a minimum amount of funds with which to identify and evaluate potential acquisitions or businesses, and once identified and evaluated, to negotiate an acquisition.

Pursuant to an agency agreement between the Company and Canaccord Genuity Corp., (the "Agent") dated March 28, 2012 the Company paid the Agent a \$25,000 cash commission equal to 10% of the gross proceeds of the Offering, an administration fee of \$10,000, and \$12,000 as

reimbursement for reasonable expenses relating to the Offering. The Agent also received non-transferable warrants (the "Agent's Warrants") to purchase up to 250,000 Common Shares at a price of \$0.10 per Common Share and which may be exercised on or before June 14, 2015. On June 13, 2015, the Company received notice to exercise 105,159 warrants to purchase common shares for total proceeds of \$10,516, and subsequently on June 15, 2015 issued 105,159 common shares pursuant to their exercise. The remainder of the Agent Warrant's expired and were cancelled on June 14, 2015.

On September 19, 2012, the Company agreed to grant to the Company's Directors and Officers 685,000 stock options exercisable at a price of \$0.10 per Common Share for a period of 5 years from the date on which the Common Shares are listed on the Exchange. On March 12, 2013 the Company reduced the total number of stock options granted to 675,000 to comply with policies of the TSX-V Exchange as a result of the reduced Offering size. These stock options became effective upon closing of the Company's IPO.

#### 4. Results of Operations

As at December 31, 2016, the Company had not completed a Qualifying Transaction.

On February 17, 2016 the Company signed a non-binding letter of intent with Blue Goose Capital Corp. ("Blue Goose") which outlines a proposed transaction that will result in the Company acquiring all of the issued and outstanding shares of Blue Goose. The proposed transaction is expected to constitute the Company's Qualifying Transaction pursuant to Policy 2.4 – Capital Pool Companies of the TSX Venture Exchange.

On June 22, 2016, the Company terminated the previously announced letter of intent with Blue Goose Capital Corp. ("Blue Goose") pursuant to which Gulfstream and Blue Goose were to complete a business combination intended to constitute Gulfstream's Qualifying Transaction, as such term is defined in Policy 2.4 of the Corporate Finance Manual of the TSX Venture Exchange.

The Company is continuing to search for and evaluate opportunities for the purposes of completing its Qualifying Transaction.

The Company's expenditures mainly includes costs to maintain its public company status in good standing and expenses to identify and evaluate acquisitions of companies, businesses, assets or properties.

#### Selected Annual Information

	FOR THE FISCAL YEAR ENDED		
	December 31, 2016 (12 months)	December 31, 2015 (12 months)	December 31, 2014 (12 months)
Revenues	Nil	Nil	Nil
Expenses	80,274	32,394	36,881
<b>Net profit (loss)</b>	<b>(80,274)</b>	<b>(32,394)</b>	<b>(36,881)</b>
Net profit (loss) per share	(0.01)	(0.01)	(0.01)
Cash Dividends Declared	Nil	Nil	Nil

The Company's net loss was \$80,274 for the twelve months ended December 31, 2016, with basic and diluted loss per share of \$0.01. The net loss principally related to project investigation costs of \$55,470, accounting fees of \$13,355, legal fees of \$2,028, and listing and regulatory fees of \$9,422.

The Company's net loss was \$32,394 for the twelve months ended December 31, 2015, with basic and diluted loss per share of \$0.01. The net loss principally related to accounting fees of \$10,161, legal fees of \$11,618, and listing and regulatory fees of \$10,615.

The Company's net loss was \$36,881 for the twelve months ended December 31, 2014, with basic and diluted loss per share of \$0.01. The net loss principally related to accounting fees of \$13,178, provision for GST receivable of \$9,488, listing and regulatory fees of \$7,471, legal fees of \$5,195, and other expenses of \$1,549.

The Company did not declare a cash dividend for the fiscal years ended December 31, 2014, December 31, 2015 or December 31, 2016.

	FOR THE FISCAL YEAR ENDED		
	December 31, 2016 (12 months)	December 31, 2015 (12 months)	December 31, 2014 (12 months)
<b>Total Assets</b>	<b>267,012</b>	<b>305,990</b>	<b>320,459</b>
<b>Total Long-term Financial Liabilities</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

At December 31, 2016, the Company had total assets of \$267,012. The assets at December 31, 2016 were composed principally of cash of \$267,012. The Company had no long-term financial liabilities.

At December 31, 2015, the Company had total assets of \$305,990. The assets at December 31, 2015 were composed of cash of \$305,990. The Company had no long-term financial liabilities.

At December 31, 2014, the Company had total assets of \$320,459. The assets at December 31, 2014 were composed of cash of \$320,459. The Company had no long-term financial liabilities.

### Selected Quarterly Information

	FOR THE THREE MONTHS ENDED				FOR THE THREE MONTHS ENDED			
	December 31, 2016	September 30, 2016	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	9,174	2,392	28,341	40,367	8,070	6,964	6,663	10,697
<b>Net profit (loss)</b>	<b>(9,174)</b>	<b>(2,392)</b>	<b>(28,341)</b>	<b>(40,367)</b>	<b>(8,070)</b>	<b>(6,964)</b>	<b>(6,663)</b>	<b>(10,697)</b>
Net profit (loss) per share	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)

During the twelve months ended December 31, 2015 and December 31, 2016, the company did not record any share-based compensation.

### **Additional Disclosure for Venture Issuers without Significant Revenue**

As the Company has no revenue from operations since inception, the following is a breakdown of the material costs incurred during the twelve months ended December 31, 2016:

	December 31, 2016
Project investigation costs	\$ 55,470
Accounting fees	13,355
Listing and regulatory fees	9,422
Legal fees	2,028
	<hr/> \$ 80,274 <hr/>

## **5. Liquidity and Capital Resources**

The Company's ability to meet its obligations and its ability to finance its operations depends on being able to complete the Company's Qualifying Transaction and to obtain additional funding in the future.

Since incorporation, we have funded our operations with the issuance of equity. The following private placements have been completed by the Company:

- On June 8, 2012, in connection with incorporation, the Company issued 1 share of common stock for gross proceeds of \$0.05, to a director of the Company.
- On August 21, 2012, the Company completed a private placement of 3,099,999 shares of common stock for gross proceeds of \$155,000, to directors and companies controlled by directors of the Company.
- On September 1, 2012 the Company completed a private placement of 100,000 shares of common stock for gross proceeds of \$5,000 to a director.
- On November 5, 2012 the Company completed a private placement of 500,000 shares of common stock for gross proceeds of \$25,000.
- On November 13, 2012 the Company completed a private placement of 50,000 shares of common stock for gross proceeds of \$5,000.
- On February 26, 2012, the Company completed a private placement of 500,000 shares of common stock for gross proceeds of \$25,000.

On June 14, 2013, the Company completed its IPO by issuing 2,500,000 common shares at \$0.10 per common share for gross proceeds of \$250,000.

On June 13, 2015, the Company received notice to exercise 105,159 warrants to purchase common shares for total proceeds of \$10,516, and subsequently on June 15, 2015 issued 105,159 common shares pursuant to their exercise.

On July 18, 2016, the Company cancelled 2,100,000 common shares that were being held in escrow. The cancellation of the 2,100,000 common shares was approved by the shareholders on July 10, 2015.

On January 18, 2017, the Board of Directors approved for the Company to enter into subscription agreements to which certain purchasers will agree to purchase, on a non-brokered, private placement basis pursuant to exemptions from the prospectus requirements under applicable securities laws, an aggregate of up to 3,000,000 common shares of the Corporation (the "Common Shares") at a price of \$0.10 for total gross proceeds of \$300,000 (the "Private Placement").

The Corporation is not paying broker or finder's fee in connection with the Private Placement. The Corporation intends to use the net proceeds from the Private Placement for working capital and general corporate purposes. The completion of the Private Placement is subject to the approval of the NEX on such terms as the NEX may require.

The Company will require additional financing in the future. There can be no assurance that such financing will be available to the Company in the future or, if available, that it will be offered on terms acceptable to the Company.

### **Working Capital**

At December 31, 2016, the Company had working capital of \$203,211 compared with \$284,385 working capital as of December 31, 2015. The Company's current working capital mainly consists of cash of \$267,012. The Company has no long-term debt or bank facilities. The Company has no operating revenue and therefore must utilize its current cash reserves and rely on external financing to generate capital to maintain its capacity to meet working capital requirements.

Although the Company currently has sufficient working capital to meet its ongoing obligations to identify and evaluate possible Qualifying Transactions, there is no assurance that this amount of working capital will be sufficient to permit the completion of a Qualifying Transaction.

### **Cash and Cash Equivalents**

As at December 31, 2016, the Company had cash of \$267,012 compared with \$305,990 of cash as at December 31, 2015. The \$38,978 decrease in cash position was due to costs associated with identifying and evaluating possible Qualifying Transactions.

We expect to generate negative cash flow from operating activities in the future until at least our Qualifying Transaction is completed and we commence revenue generation.

Management intends to ensure that the operational and administrative costs are minimal prior to the completion of a Qualifying Transaction to preserve the Company's working capital.

## 6. Disclosure of Outstanding Share Data

The following table summarizes the number of common shares outstanding as at December 31, 2016 and as of the date of this MD&A if all outstanding options and warrants were converted to shares:

	December 31, 2016	As of the date of this MD&A
Common shares	4,755,159	4,755,159
Warrants to purchase common shares	-	-
Options to purchase common shares	475,515	475,515
	5,230,674	5,230,674

## 7. Off-Balance Sheet Arrangement

The Company does not have any off-balance sheet items.

## 8. Related Party Transactions

There was no remuneration provided to the directors or key management during the twelve months ended December 31, 2016.

On September 19, 2012 the Company agreed to grant 685,000 incentive stock options to its directors and officers, which became effective on the IPO completion date. On March 12, 2013, to comply with the TSX-V and the final offering, the Company modified the total options granted to 675,000. On July 18, 2016 the Company reduced the total number of stock options granted to 475,515 to comply with policies of the TSX-V Exchange as a result of the cancellation of 2,100,000 common shares held in escrow. The options are exercisable at \$0.10 per share until June 14, 2018

As of the date of this MD&A, the Company had not completed a Qualifying Transaction. Accordingly, the officers and directors of the Company have not been paid any compensation since incorporation. The TSX-V prohibits directors and officers from receiving remuneration while the Company is a Capital Pool Company.

## 9. Critical Accounting Estimates

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

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. Significant areas where estimates are applied in these interim financial statements include the

determination of accrued liabilities, share-based compensation, and valuation of warrants. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future years could be significant.

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Significant areas where management judgment is applied in these financial statements include the going concern assumption.

## **10. Recent accounting pronouncements**

### **Accounting standards issued but not yet effective**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company intends to adopt these standards when they become effective.

The following standard will be effective for annual periods beginning on or after January 1, 2018:

**IFRS 15 Revenue from Contracts with Customers** – In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programmes, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers, and SIC 31 – Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

**IFRS 9 Financial Instruments** – In November 2009, as part of the IASB project to replace IAS 39 Financial Instruments: Recognition and Measurement, the IASB issued the first phase of IFRS 9 Financial Instruments, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities. In November 2013 the standard was revised to add the new general hedge accounting requirements. The standard was finalized in July 2014 and was revised to add a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income (FVOTCI) category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics test.

**IFRS 16 Leases** - IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions.

**IFRS 2 Share-Based Payments** - In June 2016 the Board issued the final amendments to IFRS 2 which amended (a) the effects that vesting conditions have on the measurement of a cash-settled share-based payment; (b) the accounting for modification to the terms of a share-based payment that changes the classification of the transaction from cash-settled to equity settled; and (c) classification of share-based payment transactions with net settlement features.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

## **11. Financial Instruments and Risk Management**

The Company recognizes financial assets that are classified as fair value at profit or loss or available for sale, financial liabilities that are classified as fair value at profit or loss and all derivative financial instruments at fair value. Other financial assets, such as loans and receivables and investments that are held to maturity and other financial liabilities are measured at their carrying value. The Company is exposed to potential loss from various risks including credit risk, market risk and liquidity risk.

### **Credit risk**

The Company's only significant financial asset is cash which is on deposit at a high credit-worthy financial institution.

### **Market risk**

The Company is not subject to significant interest rate risk as none of its financial instruments are interest-bearing, except cash in the bank which is nominal.

### **Liquidity risk**

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations when they become due, or can only do so at excessive cost. The Company expects to satisfy obligations under accounts payable and accrued liabilities. Management intends to continue to finance its activities by raising funds through equity investments.

## **12. Business Risks**

The Company is subject to a number of risks and uncertainties that may significantly impact its financial conditions and future financial performance. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A before making an investment decision.

### **No Operating History**

The Company was incorporated on June 8, 2012 and has not commenced commercial operations. The Company has no history of earnings or has not paid any dividends, and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future. The Company has no material asset other than cash, and has limited funds with which to identify and evaluate potential Qualifying Transactions. There can be no assurance that the Company will be able to identify a suitable Qualifying Transaction. Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete the transaction.

## **13. Cautionary Note Regarding Forward-Looking Information**

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", used by any of the Company's management, are intended to identify

forward-looking statements. Such statements reflect the Company's forecasts, estimates and expectations, as they relate to the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

## CORPORATE DIRECTORY

Trading Symbol – GFL

Exchange – TSX-V – NEX Board

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