Gulfstream Acquisition 1 Corp.

Management's Discussion and Analysis
For the Year Ended December 31, 2018

1. Introduction

This Management's Discussion & Analysis ("MD&A") was prepared as of March 4, 2019 to assist readers in understanding Gulfstream Acquisition 1 Corp.'s (the "Corporation", "Gulfstream", "we", or "us") financial performance for the year ended December 31, 2018. This MD&A should be read together with the audited financial statements for the year ended December 31, 2018. 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.

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. These stock options became effective upon closing of the Company’s IPO. 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.

4. Results of Operations

As at December 31, 2018, 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 was 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.

On August 8, 2017, the Company signed a non-binding letter of intent (LOI) with Herman Market Ltd. which outlines the general terms and conditions of a proposed transaction that will result in Gulfstream acquiring all of the issued and outstanding shares of Herman Market. The proposed transaction was expected to constitute the Company’s Qualifying Transaction pursuant to Policy 2.4 – Capital Pool Companies of the TSX Venture Exchange.

On the signing of the LOI, Gulfstream provided a $25,000 non-refundable deposit to Herman Market. On exchange approval, Gulfstream would lend $225,000 to Herman Market as a refundable secured interest-bearing loan. All costs related to the proposed transaction, including due diligence were expensed when incurred as project investigation costs.

On January 31, 2018, the Company terminated the previously announced letter of intent with Herman Market pursuant to which the Company and Herman Market were to complete a business combination intended to constitute the Company’s Qualifying Transaction pursuant to Policy 2.4 – Capital Pool Companies of the TSX Venture Exchange.

On November 29, 2018, the Company entered into a letter of intent (LOI) with Liberty Defense Holdings Inc. (“Liberty”). The LOI outlines the general terms and conditions pursuant to which

Gulfstream and Liberty will effect a business combination and reverse takeover transaction that will result in Gulfstream acquiring all of the issued and outstanding securities of Liberty in exchange for equity in Gulfstream. The transaction will constitute Gulfstream's "Qualifying Transaction" under the policies of the TSX Venture Exchange (the "Exchange").

Liberty was incorporated on April 30, 2018 pursuant to the Business Corporations Act (Ontario). Liberty provides security solutions for concealed weapon detection in high volume foot traffic areas and has secured an exclusive license from MIT Lincoln Laboratory, as well as a technology transfer agreement, for patents related to active 3D imaging technology that are packaged into the HEXWAVE product. The system is designed to provide discrete, modular and scalable protection to provide layered, stand-off detection capability. This is intended to provide a means to proactively counter evolving urban threats. The integrated sensor-AI array is designed to detect metallic and non-metallic firearms, knives, explosives and other threats. Liberty is committed to protecting communities and preserving peace of mind through superior security detection solution.

On January 24, 2019, the Company entered into a business combination agreement (the "Agreement") with Liberty with respect to a proposed acquisition of all issued and outstanding shares of Liberty by the Company (the "Transaction"). Pursuant to the Agreement, the Transaction will be completed by way of a three cornered amalgamation whereby a wholly-owned subsidiary of the Company will amalgamate with Liberty and the amalgamated company will become a wholly-owned subsidiary of the Company. Under the terms of the Agreement, the Company's outstanding common shares (the "Gulfstream Shares") will be consolidated on a two and one half for one basis and shareholders of Liberty will receive one common share of the Company in exchange for one common share of Liberty. The Transaction will result in the shareholders of Liberty acquiring control of the Company and for accounting purposes will be recorded as a reverse take-over of the Company.

Pursuant to the Transaction, Gulfstream will further effect, among other items, change of its name to "Liberty Defense Holdings, Inc.", or such other name as is mutually agreed upon and will also apply to change its stock symbol.

The final structure for the Transaction is subject to satisfactory tax, corporate and securities law advice on the part of both Gulfstream and Liberty. Completion of the Transaction is subject to a number of conditions, including completion of the QT Financing (as defined below), receipt of applicable regulatory approvals, including the approval of the Exchange for the Transaction, completion of satisfactory due diligence and the execution of a definitive agreement and related transaction documents. Gulfstream shareholders' approved the Transaction on February 20, 2019 and Liberty has scheduled a shareholder meeting to approve the Transaction on February 28, 2019 respectively.

In connection with the Transaction, Liberty expects to complete a financing of up to $6,000,000 of subscription receipts. Closing of the Transaction is subject to a number of conditions and approvals, including the approval by shareholders of the Company and Liberty and regulatory approval. The Company will also issue 1,167,163 post-consolidation Gulfstream shares to 1043619 B.C. Ltd. as finders' fee upon the completion of the Transaction.

The Company's expenditures mainly include 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, 2018 (12 months)	**December 31, 2017 (12 months)**	**December 31, 2016 (12 months)**
Revenues	Nil	Nil	Nil
Expenses	135,391	54,109	80,274
Other Income	7,181	Nil	Nil
Net profit (loss)	**(128,210)**	**(54,109)**	**(80,274)**
Net profit (loss) per share	(0.02)	(0.01)	(0.01)
Cash Dividends Declared	Nil	Nil	Nil

The Company's net loss was $128,210 for the twelve months ended December 31, 2018, with basic and diluted loss per share of $0.02. The net loss principally related to share-based compensation of $60,403, legal fees of $30,000, project investigation costs of $21,485, accounting fees of $18,683, and listing and regulatory fees of $4,820. The Company also generated other income of $7,181 from interest revenue generated from its cash position.

The Company's net loss was $54,109 for the twelve months ended December 31, 2017, with basic and diluted loss per share of $0.01. The net loss principally related to project investigation costs of $24,152, listing and regulatory fees of $20,827, accounting fees of $9,030, and legal fees of $100.

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 did not declare a cash dividend for the fiscal years ended December 31, 2016, December 31, 2017 or December 31, 2018.

	FOR THE FISCAL YEAR ENDED		
	December 31, 2018 (12 months)	**December 31, 2017 (12 months)**	**December 31, 2016 (12 months)**
Total Assets	**381,792**	**470,443**	**267,012**
Total Long-term Financial Liabilities	**Nil**	**Nil**	**Nil**

At December 31, 2018, the Company had total assets of $381,792. The assets at December 31, 2018 were composed principally of cash and cash equivalents of $306,792 and an amount receivable of $75,000. The Company had no long-term financial liabilities.

At December 31, 2017, the Company had total assets of $470,443. The assets at December 31, 2017 were composed principally of cash and cash equivalents of $470,443. The Company had no long-term financial liabilities.

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.

Selected Quarterly Information

	FOR THE THREE MONTHS ENDED				FOR THE THREE MONTHS ENDED			
	Dec. 31, 2018	**Sept. 30, 2018**	**June 30, 2018**	**March 31, 2018**	**Dec. 31, 2017**	**Sept. 30, 2017**	**June 30, 2017**	**March 31, 2017**
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	93,589	17,849	21,581	2,372	34,316	3,507	12,875	3,411
Other Income	7,181	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net profit (loss)	**(86,408)**	**(17,849)**	**(21,581)**	**(2,372)**	**(34,316)**	**(3,507)**	**(12,875)**	**(3,411)**
Net profit (loss) per share	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

During the twelve months ended December 31, 2018 the company recorded share-based compensation of $60,403. During the twelve months ended December 31, 2017, 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, 2018:

	December 31, 2018
Share-based compensation	$ 60,403
Legal fees	30,000
Project investigation costs	21,485
Accounting fees	18,683
Listing and regulatory fees	4,820
	$ 135,391

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.

One 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 July 10, 2017, the Company issued 3,000,000 common shares at a price of $0.10 per common share for aggregate gross proceeds of $300,000. In connection with closing of the private placement, on July 10, 2017, the Company issued a total of 300,000 common shares to eligible finders, being 10% of the number of common shares sold under the private placement to purchasers introduced by the finders.

On February 28, 2019, Officers and Directors of the Company exercised 555,850 stock options with an exercise price of $0.10 per common share, and the Company issued 555,850 common shares at a price of $0.10 per common share for aggregate proceeds of $55,585.

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, 2018, the Company had working capital of $378,552 compared with $446,359 of working capital as of December 31, 2017. The Company's current working capital mainly consists of cash and cash equivalents of $306,792 and amounts receivable of $75,000. 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, 2018, the Company had cash of $306,792 compared with $470,443 of cash as at December 31, 2017. The $163,651 decrease in cash position was due to costs associated with identifying and evaluating possible Qualifying Transactions and a material increase in non-cash working capital items.

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, 2018 and as of the date of this MD&A if all outstanding options and warrants were converted to shares:

	December 31, 2018	As of the date of this MD&A
Common shares	8,055,159	8,611,009
Warrants to purchase common shares	-	-
Options to purchase common shares	805,500	-
	8,860,659	8,611,009

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, 2018 or twelve months ended December 31, 2017.

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 were exercisable at $0.10 per share until June 14, 2018.

On June 13, 2018, the 475,515 options that had been granted on June 14, 2013 expired.

On April 18, 2018, the Company issued 199,485 stock options to Officers and Directors of the Company with an exercise price of $0.10 per common share with an expiry date of April 19, 2023.The fair value of the options granted was $14,967.

On July 18, 2018, the Company issued 606,015 stock options to Officers and Directors of the Company with an exercise price of $0.10 per common share with an expiry date of July 19, 2023. The fair value of the options granted was $45,436. The Company calculated the fair value of the share based payment using the Black-Scholes pricing model.

On February 20, 2019, 249,650 stock options issued to Officers and Directors of the Company with an exercise price of $0.10 per common share expired under the Company's Option Plan due to the resignation of a Director on November 22, 2018.

On February 28, 2019, Officers and Directors of the Company exercised 555,850 stock options with an exercise price of $0.10 per common share.

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 adopted during the year ended December 31, 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.

The adoption of these standards and amendments did not have a significant impact on the Company's financial statements.

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, 2019:

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 Shared-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 Company does not expect that the adoption of the above standards and interpretations will have a significant impact on the Company's financial statements.

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

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash and cash equivalent is held at a large Canadian financial institution in interest bearing accounts.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through its capital management as outlined in Note 6 to the financial statements.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, commodity and equity prices and foreign exchange rates.

Interest Rate Risk

The Company does not have any financial assets exposed to interest rate risk.

Price Risk

The Company is not exposed to price risk.

Currency Risk

As at December 31, 2018, the Company has not incurred any foreign currency expenditures, and any future equity raised is expected to be predominantly in Canadian dollars. As a result, the Company does not believe it is exposed to any significant currency risk.

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.H
Exchange – TSX-V – NEX Board

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