Gourmet Ocean Products Inc.

Management Discussion and Analysis

For the Three Months Ended December 31, 2018

March 1, 2019

The following Management Discussion and Analysis ("MD&A") of Gourmet Ocean Products Inc. ("Gourmet" or the "Company") provides a discussion and analysis of the financial condition and performance and the results of operations to enable a reader to assess material changes in the financial position and results of operations as at and for the three months ended December 31, 2018 and 2017. This discussion and analysis should be read in conjunction with unaudited condensed interim consolidated financial statements and the notes thereto for the three months ended December 31, 2018 and 2017, and the audited consolidated financial statements and the notes thereto for the years ended September 30, 2018 and 2017.

These unaudited condensed interim consolidated financial statements ("interim financial statements") are in compliance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). Accordingly, certain information and footnote disclosure normally included in annual consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. Except where otherwise indicated, all financial information reflected herein is expressed in Canadian dollars.

This MD&A is the responsibility of management. The Board of Directors carries out its responsibility for the review of this disclosure directly and through its audit committee. The audit committee reviews and approves this disclosure prior to its publication, pursuant to the authority delegated to it by the Board of Directors.

This MD&A contains forward-looking information within the meaning of Canadian securities legislation (see "Forward Looking Information" below for a full discussion on the nature of forward-looking information). Information regarding the adequacy of cash resources to carry out the Company's operations or the need for future financing is forward-looking information. All forward-looking information, including information not specifically identified herein, is made subject to cautionary language at the end of this document. Readers are advised to refer to the cautionary language included at the end of this MD&A when reading any forward-looking information. The MD&A is prepared in accordance with NI 51-102F1 and has been approved by the Company's board of directors (the "Board of Directors" or the "Board") prior to its release.

This report is dated as of March 1, 2019. Readers are encouraged to read the Company's other public filings, which can be viewed on the SEDAR website (www.sedar.com).

Gourmet commenced trading on February 25, 2014 as a Tier 2 Technology/Industrial issuer on the TSX Venture Exchange ("TSXV"). The trading symbol of the Company is ("GOP.V"). Effective at the opening on Tuesday, December 11, 2018, the Company's listing transferred to NEX and the Company's Tier classification will change from Tier 2 to NEX. The trading symbol for the Company changed from GOP.V to GOP.H. There is no change in the Company's name, no change to its CUSIP number and no consolidation of capital. The symbol extension differentiates NEX symbols from Tier 1 or Tier 2 symbols within the TSX Venture market.

At March 1, 2019, Gourmet has 125,068,733 common shares outstanding.

Non-IFRS Measures

This MD&A makes reference to several non-IFRS measures to supplement the analysis of Gourmet's results. These measures are provided to enhance the reader's overall understanding of our current financial performance. They are included to provide readers and management with an alternative method for assessing our operating results in a manner that is focused on the performance of our ongoing operations and to provide a consistent basis for comparison between periods. These non-IFRS measures are not a recognized measure under IFRS, and therefore they are unlikely to be comparable to similar measures presented by other companies.

Management believes that in addition to sales, these non-IFRS measures are useful terms from which to determine Gourmet's ability to generate cash for investment in working capital, capital expenditures and income tax.

These non-IFRS measures include gross margin, EBITDA, adjusted EBITDA and cash provided from operating activities. Gross margin is not a financial measure recognized by IFRS and does not have a standardized meaning prescribed by IFRS. Management cautions investors that gross margin should not replace net income or loss as an indicator of performance, or cash flows from operating, investing, and financing activities as a measure of the Company's liquidity and cash flows. Gourmet's method of calculating gross margin may differ from other methods used.

References to "EBITDA" are to earnings before interest, income taxes, depreciation, and amortization. References to "Adjusted EBITDA" are to earnings before interest, income taxes, depreciation, amortization, inventory impairment and share-based compensation expenses. Management believes that, in addition to net income or loss, EBITDA is a useful supplemental measure in evaluating the Company's performance. EBITDA is not a financial measure recognized by IFRS and does not have a standardized meaning prescribed by GAAP. Gourmet's method of calculating EBITDA and adjusted EBITDA may differ from the methods used by other issuers. Refer to non-IFRS measures, definitions and reconciliations for further information.

Nature of Business and Overall Performance

Overview of Our Business

Gourmet was incorporated under the Business Corporations Act (British Columbia) on July 8, 2008. Its registered office is located at Bentall 3, Suite 2900, 595 Burrard Street, Vancouver, BC V7X 1J5 Canada. The Company's common shares were trading as a Tier 2 Industrial Issuer on the TSX-V under the symbol "GOP". During the three months ended December 31, 2018, the Company successfully completed its sale of its wholly owned subsidiary, Wei Lian Aquaculture Co. Ltd. ("Wen Lian"). Prior to the sale of Wen Lian, the Company specialized in the production of seed for scallop and sea cucumber for aquaculture farms. The Company was also a buyer and exporter of sea cucumber. It conducted its hatchery activities in Courtenay, British Columbia, Canada. Following the completion of the sale of Wen Lian, the Company does not have any business and is actively looking for a new business.

On August 13, 2018, the Company signed a purchase and sale agreement (the "**Agreement**") with its majority shareholder, Bruce Qiu. The Agreement provides for the sale of all of the shares of Gourmet's wholly-owned subsidiary (the "**Transaction**"), Wen Lian Aquaculture Co., Ltd. ("**Wen Lian**"), to Mr. Qiu. Pursuant to the Agreement, Mr. Qiu will acquire 100% of the issued and outstanding shares of Wen Lian, which holds all of Gourmet's operating assets. All of the debts of Wen Lian would be acquired with and through Wen Lian. Mr. Qiu would pay, as consideration for and immediately prior to the closing of the Transaction, Gourmet's unconsolidated debts, costs and expenses up to and including the Transaction, including Gourmet's legal fees. The amount that would be paid in cash by Mr. Qiu would depend on the expenses and unconsolidated debts of Gourmet, including the Transaction to the date of closing.

A fairness opinion and related comprehensive valuation report have been obtained by Gourmet to assess the value of Wen Lian and provide an opinion on the fairness to shareholders of the Transaction. The independent valuator has determined that the transaction is fair to shareholders.

Gourmet sought shareholder approval for the Transaction by a Special Meeting of Shareholders which was held on September 26, 2018. Since the Transaction is with a Non-Arm's Length Party, the Company excluded the vote of Mr. Qiu and followed the requirements of TSXV Policy 5.9, as applicable.

In addition to holding approximately 65% of the issued and outstanding shares of the Company, Mr. Qiu manages the operations of Wen Lian.

Corporate Update

TSX Venture Exchange ("Exchange") accepted for filing documentation related to the Agreement dated August 13, 2018.

On December 5, the Company completed the sale of its operating subsidiary, Wen Lian Aquaculture Co. Ltd., which closed on December 5, 2018 and represents the sale of all operating assets and business of the Company.

There was no Change of Control upon completion of the Transaction. The Company is seeking a business opportunity that is expected to lead to better prospects for the Company and build value for its shareholders. No business opportunity has yet been selected by the Company and no agreements have been entered into regarding any acquisition of any new business opportunities for the Company.

Immediately following the completion of the sale of Wen Lian, Mr. Guonan Qiu loaned (the "Loan") the Company $50,000, pursuant to a loan agreement. This Loan is to be used by the Company for future expenses, including operating costs, transaction costs and legal fees. The Loan is non-interest bearing. The Loan will mature on or before the completion of a transaction whereby Mr. Guonan Qiu is no longer the controlling shareholder of the Company as a result of the sale of all or part of his shares in a transaction that has been approved by the Board of the Company.

The Transaction and the Loan were both approved by disinterested shareholders at a meeting held on September 26, 2018.

Transfer and New Addition to NEX, Symbol Change

The Company conducted all past business through Wen Lian and, in accordance with TSX Venture Policy 2.5, the Company has not maintained the minimum listing requirements for a TSX Venture Tier 2 company. Therefore, effective at the opening on Tuesday, December 11, 2018, the Company's listing transferred to NEX, the Company's Tier classification changed from Tier 2 to NEX, and the Filing and Service Office changed from Vancouver to NEX.

The Company is classified as a "Food Manufacturing and Food Distribution" company.

Financial Results – Highlights for the three months period ended December 31, 2018

- During the three months ended December 31, 2018, Gourmet reported sales of $nil, compared with $141,783 during the same period of last year. The decrease in sales was primarily as a result of a decrease in the sales of harvested sea cucumber in China and the sale of Wen Lian. The results of Wen Lian were consolidated with those of the Company up to the date of its divestiture on December 5, 2018.
- EBITDA for the three months ended December 31, 2018 was $1,052,828 versus negative $253,403 during the corresponding period in 2017.
- Net income for the three month period ended December 31, 2018 was $1,052,828, compared to a net loss of $355,039 in the same period last year. The increase in net income was due to the other income generated from the gain on divesting of the subsidiary Wen Lian.

Overall performance

Summary of Quarterly Financial Information

The following selected quarterly financial information is derived from our unaudited condensed interim consolidated financial statements.

	Q1 2019	**Q4 2018**	**Q3 2018**	**Q2 2018**	**Q1 2018**	**Q4 2017**	**Q3 2017**	**Q2 2017**
	Dec-31	**Sep-30**	**Jun-30**	**Mar-31**	**Dec-31**	**Sep-30**	**Jun-30**	**Mar-31**
Sales	0	275,789	102,555	173,355	141,783	795,905	92,626	160,663
Gross profit	0	119,071	43,696	75,404	59,674	344,432	48,867	77,704
Gross margin (% of Sales)	*0.00%*	***43.2%***	*42.6%*	*43.5%*	*42.09%*	*43.3%*	*52.8%*	*48.4%*
Operating expenses	71,150	(11,845)	758,402	423,787	416,548	1,194,675	348,594	408,537
Income (loss) from operations	(71,150)	130,916	(714,706)	(348,383)	(356,874)	(850,243)	(299,727)	(330,833)
Other (income) expenses	1,123,978	25,810	248	321	1,835	(107,338)	675	(537)
Net income (loss)	1,052,828	156,726	(714,458)	(348,062)	(355,039)	(957,581)	(299,052)	(331,370)
EBITDA	1,052,828	163,468	(695,123)	(298,992)	(253,403)	(839,305)	(227,227)	(246,540)
Adjusted EBITDA	1,052,828	129,155	(695,123)	(298,992)	(253,403)	(626,917)	(227,227)	(246,540)
Income (loss) per share - basic and diluted	0.008	(0.001)	(0.006)	(0.002)	(0.002)	(0.005)	(0.002)	(0.003)
Weighted average number of shares								
Basic and diluted	125,068,733	125,068,733	125,068,733	125,068,733	125,068,733	125,068,733	125,068,733	125,068,733

Results of Operations

Overview

The statements reflect the results of Gourmet for the three-month period ended December 31, 2018 and 2017.

	Three-Month Period Ended (Unaudited)		Change
	12/31/2018	12/31/2017	
Sales	0	141,783	-100%
Gross profit	0	59,674	-100%
Gross margin (% of Sales)	*0.00%*	*42.09%*	-100%
Operating expenses	71,150	416,548	-83%
Loss from operations	(71,150)	(356,874)	-80%
Other income	1,123,978	1,835	61152%
Net income (loss)	1,052,828	(355,039)	397%
EBITDA	1,052,828	(253,403)	515%
Income (loss) per share			
Basic and diluted	0.008	(0.002)	
Weighted average number of shares			
Basic and diluted	125,068,733	125,068,733	

Sales

For the three months ended December 31, 2018, Gourmet reported sales of $nil, compared with $141,783 for the same time period of 2017.

Sales decreased by $141,783 during the current quarter in comparison to the same period in fiscal year 2018 and was primarily a result of the decrease in the sales of harvested sea cucumber in China and the sale of Wen Lian. The results of Wen Lian was consolidated with those of the Company up to the date of its disposal December 5, 2018. The Company did not generate any sales during the period from October 1, 2018 to December 5, 2018.

(a) Sales by Category

	Three Months Ended December 31, 2018	Three Months Ended December 31, 2017
	$	$
Harvested wild sea cucumber	-	141,783
	-	141,783

(b) Sales by Geographic Region

	Three Months Ended December 31, 2018	Three Months Ended December 31, 2017
	$	$
Canada	-	55,599
China	-	86,184
	-	141,783

Cost of Goods Sold

	Three Months Ended	
	December 31 2018 (Unaudited)	December 31 2017 (Unaudited)
	$	$
Harvested sea cucumber	-	82,109
	-	82,109

During the three months ended December 31, 2018, cost of goods sold decreased to $nil from $82,109 for the same period in fiscal year 2018. This decrease was primarily as a result of a decrease in the sales of harvested sea cucumber in China.

Major components of cost of sales consisted of the following:

	Three Months Ended	
	December 31 2018 (Unaudited)	December 31 2017 (Unaudited)
	$	$
Harvested sea cucumber		
Purchase cost of frozen sea cucumber	-	61,439
Freight, duty and brokerage	-	3,765
Processing charges	-	16,905
	-	82,109

Gross Margin

	Three Months Ended	
	December 31 2018 (Unaudited)	December 31 2017 (Unaudited)
	$	$
Gross Profits		
Harvested sea cucumber	-	59,674
Total Gross Margin (% of sales)	*0.00%*	*42.1%*

Gross margin during the three months ended December 31, 2018 was 0.00% compared with 42.1% in the three months ended December 31, 2017. There was no sale during the period ended December 31, 2018.

Expenses

	Three Months Ended	
	December 31 2018 (Unaudited)	December 31 2017 (Unaudited)
	$	$
General and administrative expenses	71,150	416,548
Total Expenses	71,150	416,548

General and administrative expenses for the three months ended December 31, 2018 were $71,150; a decrease of $345,398 from $416,548 for the same period ended December 31, 2017. This decrease was primarily due to a $39,765 decrease in bank charges and interest expense, a $62,050 decrease in depreciation expense, a $11,500 decrease in director fees, a $15,221 decrease in office and general expenses, a $41,376 decrease in rent, a $144,305 decrease in salaries and benefits, and a $10,995 decrease in professional fees.

Other Income

For the three months ended December 31, 2018, other income (expenses) included foreign exchange loss of $2,619, and gain on disposal of subsidiaries of $1,126,597. There was foreign exchange gain of $1,835 during the three months ended December 31, 2017.

On August 21, 2018, the Directors of the Company made the determination that it would pursue the possible sale of its subsidiary, Wen Lian, to its major shareholder Guonan Qiu. The Company formed a special committee, engaged an independent valuation firm to provide a fairness valuation report and subsequently held a Special Shareholder Meeting to approve the plan of the sale of Wen Lian. At September 30, 2018, Wen Lian was classified as a separate disposal group held for sale.

The major classes of assets and liabilities of Wen Lian classified as held for sale as at September 30, 2018 are as follows:

Accounts Receivable	$	935,534
GST receivable	$	11,995
Property, plant and equipment	$	83,516
Assets held for sale	$	1,031,045
Bank indebtedness	$	9,525
Accounts payable and accrued liabilities	$	769,118
Short-term debentures	$	1,308,663
Liabilities directly associated with assets held for sale	$	2,087,306

On December 5, 2018, the Company completed the sale of Wen Lian, which resulted in a gain of $1,126,597.

As consideration for the Transaction, Mr. Qiu paid consideration of $47,949. The consideration was paid to the Company's legal counsel to settle outstanding accounts payable.

Current Income Taxes

For the three months ended December 31, 2018 and 2017, total, current income taxes were $Nil.

Net income (loss)

Net income for the three months ended December 31, 2018 was $1,052,828, compared to a net loss of $(355,039) in the same period last year.

The increase in net income for the three months ended December 31, 2018 was due to gain on disposal of subsidiaries of $1,126,597.

Earnings before Interest, Taxes, Depreciation and Amortization ("EBITDA")

For the three months ended December 31, 2018, EBITDA increased to $1,052,828 from a negative $253,403 for the same time period of last year. The increase in EBITDA was primarily the result of the aforementioned increase in net income.

Liquidity and Capital Resources

Cash used in operating activities

During the three months ended December 31, 2018, cash used in operating activities was $67,101 compared to cash inflows of $109,720 provided by operating activities during the three months ended December 31, 2017.

Cash provided by financing activities was $50,000 during the three months ended December 31, 2018 compared with $nil during the same time period of last year.

Immediately following the completion of the sale of Wen Lian, the buyer of Wen Lian and the shareholder of the Company, Mr. Guonan Qiu, loaned the Company $50,000, pursuant to a loan agreement. This loan is to be used by the Company for its future expenses, including operating costs, transaction costs and legal fees. The Loan is non-interest bearing. The Loan will mature on or before the completion of a transaction whereby Mr. Guonan Qiu is no longer the controlling shareholder of the Company as a result of the sale of all or part of his shares in a transaction that has been approved by the Board of the Company.

Working Capital

Working capital was negative $24,709 as of December 31, 2018, representing an increase of $1,052,828 compared with negative $1,077,537 as of September 30, 2018. This increase was primarily attributable to the decrease in liabilities directly associated with assets held for sale.

Property, Plant and Equipment

Property, plant and equipment, net of accumulated depreciation, as at December 31, 2018 was $nil (September 30, 2018 was $83,516, which was classified to assets held for sale).

Contractual Obligations

In the normal course of business, the Company is obligated to make future payments, including contractual obligations and other commitments as follows:

(a) The Company has a number of consulting agreements with its key management personnel. These agreements do not have specific expiry dates.

Off-Balance-Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of its operations or financial condition including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

RELATED PARTY BALANCES AND TRANSACTIONS

Related party balances

(a) As of December 31, 2018, the Company had no short-term debentures balance outstanding. Prior to the sale of Wen Lian, September 30, 2018 - $1,025,211 from a spouse of a director with terms which are described in Note 11. As of September 30, 2018, of the $1,025,211 balance, $962,663 was principal and $62,548 was interest payable.

(b) Included in accounts payable at December 31, 2018 was:

	December 31, 2018	September 30, 2018
	$	$
Guonan Qiu (i)	-	140,361
Harold Lee (ii)	-	15,960
Shubo Li (iv)	-	123,842
	-	280,163

(i) Balance consists of salaries and expenses reimbursement due to the president.
(ii) Balances consist of consulting fees due to a director.
(iii) Balance consists of salaries, rent and expenses reimbursement due to the spouse of a director.

(c) There was $50,000 shareholder loan balance payable to Mr. Guonan Qiu. The Loan is non-interest bearing. The Loan will mature on or before the completion of a transaction whereby Mr. Guonan Qiu is no longer the controlling shareholder of the Company as a result of the sale of all or part of his shares in a transaction that has been approved by the Board of the Company.

These balances are unsecured, non-interest bearing and have no fixed terms of repayment.

Related party transactions

a) The Company has identified its directors and senior officers as its key management personnel. No post-employment benefits, other long-term benefits or termination benefits were made during the three months ended December 31, 2018 and 2017. Short-term key management compensation consists of the following:

	Three Months Ended December 31, 2018	Three Months Ended December 31, 2017
	$	$
Salaries	-	36,000
Consulting fees	20,100	32,100
Director fees	13,000	24,500
	33,100	92,600

b) During the three months ended December 31, 2018, the Company incurred $nil (2017 - $6,000) rent expense to a spouse of a director of the Company.

Outstanding Share Data

The Company has authorized an unlimited number of common voting shares without par value. The following table summarizes the maximum number of ordinary shares issued and allotted as at December 31, 2018, September 30, 2018 and as of the date of this MD&A if all outstanding options and warrants were converted to shares:

	February 28, 2019	December 31, 2018	September 30, 2018
Issued and allotted shares	125,068,733	125,068,733	125,068,733
Stock options	-	-	-
Fully diluted shares	125,068,733	125,068,733	125,068,733

Critical Accounting Estimates

This MD&A should be read in conjunction with the audited Consolidated Financial Statements and related notes as at and for the year ended September 30, 2018 and 2017 and the notes thereto. Those Financial Statements outline the accounting principles and policies used to prepare the Company’s financial statements. Accounting policies are critical if they rely on a substantial amount of judgment in their application or if they result from a choice between accounting alternatives and that choice has a material impact on reported results or financial position.

Changes in Accounting Policies including Initial Adoption

The accounting policies applied in preparation of these interim consolidated financial statements are consistent with those applied and disclosed in the Company's consolidated financial statements for the year ended September 30, 2018 and 2017.

The Company has adopted the following accounting policies for the three months ended December 31, 2018, which has no important impact on the Company's financial statements.

Standard 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 which replaces the detailed guidance on revenue recognition requirements that currently exists under IFRS. IFRS 15 specifies the accounting treatment for all, revenue arising from contracts with customers, unless the contracts are within the scope of other IFRSs. The standard also provides a model for the measurement and recognition of gains and losses on the sale of certain non-financial assets that are not an output of the Company's ordinary activities. Additional disclosure is required under the standard, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods, and key judgments and estimates.

The standard is effective for annual periods beginning on or after January 1, 2018; early application is permitted either following a full retrospective approach or a modified retrospective approach. The modified retrospective approach allows the standard to be applied to existing contracts beginning the initial period of adoption and restatements to the comparative periods are not required. The Company is required to disclose the impact by financial line item as a result of the adoption of the new standard. The Company intends to adopt IFRS 15 in its consolidated financial statements for the annual period beginning January 1, 2018. The adoption of IFRS 15 does not have any significant impact on the Company's interim financial statements.

IFRS 9 *Financial Instruments* - This is a finalized version of IFRS 9 which contains accounting requirements for financial instruments, replacing IAS 39. The standard contains requirements in the following areas:

- Classification and measurement. Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. IFRS 9 introduces a 'fair value through other comprehensive income' category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39, however there are differences in the requirements applying to the measurement of an entity's own credit risk.

- Impairment. IFRS 9 introduces an 'expected credit loss' model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized.

- Hedge accounting. Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures.
- Derecognition. The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

The adoption of IFRS 9 does not have any significant impact on the Company's interim financial statements.

New standards and interpretations

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the IFRIC 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.

Standard effective for annual periods beginning on or after January 1, 2019

IFRS 16 *Leases* - IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is twelve months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 *Leases*.

The Company is evaluating the effect of this standard on the Company's consolidated financial statements.

Financial and Other Instruments

Fair values

The Company's financial instruments include accounts receivables, accounts payable and short-term debentures. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	December 31, 2018	September 30, 2018
	$	$
Financial assets at fair value through profit or loss (i)	29,386	12,285
Other financial liabilities (iii)	67,187	44,844

(i) Cash
(ii) Accounts payable and shareholder loan

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and;
Level 3 – Inputs that are not based on observable market data.

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	December 31, 2018
	$	$	$	$
Cash	29,386	-	-	29,386

	Level 1	Level 2	Level 3	September 30, 2018
	$	$	$	$
Cash	12,285	-	-	12,285

Interest Rate and Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. Management evaluates credit risk on an ongoing basis and monitors activities related to amounts receivable including the amounts of counterparty concentrations. The primary sources of credit risk for the Company arise from its financial assets consisting of cash. The carrying value of these financial assets represents the Company's maximum exposure to credit risk. To minimize credit risk the Company only holds its cash with Canadian and US financial institutions.

As of December 31, 2018, the Company has no outstanding amounts receivables from customers (September 30, 2018 - outstanding amounts receivable from two customers accounted for the full balance of total accounts receivable which was included in assets held for sale).

Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's functional currency is the Canadian dollar. All other financial instruments are denominated in Canadian dollars. In management's opinion there is no significant foreign exchange risk to the Company after the sale of Wen Lian. As at December 31, 2018, the Company has cash in the amount of $40 (September 30, 2018 - $2,460) denominated in US dollars.

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's objective to managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The Company uses cash to settle its financial obligations as they fall due. The ability to do this relies on the Company collecting its amounts receivable in a timely manner and by maintaining sufficient cash on hand through sales, equity financing and bank loans.

The following are the contractual maturities of financial liabilities:

December 31, 2018	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 years
	$	$	$	$	$
Accounts payable	17,187	17,187	17,187	-	-
Shareholder Loan	50,000	50,000	50,000		
Total	67,187	67,187	67,187	-	-

September 30, 2018	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 years
	$	$	$	$	$
Accounts payable	44,844	44,844	44,844	-	-
Total	44,844	44,844	44,844	-	-

Capital management:

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders; and to provide an adequate return to shareholders through expansion correspondingly to the level of risk. The Company considers its capital structure to include working capital and shareholders’ equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions.

To maintain or adjust the capital structure, the Company may issue new equity if available on favorable terms. The Company’s investment policy is to hold cash in interest bearing bank accounts and highly liquid short-term interest bearing investments with maturities of one year or less which can be liquidated at any time without penalties.

The Company is not subject to externally imposed capital requirements. There has been no change in the Company’s approach to capital management during the three months ended December 31, 2018.

Risk Factors

The Company successfully completed its sale of its wholly owned subsidiary Wen Lian. Following the completion of the sale of Wen Lian, the Company does not have any business and is actively looking for a new business.

Due to the nature of Gourmet’s business and present stage of development, Gourmet is subject to significant risks. Risk factors relating to Gourmet include, but are not limited to the following:

Regulatory Requirements

The Company's current and future operations are and may be governed by laws and regulations governing their respective industries. Failure to comply with applicable laws, regulations, licensing, and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. The Company currently operates its business in a regulated industry and is also regulated by the Exchange and various governmental bodies. There can be no assurances that the Company may not be negatively affected by changes in Canadian, British Columbian or other legislation, or by any decisions or orders of any governmental or administrative body or applicable regulatory authority.

Reliance on management and dependence on key personnel

The success of the Company will be largely dependent upon the performance, continued support, and involvement of its directors and officers to manage and develop its business and operations, and the ability to attract and retain key personnel. The loss or unavailability of the services of these persons, even for a short period of time, may have a material adverse effect on the Company's business, operations, financial performance, and prospects.

The Company's operations rely on its personnel's technical expertise that govern and will govern day to day operations. A failure in such expertise over a short period of time could adversely affect the operations and profitability of the Company.

Cautionary Note Regarding Forward Looking Statements

This MD&A contains forward-looking statements that reflect Gourmet's expectations regarding the future growth, results of operation, performance, business prospects and opportunities. Forward-looking statements may contain such words as "anticipate", "believe", "continue", "could", "expects", "intend", "plans", "will" or similar expressions suggesting future conditions or events. Such forward looking statements reflect Gourmet's current beliefs and are based on information currently available to us.

A variety of inherent risks, uncertainties and factors, many of which are beyond Gourmet's control, affect the operations, performance and results of Gourmet and its business, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results. Some of these risks, uncertainties and factors include the impact or unanticipated impact of: changes in debt and equity markets, increases in costs, environmental compliance and changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations; capital expenditure requirements and capital resources. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for the Company's activities; capital and operating costs.

Although the forward-looking statements contained in this MD&A are based on what Gourmet believes to be reasonable assumptions, Gourmet cannot assure readers that actual results will be consistent with these forward-looking statements and Gourmet undertakes no obligation to update such statements except as expressly required by law. Readers are cautioned not to put undue reliance on forward-looking statements. The forward-looking statements made in this MD&A describe our expectations as at March 1, 2019.

For a description of material factors that could cause our actual results to differ materially from the forward looking statements in this MD&A, please see the Risk Factors section.

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

On behalf of the Board of Directors,

"Peter Hughes"
Peter Hughes
CEO and Director
March 1, 2019