

**CANYON CREEK FOOD COMPANY LTD.**

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October 30, 2017

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**MANAGEMENT DISCUSSION & ANALYSIS**

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The following Management's Discussion and Analysis ("MD&A") of results of operations and financial position as at August 31, 2017 should be read in conjunction with the audited consolidated financial statements of Canyon Creek Food Company Ltd. ("Canyon Creek" or "the Company") for the periods ended August 31, 2017 and August 31, 2016, and the related notes thereto.

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board and included in the CPA Canada Handbook – Accounting, Part I. This MD&A provides information on the activities of the Company and all amounts are expressed in Canadian dollars unless otherwise noted.

Management is responsible for the information contained in the MD&A and its consistency with information presented, reviewed and approved by the Audit Committee and Board of Directors. Additional information pertaining to the Company can be found on the System for Electronic Document Analysis and Retrieval ("SEDAR") web site at [www.sedar.com](http://www.sedar.com).

Some information in this Management Discussion & Analysis is considered forward looking. It is subject to uncertainties and risks associated with industry and other economic factors. Forward looking statements contain assumptions and analysis made by us based on our experience, analysis of historical trends, current conditions and expected future developments, as well as other factors deemed appropriate. Readers are cautioned that we offer no assurance that events or results identified in any forward-looking statements will be realized in whole or in part. Factors that could cause actual results or events to differ materially from current expectations include, among other things, the availability and price of raw materials and labour, competitive factors in the industry, regulatory decisions, economic conditions in North America, our ability to successfully implement our strategic initiatives, and whether such initiatives yield the expected benefits. We make no obligation to publicly update any forward – looking statements.

**Overview**

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Canyon Creek Food Company Ltd. is a food processing company based in Edmonton, Alberta providing fresh soups and other prepared food products for today's health conscious consumer. We provide our fresh food product line to both grocery retailers and a broad range of food service establishments, such as restaurants and institutions throughout Canada. We are a public company trading on the TSX Venture under the symbol "CYF".

The business strategy is to increase sales by expanding distribution of Canyon Creek Soup Company branded product in new and existing markets, stimulating consumer trial of products and increasing consumer awareness. In addition, we will selectively engage in co-packing opportunities. Some of the key elements of our strategy include:

- Developing unique alternative entrees and soups;
- Creating a strong distribution network;
- Stimulating strong customer demand of the Ready to Use soups in all food channels
- Co-packing arrangements

As there has been a considerable interest by several customers for a unique take on mainstream products, in fiscal 2017, the Company intends to continue to invest resources in research and development in several ready to eat products. The objective is to have products ready to go to market in the fourth quarter of Fiscal 2018.

### **Key Performance Drivers**

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- ***The ability to deliver superior product quality***

We continue to invest to ensure that our product is of high quality both in product safety and delivering superior innovative products. For every product run, the Quality Assurance Department undertakes extensive testing of product quality and packaging. This includes testing viscosity, taste, colour and product integrity. We continue to hold our BRC and Organic certifications in order to offer current and potential customers high standards in the manufacturing of our products.

- ***Competition***

The principal elements of competition in this industry include:

- Distribution
- Price
- Product quality and taste
- Innovation
- Trade and consumer promotions, and
- Labelling and packaging

### **Risk Factors**

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***We need to effectively manage our resources in order to execute the business plan. Failure to execute would negatively impact our ability to achieve profitability.***

To achieve profitability and manage operations effectively, we must continue to improve our operational, financial, and other management processes and systems. In addition, in order to grow and execute on our business plan and opportunities, we need to have adequate resources available, including capital and personnel. We also need to maintain controls and focus as we look to add new products and distribution channels.

In order to achieve a profit, we must:

- Increase sales volume to reflect the uniqueness of our products;
- Achieve and maintain efficiencies in operations;
- Maintain fixed costs at or near current levels; and
- Avoid significant increases in costs such as production, marketing and distribution.

### **Significant Events**

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The Company currently building distribution in the traditional retail channels. In addition, the Company will continue to focus on building its' brand presence in Western Canada we will be launching Organic Lentil and in the Midwest U.S we will launch the Borscht.

Canyon Creek has entered into an agreement with celebrity chef Lynn Crawford. The expectation is to develop several products that will have the "Lynn Crawford" brand in the coming Fiscal year.

### **Share Capital**

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The authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of non-voting preferred shares, issuable in series. As of October 30, 2017, the total number of issued and outstanding common shares is 35,148,902.

During the period ended August 31, 2017 and August 31, 2016 no securities were issued.

During the period ended August 31, 2017 and August 31, 2016 no options to purchase securities were granted. A balance of nil stock options was outstanding as at August 31, 2017.

There are no outstanding share purchase warrants as of August 31, 2017.

### **Plan of Operation**

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We are committed to our mission of producing superior innovative food products that give our customers and consumers what they really want. "Favourite Foods Made Easy" in a way that is better, faster and more profitable than our competition. We aspire to be the "best food company" in Canada. This can be achieved through one guiding principal of superior quality, in people, products and customers. Our interaction, both internally and externally, will convey our commitment to superior quality every day.

## Selected Annual Information

| Description                     | May 31, 2017<br>\$ | May 31, 2016<br>\$ | May 31, 2015<br>\$ |
|---------------------------------|--------------------|--------------------|--------------------|
| Total Revenues                  | 5,651,170          | 3,569,097          | 2,420,030          |
| Gross Margin                    | 970,521            | (145,954)          | (317,694)          |
| Net loss for the year           |                    |                    |                    |
| Total                           | (1,916,641)        | (2,876,565)        | (2,501,337)        |
| Per share                       | (0.05)             | (0.08)             | (0.07)             |
| Total Assets                    | 1,503,884          | 1,588,003          | 1,629,648          |
| Long term financial liabilities | 10,693             | 28,623             | 44,486             |

- With the continuing operating losses, management performed an impairment assessment of the Company's property and equipment. An independent appraiser was engaged in each of fiscal year since 2012 to assess the fair value of the production equipment. The independent valuator used the sales comparison (market) approach, an accepted valuation technique, to estimate the fair value of the equipment. As a result, the Company recognized an impairment charge of \$60,554 in fiscal 2017 (2016 - \$144,525). This impairment charge was recorded in Q4. Note 6 to the consolidated financial statements provides additional information regarding the impairment.

## Results of Operations

### Revenue

Revenue decreased by 7.88% during the period ended August 31, 2017 versus the previous year. This decrease can be attributed to a later start in the soup season this year.

### Gross Margin

The gross margin for the period ended August 31, 2017 has worsened versus the previous year (\$49,355) 2017 vs. (\$10,010) 2016. This decline is a result of lower sales.

### Net Loss

The net loss for the period ended August 31, 2017 has increased by \$110,950. This can be mainly attributed to a decline in sales, an increase in interest expense of \$42,269 and a \$28,873 increase in administration wages and benefits in anticipation of the increased sales for the season.

## Summary of Quarterly Results

| Description             | Aug 31,<br>2017<br>\$ | May 31,<br>2017<br>\$ | Feb 29,<br>2017<br>\$ | Nov 30,<br>2016<br>\$ | Aug 31,<br>2016<br>\$ | May 31,<br>2016<br>\$ | Feb 29,<br>2016<br>\$ | Nov 30,<br>2015<br>\$ |
|-------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| Revenue                 | 565,178               | 888,549               | 2,155,610             | 1,997,270             | 609,741               | 705,564               | 1,849,018             | 732,420               |
| Gross Margin            | (49,355)              | (46,063)              | 557,814               | 468,780               | (10,010)              | (357,381)             | 349,391               | (37,700)              |
| Net loss for the period |                       |                       |                       |                       |                       |                       |                       |                       |
| Total                   | (690,567)             | (816,174)             | (280,080)             | (240,770)             | (579,617)             | (1,059,854)           | (409,719)             | (743,795)             |
| Per share               | (.02)                 | (.02)                 | (0.01)                | (0.01)                | (0.02)                | (.03)                 | (0.02)                | (0.02)                |

The first and fourth quarter's revenue are generally lower vs second and third category due to seasonality in the chilled soup category.

## **Liquidity and Capital Resources**

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The Company's ability to continue as a going concern is dependent upon the continuing support of related parties, availability of operating and long-term financing, renewing and obtaining new customer supply contracts, achieving a profitable level of operations, and being able to meet future debt service requirements. Management is continuing to address the need to increase revenue, control costs, and obtain working capital and long-term financing. As the outcome of management's actions is dependent on future events, there is no certainty that management will be able to successfully resolve these issues. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. The consolidated financial statements do not reflect adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company was unable to realize its assets and settle its liabilities as a going concern in the normal course of operation. These adjustments could be material.

The Company is financed through the following:

### ***Working Capital Funding***

The Company has an operating loan with the Bank of Montreal for \$600,000. This loan is used to finance the daily operations and has been in place for many years. In addition, in August 2015 the Company obtained a non-revolving demand loan in the amount of \$1,000,000 bearing interest at prime + 1%, payable monthly, from a Canadian chartered bank. The loan is secured by a general security agreement and guarantees of a major shareholder who is also a director.

To fund its working capital, subsequent to August 31, 2017, the Company has obtained additional financing from related parties and has entered into an amending agreement with the holders of \$11,876,000 of the demand loans and \$6,287,962 of the accrued interest thereon such that effective November 30, 2017 they can not demand repayment of these amounts for a period of 24 months. See note (1) in financial statements for more information.

### ***Capital Asset Funding***

There are capital expenditures planned for fiscal 2018 in order to meet the customer demand. These expenditures are expected to be financed through a combination of equipment leasing and shareholder demand loans.

### ***Going Concern Funding***

A couple of the Company's shareholders have been investing in the Company through demand loans for over ten years and continue to support the Company.

## **Transactions with Related Parties**

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The related party transactions that we engaged in during the year are as follows:

- ***Demand Loans*** - one of the shareholders and director, Brian Halina, continues to invest in the

Company by way of demand loans. Subsequent to the quarter end the director has indicated that he is not expecting any principal repayment of these demand loans in fiscal 2018.

**Brian Principle = 11,876,000 Interest = 6,287,962.09**

- **Accounts Payable** – two of the officers, Terence Alty and Belva Rode continue to support the Company by way of payables that are unsecured, interest bearing at 8% annually and with no fixed terms of repayment.

These transactions are in the normal course of operations and are measured at the exchange value; the amount of consideration is established and agreed to by the related parties.

### **Changes in accounting policies**

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Please refer to Note 4(n) for applicable information in the audited financial statements.

### **Changes in Internal Control over Financial Reporting**

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There have been no changes in the internal controls over financial reporting during the period ended August 31, 2017 that have materially affected, or are reasonably likely to materially affect, the internal controls over financial reporting.

### **Off-Balance Sheet Arrangements**

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There are no off-balance sheet arrangements.

### **Subsequent events**

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Subsequent to August 31, 2017, the Company and its controlling shareholder, who is also a director, and a company controlled by this individual entered into an amending agreement which waives the lender's right to demand repayment of demand loans payable in the amount of \$11,876,000 and accrued interest thereon of \$6,287,962, and the demand loans advanced subsequent to year-end as described in note 20(a), until November 30, 2019.

The Company has entered into a one-year supply agreement with a major Canadian food company.

### **Disclosure Controls and Procedures**

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The Chief Executive Officer and the Chief Financial Officer are responsible for designing and monitoring the effectiveness of the disclosure controls and procedures. Effective disclosure controls provide reasonable assurance that external financial reporting and statements are reliable. We are small with few administrative staff to ensure effective segregation of duties – a key factor in designing disclosure controls; however, both the Chief Executive Officer and Chief Financial Officer are directly involved in designing and maintaining disclosure controls and procedures. The Company is not required to certify the design and evaluation of DC&P and ICFR and has not completed such an evaluation. Inherent limitations on the ability of the certifying officers to design and implement on a cost effective basis DC&P and ICFR for the Company may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.