

CE BRANDS INC.

MANAGEMENT'S DISCUSSION & ANALYSIS FOR THE THREE MONTHS ENDED MAY 31, 2019

July 30, 2019

Introduction

We, the management of CE Brands Inc. (the "**Corporation**"), are providing this management's discussion and analysis (this "**MD&A**") to enable you to evaluate the financial performance of the Corporation for the three months ended May 31, 2019. We recommend that you read this MD&A with the interim condensed financial statements of the Corporation for the three months ended May 31, 2019 (the "**Financial Statements**"), which we prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board. Copies of the Financial Statements are available on SEDAR at www.sedar.com.

All dollar amounts in this MD&A are in Canadian dollars unless otherwise indicated.

Forward-Looking Information

This MD&A contains forward-looking information within the meaning of applicable securities legislation. In general, forward-looking information refers to disclosure about future conditions, courses of action, and events. The use of any of the words "anticipates", "expects", "intends", "will", "would", and similar expressions are intended to identify forward-looking information. More particularly and without limitation, this MD&A contains forward looking information concerning the completion of a Qualifying Transaction, as that term is defined in the policies of the Exchange. The forward-looking information is based on certain key expectations and assumptions made by the Corporation about its ability to complete a Qualifying Transaction. Although the Corporation believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because the Corporation can give no assurance that they will prove to be accurate. By its nature, forward-looking information is subject to various risks and uncertainties, which could cause the actual results and expectations to differ materially from the anticipated results or expectations expressed in this MD&A. These risks and uncertainties are stated in the section entitled "Risk Factors". Readers are cautioned not to place undue reliance on this forward-looking information, which is given as of the date of this MD&A, and to not use such forward-looking information for anything other than its intended purpose. The Corporation undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.

Description of the Business

On October 15, 2018, the Corporation was incorporated under the *Business Corporations Act* (Alberta) for the purpose of becoming a CPC, as that term is defined in the policies of the TSX Venture Exchange (the "**Exchange**"). A CPC is not permitted to carry on any business except identifying and evaluating assets or businesses with a view to completing a Qualifying Transaction, as that term is defined in the policies of the Exchange.

On May 15, 2019, the Corporation completed an initial public offering (the "**IPO**") of 5,000,000 common shares, at a price of \$0.10 per common share, for a gross proceeds of \$500,000, and on May 23, 2019, the common shares began trading on the Exchange under the symbol "CEBL.P".

Selected Annual Information

The following table summarizes certain financial data derived from the Financial Statements:

	As at May 31, 2019	As at February 28, 2019
Assets	\$564,955	\$191,515
Liabilities	\$34,251	\$11,515
Revenue	\$-	\$-
Expenses	\$73,653	\$-
Net income (loss)	\$(73,653)	\$-
Net income (loss) per share		
Basic	\$(0.02)	\$-
Diluted	\$(0.02)	\$-

Discussion of Operations

The Corporation has not conducted any business except with a view to completing a Qualifying Transaction.

Liquidity and Capital Resources

As at May 31, 2019, the Corporation had working capital of \$530,704, which is being held in trust by legal counsel for the Corporation. We believe that the Corporation has sufficient cash to meet its ongoing obligations and sufficient further resources to be able to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction.

Off-Balance Sheet Arrangements

The Corporation does not have any off-balance sheet arrangements.

Transactions Between Related Parties

During the period ended May 31, 2019, the Corporation did not engage in any transactions with related parties.

Critical Accounting Estimates and Changes in Accounting Policies

The significant accounting policies of the Corporation and the adoption of new accounting policies by the Corporation are disclosed in the Financial Statements.

Outstanding Share Data

As at May 31, 2019, the following equity or voting securities, and securities that are convertible into, or exercisable or exchangeable for, voting or equity securities, of the Corporation were outstanding:

	Authorization	Outstanding
Common Shares	Unlimited	8,600,000
Stock Options	Stock options to purchase that number of common shares equal to a maximum of 10% of the outstanding common shares at the time of any stock option grant	860,000

	Authorization	Outstanding
Agent Warrants	Agent's warrants to purchase up to 500,000 common shares that were issued in connection with the IPO	500,000

Financial Instruments and Other Instruments

The financial instruments of the Corporation consist of cash and accounts payable and accrued liabilities. In our opinion, the Corporation is not exposed to significant interest, currency, or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values, as applicable.

Risk Factors

We believe the following risk factors relating to the Corporation and its business would be likely to influence the decision of a prospective investor to purchase securities of the Corporation:

- The only business permitted to be undertaken by the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.
- Until the completion of a Qualifying Transaction, a CPC must not carry on any business other than the identification and evaluation of assets or businesses with a view to a potential Qualifying Transaction.
- The Corporation has no material assets other than cash.
- The Corporation does not have a history of earnings, has never paid any dividends, and will not generate earnings or pay dividends until at least after the completion of the Qualifying Transaction.
- The Corporation has limited cash with which to identify and evaluate a potential Qualifying Transaction.
- The Corporation has only 24 months after the date of its listing on the Exchange during which to identify and evaluate a potential Qualifying Transaction.
- We can give no assurance that the Corporation will be able to identify a potential Qualifying Transaction.
- Even if we identify a potential Qualifying Transaction, we can give no assurance that the Corporation will be able to complete the Qualifying Transaction.
- If we identify a potential Qualifying Transaction, the Corporation may require additional cash to complete the Qualifying Transaction. If we raise cash by selling securities of the Corporation, your equity interest in the Corporation may be diluted.
- The Exchange may suspend from trading or delist the Shares if the Corporation has not completed a Qualifying Transaction within 24 months after the date of listing on the Exchange.

Additional Information

Additional information relating to the Corporation is on SEDAR at www.sedar.com.