Gourmet Ocean Products Inc.

Management Discussion and Analysis

For the Nine Months Ended June 30, 2020

August 27, 2020

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 and nine months ended June 30, 2020 and 2019. This discussion and analysis should be read in conjunction with unaudited condensed interim consolidated financial statements and the notes thereto for the three and nine months ended June 30, 2020 and 2019, and the audited consolidated financial statements and the notes thereto for the years ended September 30, 2019 and 2018.

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). 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 August 27, 2020. 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 on the opening of December 11, 2018, the Company's listing transferred to NEX and the Company's Tier classification changed from Tier 2 to NEX. The trading symbol for the Company changed from GOP.V to GOP.H. There was 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 August 27, 2020, Gourmet has 125,068,733 common shares outstanding.

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 #1250, 639 - 5th Avenue S.W., Calgary, Alberta, T2P 0M9. The Company's common shares were trading as a Tier 2 Industrial Issuer on the TSX-V under the symbol "GOP". During the year ended September 30, 2019, 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.

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 represented 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 currently seeking a new 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.

Subsequent to the completion of the sale of Wen Lian, Mr. Guonan Qiu loaned (the "Loan") the Company a total of $208,000 as of June 30, 2020, 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 would no longer be the controlling shareholder of the Company as a result of the sale of all or part of his shares in a transaction that would require approval 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 had 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.

Overall performance

Summary of Quarterly Financial Information

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

	Q3 2020	Q2 2020	Q1 2020	Q4 2019	Q3 2019	Q2 2019	Q1 2019	Q4 2018
	Jun-30	Mar-31	Dec-31	Sep-30	Jun-30	Mar-31	Dec-31	Sep-30
Sales	-	-	-	-	-	-	-	275,789
Gross profit	-	-	-	-	-	-	-	119,071
Gross margin (% of Sales)	*0.00%*	*0.00%*	*0.00%*	*0.00%*	*0.00%*	*0.00%*	*0.00%*	*43.2%*
Operating expenses	99,228	48,853	25,249	27,391	25,487	78,994	71,150	(11,845)
Income (loss) from operations	(99,228)	(48,853)	(25,249)	(27,391)	(25,487)	(78,994)	(71,150)	130,916
Other (income) expenses	(29,065)	(29,065)	-	-	-	-	1,123,978	25,810
Net income (loss)	(70,163)	(19,788)	(25,249)	(27,391)	(25,487)	(78,994)	1,052,828	156,726
EBITDA	(70,163)	(19,788)	(25,249)	(27,391)	(25,487)	(78,994)	1,052,828	163,468
Adjusted EBITDA	(70,163)	(19,788)	(25,249)	(27,391)	(25,487)	(78,994)	1,052,828	129,155
Income (loss) per share - basic and diluted	(0.000)	(0.000)	(0.000)	(0.000)	(0.000)	(0.001)	0.008	(0.001)
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

Sales

For the three and nine months ended June 30, 2020 and 2019, Gourmet reported sales of $nil due to the sale of Wen Lian on December 5, 2018.

Expenses

	Three Months Ended		Nine Months Ended	
	Jun-30 2020 (Unaudited)	Jun-30 2019 (Unaudited)	Jun-30 2020 (Unaudited)	Jun-30 2019 (Unaudited)
	$	$	$	$
General and administrative expenses	25,126	25,487	99,228	175,631
Total Expenses	25,126	25,487	99,228	175,631

General and administrative expenses for the three months ended June 30, 2020 were $25,126, a slightly decrease of $361 from $25,487 for the same period ended June 30, 2019.

General and administrative expenses for the nine months ended June 30, 2020 were $99,228; a decrease of $76,403 from $175,631 for the same period ended June 30, 2019. This decrease was primarily due to a $10,000 decrease in director fees, a $7,068 decrease in office and general expenses, a $7,527 decrease in salaries and benefits, and a $44,679 decrease in professional fees.

The decrease of expenses for the nine-months period ended June 30, 2020 was primarily a result of the sale of Wen Lian. The results of Wen Lian were included into with those of the Company up to the date of its disposal December 5, 2018.

Other Income

For the nine months ended June 30, 2020, there was $29,065 other income which was contributed from sales tax recoveries. For the nine months ended June 30, 2019, other income (expenses) included foreign exchange loss of $2,619 and gain on disposal of subsidiaries of $1,126,597.

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

Current Income Taxes

For the three and nine months ended June 30, 2020 and 2019, total current income taxes were $Nil.

Net income (loss)

Net loss for the three months ended June 30, 2020 was $25,126, compared to a net loss of $25,487 in the same period last year. Net loss for the nine months ended June 30, 2020 was $70,163, compared to a net income of $948,347 in the same period last year.

The decrease in net income for the nine months ended June 30, 2020 was due to the gain on disposal of subsidiaries of $1,126,597 generated during the nine months ended June 30, 2019 which was not incurred the same time of this year.

Liquidity and Capital Resources

Cash used in operating activities

During the nine months ended June 30, 2020, cash used in operating activities was $90,016 compared to cash outflows of $98,197 used in operating activities during the nine months ended June 30, 2019.

Cash provided by financing activities was $88,000 during the nine months ended June 30, 2020 compared with $90,000 during the same time period of last year.

Subsequent to the completion of the sale of Wen Lian, the buyer of Wen Lian and the largest shareholder of the Company, Mr. Guonan Qiu, loaned the Company $208,000, 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 would no longer be 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 $226,744 as of June 30, 2020, representing a decrease of $70,163 compared with negative $156,581 as of September 30, 2019. This decrease was primarily attributable to the decrease in liabilities.

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

There is a $208,000 shareholder loan balance payable to Guonan Qiu. The Loan is non-interest bearing. The Loan will mature on or before the completion of a transaction whereby Mr. Guonan Qiu would be 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 would be approved by the Board of the Company.

This balance is unsecured, non-interest bearing and have no fixed terms of repayment.

Related party transactions

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 nine months ended June 30, 2020 and 2019. Short-term key management compensation consists of the following:

	Nine Months Ended June 30, 2020	Nine Months Ended June 30, 2019
	$	$
Consulting fees	51,300	55,300
Director fees	10,500	20,500
	61,800	75,800

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 June 30, 2020, September 30, 2019 and as of the date of this MD&A:

	August 27, 2020	June 30, 2020	September 30, 2019
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, 2019 and 2018 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 Company has adopted the following accounting policies for the nine months ended June 30, 2020, which have no important impact on the Company's financial statements.

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 adoption of IFRS 16 does not have any significant impact on the Company's condensed interim 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:

	June 30, 2020	September 30, 2019
	$	$
Financial assets at fair value through profit or loss (i)	199	2,215
Other financial liabilities (ii)	237,601	149,397

(i) Cash
(ii) Accounts payable (excluding accrued liabilities) 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	June 30, 2020
	$	$	$	$
Cash	199	-	-	199

	Level 1	Level 2	Level 3	September 30, 2019
	$	$	$	$
Cash	2,215	-	-	2,215

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.

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.

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 maintaining sufficient cash on hand through shareholder loan and equity financing.

The following are the contractual maturities of financial liabilities:

June 30, 2020	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 years
	$	$	$	$	$
Accounts payable	29,601	29,601	29,601	-	-
Shareholder loans	208,000	208,000	208,000		
Total	237,601	237,601	237,601	-	-

September 30, 2019	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 years
	$	$	$	$	$
Accounts payable	29,397	29,397	29,397	-	-
Shareholder loans	120,000	120,000	120,000		
Total	149,397	149,397	149,397	-	-

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 nine months ended June 30, 2020.

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 operating business and is actively looking for a new business.

The Company's ability to continue as a going concern is dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval.

There is no assurance that the Company will be able to identify, obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. As such, there is material uncertainty related to these events and conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

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 August 27, 2020.

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
August 27, 2020