BlueOcean NutraSciences Inc.

Interim Management's Discussion and Analysis

Quarterly Highlights

Three months ended March 31, 2016

July 19, 2016

BlueOcean NutraSciences Inc.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS
QUARTERLY HIGHLIGHTS
Three months ended March 31, 2016

This interim management discussion and analysis – quarterly highlights ("Interim MD&A") has been prepared based on information available to BlueOcean NutraSciences Inc. ("BOC" or the "Company") as at July 19, 2016. This Interim MD&A is based on information available to BOC and updates disclosure previously provided in the Company's Annual MD&A, up to the date of this Interim MD&A and should be read in conjunction with the Company's unaudited interim consolidated financial statements and the related notes as at and for the three months ended March 31, 2016 and 2015, the Company's audited consolidated financial statements for the years ended December 31, 2015 and 2014 (altogether the "Consolidated Financial Statements"). The Consolidated Financial Statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars unless otherwise noted. Other information contained in this Interim MD&A has also been prepared by management and is consistent with the data contained in the Financial Statements. Additional information relating to the Company can be found on SEDAR at www.sedar.com or on the Company's website at www.blueoceannutra.ca.

MANAGEMENT'S ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING ("ICFR")

Management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting.

As the Company is a Venture Issuer (as defined under under *National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings*) ("NI 52-109"), the Company and Management are not required to include representations relating to the evaluation, design, establishment and/or maintenance of disclosure controls and procedures ("DC&P) and/or ICFR, as defined in NI 52-109, nor has it completed such an evaluation. Inherent limitations on the ability of the certifying officers to design and implement on a cost effective bases DC&P and ICFR for the issuer may result in additional risks of quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION AND STATEMENTS

This document contains "forward-looking statements" which may include, but are not limited to, statements with respect to the future financial or operating performance of BOC or future events related to BOC which reflect expectations regarding growth, results of operations, performance, business prospects or opportunities or industry performance or trends. These forward-looking statements reflect BOC's current internal projections, expectations or beliefs and are based on information currently available to BOC. Often, but not always, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "intend", "plan", "anticipate", "believe", "predict", "potential", "continue", "budget", "schedule", "estimate", "forecast" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ materially from those anticipated in such statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; changes in project parameters as plans continue to be refined; changes in labour costs and other costs of materials, equipment or processes to operate as anticipated; accidents, labour disputes and other risks; delays in obtaining governmental approvals or financing or in the completion of research and development activities; and, the factors discussed in the ***Risks and uncertainties*** section of this MD&A. Although BOC has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A and, unless otherwise required by applicable securities laws, BOC disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

General

BlueOcean NutraSciences Inc. ("BOC" or the "Company") was incorporated under the provisions of the Business Corporations Act (Ontario) on September 17, 2010. On April 2, 2014, the Company announced its plan to complete the repositioning of the Company as a producer and marketer of natural specialty oils targeted at the health and wellness industry. Proper use of these specialty oils in end products for human consumption has been clinically proven to improve heart, eye, brain and joint health.

The Company has developed two natural specialty-oil product platforms and one extended-release Omega3 tablet manufacturing platform. Processing, manufacturing and selling these natural specialty oils and tablets began in late Q3, 2015.

Shrimp oil platform: The Company has secured a processor on an exclusive long term basis to extract high phospholipid and astaxanthin rich Omega3 oil derived from certain wild North Atlantic and South Pacific Ocean shrimp by-products. This shrimp oil has superior astaxanthin product properties to krill oil that delivers cardiovascular, mental and eye health benefits. The Company has obtained a license (the "License") from Neptune Technologies & Bioressources Inc. to sell its shrimp oil in North America and Australia.

Algal oil platform: The Company is pursuing joint ventures, licenses as well as sales of a high-value Omega3-rich algae oil extracted from rapidly growing selected micro algae strains using its proprietary gas infusion technology that delivers cardiovascular and mental health benefits from vegan algae oils.

Extended-release ("XR") Omega3 tablet platform: The Company has commenced pre-selling commercial XR shrimp tablets as well as regular strength and extra strength shrimp oil gel caps on www.purepolarshrimp.com and finalizing a commercial XR fish oil tablet formulation, through its joint venture with CMAX Technologies Inc. ("CMAX").

The registered and head office of the Company's is located at 120 Adelaide Street West, Suite 2400, Toronto, Ontario, M5H 1T1.

The Consolidated Financial Statements consolidate the accounts of the Company and all of its subsidiaries. The Company has the following inactive, wholly owned subsidiaries: Solutions4CO_2 Technologies Inc., BlueOcean Shrimp Products Inc., Asta NutraSciences Inc., Solutions4CO_2 (SJVB) Limited and Solutions4CO_2 USA, Inc. and 70717 Newfoundland and Labrador Limited ("70717"). All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated on consolidation. Subsidiaries are all entities controlled by the Company.

As at March 31, 2016, the Company owned a 50% equity in 2453969 Ontario Inc. ("2453969") and a 33.33% interest in Pure Polar Labs Inc. ("Pure Polar"). On December 31, 2015, the Company took impairment charges of $526 and $44,011, respectively, on the value of its equity investments in 2453969 and Pure Polar, reducing the investments to zero. The Company accounts for these arrangements using the equity method in accordance with IFRS 11 *'Joint Arrangements'.*

The Consolidated Financial Statements were authorized for issuance by the Board of Directors (The "Board") of the Company on July 14, 2016.

Financial condition and performance

Financial condition

During the quarter ended March 31, 2016, the Company's net assets decreased by $29,821, the result of an increase in assets of $21,159, offset by an increase in liabilities of $50,980.
The increase in assets was the result of an increase in cash of $2,447 (resulting from the proceeds of financing activities of $171,593 less operating activities of $169,146), increases in HST recoverable of $1,916 and prepaid expenses of $16,796.

The increase in liabilities of $50,981, resulted from increases to the onerous contract (for accreted interest) of $11,559 plus increases to accounts payable and amounts due to related parties (for salaries to the Company's CEO and for management fees to RGMS (see Related-party transactions and balances, below), totaling $39,422.

Operations

On March 3, 2016, the Company announced that Pure Polar had agreed to provide bottles its consumer shrimp oil brand, Pure Polar® Omega-3 Shrimp Oil (the "Product") to United Sales and Marketing Inc. (the "Distributor"), an international consumer products distribution company, for distribution in the United States. The Product will be distributed to strategically select independent health and nutrition stores in the United States. The initial distribution will provide both the Company and the Distributor with valuable consumer feedback that the Company and Distributor can use to create even more value of consumers.

On March 14, 2016, the Company announced that it had received a non-binding initial order of 100kg for bulk Pacific AstaShrimp™ oil from a Middle-Eastern company. The order is subject to the Middle-Eastern country's Ministry of health, which is expected prior to July 15, 2016.

On April 11, 2016, the Company announced that it has agree to a pilot encapsulation trial with a potential Canadian customer (the ""Customer") using its northern AstaShrimp oil. The Customer's unique formulation is expected to contain northern AstaShrimp oil as a key ingredient along with other key nutrients in the final product. The selection of northern AstaShrimp oil as the key ingredient is due to its high levels of esterified natural astaxanthin, phospholipids and omega-3 EPA/DHA. Following the trial, if successful, the Company expects an order from the Customer for up to 200 kg of bulk northern AstaShrimp oil.

On July 6, 2016, the Company announced that two of its Pure Polar® Omega-3 Shrimp Oil products had received Health Canada Natural Products Numbers ("NPN's"). Receipt of the NPN's allows the Company to commence marketing and selling Pure Polar® Omega-3 Shrimp Oil in Canada and internationally to countries that recognize the value of a Canadian natural health product licence.

Corporate

Management Cease-Trade Order

On April 25, 2016, the Company announced that the filing of its audited annual consolidated financial statements as at and for the years ended December 31, 2015 and 2014 (the "Annual Financials"), related management discussion and analysis ("MD&A") and applicable officer certifications (together with the Annual Financials and MD&A, the "Annual Materials") would be delayed beyond the filing deadline of April 29, 2016.

In view of this delay in filing, the Company applied to the applicable Canadian securities regulatory authorities pursuant to National Policy 12-203 - *Cease Trade Orders for Continuous Disclosure Defaults* ("Policy 12-203") for a management cease trade order ("MCTO"), which, if granted, would preclude members of management from trading the Company's common shares until such time as the cease trade order is no longer in effect.

On May 16, 2016, the Ontario Securities Commission ("OSC"), issued a permanent MCTO. The MCTO prohibits all trading in and all acquisitions of the securities of the Company, whether direct or indirect, by Gavin Bogle, Chief Executive Officer, and Stephen Gledhill, Chief Financial Officer, until two full business days following the receipt by the OSC of the Company's Annual Materials, or as further ordered by the Director.

On May 30, 2016, the Company announced the filing of its first quarter 2016 unaudited consolidated financial statements as at and for the three months ended March 31, 2016 and 2015 ("Interim Financials"), related interim management discussion and analysis – quarterly highlights ("Interim MD&A") and applicable officer certifications (together with the Interim Financials and Interim MD&A, the "Interim Materials") will be delayed beyond the filing deadline of May 30, 2016. The delay in the filing of the Interim Materials is a result of the delay in the filing of the Company's Annual Materials.

Performance

As at March 31, 2016 the Company had assets totaling $163,331 and shareholders' deficit of $514,748. This compares with assets of $142,742 and a shareholders' deficit of $484,927, as at December 31, 2015.

Commitments, liquidity and capital resources

Commitments

The Company does not have any direct space-rental commitments as office facilities are provided, as needed, through its contract with RG Management Services Inc. ("RGMS"). See the ***Transactions with related parties*** section of this MD&A.

Lease termination with TransAlta Generation Partnership ("TransAlta")

As disclosed in previous MD&A's, during the second quarter of 2015, the Company completed negotiations with TransAlta and entered into a lease termination agreement (the "Termination Agreement") regarding its leased facilities at Bluewater Energy Park. The Termination Agreement fixed the remaining amount payable by the Company to TransAlta pursuant to the lease at $647,700 (the "Termination Amount"). The Termination Amount was to be repaid in equal monthly instalments of $26,988 over a two-year period, commencing on January 1, 2016.

On January 1, 2016, the Company defaulted on Termination Agreement by failing to make the required first repayment of $26,988. In January 2016, the Company made a $5,000 payment against amounts owing under the Termination Agreement but has made no further payments thereunder. As of the date of this MD&A, the Company has defaulted on a total of $183,916.

Issuance of common shares

In December 2015, the Company closed on subscription receipts totaling $14,000. The subscription receipts were exchanged in January 2016, with the Company issuing 200,000 units (each a "December Unit") at $0.07 per December Unit. Each December Unit consisted of one common share of the Company and one-half-of-one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of $0.10 per share until January 13, 2018.

In January 2016, the Company closed on Tranche 2 of the December PP, whereby the Company issued 557,142 December Units at $0.07 per December Unit, for gross proceeds of $39,000. The fair value of the warrants issued for Tranche 1 and Tranche 2 of $6,231 was calculated using the Black-Scholes option-pricing model with the input variables as disclosed in note 13 of the Consolidated Financial Statements.

In March and April 2016, the Company closed on a non-brokered private placement (the "March 2016 PP") whereby the Company issued an aggregate of 2,713,000 units (each a "March Unit") at $0.05 per March Unit, for gross proceeds of $135,650. Each March Unit consisted on one common share of the Company and one share purchase warrant (a "March Warrant"). Each March Warrant entitles the holder to purchase one common share of the Company at a price of $0.08 per common share until March 21, 2018, for 2,413,000 March Warrants and April 28, 2018, for 300,000 March Warrants. The fair value of the March Warrants of $25,218, was calculated using the Black-Scholes option-pricing model with the average input variables as follows: Warrant life of 2.0 years, risk-free rate of 0.53%, volatility of 115.46%, common share price of $0.032 and a dividend yield of 0%.

Issuance of options

During the first quarter of 2016, the Company issued a total of 750,000 options to eligible participants of its stock option plan. 250,000 options were issued with an exercise price of $0.07 and an expiry date of January 16, 2021 and 500,000 options were issued with an exercise price of $0.05 and an expiry date of March 23, 2021.

Bridge loan facility

In April 2016, the Company executed and indicative term sheet for a bridge loan facility (the "Facility") with a minimum of $300,000 to a maximum of $400,000 to be advanced under the Facility. The Facility, in the amount of $400,000, closed on May 31, 2016 (the "Closing"), and is secured with a fixed and floating charge on all assets of the Company and its subsidiaries, owned or hereinafter acquired and will bear interest at 18.0% per annum on the principal amount outstanding, payable upon repayment of the Facility. The Facility will be repayable on the earlier of (i) a minimum equity financing of $1.0 million being closed by the Company or (ii) 2 years after Closing. Pursuant to the terms of the Facility, the Company paid the lender's financing and legal fees totaling $10,405. Further, pursuant to the terms of the Facility, proceeds therefrom are to be used as follows: Inventory and related costs - $130,000; Marketing and related costs - $170,000 and General and Administrative costs - $100,000. As of the date of this MD&A, the Company has expended approximately $340,000 of the Facility.

Related-party transactions and balances

The Consolidated Financial Statements include balances and transactions with directors and/or officers of the Company and/or corporations related to or controlled by them. These transactions are measured and recorded at their exchange amounts, being the amounts agreed to by the related parties.

Key management includes those individuals having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. Key management includes the directors, chief executive officer and the chief financial officer (through payments to RGMS). Related-party compensation paid or payable to key management is detailed below:

3 months ended	**March 31, 2016**	March 31, 2015
	$	$
Compensation to key management	**30,000**	30,000

Consulting fees to key management	**30,000**	30,000
Share-based payments	**16,778**	85,571

As at March 31, 2016, $32,500 (2015 - $11,557) is owed to officers or directors of the Company or entities controlled by them.

As at March 31, 2016, $18,849 (2015 - $18,849) is owed to the Company by employees pursuant to loans granted by the Company. The loans are interest free and mature on the earlier of i) completion of the Company's next equity financing and ii) December 31, 2016.