CO2 GRO Inc.

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(formerly, BlueOcean NutraSciences Inc.)

Interim Management's Discussion and Analysis

Quarterly Highlights

Three months ended March 31, 2018

May 24, 2018

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INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS
QUARTERLY HIGHLIGHTS
Three months ended March 31, 2018

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 May 24, 2018. This Interim MD&A is based on information available to BOC and updates disclosure previously provided in the Company's Annual and interim MD&A's, 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, 2018 and 2017 (the "Unaudited Interim Consolidated Financial Statements") and the Company's audited consolidated financial statements for the years ended December 31, 2017 and 2016 (the "Audited Consolidated Financial Statements"). Both the Audited Consolidated Financial Statements and the Unaudited Interim 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 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 and delays in obtaining governmental approvals or financing or in the completion of research and development activities. 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 Interim 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

CO2 Gro Inc. ("**CO2 GRO**" or the "**Company**") was incorporated under the provisions of the Business Corporations Act (Ontario) on September 17, 2010. At its Annual and Special Meeting held on March 26, 2018 (the "**2018 ASM**"), the shareholders of the Company approved, among other items, the Company's name-change from BlueOcean NutraSciences Inc. to CO2 GRO Inc. As of April 18, 2018, the Company commenced trading on the TSX Venture Exchange ("**TSXV**") under its new trading symbol, "**GROW**".

Dissolved CO_2 plant-production platform: As of late 2017, CO2 GRO's sole focus is commercializing its patent-protected CO_2 gas infusion technology license and its patent-pending US PTO CO_2 foliar spray, both of which form the Company's Dissolved CO_2 plant-production platform. Prior to the 4th quarter of 2017, the Company was a producer and marketer of natural specialty shrimp and algal oil products that formed Co2 GRO's 3 other business platforms pursuant to a license agreement signed in October 2014 (note 15).

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

The Unaudited Interim Consolidated Financial Statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which contemplates the realization of assets and settlement of liabilities as they fall due in the normal course of business for the foreseeable future.

The Unaudited Interim Consolidated Financial Statements have been prepared in accordance with *International Accounting Standards ("IAS") 34* 'Interim Financial Reporting' using accounting policies consistent with the IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They consolidate the accounts of the Company and all its subsidiaries. The Company has the following inactive, wholly-owned subsidiaries: Pure Polar Canada Inc. (formerly, Solutions4CO_2 Technologies Inc.), BlueOcean Shrimp Products Inc. (formerly, S4CO2 Services Inc.), Asta NutraSciences Inc. (formerly, S4CO2 Manufacturing Inc.), BlueOcean Algae Inc. (formerly, Solutions4CO_2 (SJVB) Limited) and Solutions4CO_2 USA, Inc., 70717 Newfoundland and Labrador Limited and its virtually inactive wholly-owned subsidiary, Pure Polar Labs Inc. All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated on consolidation.

The Unaudited Interim Consolidated Financial Statements were authorized for issuance by the Board of Directors of the Company on May 24, 2018.

Financial condition

As at March 31, 2018, the Company had assets totaling $707,578 and a shareholders' deficit of $218,984. This compares with assets of $606,770 and a shareholders' deficit of $373,862, as at December 31, 2017.

During the quarter ended March 31, 2018, the Company's net assets increased by $154,878, the result of an increase in assets of $100,808, supplemented by a decrease in liabilities of $54,070. The increase in assets was the result of an increase in cash of $92,021 (cash used in operations of $132,119 offset by cash provided from financing activities of $224,140), increases in prepaid expenditures of $1,695 and increases in HST recoverable of $7,092.

The decrease in liabilities of $54,070, resulted from decreases to accounts payable and accrued liabilities of $22,379 supplemented by a decrease in amounts due to related parties in the amount of $35,024.

Operations

During the 1st quarter of 2018, the Company continued on its austerity program to preserve its cash, completing only those activities required to keep it in good regulatory standing while continuing to grow its restarted CO_2 business.

Corporate

Operational update

During the first quarter of 2018, the following activities took place:

- In January 2018, the Company sourced and purchased enough gas infusion equipment to support twenty separately located dissolved CO2 grow trials during 2018.

- In late February 2018, the first cannabis and micro green grow trials began in Southern Ontario.

- At the end of March 2018, there were four cannabis CO2 grow trials underway and a second micro-green trial was being assessed and optimized after material but modest additional grow rate and incremental biomass success. The Company decided to replicate the 2013 University of Guelph's successful lettuce grow trials of 33% and 100% more biomass over baseline St. Could State University in Minnesota to determine whether the 2013 trial results could be replicated.

- By the end of Q1, 2018, the Company had 18 CO2 grow trial reps reporting to the Company's VP of Operations with monthly rep calls underway to discuss best sales practices, grow trial experiences and next site locations. All sales reps are on zero retainers with 100% commissions paid only upon commercial installations of dissolving CO2 equipment.

Issuance of options

During the 3 months ended March 31, 2018, the Company issued a total of 1,404,000 options to participants of the Company's stock option plan (the "Plan"). The following chart provides details of the options that were issued during the quarter:

Expiry date	Exercise price ($)	Number	Grant-date fair value ($)
25-Jan-23	0.19	1,404,000	267,000
Total		**1,404,000**	**267,000**

Exercise of options

During the quarter ended March 31, 2018, 15,000 options with a maturity dates of February 22, 2023 and March 27, 2024 and exercise prices of $0.15.

Exercise of warrants

(i) In January 2018, 862,608 warrants each with an exercise price of $0.20 and expiry dated of October 12, 2018 and October 26, 2018 for 437,608 and 425,000, respectively, were exercised raising $172,522 of proceeds for the Company. The fair value of $84,323 of the exercised warrants was transferred from reserved for warrants to capital stock.

(ii) In January 2018, 100,000 warrants each with an exercise price of $0.12 and an expiry date of December 19, 2022, were exercised raising $12,000 of proceeds for the Company. The fair value of $4,000 of the exercised warrants was transferred from reserved for warrants to capital stock.

(iii) In January 2018, 629,490 finders' warrants each with an exercise price of $0.115 and expiry dates of October 12, December 12 and December 13, 2018 for 405,655, 219,487 and 4,348 finders' warrants, respectively, raising $72,391 of proceeds for the Company. The fair value of $38,103 of the exercised warrants was transferred from reserved for warrants to capital stock.

Expiry of warrants

During the quarter ended March 31, 2018, 269,157 warrants with a maturity dates of January 13, 2018 and March 21, 2018 and exercise prices of $1.00 and $0.80, respectively, expired unexercised.

Related-party transactions and balances

The Unaudited Interim 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, chief financial officer and vice president of operations (2017 only). Related-party compensation paid or payable to key management is detailed below:

3 months ended	**March 31, 2018**	March 31, 2017
	$	$
Compensation to key management	**-**	70,650
Consulting fees to key management	**22,800**	30,000
Legal fees to key management	**-**	6,602
Share-based payments	**267,000**	129,127

As at March 31, 2018, $104,853 (December 31, 2017 - $139,877) is owed to officers or directors of the Company or entities controlled by them.

Included in consulting fees to key management above, 25,819 common shares of the Company, with a fair value of $4,000 were issued to a company controlled by the CO2 GRO's CFO (note 8 (v)). The shares were issued pursuant to a shares-for-services agreement with the Company's CFO, wherein $2,000 per month is settled with the issuance of shares.

Outstanding securities

As at the date of this Interim MD&A, the Company has the following securities outstanding:

Security	**Number outstanding**
Common shares	41,330,304
Options	4,063,340
Warrants	28,381,288
Finder's and Corporate Finance Warrants	1,249,503