Seaway Energy Services Inc.
Management's Discussion and Analysis
For the Year Ended September 30, 2015

The following Management's Discussion and Analysis ("MD&A") of the financial results of Seaway Energy Services Inc. ("Seaway" or "the Company"), is dated January 28, 2016 and should be read in conjunction with the audited financial statements of the Company for the year ended September 30, 2015. These financial statements, including the comparative figures, were prepared in accordance with International Financial Reporting Standards ("IFRS"). All currency amounts are expressed in Canadian dollars. Further information regarding Seaway is available on SEDAR at www.sedar.com.

Forward-Looking Statements

The Company cautions that the forward-looking statements in the following Management's Discussion and Analysis are based on certain assumptions made by the Company that may prove to be inaccurate. Forward-looking statements include those identified by the expressions "anticipate," "believe," "plan," "estimate," "expect," "intend" and similar expressions to the extent that they relate to the Company or its management.

All of the aforementioned statements and information can be found in the "Outlook" and "Results of Operations" sections of this MD&A.

These forward-looking statements are not historical facts, but reflect the Company's current expectations and assumptions regarding future results or events. Particularly, these forward-looking statements are based on management's estimate of revenues based on business volumes and commitments at the date hereof. Readers are cautioned, as provided herein, that actual revenue results may vary materially from estimates and, in particular, are subject to risks including delivery, competition and management of growth. Additional assumptions made include customer demand for the Company's services and the Company's ability to maintain and enhance customer relationships. Please also see the "Risk Factors" section for risk factors that may affect the Company.

Outlook

In January 2016, Seaway has decided not to proceed with the change of business transaction between the Company and Peeppl Media Inc. ("Peeppl"). Seaway entered into a non-binding, arm's-length letter of intent ("LOI") dated April 16, 2014, with Peeppl, pursuant to which Seaway would acquire all of the issued and outstanding securities of Peeppl in exchange for common shares in the capital of Seaway The Company's board of directors has determined that financing of the Peeppl would be extremely difficult given a potential trademark dispute between Peeppl and a business with a similar operating name.

In order to facilitate other business opportunities, the company intends to carry out the following corporate changes:

Non-brokered private placement

The Company is pleased to announce that it intends to arrange a non-brokered private placement of up to 10 million units priced at five cents per unit for total gross proceeds of up to $500,000. Each unit will consist of one (post consolidated) common share and one-half of one (post consolidated) share purchase warrant, each warrant being exercisable to acquire one common share of the company at a price of 10 cents for a period of 24 months following the closing date of the placement. The shares will be subject to a four-month hold period, and the private placement is subject to TSX Venture Exchange approval. Proceeds from this financing shall be used for investigating project acquisitions and general corporate purposes.

Share consolidation

In connection with the placement, the Company will be filing for, and seeking approval of, a consolidation of the Company's issued and outstanding share capital with the TSX Venture Exchange. The intended consolidation will be on a basis of one post consolidation common share for every three pre consolidation common shares. This consolidation will reduce the issued and outstanding shares of the company from 4,102,746 to approximately 1,367,582 shares prior to the placement and assuming no other change in the issued capital.

The board of directors believes that the proposed share consolidation will better position Seaway to raise the funds it requires to finance continuing business activities and to seek additional opportunities.

Change in board of directors

Clovis Najm has resigned as director, on January 4, 2016. The Company wishes to thank Mr. Najm for his valuable contributions to the board and wish him all the best in his future endeavors. In order to fill said vacancy, the Company has appointed Denis Clement to the board of directors. Mr. Clement has 27 years of experience in corporate finance, law and management. He has served as director of several private and publicly listed companies in various industries.

Select Annual Information

	For the years ending September 30,		
	2015	2014	2013
Revenue	-	-	556,448
Net income (loss)	(179,024)	(269,942)	(512,754)
Income (loss) per share – basic and diluted	(0.044)	(0.073)	(0.178)
Working capital surplus (deficit)	(142,319)	(98,295)	70,707
Total assets	11,767	143,265	160,668
Weighted average shares outstanding	4,102,746	3,693,296	2,887,747
Current shares outstanding at January 28, 2016	4,102,746		

The overall decrease in revenue is associated with the shareholders' decision to cease environmental service operations with no new work commenced subsequent to February 28, 2013. The net loss for the 2013 fiscal year is predominately attributable to severance and wind-up costs. In fiscal 2013, Seaway's Board of Directors has determined, after extensive and careful consideration of potential alternatives, that it is in the best interests of the Company and its shareholders to liquidate its assets and dissolve the Company. In connection with the liquidation and dissolution, which shareholder approval was received on February 28, 2013. Notwithstanding the foregoing, the Company continued to evaluate other opportunities that have the potential of providing a superior return to its shareholders and on August 12, 2013, the shareholders approved a one for ten consolidation of the Company's shares. In April 2014, the Company entered into a LOI with Peeppl as previously discussed. In the 2014 fiscal year, the Company incurred expenditures of $37,800 related to share based payments and a $25,000 impairment charge related to common shares held in an arm's length private company along with $207,142 of general and administrative expenditures primarily relates to the costs of entering into the Peeppl transaction. In 2015, the Company took an impairment charge of $114,000 on the advances it made to Peeppl as the transaction will not be proceeding and incurred general and administrative charges of $65,024.

Going Concern Assumption

These financial statements have been prepared on a going concern basis, under which the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has no active ongoing operations and is prudently managing administrative costs. The current market environment for idle public companies may cast significant doubt about the Company's ability to continue as going concern. The financial statements do not reflect adjustments that would be necessary if the going concern assumptions were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary in the carrying value of property and equipment, liabilities, the reported expenses, and the classifications used in the statement of financial position. Such adjustments could be material.

Results of Operations

Included in general and administrative expenses liability insurance, travel, office salaries and benefits, professional fees, office supplies and public company costs. General and administrative costs decreased to $65,024 from $207,142 in the previous fiscal year with the decrease being limited to meeting the Company's continuous disclosure obligations and finalizing the Peeppl transaction.

Included in general and administrative expenses is $15,593 for management and administrative services for the year ended September 30, 2015 that has been paid or is due to companies controlled by or to officers and or directors of the Company. Included in accounts payable and accrued liabilities is $57,647 at September 30, 2015 due to these companies or officers with respect to consulting fees and payments made on behalf of the Company. All related party transactions occurred in the normal course of operations and have been measured at the agreed to exchange amount.

Income taxes

Presently the Company does not expect to pay taxes based on existing tax pools and it current operations.

Stock-based Compensation

The Company has a stock option plan whereby certain officers, directors, employees, and consultants are granted options to purchase common shares. Options granted under the plan have a maximum term of five years. No stock options were grant during the current year.

Seaway utilizes the fair value method of accounting for stock options granted. In determining the fair value of the stock options granted, the Black-Scholes model is used and assumptions regarding interest rates, underlying volatility of the Company's stock and expected life of the options are made. The future expense will vary as it is dependent on the number and vesting provisions of future stock option grants.

Summary of Quarterly Results

($ thousands, except per share amounts)	Three months ended September 30, 2015	Three months ended June 30, 2015	Three months ended March 31, 2015	Three months ended December 31, 2014
Gross revenue	-	-	-	-
Net income (loss)	(149)	(4)	(15)	(11)
Per share – basic and diluted	(0.036)	(0.000)	(0.001)	(0.001)
Working capital (deficit)	(142)	(107)	(104)	(109)
Total assets	12	120	119	140

($ thousands, except per share amounts)	Three months ended September 30, 2014	Three months ended June 30, 2014	Three months ended March 31, 2014	Three months ended December 31, 2013
Gross revenue	-	-	-	-
Net income (loss)	(46)	(90)	(87)	(46)
Per share – basic and diluted	(0.01)	(0.02)	(0.03)	(0.02)
Working capital	(98)	(77)	(25)	25
Total assets	143	172	52	112

The net loss during the 2015 quarters primarily relates to continuous disclosure costs and obligations. The Company incurred an extraordinary cost in the current quarter with respect to the

$114,000 impairment of the advances to Peeppl as a result of the decision not proceed with the transaction.

Of the net loss during the fourth quarter of 2014, $25,000 is related to the impairment of the investment in Sierra Coastal Partners with the remaining expenditures being administrative in nature primarily related to the Company's continuous disclosure obligations.

During the second quarter of 2014, the Company completed an $182,250 private placement at $0.15 per common share resulting in the total asset increase. The net loss in the quarter is primarily related to legal fees associated with Peeppl transaction.

The increase in the loss in the prior quarter is due to $26,400 of share based compensation expense recorded offset by $18,586 of recoveries with respect to previously recorded doubtful accounts.

The decrease in revenues and increase in the net loss in the last three quarters is due to the Company shutting down operations in early March 2013 and only completing its commitment work.

Previously the Company's revenues have continued to decrease as a result of the competitive pricing environment and depressed natural gas prices and lower realized oil prices causing companies to scale back expenditures. The Company's revenues were historically lower in the second and third quarters due to break-up effecting field operations.

Liquidity and Capital Resources

At September 30, 2014, the Company has a working capital deficit of $98,295 compared to a working capital deficit of $142,319 as of September 30, 2015. The working capital decrease is primarily due to funds utilized in continuous disclosure obligations and costs associated with finding a new business venture. In April 2014, the Company closed a closed non-brokered private placement for gross proceeds of $182,250. The Company issued 1,214,999 units at a per-unit price of $0.15. Each unit consists of one common share in the capital of the Company and one non-transferable share purchase warrant, each warrant entitling the holder to purchase one common share at a per-share price of $0.30 until April 2, 2016, subject to accelerated expiry in certain circumstances. In accordance with applicable securities legislation, shares acquired by the placees and shares which may be acquired upon the exercise of the share purchase warrants were subject to a hold period until August 3, 2014. The Company will be required to conduct additional private placements to fund the current working capital deficit.

Seaway is currently endeavoring to complete a non-brokered private placement of up to 10 million units priced at five cents per unit for total gross proceeds of up to $500,000. Each unit will consist of one (post consolidated) common share and one-half of one (post consolidated) share purchase warrant, each warrant being exercisable to acquire one common share of the company at a price of 10 cents for a period of 24 months following the closing date of the placement. The shares will be subject to a four-month hold period, and the private placement is subject to TSX Venture Exchange approval. Proceeds from this financing shall be used for investigating project acquisitions and general corporate purposes.

Financial Instruments

Our principal financial instruments are cash and cash equivalents, accounts receivable, accounts payable, investments, accounts payable and accrued liabilities. We currently do not have any long term debt.

The Company has determined that the fair values of the financial instruments consisting of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities not materially different from the carrying values of such instruments reported on the statement of financial position due to their short-term nature.

The Company classifies the fair value of these financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

- Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.
- Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data

All financial assets (except for cash and cash equivalents which are classified as held for trading), are classified as either loans or receivables and are accounted for on an amortized cost basis. All financial liabilities are classified as other liabilities. The Peeppl advance has been classified as level 3. There have been no changes to the aforementioned classifications during the years ended September 30, 2015 and 2014.

<u>Credit risk</u>
The advances to Peeppl, are to a company in the development stage, currently without any revenues. Since the Company has terminated the transaction with Peeppl the balance owing of $114,000 has been impaired as collection is unlikely.

Liquidity risk
Liquidity risk includes the risk that, as a result of our operational liquidity requirements:

- The Company will not have sufficient funds to settle a transaction on the due date;
- The Company will be forced to sell financial assets at a value which is less than what they are worth; or
- The Company may be unable to settle or recover a financial asset at all.

Trade and other payables

		September 30, 2015		September 30, 2014
Trade	**$**	**147,586**	$	87,560
Accrued		**6,500**		15,000
Constructive obligation *(1)*		**-**		4,000
Total accounts payable	**$**	**154,086**	$	106,560

(1) Once the decision to cease active operations was made in March 2013, the Company accrued $58,971 as a constructive obligation with respect to the lease on April 1, 2013. The lease expired on October 31, 2014.

Seaway will be required to raise funds in order to fund its current working capital deficit in order to meet its current obligations while it endeavors to complete the Peeppl transaction. As these variables change, liquidity risks may necessitate the need for the Company to conduct further equity issues.

Outstanding Share Data

The Company has authorized an unlimited number of preferred shares and an unlimited number of voting common shares. On January 28, 2016, there are 4,102,746 common shares outstanding, 1,214,999 warrants outstanding exercisable at $0.30 and 280,000 stock options outstanding exercisable at $0.135. The Company consolidated its common shares on a one for ten basis effective March 21, 2014 pursuant to a special resolution passed by the shareholders on August 12, 2013. The numbers of common shares and per share calculations in the prior periods have been restated to reflect this consolidation.

Critical Accounting Estimates

The preparation of financial statements requires management to make estimates and use judgment regarding the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the period. By their nature, estimates are subject to measurement uncertainty and changes in such estimates in future periods could require a material change in the financial statements. Accordingly, actual results may differ from the estimated amounts as future confirming events occur. Significant estimates and judgments made by management in the preparation of these consolidated financial statements are as follows:

Stock-based compensation – assumptions and estimates are used in determining the inputs used in the Black-Scholes option pricing model, including assumptions regarding volatility, dividend yield, risk-free interest rates, forfeiture estimates and expected option lives.

Deferred income taxes – assumptions and estimates are made regarding the amount and timing of realization and/or settlement of the temporary differences between the accounting carrying value of the Company's assets versus the tax basis of those assets, and the tax rates at which the differences will be recovered or settled in the future.

Accounting Pronouncements Not Yet Adopted

New standards and interpretations not yet adopted:
The standards and interpretations that are issued but not yet effective up to the date of issuances of the Company's financial statements are listed below.

(a) The following new and amended standards have been adopted by the Company effective October 1, 2014:

IAS 32 – Offsetting Financial Assets and Liabilities
The IASB amended IAS 32 to clarify when an entity has a legally enforceable right to set-off and net versus gross settlement mechanisms. The Company adopted certain the amendments to IAS 32 in its consolidated financial statements for the annual period beginning October 1, 2014. The adoption of the amendments did not have a material impact on the financial statements.

IFRIC 21 - Levies
IFRIC 21 provides guidance on when to recognize a liability for a levy imposed by a government, both for levies that are accounted for in accordance with IAS 37 Provisions, contingent Liabilities and Contingent Assets ("IAS 37") and those where the timing and amount of the levy is certain. It defines the obligating event for the recognition of a liability as the activity that triggers the payment of the levy in accordance with the relevant legislation. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014. The Company assessed IFRIC 21 and determined that the adoption did not result in any change on the financial statements.

(b) The standards and interpretations that are issued but not yet effective up to the date of issuances of the Company's consolidated financial statements are listed below. The Company is currently analyzing the impact, if any, that the adoption of these standards will have on its financial statements

IAS 1 Presentation of Financial Statements ("IAS 1")
In December 2014, the IASB issued amendments to IAS 1. The amendments are part of the IASB's Disclosure Initiative to address some of the concerns expressed about existing

presentation and disclosure requirements and to ensure entities are able to use judgement when preparing their financial statements. The amendments may impact presentation relating to materiality, presentation of financial position and profit or loss and other comprehensive income, and notes to the financial statements. These amendments will be effective for annual periods beginning on or after January 1, 2016. Earlier application permitted. The standard will be effective on October 1, 2016 for the Company.

IFRS 9 – Financial Instruments

In July 2014, the IASB amended IFRS 9, “Financial Instruments”, to bring together the classification and measurement, impairment and hedge accounting phases of the IASB’s project to replace IAS 39, “Financial Instruments: Recognition and Measurement”. The standard supersedes all previous versions of IFRS 9 and is effective on January 1, 2018. Earlier application is permitted. The standards will be effective on October 1, 2018 for the Company.

IFRS 15 – Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15, “Revenue from Contracts with Customers”, to specify how and when to recognize revenue as well as requiring the provision of more informative and relevant disclosures. IFRS 15 supersedes IAS 18, “Revenue”, IAS 11, “Construction Contracts”, and other revenue related interpretations. The standard has an effective date for annual reporting periods beginning on or after January 1, 2018 and is available for early adoption. The standard will be effective on October 1, 2018 for the Company.

Amendments to IAS 16 and IAS 38

In May 2014, the IASB issued amendments to IAS 16 Property, Plant, and Equipment and IAS 38 Intangible Assets. These amendments prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. They also introduced a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset. The amendments explain that an expected future reduction in selling prices could be indicative of a reduction of the future economic benefits embodied in an asset. These amendments are to be applied prospectively for annual periods beginning on or after January 1, 2016. Early Adoption is allowed. These amendments will be effective on October 1, 2016 for the Company.

Risks and Uncertainties

History of Losses

The Company has an accumulated deficit of $3,552,671 and currently has no active operations.

No History of Dividends

Since incorporation, the Company has not paid any cash or other dividends on its common stock and does not expect to pay such dividends in the foreseeable future, as all available funds will be invested primarily to finance its mineral exploration programs. The Company will need to achieve profitability prior to any dividends being declared.

Dilution

The Company does not generate any revenues from operating and does not have sufficient financial resources to undertake by itself all of its planned activities. The Company has limited financial resources and has financed its operations primarily through the sale of securities such as common shares. The Company will need to continue its reliance on the sale of such securities for future financing, resulting in dilution to the Company’s existing shareholders.

Capital and Liquidity Risk

The amount of financial resources available to invest for the enhancement of shareholder value is dependent upon the size of the treasury, profitable operations, a willingness to utilize debt and issue equity. Due to the size of the Company, financial resources are limited and if the Company exceeds growth expectations or finds investment opportunities it may require debt or equity financing. There is no assurance that the Company will be able to obtain additional financial resources that may be required to successfully finance transactions or compete in its markets on favorable commercial terms.

Acquisition and Expansion Risk
The Company intends to expand its operations, by identifying a proposed qualifying transaction. There can be no assurance that the Company will be able to identify, acquire or profitably manage additional properties or businesses.

Dependence on Key Personnel
Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for professional's is intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.