BluKnight Aquafarms Inc.
(formerly 1040426 B.C. Ltd.)

Management's Discussion and Analysis

FORM 51-102F1

For the six-months Ended January 31, 2018

March 14, 2018

This management's discussion and analysis provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the period ended January 31, 2018, compared to the period ended January 31, 2017. This report prepared as at March 14, 2018 intends to complement and supplement our condensed interim financial statements (the "financial statements") as at January 31, 2018 and should be read in conjunction with the financial statements and the accompanying notes.

Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

Our financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"). All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say "we", "us", "our", the "Company" or "Coronet", we mean BluKnight Aquafarms Inc. (formerly 1040426 B.C. Ltd.) as it may apply.

Management is responsible for the preparation and integrity of the condensed interim financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the condensed financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

OVERVIEW AND DESCRIPTION OF BUSINESS

Description of Business

The Company is a business development services company. It provides business development services to new and emerging businesses, including making introductions to accountants, lawyers, brokers, transfer agents, and various other professionals and service providers to assist companies in raising capital and going public. The Company is a reporting issuer in the provinces of British Columbia and Alberta.

CORPORATE DEVELOPMENTS AND SIGNIFICANT TRANSACTIONS AND FACTORS AFFECTING RESULTS OF OPERATIONS

Plan of Arrangement

In June 2015, the Company entered into an Arrangement Agreement with TNX Maverick Inc. ("TNX") (formerly Kidani Capital Partners Inc.) and 1033120 BC Ltd. ("1033120"). TNX is a reporting issuer in the provinces of Alberta and British Columbia.

In October 2015, the shareholders of the Company, TNX and 1033120, executed the Arrangement as follows:

a) 1033120 acquired all of the issued and outstanding common shares of the Company from TNX for consideration of the Purchase Price of $1,000 on the Closing of the Plan of Arrangement (the "Purchase Shares");

b) 1033120 and the Company exchanged securities on a 1:1 basis such that 396,600 common shares of 1033120 were exchanged by their holders for 396,600 common shares of the Company;

c) TNX and the Company exchanged on a 1:1 basis, such that TNX issued one common shares to the Company and the Company issued one common share to TNX (collectively, the "Exchange Shares"); and

d) The Purchase and the Exchange Shares were then cancelled.

Following completion of the Arrangement Agreement, the Company became a reporting issuer. A transaction fee of $6,932 was recorded as a result of the Arrangement.

As a result of the Arrangement Agreement, the former shareholders of 1033120, for accounting purposes, are considered to have acquired control of the Company. Accordingly, the Arrangement has been accounted for as a reverse takeover that was not a business combination and effectively a capital transaction of the Company. As 1033120 is deemed to be accounting acquirer for accounting purposes, its assets and liabilities and operations since incorporation on June 19, 2015 are included in the financial statements at their historical carrying value. The financial statements are a continuation of 1033120 in accordance with IFRS 3, "Business Combinations". The Company's results of operations are included from October 29, 2015 onwards.

COMPANY HIGHLIGHTS

On September 21, 2017, the Company closed a non-brokered private placement of 10,000,000 units at $0.01 per unit for gross proceeds of $100,000. Each unit consists of a common share and one share purchase warrant, with each whole warrant entitles the holder thereof to acquire an additional common share of the Company at a price of $0.05 per share for a period of 2 years.

On September 21, 2017, the Company issued 17,999,000 units at $0.01 per unit, 2,050,000 units at $0.05 per unit and 420,000 units at $0.10 per unit to settle loans payable in the amount of $324,490. Each unit consists of a common share and one share purchase warrant, with each whole warrant entitles the holder thereof to acquire an additional common share of the Company at a price of $0.05 per share for a period of 2 years.

On September 21, 2017, the Company issued 7,500,000 units at $0.01 per unit for management and consulting services rendered to the Company by certain officers and directors of the Company. Each unit consists of a common share and one share purchase warrant, with each whole warrant entitles the holder thereof to acquire an additional common share of the Company at a price of $0.05 per share for a period of 2 years.

OVERALL PERFORMANCE

Results of Operations

For the period ended January 31, 2018, the Company incurred a loss of $143,463 compared to a loss of $300 for the same period in the prior year. The increase in net loss is due to an increase in activity as a result of the Company's attempt to implement new business strategies.

- The Company recorded consulting fees of $63,113 (2017 - $Nil).
- The Company recorded management fees of $40,050 (2017 - $Nil).
- The Company recorded professional fees of $12,898 (2017 - $Nil).

Selected Quarterly Information

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements. All dollar amounts are in Canadian dollars.

Quarter Ended	Loss for the period	Loss per Share (Basic & Diluted)	Total Assets	Interest Income
January 31, 2018	$40,955	$0.00	$301,831	$Nil
October 31, 2017	$102,508	$0.01	$322,252	$NIl
July 31, 2017	$116,684	$0.30	$226,452	$Nil
April 30, 2017	$83	$0.00	$101,849	$Nil
January 31, 2017	$150	$0.00	$Nil	$Nil
October 31, 2016	$150	$0.00	$Nil	$Nil
July 31, 2016	$1,700	$0.01	$Nil	$Nil
April 30, 2016	$450	$0.00	$Nil	$Nil

The Company incurred a loss of $40,955 in the second quarter of 2018 and a loss of $102,508 in the first quarter of 2018 and a loss of $116,684 in the fourth quarter of 2017 compared to the smaller losses in the prior quarters. The increase in net loss is due to an increase in expenses as a result of the Company's attempt to implement new business strategies.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital position at January 31, 2018 was $236,210 (July 31, 2017 – deficiency $119,817) including cash of $669 (July 31, 2017 - $3,572). The Company does not currently have an active business generating positive cash flows. The Company is reliant on equity or debt financing or shareholder loans to provide the necessary cash to acquire or participate in an active business. There can be no assurance that equity or debt financings will be available to the Company in the future that will be obtained on terms satisfactory to the Company.

As at the period ended January 31, 2018, the Company provided a loan of $295,000 (July 31, 2017 - $220,000) to a non-arm's length party. The loan is unsecured, non-interest bearing and due on demand.

As at the period ended January 31, 2018, the Company owed loans of $1,510 (July 31, 2017 - $324,679) to various parties in non-arm's length deals. The loans are unsecured, non-interest bearing and due on demand.

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

As at January 31, 2018 the Company owed $53,151 (July 31, 2017 - $15,410) to related parties, included in accounts payable. As at January 31, 2018 the company owed $1,510 (July 31, 2017 $108,179) to directors and officers that were included in loans payable by the Company. As at January 31, 2018, included in loans receivable by the Company was an amount of $295,000 (July 31, 2017 - $220,000) due from a company with directors in common.

During the six-month period ended January 31, 2018, the Company issued 11,799,000 units at $0.01 per unit to settle several loans payable to current and former directors and/or officers of the Company in the amount of $117,990.

During the six-month period ending January 31, 2018, the Company paid and/or accrued accounting and management and consulting fees of $67,863 (2017 - $Nil) to a company controlled by a director of the Company, of which $37,500 was paid by issuing 3,750,000 units at $0.01 per unit.

During the six-month period ending January 31, 2018, the Company paid and/or accrued management and consulting fees of $37,500 (2017 - $Nil) to the Chief Financial Officer of the Company, of which $37,500 was paid by issuing 3,750,000 units at $0.01 per unit.

On December 08, 2017 Mr. John Meekison resigned as a Director and CFO of the Company. Up to his resignation there were no fees paid to him. On December 08, 2017 Mr. Joel Dumaresq was appointed as a director of the Company and Mr. Theo van der Linde was appointed as the CFO of the Company.

FINANCIAL INSTRUMENTS AND RISKS

Fair Values

The fair values of cash and equivalents, receivables and trade payables approximate their book values because of the short-term nature of these instruments.

(a) *Financial Risk Management*

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

FINANCIAL INSTRUMENTS AND RISKS (CONTINUED)

(b) *Financial Instrument Risk Exposure*

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

Credit Risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The Company's receivables consist primarily of tax receivables due from federal government agencies. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Such fluctuations may be significant.

(a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk

The Company is not exposed to foreign currency risk on fluctuations in exchange rates.

(c) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

OTHER INFORMATION

Off Balance Sheet Items

The Company has no off-balance sheet arrangements.

Contingencies

The Company is not aware of any contingencies or pending legal proceedings.

Additional share information

At March 14, 2018 the Company had the following number of securities issued and outstanding:

Securities	Number	Exercise Price	Expiry Date
Common shares	38,365,601		
Share purchase warrants	37,969,000	$0.05	September 21, 2019
Fully diluted share capital	**76,334,601**		

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward Looking Information

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.