GULF & PACIFIC EQUITIES CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

Quarterly Report for the six and three months ended June 30, 2019

This Management Discussion and Analysis ("**MD&A**") of Gulf & Pacific Equities Corp (the "**Company**") provides analysis of the Company's financial results for the six and three months ended June 30, 2019. The following information should be read in conjunction with the accompanying unaudited condensed interim financial statements and the related notes for the six and three months ended June 30, 2019 and the audited financial statements and the related notes for the year ended December 31, 2018.

The unaudited condensed interim financial statements and related notes of the Company have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). Refer to the Notes of the June 30, 2019 unaudited condensed interim financial statements for disclosure of the Company's significant accounting policies. The Company's functional and reporting currency is the Canadian dollar.

The Company is publicly traded on the TSX Venture Exchange (TSX-V: **GUF**).

International Financial Reporting Standards

The Company's unaudited condensed interim financial statements for the six and three months ended June 30, 2019 and the December 31, 2018 audited financial statements have been prepared in accordance with IFRS as published by the International Accounting Standards Board.

Date of Report

This report is prepared as of August 22, 2019.

Forward Looking Statements

This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address the Company's ability to lease vacant property units, collect minimum rents, diversify its tenant base, undertake land intensification projects, refinance loans and mortgages at their maturity, complete accretive acquisitions and other events that impact the growth of the Company are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include interest rates, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

Additional information including press releases have been filed electronically through the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and are available online under our profile at www.sedar.com or the Company's website at www.gpequities.com.

Company Overview

The Company was incorporated under the *Business Corporations Act* (Alberta) on April 8, 1998 and on June 17, 1998 filed Articles of Amendment to remove certain private corporation restrictions. The Company is listed on the TSX Venture Exchange (TSX-V: GUF). The Company commenced active operations during the 1999 fiscal year and is focused on the acquisition, management and development of anchored shopping centres in Western Canada.

The Company's current portfolio consists of three properties located in Northern Alberta. The three properties consist of Tri-City Mall located in Cold Lake, Alberta with gross lease area of 141,289 sq. ft., St. Paul Shopping Centre, in St. Paul, Alberta with gross lease area of 79,042 sq. ft. and a stand alone property in Three Hills, Alberta with 9,003 sq. ft. of lease space. The Company still holds a vacant lot in Merritt, B.C..

Second Quarter 2019 Highlights

In the Second Quarter 2019:

- At **Tri-City Mall**, the Company continues to negotiate with new national & local tenants for the remaining vacancies and working to fully lease the mall. At the end of the first quarter, Bentley Leathers Inc. exercised their right to terminate the lease effective March 31, 2019.

- At **St. Paul Shopping Centre**, management is pleased to report that the St. Paul Shopping Centre is fully leased in its current configuration.

- In **Three Hills**, Red Apple Stores Inc. continues to operate the premises as The Bargain Shop with reduced rent for the current year. Future rents are subject to renegotiation.

- In **Merritt**, the Company still holds a vacant lot with nominal value.

- The Company has a revolving unsecured loan agreement with Ceyx Properties Ltd. (“**Ceyx**”) for up to $6 million at an annual interest rate of 6% with no fixed terms for repayment (the “**Loan**”). As of June 30, 2019, the balance outstanding is $4,547,000.

Overall Performance

Condensed Interim Statements of Financial Position

On the Condensed Interim Statements of Financial Position, total assets were $40,856,560 as of June 30, 2019, compared to $40,928,951 as of December 31, 2018. The decrease of $72,391 in total assets during the six months is primarily due to a decrease in cash as a result of the annual property tax payments during the second quarter, and other amounts receivable, offset by increase in market value of investments and adoption of new accounting standard IFRS 16 to recognize leases as assets.

The Company’s cash balance decreased by $155,798 during the six months to $199,840 at June 30, 2019, from $355,638 as of December 31, 2018. The decrease is mostly due to the use of funds for annual property tax payments, regular property management expenses, mortgage payments, offset by cash provided from the Company’s normal operations.

Other amounts receivable decreased to $Nil at June 30, 2019 from $11,723 as of December 31, 2018 due to the Company’s outstanding receivables in common area and property taxes, and CRA receivables.

Total prepaid expenses for the Company are unchanged at $37,182 for June 30, 2019 compared to $37,182 as of December 31, 2018.

Effective January 1, 2019, in accordance with IFRS 16, the Company recorded a right-of-use asset of $80,590 for its corporate office lease. As at June 30, 2019, the right-of-use asset has a remaining balance of $70,722.

Investment properties remained the same at $40,500,000 as of June 30, 2019 and $40,500,000 as of December 31, 2018.

The Company holds common shares of a related company. The value of the shares is $48,816 as of June 30, 2019 compared to $24,408 as of December 31, 2018.

With respect to liabilities, accounts payable and accrued liabilities decreased to $1,399,320 as of June 30, 2019 from $1,463,934 as of December 31, 2018 due to normal operations such as property taxes, common area expenses, and loan interest.

Mortgages payable decreased to $18,229,724 as of June 30, 2019 from $18,602,645 as of December 31, 2018 due to the amounts paid on the principal during the six months.

Effective January 1, 2019, in accordance with IFRS 16, the Company recorded a lease liability of $82,470 for its corporate office lease. As at June 30, 2019, the lease liability has a remaining balance of $73,294.

As June 30, 2019, the Company had an outstanding loan obligation of $4,547,000 from a related corporation, Ceyx Properties Ltd. The loan is unsecured, with access to a maximum value of up to $6,000,000 and interest payable of 6% per annum. Interest is accrued but not compounded. The companies are related by virtue of the fact that they have the same President. The related corporation is not a subsidiary.

The purchase price payable of $658,776 represents an agreement whereby the Company is obliged to pay the amount if the Tri-City Mall becomes fully leased subsequent to the purchase. As at June 30, 2019, the property was not fully leased. Since the Company expects to fully lease the property in the future, this obligation has been fully provided for.

The deferred income tax liability of $1,293,677 as of June 30, 2019 represents the Company's future obligations due to the net of items including temporary differences between the accounting basis and the tax basis of the assets and liabilities, and tax loss carry forwards.

Total liabilities decreased to $26,201,791 as of June 30, 2019 from $26,437,355 as of December 31, 2018. This decrease is primarily due to decrease in accounts payable and accrued liabilities and mortgages.

Shareholders' equity was $14,654,769 as of June 30, 2019 compared to $14,491,596 as of December 31, 2018. The increase in shareholder's equity was mainly due to increase in retained earnings from the operations of the Company.

<u>Condensed Interim Statements of Comprehensive Income</u>

For the three months ended June 30, 2019 revenue decreased to $800,040 from $1,021,065 for the quarter ended June 30, 2018. The decrease was mostly due to decrease in common area and realty tax recoveries which was subsequently received after the second quarter and offset by the change in step rent.

Accordingly, rental income decreased by $62,218 or 8.9% as a result of decrease due to the departure of Bentley and fluctuations in percentage rent during the quarter. Step rent revenue decreased from $8,572 in the quarter ended June 30, 2018 to negative $24,570 in the quarter ended June 30, 2019, a non-cash amount representing the straight-line recognition of future rent increase for the new leases. Common area and realty tax recoveries decreased by $125,665 or 40.2% for the quarter compared to the same period last year. Interest income was $Nil for the quarter compared to $Nil for the same period last year.

Expenses for the quarter decreased to $804,958 as of June 30, 2019 from $937,209 for the quarter ended June 30, 2018, a decrease of $132,251 or 14.1%. The primary reasons for the decrease in expenses are decreases in operating cost and realty taxes and unrealized gain from investments, a non-cash item, offset by increase in administration for the quarter mostly due to advertising & promotional fees and professional fees. In detail, decrease in interest of $7,253 or 2.2% due to decrease interest for loans payable. Decreases in operating costs and realty taxes of $144,406 or 33.0% due to reduced spending on the properties during the quarter and payment of the property taxes. Administration expenses increased by $22,610 or 12.7% due to the increased cost in the corporate office associated with employee retirement payment, advertising & promotional fees and professional fees.

Overall, within the normal operations of the Company, excluding one-time items, expenses are holding steady and management remains focused on controlling costs and operating efficiently.

Net income before fair value adjustment and income taxes for the quarter ended June 30, 2019 was a loss of $4,918 compared to net income of $83,856 for the quarter ended June 30, 2018. As a result, basic and diluted net income per share before fair value adjustment and income taxes was $Nil per share for the quarter ended June 30, 2019 and for the quarter ended June 30, 2018.

Net income and comprehensive income for the quarter ended June 30, 2019 was $89,706 compared to $90,673 for the quarter ended June 30, 2018. As a result, basic and diluted income per share was $Nil per share for the quarter ended June 30, 2019 and for the quarter ended June 30, 2018.

Condensed Interim Statements of Cash Flow

On the condensed interim statements of cash flows, cash provided by operations totaled $734,222 for the six months ended June 30, 2019 compared to cash provided by operations of $1,301,404 for the six months ended June 30, 2018.

Financing activities for the six months ended June 30, 2019 recorded funds used of $890,020 compared to funds used of $782,565 for the six months ended June 30, 2018.

As at June 30, 2019, the Company had cash of $199,840 compared to cash of $627,548 as at June 30, 2018.

Selected Annual Information

The following selected financial data for each of the three most recently completed financial years are derived from the audited annual financial statements of the Company, which were prepared in accordance with International Financial Reporting Standards ("IFRS") and presented for the years ended December 31, 2018, 2017 and 2016.

For the Years Ended December 31,	2018	2017	2016
	$	$	$
Revenue	3,992,607	3,870,165	4,011,189
Net Income (Loss) before fair value adjustment and income taxes	378,657	653,258	633,262
Net Income (Loss) before fair value adjustment and income taxes, per share - basic and diluted	0.02	0.03	0.03
Net Income (Loss) and Comprehensive Income (Loss)	367,292	(168,588)	(1,739,809)
Net Income (Loss) and Comprehensive Income (Loss), per share - basic	0.02	(0.01)	(0.08)
Net Income (Loss) and Comprehensive Income (Loss), per share - fully diluted	0.02	(0.01)	(0.08)
Total Assets	40,928,951	40,863,892	41,720,406
Total Liabilities	26,437,355	26,739,588	27,455,255
Cash Dividends	-	-	-

Summary of Quarterly Results

The following selected financial data are derived from the unaudited quarterly financial statements of the Company, which were prepared in accordance with IFRS for the results from July 1, 2017 to June 30, 2019.

	2019		2018				2017	
For the Quarters Ended	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30
	$	$	$	$	$	$	$	$
Revenue	800,040	1,001,302	1,000,789	1,005,051	1,021,065	965,702	945,750	969,800
Net Income (Loss) before fair value adjustment and income taxes	(4,918)	101,252	189,861	57,870	83,856	47,070	442,086	96,750
Net Income (Loss) before fair value adjustment and income taxes, per share - basic and fully diluted	-	-	0.02	-	-	-	0.03	-
Net Income (Loss) and Comprehensive Income (Loss)	89,706	75,359	298,888	(66,480)	90,673	44,211	(386,646)	72,530
Net Income (Loss) and Comprehensive Income (Loss), per share - basic	-	-	0.02	-	-	-	(0.01)	-
Net Income (Loss) and Comprehensive Income (Loss), per share – fully diluted	-	-	0.02	-	-	-	(0.01)	-

* Not presented as effect of dilutive items are anti-dilutive

Liquidity and Capital Resources

The Company had cash of $199,840 as of June 30, 2019 which is sufficient to cover the Company's near term cash requirements. If additional capital resources are required, management believes that it has the ability to raise sufficient funds for the continuation of operations. While management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to obtain the required financing.

The Company has commitments for capital expenditures related to the landlord's work in securing the new tenants. The Company currently has access of up to $6,000,000 in loan proceeds from a related party. As at June 30, 2019, $4,547,000 is outstanding on this loan.

The Company is committed under lease contract for the rental of its office premises in Toronto.

To date, the Company has not paid any dividends on its shares and as of the date of this MD&A does not plan to pay dividends in the immediate future.

The Company's objectives when managing capital are:

a) to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits to other stakeholders, and

b) to provide adequate return to shareholders by obtaining an appropriate amount of debt commensurate with the level of risk, to reduce after-tax cost of capital.

Second Quarter 2019

Major events and results relating to the quarter ending June 30, 2019 are covered in the section "Second Quarter 2019 Highlights".

Changes in Accounting Policies

IFRS 16 Leases ("IFRS 16") was issued by the IASB in January 2016 and replaces IAS 17, Leases for annual periods beginning on or after January 1, 2019. IFRS 16 specifies the methodology to recognize, measure, present, and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases except for short-term leases and leases with low value assets. A lessee will apply IFRS 16 to its leases either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of applying IFRS 16 being recognized at the date of initial application. The Company adopted IFRS 16 on the required effective date of January 1, 2019 without restatement of comparative information. The cumulative effects of application of IFRS 16 resulted in $1,880 decrease in opening retained earnings as at January 1, 2019 and resulted in a $80,590 increase in total assets and $82,470 increase in total liabilities as at January 1, 2019.

The Company's only lease is an operating lease for its corporate office.

Financial Instruments

All of the Company's financial instruments are initially measured at fair value, with subsequent measurements dependent on the classification of each financial instrument as follows:

Asset/Liability	**Classification under IAS 39**	**Classification under IFRS 9**
Investments	FVTPL	FVTPL
Other amounts receivable	Loans and receivables	Amortized cost
Cash	Loans and receivables	Amortized cost
Mortgages	Other liabilities at amortized cost	Amortized cost
Purchase price payable	Other liabilities at amortized cost	Amortized cost
Loan payable	Other liabilities at amortized cost	Amortized cost
Accounts payable and accrued liabilities	Other liabilities at amortized cost	Amortized cost

Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares without par value. As of June 30, 2019, the Company had issued and outstanding 21,290,685 common shares with a recorded value of $7,453,322.

The Company is also authorized to issue an unlimited number of preference shares without par value, of which none have been issued.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet transactions for the six and three months ended June 30, 2019 or the year ended December 31, 2018.

Related Party Transactions

During the six months ended June 30, 2019, the Company:

a) Charged rent at 1240 Bay Street to related parties, Plato Gold Corp., $1,200 (June 30, 2018 - $1,800) and Ceyx Properties Ltd., $1,800 (June 30, 2018 - $3,200). The companies are related parties of the Company by virtue of the fact that they both have the same President of the Company. As at June 30, 2019, included in accounts receivable is an amount of $10,200 (December 31, 2018 - $9,000) due from these related parties.

b) Was charged consulting fees for financial and management services of $57,188 (June 30, 2018 - $57,188) by Greg K. W. Wong, an officer of the Company. As at June 30, 2019, accounts payable and accrued liabilities included $Nil (December 31, 2018 - $Nil) of consulting fees payable to this officer.

c) Incurred accounting fees for bookkeeping and financial statement preparation of $30,000 (June 30, 2018 - $30,000) with an accounting firm, Forbes Andersen LLP, in which Paul Andersen, one of the Company's officers, is a partner. As at June 30, 2019, accounts payable and accrued liabilities included $9,000 (December 31, 2018 - $33,800) payable to this accounting firm.

d) Other related party transactions are disclosed in note 9 & 10 to the accompanying unaudited financial statements.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the particular related parties and the Company.

Contractual Obligations and Commitments

The Company's contractual obligations and commitments consists of loans and mortgages which are disclosed in the notes to the unaudited condensed interim financial statements ended June 30, 2019 and in the notes to the audited financial statements ended December 31, 2018. In February 2018, the Company moved to new offices and has lease obligations for its new offices until 2023.

Internal Control over Financial Reporting

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the audited annual financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited annual financial statements and (ii) the audited annual financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the audited annual financial statements.

In contrast to the certificate required under Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("**MI 52-109**"), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in MI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP.

The Company’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer (such as the Company) to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risk and Uncertainties

The Company depends on several national retail chains for a significant part of its income. If any of these chains were adversely affected by economic or business conditions, it would have a negative impact on the Company. The Company would also be adversely affected by a long standing large increase in interest rates or a severe economic slow down.

OUTLOOK

The global market continues to face uncertainty and unpredictability due to the protectionist agenda in the US, the difficult trade negotiations between the US and China, plus similar protectionist trends in Europe and elsewhere. As well, Britain is headed towards a Brexit without a trade deal with the other European nations. In North America, the uncertainty with the ratification of the new USMCA agreement adds to the challenges that business and retailers face in North America.

In Alberta, the recently elected conservative government is seen as a positive outcome for local businesses. However, oil prices have decreased in the second quarter but leveled off in the past months.

The delays in pipeline construction continues to be a negative for the Alberta economy. Local governments in Canada and the US continue to reject the construction of pipelines. Growing discontent in British Columbia for the pipeline and lack of action by the Canadian government are creating uncertainty for investment in the Alberta oil sector. As a result, the energy sector remains weak.

The US central bank cut rates for the first time since 2008 due to economic headwinds, notably a trade war with China and a loud call from the U.S. President for further rate reductions. The pressure will be on the Bank of Canada reduce the rates as well. In addition, trade issues with China is affecting large sectors of the Canadian economy. Canadians continue to carry record debts and any decreases in interest rates will be a relief for Canadian consumers.

For the Company, our properties are located in regions with diverse economies and do not solely depend on the oil sector. While it’s anticipated that the continuing low oil prices will have an impact on local economies, it will be mitigated somewhat in these two regions due to their diversification, with agriculture, tourism, and the Canada Forces base in Cold Lake, in addition to the oil and gas industry.

The relatively low interest rate environment will be an advantage for the Company as it reduces the interest cost for the financing of our investment portfolio. The Company regularly monitors interest rates and in the first quarter of 2018 the Company locked in a 5-year mortgage for its two key properties. As well, commercial real estate is once again becoming a core holding in major investment portfolios, which should provide for lower cap rates in coming years.

Operationally, our business model has enabled the Company to weather the past economic downturns better than most sectors, as our anchor tenants and national retailers have a positive outlook for the region.

While the Canadian retail market is facing a major reorganization, the Company has been able to renew leases when due and secure new tenants when opportunities arise.

Management is continuing its efforts to fully lease the remaining vacancies at Tri-City Mall.

Tri-City Mall, Cold Lake, Alberta

The Tri-City Mall remains the flagship mall in the Company’s portfolio and represents a major portion of the revenue generated for the Company.

In the three months ended June 30, 2019, the Company continues to negotiate with new national tenants at the mall and is in ongoing discussions with other local tenants for the remaining space in Tri-City Mall and working to fully lease the mall.

With the changes noted above, the current tenant profile remains stable with Ardene, ATB Financial, Bootlegger, Bross Hair, Dollar Tree, Easy Financial, Pet Valu, Pizza Hut, Sobeys, Sportschek, V-Nails & Spa, Value Drug Mart, Warehouse One and Winners. When fully leased, the mall will add substantial value to the Company’s investment portfolio.

St. Paul Shopping Centre, St. Paul, Alberta

St. Paul Shopping Centre continues to be fully leased in its current configuration. The current tenant profile consists of Peavey Mart, Ardene, Dollar Tree, Marks, and Giant Tiger Stores occupying the mall. The two pad sites are leased by Tim Hortons and Petro Canada.

Three Hills, Alberta

Our Three Hills property is operating as a Bargain! Shop.

In Merritt, British Columbia, the Company still holds a vacant lot.

Our long term financing consists of mortgages and an unsecured loan with a related party. As of June 30, 2019, the mortgages outstanding for the Cold Lake and St. Paul properties stand at $17,919,113 for these two properties bearing interest at 5.26% and maturing on September 1, 2023. The Three Hills property has a mortgage balance of $336,768 as at June 30, 2019, paying interest at 5.85% and maturing on December 1, 2023.

The Company has access to the loan with Ceyx of up to $6 million to finance the redevelopment of the two malls and general operation of the Company, of which $4,547,000 is outstanding as of June 30, 2019 and as of the date of this report, with accumulated interest of $1,231,378.

The Company had cash of $199,840 as of June 30, 2019 with 21,290,685 shares outstanding. The closing price of the Company's common shares on the TSXV on June 30, 2019 was $0.23.

Management continues to reduce costs at the corporate level and, when appropriate, to reduce Common Area Maintenance expenses on all properties.

The current economic situation remains challenging for new financing. In particular, financing will be difficult to obtain in the small markets where our properties are located.

We are focused on maintaining a strong relationship with our many quality tenants such as Ardene, ATB Financial, Bootlegger, Dollar Tree, Easy Financial, Giant Tiger Stores, Mark's Work Warehouse, Peavey Mart, Pet Valu, Petro Canada, Pizza Hut, Sobeys, Sportchek, The Bargain Shop, Tim Hortons, V-Nails & Spa, Value Drug Mart, Warehouse One, and Winners. To view a complete list of our tenants please visit our website at www.gpequities.com.

Our business model of investing in anchored shopping centres, with a focus on everyday needs, remains our competitive advantage during good and difficult economic conditions.

In the last quarter the Company continues to focus on securing new leases based on the current interest by national and local tenants. Looking forward to 2019 and 2020 management hopes to fully lease Tri-City Mall which will provide a substantial increase in valuation of the investment portfolio based on external appraisals. The Company is pleased to report that St. Paul Shopping Centre continues to be fully leased based in the current configuration.

Yours truly,

(signed) "Anthony J. Cohen"
Anthony J. Cohen
President & CEO
August 22, 2019