NEX “SAQ.H”

SYNERGY

Acquisition Corp.

MANAGEMENT DISCUSSION AND ANALYSIS
For the Three Months Ended March 31, 2013

The following Management Discussion and Analysis ("MD&A") of financial condition and results of operations of Synergy Acquisition Corp. (the "Company" or "Corporation") should be read in conjunction with the Corporation's unaudited financial statements for the three months ended March 31, 2013. The Corporation's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and are presented in Canadian dollars unless otherwise indicated. This MD&A is dated May 27, 2013.

Additional information relating to the Corporation is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

OVERVIEW OF BUSINESS

The Corporation was incorporated under the Business Corporations Act (Alberta) on December 24, 2003. It is a public company listed on the NEX board of the TSX Venture Exchange Inc., trading under the symbol SAQ.H. On December 16, 2010, the Corporation changed its name to "Synergy Acquisition Corp." to better reflect the nature of its business going forward.

The proposed business activity for Synergy Acquisition Corp. will be to effect a merger, asset acquisition, share purchase, reorganization or other similar business combination with one or more synergistic operating businesses. The Corporation will focus on an acquisition or acquisitions in the industrial energy sector, but it may complete its initial business combination with a company outside that industry if an alternative acquisition opportunity presents itself.

During the first quarter ended March 31, 2013, the Corporation has been seeking out acquisition opportunities and will continue to review potential transactions as they present themselves.

SELECTED FINANCIAL INFORMATION

The following tables contain selected financial information for the Corporation for the three months ended March 31, 2013 and selected comparative financial information as at December 31, 2012. This information has been prepared by management of the Corporation, in accordance with IFRS.

	As @	
	March 31 2013 *unaudited*	Dec. 31 2012 *audited*
Current assets	$11,707	$27,878
TOTAL ASSETS	**$11,707**	**$27,878**
Current liabilities	$15,947	$28,766
TOTAL LIABILITIES	15,947	28,766
SHAREHOLDERS' DEFICIENCY	(4,240)	(888)
SHAREHOLDERS' DEFICIENCY & LIABILITIES	**$11,707**	**$27,878**

	For the 3 months ended	
	Mar. 31, 2013 *unaudited*	Mar. 31, 2012 *unaudited*
EXPENSES		
Administrative & general	$3,353	$9,381
Loss before income tax	3,353	9,381
Income tax	-	-
NET LOSS	**$3,353**	**$9,381**
NET LOSS PER WEIGHTED AVERAGE COMMON SHARE	**$0.00**	**$0.00**

RESULTS OF OPERATIONS

The general and administrative expenses incurred in the three months ended March 31, 2013 and 2012 were professional and regulatory fees associated to maintaining the Corporation's continuous disclosure obligations.

Selected Quarterly Financial Information

The following table sets forth unaudited quarterly information for each of the four quarters ended June 30, 2011 through March 31, 2013. This information has been derived from unaudited interim financial statements that, in the opinion of the Corporation's management, have been prepared on a basis consistent with the audited annual financial statements.

Statement of Operations	(Unaudited) First Quarter ended March 31st		(Unaudited) Fourth Quarter ended December 31		(Unaudited) Third Quarter ended September 30		(Unaudited) Second Quarter ended June 30	
	2013	2012	2012	2011	2012	2011	2012	2011
Expenses	$3,353	$9,381	$4,973	$20,583	$8,946	$5,680	$14,356	$8,518
Loss for the period	(3,353)	(9,381)	(4,973)	(20,583)	(8,946)	(5,680)	(14,356)	(8,518)
Basic loss per share	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00

LIQUIDITY AND CAPITAL RESOURCES

The financial statements are prepared on a going concern basis, which assumes the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2013 the Corporation has negative working capital of $4,240 and an accumulated deficit of $5,498,009. The capital resources of the Corporation are primarily its current assets which are cash and GST receivable. The Corporation does not currently have any contractual obligations for the use of cash and it has no capital commitments. The Corporation's ability to continue as a going concern is dependent on the ability of the Corporation to raise additional funds or successfully complete an acquisition of an operating business.

On March 15, 2012, the Corporation closed a non-brokered private placement of 666,667 common shares of the Corporation at the price of $0.15 per common share to Don Caron, the Chairman and a director of the Corporation, David Tam, a director of the Corporation and Eric Sauze, Chief Financial Officer and Secretary of the Corporation. Gross proceeds were $100,000 less issuance costs of $2,276. The shares were subject to a TSX Venture Exchange hold period expiring on July 6, 2012. The Corporation intends to use the proceeds from the sale of the common shares for general working capital.

There can be no assurance the Corporation will be able to continue raising additional financing in the future or the terms of such financing will be favourable. The Corporation may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Corporation or at all. Any equity offering will result in dilution to the ownership interests of the Corporation's shareholders and may result in dilution to the value of such interests.

RELATED PARTY TRANSACTIONS

Included in accounts payable and accrued liabilities is $3,414 payable to a company over which a director has significant influence. The transactions are measured at the exchange amount which is the amount to which the parties have agreed.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has not entered into any off balance sheet arrangements other than those already described, if any, in this MD&A.

RISK FACTORS

The Corporation plans to seek, identify, evaluate and complete an operating business acquisition. However, there are still a number of contingent business risks, some of which are beyond the Corporation's control which are categorized as follows:

Conflicts and Efforts of Insiders

The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

Market

There can be no assurance an active and liquid market for the Corporation’s common shares will develop and shareholders may find it difficult to resell their common shares.

Limited Funds and Completion of an Operating Business Acquisition

The Corporation has limited funds with which to identify and evaluate potential operating business acquisitions and there can be no assurance the Corporation will be able to identify and consummate a suitable transaction.

Dilution

The closing of any proposed business acquisition will likely involve the issuance of a significant number of additional securities by the Corporation and this will result in further dilution to shareholders, which may also result in a change of control of the Corporation.

Management

The Corporation is relying solely on the past business success of its directors and officers to identify a business of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found.

OUTLOOK

The Corporation's primary focus for the foreseeable future will be to identify, evaluate and complete an operating business acquisition. Management will consider growth opportunities in a number of industries and geographic locations.

CRITICAL ACCOUNTING ESTIMATES AND CHANGES IN ACCOUNTING POLICIES

In preparing the financial statements, in conformity with International Financial Reporting Standards ("IFRS"), management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Principal areas where uncertainty is inherent include the valuation of deferred tax assets and valuations of accrued liabilities.

Management feels actual results will not be materially different from these estimates.

ACCOUNTING POLICIES

During the first quarter ended March 31, 2013, the Corporation adopted the following new accounting policies:

IFRS 10 – Consolidated Financial Statements which supersedes IAS 27 – Consolidated and Separate Financial Statements and SIC 12 – Consolidation – Special Purpose Entities as of January 1, 2013. The standard revises the definition of control together with accompanying guidance to identify an interest in a subsidiary. The basic requirements and mechanics of consolidation and accounting for non-controlling interests and change in control remain the same. The adoption of this standard did not have a material impact on the Corporation's financial statements.

IFRS 13 – Fair Value Measurement as of January 1, 2013. The new standard does not affect which items are required to be fair-valued, but clarifies the definition of fair value and provides related guidance and enhanced disclosures about fair value measurements. The adoption of this standard did not have a material impact on the Corporation's financial statements.

IAS 1 – Presentation of Financial Statements as of January 1, 2013. The Amendments require the Corporation to group items presented in other comprehensive income into those that, in accordance with other IFRSs, will not be reclassified subsequently into profit or loss, and those that will be reclassified subsequently to profit or loss when specific conditions are met. The Corporation expects that this will change the presentation of items in other comprehensive income, but the adoption of this standard amendment did not have a material impact on the Corporation's financial statements.

FUTURE ACCOUNTING PRONOUNCEMENTS

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Company:

The Company will be required to adopt the first phase of IFRS 9 – Financial Instruments as of January 1, 2015. The new standard was issued as part of the IASB plan to replace IAS 39 – Financial Instruments with a more robust set of standards for the reporting of financial instruments used by the Company. The first phase addresses the accounting for financial assets and financial liabilities. The second phase will address the impairment of financial instruments, and the third phase will address hedge accounting. The adoption of this standard is not expected to have a material impact on the Company's financial statements.

FINANCIAL INSTRUMENTS

The Corporation classifies all financial assets as held-to-maturity, loans and receivables, held-for-trading or available-for-sale and all financial liabilities as held-for-trading and other. Financial instruments classified as held-for-trading are measured at fair value with changes in fair value recognized in net income. Financial assets classified as held-to-maturity or as loans and receivables and financial liabilities not classified as held-for-trading are measured at amortized cost. Available-for-sale financial assets are measured at fair value with changes in fair value recognized in other comprehensive income ("OCI"). All derivative financial instruments are reported on the balance sheet at fair value with changes in fair value recognized in net income unless the derivative is part of a hedging relationship that qualifies as a fair value hedge, cash flow hedge or hedge of a net investment in a self-sustaining foreign operation.

Financial assets available for sale, assets and liabilities held for trading and derivative financial instruments, part of hedging relationship or not, are measured at fair value. Held-to-maturity investments, loans and receivables, and other financial liabilities are initially measured at fair value and subsequently measured at amortized cost.

The Corporation has made the following classifications:

Accounts payable and other liabilities are classified as other financial liabilities and are initially measured at fair value and subsequently measured at amortized cost using the effective interest rate method.

Cash is classified as held-for-trading.

FORWARD LOOKING STATEMENT

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward looking statements are usually identified by the use of certain terminology, including "will", "believes", "may", "expects", "should", "seeks", "anticipates" or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements. Forward-looking statements are statements that are not historical facts, and include but are not limited to, estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to the effectiveness of the Corporation's business model; future operations, products and services; the impact of regulatory initiatives on the Corporation's operations; the size of and opportunities related to the markets for the Corporation's products; general industry and macroeconomic growth rates; expectations related to possible joint and/or strategic ventures and statements regarding future performance.

Forward-looking statements used in this discussion are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of the Corporation. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Forward looking statements in this document are not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, users of the information included herein, including investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements.

Forward-looking statements included or incorporated by reference in this document include statements with respect to the Corporation's ability to restrict its corporate expenditures to costs of raising equity financing, administrative cost to maintain the Corporation in good standing and costs to identify and evaluate potential business opportunities and the Corporation's future adoption of IFRS.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Corporation's general and administrative expenses is provided in the Corporation's Statement of Loss that is contained in its financial statements for March 31, 2013 and is available on SEDAR which can be accessed through www.sedar.com.

Additional Disclosure of Outstanding Share Data

Common Shares

As at March 31, 2013, the Corporation had 3,256,834 common shares issued and outstanding.

Stock Options

As of March 31, 2013, there are no stock options outstanding.

Warrants

As of March 31, 2013, there are no warrants outstanding.

Additional Information

The Corporation files annual and interim reports, information circulars and other information with certain Canadian securities regulatory authorities. The documents filed with the Canadian securities regulatory authorities are available at www.sedar.com.