CNSX “QMP”

SYNERGY

Acquisition Corp.

MANAGEMENT DISCUSSION AND ANALYSIS
For the Nine Months Ended September 30, 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 interim financial statements for the nine months ended September 30, 2013. The Corporation's interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") (International Accounting Standard 34, Interim financial Reporting) issued by the International Accounting Standard Board ("IASB") and are presented in Canadian dollars unless otherwise indicated. This MD&A is dated November 29th, 2013.

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

Forward-Looking Statements

Certain statements contained herein are forward-looking, and are based on the opinions and estimates of management, or on opinions and estimates provided and accepted by management. These opinions and estimates include those that relate to geological and mining factors, commodity prices and marketing parameters used by management.

Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ, possibly significantly. When used in this document, words such as "could", "plan", "estimate", "expect", "intend", "intent", "may", "potential", "should" and similar expressions are forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

The Corporation expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by applicable law.

OVERVIEW OF BUSINESS

On October 2013, the Corporation entered into an agreement with two Corporations ("Corporations") to purchase 3,200 claims located in Canada. The consideration for this acquisition is that the Corporation agreed to:

(a) Deliver to Corporations on closing date 10,000,000 shares at $0,06 of the Corporations;
(b) A 1,0% net smelter royalty retained by Corporations of which 0,5% may be repurchased by the Corporation for $500,000.

The acquisition of claims will be treated as an asset acquisition, as these claims do not have the mineral reserves and other inputs, nor any significant processes that would enable it of producing outputs and consequently be considered a business as defined in IFRS 3.

Moreover, on October 2013, the Corporation completed private placements by the issuance of 3,300,000 shares in consideration of $167,500.

Finally, the current directors and officers of the Corporation resign and new directors and officers will be nominated. It is expected that the Corporation will carry on business under a different name (acceptable to the applicable authorities) and the Synergy Shares are delisted from the TSX-V and listed on the CNSX under a new trading symbol QMP.

On November 27th, 2013, the Corporation announced the signing of a property sales agreement with Mazorro Resources ("Mazorro") for the Monster Lake Area Property (the "Property"). The

property is located in north-western Quebec, 44 km southwest of Chibougamau and consists of two blocks totaling 81 mining claims covering 4,300 hectares.
Under the sales agreement, Mazorro may acquire up to 100% of the rights and interests of the Company's Monster Lake area property by making cash payments totaling $ 50,000, and by issuing 4,000,000 common shares of Mazorro to the Company and 1,000,000 warrants, each warrant to purchase one (1) common share of Mazorro for a period of two (2) years from the closing date at a price of $ 0.10 per share. In addition, Mazorro grants to the Company a royalty of 2.0% (NSR). Mazorro has the option to purchase 1% of the NSR for a cash consideration of $250,000 payable to Synergy.

Terms of the sale agreement
Under the agreement to acquire a 100% interest in the Property, Mazorro must make cash payments and issue shares as follows:

Period	Payment ($)	Shares	Warrants
At signature Following delivery of 43-101 report	25 000$ 25 000$	1 500 000 1 500 000	1 000 000
12 months following signing of agreement		1 000 000	
TOTAL	50 000$	4 000 000	1 000 000

SELECTED FINANCIAL INFORMATION

The following tables contain selected financial information for the Corporation for the nine months ended September 30, 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 at	
	Sept. 30 2013 unaudited	**December 31 2012 audited**
Current assets	$3,275	$27,878
TOTAL ASSETS	**$3,275**	**$27,878**
Current liabilities	$44,642	$28,788
TOTAL LIABILITIES	44,642	28,766
SHAREHOLDERS'EQUITY (DEFICIENCY)	-41,367	-888
SHAREHOLDERS'EQUITY (DEFICIENCY) & LIABILITIES	**$3,275**	**$27,878**

	For the 3 months ended		For the 9 months ended	
	Sept. 30, 2013 unaudited	Sept. 30, 2012 unaudited	Sept. 30, 2013 unaudited	Sept. 30, 2012 unaudited
EXPENSES				
Administrative & general	$28,982	$8,946	$40,479	$32,682
NET LOSS	**28,982**	**8,946**	**40,479**	**32,682**
BASIC AND DILUTED LOSS PER SHARE	**$0.01**	**$0.00**	**$0.01**	**$0.01**

RESULTS OF OPERATIONS

The general and administrative expenses incurred in the three and nine months ended September 30, 2013 and 2012 were professional and regulatory fees associated to maintaining the Corporation's continuous disclosure obligations, as well as to close the Proposed Transaction.

Selected Quarterly Financial Information

The following table sets forth unaudited quarterly information for each of the four quarters ended December 31, 2011 through September 30, 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) Third Quarter ended September 30		(Unaudited) Second Quarter ended June 30th		(Unaudited) First Quarter ended March 31st		(Unaudited) Fourth Quarter ended December 31	
	2013	2012	2013	2012	2013	2012	2012	2011
Expenses	$28,982	$8,946	$8,144	$14,356	$3,353	$9,381	$4,973	$20,583
Loss for the period	(28,982)	(8,946)	(8,144)	(14,356)	(3,353)	(9,381)	(4,973)	(20,583)
Basic loss per share	$0.01	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00

LIQUIDITY AND CAPITAL RESOURCES

These interim financial statements have been prepared assuming the Corporation will continue as a going concern. The going concern basis of presentation assumes the Corporation will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. For the Nine months' ended September 30, 2013, the Corporation incurred a loss of $40,479 (September 30, 2012 - $32,682) and had negative cash flow from operations of $23,813 (September 30, 2012 - $33,635). In addition, as at September 30, 2013, the Corporation had negative working capital of $41,367 (September 30, 2012 – positive working capital of $4,089) and an accumulated deficit of $5,535,135 (September 30, 2012 - $5,489,682).

The above factors raise significant doubt about the Corporation's ability to continue as a going concern. The Corporation's ability to continue as a going concern is dependent upon its ability to obtain additional financing to fund a positive cash flow acquisition. Even if the corporation has been successful in the past in doing so, there is no assurance that it will manage to obtain additional financing in the future.

The financial statements do not reflect adjustments that would be necessary if the going concern assumption 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 assets and liabilities, the reported expenses, and the classifications on the statement of financial position used.

RELATED PARTY TRANSACTIONS

Included in accounts payable and accrued liabilities is $24,531 payable to a company over which a former 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

There are 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

The Corporation has limited funds with which to maintain its operations and there can be no assurance the Corporation will be able to identify and consummate a suitable transaction.

Dilution

The closing of any proposed equity financing may involve the issuance of a significant number of additional securities by the Corporation and this will result in further dilution to shareholders.

Management

The Corporation is relying solely on the past business success of its directors and officers to implement its business strategy. 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 availability of funds is a function of the capital markets. The Corporation is confident to be in a position to finance itself and to find new mining properties. The Corporation's ability to continue as a going concern is dependent upon raising additional funds. The outcome of these matters cannot be predicted at this time.

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 nine months ended September 30, 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 September 30, 2013 and is available on SEDAR which can be accessed through www.sedar.com.

Additional Disclosure of Outstanding Share Data

Common Shares

As at September 30, 2013, the Corporation had 3,256,834 common shares issued and outstanding.

Stock Options

As of September 30, 2013, there are no stock options outstanding.

Warrants

As of September 30, 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.