Loon Energy Corporation
Management's Discussion and Analysis
For the three and nine month periods ended September 30, 2012 and 2011
(US$, unless otherwise stated)

This Management's Discussion and Analysis ("**MD&A**") document dated November 28, 2012 is provided by the management of Loon Energy Corporation ("**Loon Corp**" or "**Company**") and should be read in conjunction with the condensed consolidated interim financial statements for the three and nine month periods ended September 30, 2012 and 2011 and the December 31, 2011 annual financial statements and Management's Discussion and Analysis.

Basis of Presentation

This MD&A is prepared using United States dollars ("**US Dollars**") which is the reporting currency of the Company. The condensed consolidated interim financial statements for the three and nine month periods ended September 30, 2012 are prepared in accordance with IAS 34 Interim Financial Reporting and do not include all of the information required for full annual financial statements.

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the condensed consolidated interim financial statements for the three and nine months ended September 30, 2012.

Overview

Loon Energy Corporation is an international oil and gas exploration and development company with management offices in Calgary, Alberta, Canada and in Dubai, United Arab Emirates. Loon Corp was incorporated pursuant to the provisions of the *Business Corporation* Act (Alberta) ("**ABCA**") on October 30, 2008 to receive certain of the oil and gas assets of Loon Energy Inc. ("**Loon**") in accordance with a Plan of Arrangement ("**Arrangement**") under the ABCA. Pursuant to the Arrangement, the assets of Loon in Colombia and Peru were transferred to Loon Corp, each Loon shareholder received one common share of Loon Corp for each Loon share held, the common shares of Loon Corp were listed on the TSX Venture Exchange under the symbol LNE and Loon received $3.15 million of cash. The implementation of the Arrangement on December 10, 2008 also resulted in Loon changing its name to Kulczyk Oil Ventures Inc. ("**Kulczyk Oil**").

Operations Overview

Colombia

Buganviles Association Contract

Through a farm-in agreement, the Company earned a 20% non-operated participating interest in a 60,817 hectare block of land covered by the Buganviles Association Contract between Holywell Resources S.A. and Empresa Colombiana de Petróleos ("**Ecopetrol**"), the Colombian national oil company. The Buganviles Association Contract lands are located in the Upper Magdelena Valley area of central Colombia. The Company earned its interest by paying $1.0 million of the estimated $3.4 million "dry-hole" cost of the Delta-1 well plus 20% of costs incurred thereafter. The Company has fulfilled its required work commitments with respect to this contract area. The Delta-1 well came on production late in September 2008, and Ecopetrol approved the Operator's Commerciality Application in March 2009. The license for the Buganviles Association Contract expired on June 30, 2012. The operator has applied for a two year extension of the contract and an update on the status of the extension is expected from Ecopetrol by the end of 2012.

During fiscal 2010, Loon Corp entered into a farm-out agreement with Petrodorado South America S.A. ("**Petrodorado**") under which Petrodorado agreed to pay Loon Corp's 20% share of the authorized cost to drill and complete two wells in Colombia to earn 75% (net 15%) of Loon Corp's interest in the Buganviles Association Contract, excluding the Delta-1 well. The farm-out agreement included an option for the Company to re-acquire a reversionary interest. The exercise of this option by the Company in November 2010 reduced the working interest earned by Petrodorado from net 15% to net 10%. As a result, at September 30, 2012, Loon Corp holds a net 10% working interest in the Buganviles Association Contract area.

On October 16, 2010, the first of the wells, the Visure-1X exploratory well, commenced drilling and significant oil was encountered in the Lower Guadalupe Formation. The well was perforated and flowed a minor amount of heavy oil before being suspended. The costs to drill Visure-1X have been paid by Petrodorado.

The second well, the Tuqueque-1X exploratory well, commenced drilling in the fourth quarter of 2010, but operations on the Tuqueque-1X well were terminated at a depth of 9,303 feet and plans to deepen the well to 11,300 feet were suspended after encountering drilling challenges. The petrophysical evaluation of the upper part of the well indicated three prospective intervals, but testing in 2011 found no appreciable flow of hydrocarbons. The Operator plans to complete the abandonment of the well by the end of 2012.

The Company received cash calls from the Operator to fund the drilling and completion of two Buganviles wells – Visure-1X and Tuqueque-1X. Upon the execution of the farm-out agreement in September 2010, these cash call amounts became payable by Petrodorado. To date Petrodorado has paid a total of $2 million under the farm-out agreement. The Company has recorded a receivable from Petrodorado for $232,708 representing the unpaid cash calls to be paid by Petrodorado to fund the drilling of these two wells on behalf of the Company under the terms of the farm-out agreement and which forms a portion of both the accounts receivable from Petrodorado and accounts payable to the Operator.

The Company does not currently have any definitive plans to return to the drilling program or further develop the concession.

Peru

The Company, through its wholly-owned subsidiary, Loon Peru Limited ("**Loon Peru**"), has an exploration license contract with PERUPETRO S.A granting Loon Peru the right to explore for and produce hydrocarbons from Block 127 in the Maranon Basin area of northeast Peru.

In 2010, the Operator, Compañía Española de Petróleos, S.A. ("**CEPSA**"), and Loon decided to not enter into the second exploration phase and withdraw from Block 127. All petroleum and natural gas property expenditures related to Block 127 were fully written off in 2010. CEPSA and the Company are currently executing an abandonment plan for Block 127. All abandonment activities are expected to be completed in 2012.

Selected quarterly information

Working capital (deficiency)

	As at September 30,	As at December 31,
Current assets	$ 1,227,204	$ 617,221
Current liabilities	(694,331)	(783,773)
	$ 532,873	$ (166,552)

	Three month periods ended Sept 30, 2012	Three month periods ended Sept 30, 2011	Nine month periods ended Sept 30, 2012	Nine month periods ended Sept 30, 2011
Expenses				
General and administrative	$ 72,063	$ 63,148	$ 282,948	$ 336,089
Stock based compensation	59,633	149,800	171,571	404,875
	131,696	212,948	454,519	740,964
Finance costs				
Accretion	873	699	2,619	1,462
Foreign exchange (gain) loss	(26,251)	264	(3,344)	5,991
	(25,378)	963	(725)	7,453
Net loss and comprehensive loss	$ 106,318	$ 213,911	$ 453,794	$ 748,417
Net loss per share				
Basic and diluted	$ (0.01)	$ (0.02)	$ (0.03)	$ (0.08)

The following table summarized the weighted average common shares used in calculating the net loss per share.

	Three months ended Sept 30,		Nine months ended Sept 30,	
	2012	2011	2012	2011
Basic and diluted	19,949,136	9,949,136	14,234,850	9,949,136

General and Administrative Expenses

The general and administrative expenses for the three and nine months ended September 30, 2012 were $72,063 and $282,948, compared to $63,148 and $336,089 for the comparative three and nine months ended September 30, 2011. The 2012 general and administrative expenses are lower than the comparative period mainly due to lower legal, advisory and insurance costs, resulting from a lower level of activity.

	Three months ended Sept 30,		Nine month periods ended Sept 30,	
	2012	2011	2012	2011
Fees and consulting	$ 33,924	$ 8,310	$ 99,380	$ 91,343
Advisory costs	10,379	35,216	106,004	202,317
Third party overhead	193	-	2,425	17,490
Other administration costs	27,567	19,622	75,139	24,939
	$ 72,063	$ 63,148	$ 282,948	$ 336,089

Stock based compensation

Stock based compensation expense for the three and nine months ended September 30, 2012 was $59,633 and $171,571, compared to $149,800 and $404,875 for the comparative periods ended September 30, 2011. The stock based compensation arises from the issuance of options granted to Directors, officers and consultants to the Company on November 29, 2010. As at December 31, 2011, two-thirds of options had vested and the current period expense is lower than the comparative period as it reflects only the unvested portion. The options were repriced during the second quarter of 2012, see "Share Data". During the third quarter of 2012, 411,000 options were granted, see "Share Data".

Decommissioning obligation

Accretion expense for the three and nine months ended September 30, 2012 was $873 and $2,619, compared to $699 and $1,462 for the comparative periods ended September 30, 2011. As of September 30, 2012, the decommissioning obligation for the Peruvian assets was fully accreted with the remaining obligation arising from the Ventilador, Visure and Tuqueque properties in Colombia. The accretion of the decommissioning obligation for these remaining properties is currently scheduled to be recognized over the next four years.

Property and Equipment and Evaluation and Exploration Expenditures

There were no Evaluation and Exploration or Property and Equipment expenditures for the period ended September 30, 2012. The expenditures for the period ended September 30, 2011 resulted from the recognition of the exercise of the 5% reversionary working interest buy-back of the Colombian assets for $343,337. The Company's share of costs to drill the Tuqueque-1X well are paid by Petrodorado under a farm-out agreement. An additional $20,000 of decommissioning obligations was recognized during the period ended September 30, 2011 for the Visure property held in Colombia. These costs were included in a provision for impairment recorded in the fourth quarter of 2011.

Summary of Quarterly Data

The following tables set forth selected quarterly financial information for the most recent eight financial quarters.

	Q3 2012	Q2 2012	Q1 2012	Q4 2011
Net loss	$ (106,318)	$ (255,912)	$ (121,564)	$ (736,982)
Per share - basic and diluted	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.08)

	Q3 2011	Q2 2011	Q1 2011	Q4 2010
Net loss	$ (213,911)	$ (280,844)	$ (253,662)	$ (1,174,677)
Per share - basic and diluted	$ (0.02)	$ (0.03)	$ (0.03)	$ (0.12)

During the three months ended September 30, 2012, the Company recognized general and administrative expenses of $72,063, included advisory costs relating to legal and audit of $10,379, other administrative costs of $27,760, directors insurance of $5,000 and consulting fees of $28,924. The Company recognized stock based compensation expense of $59,633.

During the three months ended June 30, 2012, general and administrative expenses of $134,136 included $52,000 of audit fees and legal fees and $9,000 of Directors' Fees. The Company recognized stock based compensation expense of $67,526.

During the three months ended March 31, 2012, general and administrative expenses of $76,749 included $42,000 of audit and legal fees and $24,000 of Directors' Fees. The Company recognized stock based compensation expense of $44,412.

During the three months ended December 31, 2011, the Company recognized stock based compensation expense of $59,332 and an impairment of the value of its Colombian assets of $528,926. General and administrative expenses for the three months ended December 31, 2011 included $53,000 of audit and legal fees, $8,000 of insurance premium expenses, $3,000 of shared services expenses and $67,000 of Directors' fees related to the second, third and fourth quarters of 2011.

During the three months ended September 30, 2011, the Company recognized $149,800 of stock based compensation expense. General and administrative expenses for the three months ended September 30, 2011 included legal fees, $14,000 of management fees and $3,000 of shared services expenses.

During the three months ended June 30, 2011, the Company recognized $126,728 of stock based compensation expense. General and administrative expenses for the three months ended June 30, 2011 included $52,000 of audit and legal fees, $14,300 of management fees and $6,000 of insurance premium expenses.

During the three months ended March 31, 2011, the Company recognized $128,347 of stock based compensation expense and $79,000 of audit fees.

During the fourth quarter of 2010, there were a number of activities the Company engaged in which resulted in higher expenses. The Company issued shares in lieu of salaries with an associated cost of $441,790. Stock options were issued to senior management and directors with an associated cost of $423,939 and there was an increased general and administrative activities in connection with the unsuccessful negotiations with Petrodorado regarding what was eventually a failed business combination.

Share Data

The Company is authorized to issue an unlimited number of common shares. On February 13, 2012, the board of directors of Loon Corp resolved to consolidate the common shares of Loon Corp on the basis of ten pre-consolidation common shares for one post-consolidation common share. The shareholders subsequently approved this share consolidation. Accordingly, share transactions and balances, and per share disclosures have been revised to reflect the impact of the consolidation for all periods presented.

The Company is also authorized to issue an unlimited number of preferred shares. There are no preferred shares outstanding.

	Number of Shares	Carrying amount
Balance, December 31, 2010 and December 31, 2011	9,949,136	$ 15,591,236
Shares issued on private placement	10,000,000	1,006,395
Share issuance costs	-	(27,366)
Balance, September 30, 2012	19,949,136	$ 16,570,265

In June 2012, the Company completed a non-brokered private placement consisting of 10,000,000 common shares at an issue price of CAD$0.10 per share for gross proceeds of CAD$1,000,000 (USD$ 1,006,395). The Company paid $27,366 in share issue costs.

During the second quarter, the Board approved a repricing of the share purchase options, from an exercise price of $1.30 per option to $0.16 per option, which is reflected in the stock based compensation. During the third quarter, the Board approved the issuance of 411,000 options at an exercise price of $0.10 per option.

The following table summarizes information about the options outstanding as at September 30, 2012 and December 31, 2011, adjusted for the 1 for 10 share consolidation and the repricing of options in 2012:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Contractual Life (years)
Balance outstanding, December 31, 2011	891,500	$ 0.16	3.9
Options granted	411,000	0.10	4.9
Balance outstanding, September 30, 2012	1,302,500	$ 0.14	3.7
Exercisable At September 30, 2012	731,333	$ 0.15	3.5

There have been no changes in the number of shares or share purchase options outstanding between September 30, 2012 and November 28, 2012.

Related Party Transactions

The Company has no employees, and management and administrative services are provided by the management and staff of Kulczyk Oil pursuant to a services agreement. Administrative costs incurred by Kulczyk Oil for the benefit of the Company are allocated to the Company based on specific identification and an allocation of administrative costs that relate to both Kulczyk Oil and the Company. For the three and nine months ended September 30, 2012, these fees totalled $2,950 and $9,071 (2011 - $2,991 and $9,186). At September 30, 2012, the Company owed $17,714 (December 31, 2011 - $8,400) to Kulczyk Oil for these services. Certain expenditures of the Company are paid by Kulczyk Oil on behalf of the Company and as at September 30, 2012 the Company owed $82,965 (December 31, 2011 - $49,718) for these costs. Kulczyk Oil and the Company are related as they have four common directors, five common officers (two of whom are also directors) and the same principal shareholder.

Kulczyk Oil remains legally responsible for a guarantee issued in August 2007 ("**the Loon Peru Guarantee**") to the Government of Peru regarding the granting of the Block 127 license contract to Loon Peru Limited, a wholly-owned subsidiary of the Company. The Company has entered into an indemnification agreement with Kulczyk Oil in respect of the Loon Peru Guarantee. The transfer of the Loon Peru Guarantee from Kulczyk Oil to the Company requires the formal approval of the Government of Peru which has not been obtained and will not be pursued by the Company given the relinquishment of Block 127. The Company has fulfilled its work commitments under the first phase of the exploration program, and the Company and its partners in the Block announced on October 25, 2010 that the joint venture will not proceed to the second exploration phase and are in the process of formally relinquishing Block 127.

The above related party transactions were recorded at exchange amounts agreed to by both parties which approximate fair value.

Liquidity and Capital Resources

The Company is an oil and gas exploration and development company with properties located in Colombia. Of the Company's properties, the Delta-1 well is in the development stage with two other wells in the exploration stage. The properties have no proved reserves at September 30, 2012. The Company does not generate sustained, commercial production from operations.

The Company's condensed consolidated interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business and do not reflect adjustments that would otherwise be necessary if the going concern assumption was not valid. To date, the Company's exploration and development operations have been financed by way of equity issuances, debt facilities and by farm-out arrangements with third parties who pay for all or a portion of the Company's expenditures to earn a portion of the Company's ownership interests. As at September 30, 2012 the Company has a working capital surplus of $0.5 million and incurred a net loss of $0.5 million for the nine months ended September 30, 2012. As a result of the private placement funds received in June 2012, the Company has improved its short term and medium term liquidity position. Under the current forecast and projections, taking into account the current development plans, the Company anticipates that it can maintain operations for the next 12 months. The gross proceeds of the financing may be used to seek additional oil and gas opportunities and therefore, additional equity, debt or farm-out arrangements may be required to complete the acquisition of any such opportunities. There are no guarantees that such additional capital funding will be available when needed.

Forward Looking Statements

This MD&A contains forward looking statements. These statements relate to future events or future performance of the Company. When used in this MD&A, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "predict", "seek", "propose", "expect", "potential", "continue", and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated in such forward looking statements. Such statements reflect the Company's current views with respect to certain events, and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance, or achievements to vary from those described in this MD&A. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described in this MD&A as intended, planned, anticipated, believed, estimated, or expected. Specific forward looking statements in this MD&A, among others, include statements pertaining to the following:

- factors upon which the Company will decide whether or not to undertake a specific course of action;
- world-wide supply and demand for petroleum products;
- expectations regarding the Company's ability to raise capital;
- treatment under governmental regulatory regimes; and
- commodity prices.

With respect to forward looking statements in this MD&A, the Company has made assumptions, regarding, among other things:

- the impact of increasing competition;
- the ability of farm-out partners to satisfy their obligations;
- the Company's ability to obtain additional financing on satisfactory terms; and
- the Company's ability to attract and retain qualified personnel.

The Company's actual results could differ materially from those anticipated in these forward looking statements as a result of the risk factors set forth below and elsewhere in this MD&A:

- general economic conditions;
- volatility in global market prices for oil and natural gas;
- competition;
- liabilities and risks, including environmental liability and risks, inherent in oil and gas operations;
- the availability of capital; and
- alternatives to and changing demand for petroleum products.

Furthermore, statements relating to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the resources and reserves described can be profitable in the future.

The forward looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement. These statements apply only as of the date of this MD&A.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reporting amounts of assets, liabilities, income and expenses. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In the opinion of management, the Company's condensed consolidated interim financial statements have been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies outlined in the consolidated financial statements of the Company for the twelve months ended December 31, 2011.

Internal Controls over Financial Reporting

The board of directors, through its Audit Committee, is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control. The Audit Committee meets at least annually with the Company's external auditors to review accounting, internal control, financial reporting, and audit matters. Internal controls over financial reporting have not changed significantly since the last reporting period.

Approval

The Company's Board of Directors has approved the disclosure contained within this MD&A on November 28, 2012.

Additional Information

Additional information regarding the Company and its business and operations is available on the Company's profile at **www.sedar.com**. Copies of the information can also be obtained by contacting the Company at Loon Energy Corporation 1170, 700 – 4th Avenue S.W., Calgary, Alberta, Canada T2P 3J4 (Phone: +1 403 264-8877) or by e-mail at **ryaniw@loonenergy.com**.