ME RESOURCE CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
YEAR ENDED DECEMBER 31, 2012

DATE AND SUBJECT OF REPORT

The following is management's discussion and analysis ("MD&A") in respect of the results of operations and financial position of ME Resource Corp. (the "Company" or "MEC") for the year ended December 31, 2012. This MD&A should be read in conjunction with the Company's audited financial statements for the same period which has been prepared in accordance with International Financial Reporting Standards ("IFRS") and presented in Canadian dollars.

Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history and properties of the Company, are available on SEDAR and may be accessed at www.sedar.com

The date of this MD&A is April 30, 2013.

FORWARD LOOKING STATEMENTS

This MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are usually preceded by, followed by or include the words 'believes', 'expects', 'anticipates', 'estimates', 'intends', 'plans', 'forecasts', 'may', 'will', or similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on management's current expectations and involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks & Uncertainties *section.*

Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and while many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company reviews its forward looking statements on an ongoing basis and updates this information when circumstances require it.

COMPANY OVERVIEW & OVERALL PERFORMANCE

The Company was incorporated under the Business Corporation Act (British Columbia) on October 16, 2009. The Company's shares are currently traded on Canadian National Stock Exchange under the symbol MEC.

<u>Principal Business</u>

The Company's principal business was exploration and development of natural resources including, but not limited to mineral, oil and gas properties. The Company disposed all the resources properties in 2011 and is currently also actively reviewing new business opportunities.

On April 26, 2013, the Company reached a definitive agreement with Ztek Clean Energy Corp. ("Ztek Clean Energy") for an exclusive license which grants MEC the use of intellectual property key to the Company's proprietary technologies which converts wasted natural gas, stranded or flared, into electrical power or liquid fuel (the "IP").

As a result, the Company has diversified into a company having two lines of business:

- Mineral property exploration and development
- Development and licensing of the IP licensed from ZCE

Definitive Agreement with Ztek Clean Energy Corp.

On April 26 2013, the Company entered into an assignment agreement ("Assignment Agreement") with Ztek Clean Energy, a Canadian company that has a director common with ME Resources Corp. In accordance with the Assignment Agreement, the Company will issue 25,000,000 common shares to Ztek Clean Energy in exchange for an assignment of the license agreement ("License Agreement") granted by the Ztek Corporation ("Ztek Corp."), a company located in the USA, to Ztek Clean Energy.

Under the Assignment Agreement and the License Agreement, the Company ("Licensee") has an exclusive right to use the IP of Ztek Corp. involving the process of conversion of wasted natural gas into another form of energy including electrical power and diesel in Canada. In exchange, the Company is committed to pay Ztek Corp. the following:

- Demonstration payments of US$100,000, US$100,000, US$200,000, US$100,000, and US$100,000 payable upon the completion of the demonstration of the various technologies of Ztek Corp.
- License fees of US$3,000,000 payable upon the completion of the demonstration.

All payments shall be made prior to October 18, 2013. However, in the event that the demonstrations are not completed by October 18, 2013, the due date of the license fees shall be negotiated and extended. Upon the completion of the demonstrations and payment of the license fees, the IP will be transferred to the Company. If the Company does not pay the license fee within 180 days of the Effective Date, Ztek Corp. may terminate the License Agreement.

The Company will also be subject to the following royalty payments:

- Prior to the completion of the transfer of the IP, the Company will pay Ztek Corp. royalty payments between 5% and 7.5% of the net sales of the licensed products depending on the region where the sale is made.
- Subsequent to the transition period, the royalty payments will increase to between 7.5% and 10% of the net sales of the licensed products. On sales outside of the agreed upon regions, the Licensees will pay Ztek Corp. the greater of 50% of the net profit, or the royalty payment that would have been due.

Beginning 2014, the Licensees will be required to pay Ztek Corp. a minimum royalty payment. The minimum royalty payment will be 5% of the license fee in 2014 and 10% of the license fee annually thereafter.

The Licensees may terminate this agreement after 5 years from the date of the Effective Date (April 26, 2012) of the license agreement by giving 6 months' notice and paying a termination fee of 10% of the license fees.

The completion of the transaction is subject to the approval by the Board of Directors of the Company.

Ability to Continue as a Going Concern

The Company has had recurring losses since inception. In addition, the Company has not advanced its exploration and evaluation assets to commercial production. The Company's ability to continue as a going concern is dependent upon its ability to generate funds from additional financing. Management is considering various options, including but not limited to, raising additional funding from debt and/or equity financing. While the Company has been successful in securing financing in the past, there is no guarantee that it will be able to do so in the future.

SELECTED ANNUAL INFORMATION

The following chart includes selected annual information for the most three years.

	2012 $	2011 $	2010 $
Revenues	-	-	-
Net loss	86,460	194,024	1,061,607
Net loss per share, basic and diluted	0.00	0.01	0.08
Total assets	22,996	24,741	77,435
Total long term liabilities	-	-	-
Cash dividend	-	-	-

SELECTED QUARTERLY INFORMATION

The following table summarizes the results of operations for the eight most recent quarters of the Company:

	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	$	$	$	$	$	$	$	$
Total Assets	22,996	18,273	32,439	50,375	24,741	115,645	18,831	42,208
Revenue	-	-	-	-	-	-	-	-
Expenses	34,312	10,130	13,099	28,919	37,065	50,816	66,455	29,687
Loss from continued operations	(34,312)	(10,130)	(13,099)	(28,919)	(37,065)	(50,816)	(66,455)	(29,687)
Net loss	(34,312)	(10,130)	(13,099)	(28,919)	(47,065)	(50,816)	(66,455)	(29,688)
Loss per share, basic & diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

The Company is in the business of acquisition and exploration of mineral properties and its operating results are not subject to seasonal variations. Losses in the last eight quarters are mainly due to incurring operating expenses to support the Company's operations. Other factors that affect the losses among these eight quarters are losses from the disposition of resource properties or other assets. Management expects these factors may affect the Company's results in the future.

RESULTS OF OPERATIONS

For the year ended December 31, 2012

Loss for the year ended December 31, 2012 was $86,460 (2011 - $194,024) which was mainly a result of incurring $86,460 operating expenses (2011 - $184,023).

Main components of the $86,460 (2012 - $184,023) operating expenses were $37,362 (2011 - $68,690) consulting fees, $15,550 (2011 - $33,558) professional fees, and $13,068 (2011 - $27,804) filing fees. Expenses in 2012 are generally lower as the Company curtailed its expenditures to preserve resources to meet the Company future operational needs.

The Company expects the operating expenses will go up after the Company start to develop and license the newly licensed IP in 2013.

For the three months ended December 31, 2012 (the "Current Quarter" or "2012 Q4")

Loss for the Current Quarter was $34,312 (2011 Q4 - $47,065) which was mainly a result of incurring $34,312 operating expenses (2011 Q4 - $37,065).

Main components of the $34,312 operating expenses were $12,482 consulting fees (2011 Q4 - $13,950), $4,800 professional fees (2011 Q4-$4,501), and $5,985 travel and entertainment (2011 Q4 - $23,302). These expenses are generally lower in 2012 as the Company curtailed its expenditures to preserve resources to meet the Company future operational needs.

LIQUIDITY & CAPITAL RESOURCES

As at December 31, 2012 the Company had a working capital deficiency of $61,424. During 2012, the Company received $171,500 from the exercise of 2,450,000 warrants at $0.07/share. The Company uses the proceeds to finance its operation. Management is considering different financing options, including, but not limited to, further debt or equity financing to secure addition financing to provide adequate liquidity for its operation in the next operating period and the required capital resource for the Company to meet its long term business objective.

While the Company has a history of financing its operations through debt or equity financing in the past, there are no guarantees that the Company can do so in the future.

The Company did not have cash inflow/outflow from its investing activities in 2012. More details of the Company's cash provided by (used in) the Company's financing and investing activities are available at the Company's cash flow statements for the year ended December 31, 2012.

As of the date of this MD&A, the Company does not have commitments for capital expenditures other than those relating to the Agreement which have been disclosed in the section "Definitive Agreement with Ztek Clean Energy Corp."

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company does not have proposed transactions that may have material impact on the Company, other than the Agreement discussed in the section "Definitive Agreement with Ztek Clean Energy Corp."

TRANSACTIONS WITH RELATED PARTIES

During the year ended December 31, 2012, the Company incurred consulting fees of $20,000 (2011 -$60,000) to a company controlled by the Company's chief executive officer ("CEO"), $Nil (2011 - $800) to a company controlled by the Company's chief financial officer and $16,962 (2011 - $5,720) to a director of the Company (Gurdeep Johal).

During the year ended December 31, 2012, the Company incurred $Nil (2011 - $15,000) in rent expense to a company controlled by the Company's former director (Lucky Janda).

As at December 31, 2012, the Company owed $1,064 (2011 - $82,200) to a company controlled by the Company's CEO and $65,600 (2011 - $Nil) to the spouse of the Company's CEO.

Amounts due to related parties are unsecured, non-interest bearing and payable on demand.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company does not have any outstanding stock options, has 26,033,372 common shares and 550,000 share purchase warrants issued and outstanding. Each option and warrant is convertible to the Company's common share on a one-to-one basis. More details of the Company's common shares, share purchase warrants are disclosed in the Note 5 to the Company's audited annual financial statements for the year ended December 31, 2012.

CRITICAL ACCOUNTING ESTIMATES

Not applicable, the Company is a venture issuer.

SIGNIFICANT ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Refer to the Note the Note 3 to the Company's audited annual financial statements for the year ended December 31, 2012.

FINANCIAL INSTRUMENT RISK EXPOSURE AND RISK MANAGEMENT

Refer to Notes 3 and 11 to the Company's audited annual financial statements for the year ended December 31, 2012 for details of the Company's financial instruments and related risk management policies.

RISKS AND UNCERTAINITIES

Capitalization Risk

It is anticipated that the Company will require additional capital to fully execute its long-term business objectives. There can be no assurance that it will be able to obtain any capital in the future or that attempts to obtain capital in the future will result in terms beneficial to existing investors.

Dilution to the Existing Shareholders

The Company has no other capital resources other than the ability to use its common stock to raise additional capital. The issuance of additional equity securities by the Company could result in a significant dilution in the equity interests of existing shareholders.

Management Risk

The Company's success will largely depend on the capability of its management; management has limited experience in managing the growth of a developing business.

Reliance on Management's Expertise

The Company strongly depends on the business acumen and expertise of its management team and there is little possibility that this dependence will decrease in the near term. The loss of the services of any member of the team could have a material adverse effect on the Company. The Company does not have any key person insurance in place for management.

Mining Industry

The exploration for, and development of, mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

Government Regulation

Mining exploration activities are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive.

CONTROLS AND PROCEDURES

Management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements.

The management of the Company has filed the Venture Issuer Basic Certificate with the filings on SEDAR at www.sedar.com. In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate 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 NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 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.

OFFICERS AND DIRECTORS

Navchand Jagpal	President, CEO & Director
Jamie Lewin	CFO
Thomas Kennedy	Director
Gurdeep Johal	Director
Dr. Gregory Patience	Director
Dr. Michael Raymont	Director

CONTACT ADDRESS

ME Resource Corp.
1250 West Hastings Street
Vancouver, BC
V6E 2M4