ME RESOURCE CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
NINE MONTHS ENDED SEPTEMBER 30, 2013

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 nine months ended September 30, 2013. This MD&A should be read in conjunction with the Company's unaudited condensed interim financial statements for the same period and audited financial statements for the most recent year ended December 31, 2012, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and have been 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 November 28, 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.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forwarding looking statements	*Assumptions*	*Risk factors*
Other factors that affect the losses among these eight quarters are losses from the disposition of the Company's resource properties and other assets. Management expects these factors may affect the Company's results in the future.	*Based on the past operations of the Company and management's outlook of the future*	*Change in macro-economic factors and management's decision with respect to the Company's business objectives in the future*
The Company expects the operating expenses will further increase in the next two years in connection with this Technology Development and expects to finance these expenditures with addition equity/debt financing.	*The projection is made on the Company's current business plan*	*Support from related parties, macro-economic factors, change of interest rate, change of business plan*

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.

Principal Business

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 actively reviewing new business opportunities in all areas.

On April 26, 2013, the Company entered into an assignment 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 (collectively 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 that is licensed from Ztek Clean Energy

Assignment Agreement with Ztek Clean Corp.

On April 26, 2013, the Company entered into an assignment agreement ("Assignment Agreement") with Ztek Clean Energy. In accordance with the Assignment Agreement, the Company shall issue 25,000,000 common shares to Ztek Clean Energy in exchange for an assignment of the license agreement ("Ztek License Agreement") granted by Ztek Corporation ("Ztek Corp."), a company located in the USA, or other alternative solutions provided by Ztek Clean Energy, that will enable the Company to develop and commercialize the Company's products (the "Micro Refinery Unit") aimed to convert waste natural gas into liquid fuels, solvents, diluents and other end products.

Under the Assignment Agreement and the Ztek License Agreement, the Company has an exclusive right to use certain rights, title, interests in and know-how related to proprietary technologies 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. various royalty payments and the following demonstration payments:

- 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.

Subsequent to the quarter ended September 30, 2013, Ztek Clean Energy has identified entities that provide better technologies ("New Licensors"). As a result, Ztek Clean Energy has terminated the Ztek License Agreement and is negotiating replacement license agreements with the New Licensors. The Company's commitment arising from the Ztek License Agreement is therefore terminated. As of the date of this report, the negotiation between Ztek Clean Energy and the New Licensors for replacement license agreements is not completed.

For consideration of the Assignment Agreement, the Company issued 25,000,000 common shares to Ztek Clean Energy with a value of $6,250,000 on July 11, 2013 (the completion date of the Assignment Agreement). These shares were valued at $0.25/share which was the closing price of the Company's share on July 11, 2013. These 25,000,000 common shares have been escrowed and will be released to Ztek Clean Energy in different phases upon the completion of various milestones in connection with the commercialization of the Company's Mirco Refinery Unit. As of the date of this report, no escrowed share has been released.

<u>Joint venture arrangement</u>
On October 1, 2013, the Company entered into a preliminary joint venture arrangement (the "JV") with ABS Electric Group Ltd. ("ABS"), a private company that maintains and constructs electrical and power system for Alberta oil and gas industry. The Company is finalizing its JV agreement with ABS as at the date of this report

<u>Private Placement</u>
On June 4, 2013, the Company completed a private placement (the "Private Placement") to raise gross proceeds of $152,535 for the Company's working capital. As a result, the Company issued 762,675 units whereby each unit consists of one common share and one share purchase warrant of the Company. Each purchase warrant entitles the holder to purchase one common share of the Company at $0.5/share. These warrants will expire on June 4, 2015. The expiry of these warrants may be accelerated to a 30 day term if the 10-day average market closing price of the listed common shares of the Company is equal to or greater than $0.55.

<u>Proposed private placement</u>
On October 2, 2013, the Company announced to arrange a private placement for aggregate proceeds of $250,000 at a price of $0.23/unit ("Financing"). Each unit is comprised of one common share and one common share purchase warrant. Each share purchase warrant allows its holder to exercise into one common share of the Company at $0.5/share for a period of two years upon closing of this Financing. The Company may pay finders' fee of up to 10% of the gross proceeds raised.

As at the date of this report, the Company has received $100,000 subscription and this Financing is not completed.

SELECTED ANNUAL INFORMATION

The following chart includes selected annual information for the most recent 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	-	-	-

SELECTED QUARTERLY INFORMATION

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

	2013			**2012**				**2011**
	Q3	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
	$	$	$	$	$	$	$	$
Total Assets	6,258,316	31,437	6,511	22,996	18,273	32,439	50,375	24,741
Revenue	-	-	-	-	-	-	-	-
Expenses	19,532	97,274	22,719	34,312	10,130	13,099	28,919	37,065
Loss from continued operations	(17,974)	(100,420)	(22,887)	(34,312)	(10,130)	(13,099)	(28,919)	(37,065)
Net loss	(17,974)	(100,420)	(22,887)	(34,312)	(10,130)	(13,099)	(28,919)	(47,065)
Loss per share, basic & diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

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

The Company is in the process of getting into the business of development of the exclusive right to use the IP involving the process of conversion of wasted natural gas into another form of energy including electrical power and diesel in Canada (the "Technology Development'). As a result, the Company's loss in 2013 Q2 increased significantly as the Company incurred operating expenditures and research and development expenditures in connection with the Technology Development. Loss in 2013 Q3 was less than that in 2013 Q2 as the Company is finalizing the acquisition of the IP in this quarter. No material product development expenditures were incurred during 2013 Q3. Management expects more expenditures will be incurred in the futures in connection with this Technology Development.

RESULTS OF OPERATIONS

For the nine months ended September 30, 2013 ("2013 Nine Months")

Loss for 2013 Nine Months was $141,281 (2012 Nine Months - $52,148) which was mainly a result of incurring $139,526 operating expenses (2012 Nine Months - $46,103).

Main components of the 2013 Nine Months operating expenses were $49,763 consulting fees (2012 Nine Months - $24,880), $18,482 product development expenditures (2012 Nine Months - $nil), and $26,974 office and administration (2012 Nine Months - $1,703). Expenses in 2013 Nine Months are significantly higher than those in the same period of last year as the Company incurred higher consulting expenses, product development expenses, and rental expenses (including in the office and administration) in connection with its newly acquired Technology Development.

The Company expects the operating expenses will further increase in the next two years in connection with this Technology Development and expects to finance these expenditures with addition equity/debt financing.

As at September 30, 2013, the Company had $199 cash (2012/12/31-$21,759), accounts payable and accrued liabilities of $20,301 (12/31/2012 - $17,756), due to related party of $nil (2012/12/31 - $1,064), note payable of $38,186 (12/31/2012 - $65,600), and share capital of $7,254,091 (2012/12/31 - $851,556). The decrease of cash is a combined result of receiving $152,535 from the Private Placement which is used to finance the Company's operating expenses and paying down note payable balances during 2013 Nine Months. The increase in share capital is a combined result of issuing 762,675 common for $152,535 cash and the issuance of 25,000,000 common shares at fair value of $6,250,000 in connection with the Assignment Agreement which is discussed in the "Assignment Agreement with Ztek Clean Corp." section.

For the three months ended September 30, 2013 ("2013 Q3" or "Current Quarter")

Loss for the Current Quarter was $17,974 (2012 Q3 - $10,130) which was mainly a result of incurring $19,532 operating expenses in the Current Quarter (2012Q3 - $8,081).

Main components of the 2013 Q3 operating expenses were $8,563 consulting fees (2012 Q3 - $2,780), $3,480 professional fees (2012Q3 - $3,980), and $2,379 filing fees (2012Q3 - $2,073). Expenses in 2013 Q3 are higher than those in 2012 Q2 as the Company incurred higher expenses in the Current Quarter in connection with its newly acquired Technology Development.

LIQUIDITY & CAPITAL RESOURCES

During 2013 Nine Months, the Company did not have cash inflow/outflow from investing activities. Cash inflow from financing activities was $125,121 which is a combined result of receiving $152,535 from the completion of private placement in June 2013 and the partial pay down of the Company's note payable.

As at September 30, 2013 the Company had a working capital deficiency of $55,172. In order to eliminate the working capital deficiency, the Company is currently in the process of closing a private placement for gross proceeds of $250,000 (pending completion). Management will consider 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.

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 "Assignment Agreement with Ztek Clean Energy Corp."

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off balance sheet arrangements.

PROPOSED TRANSACTIONS

Other than the proposed private placement (for gross proceeds of $250,000), the joint venture arrangement with ABS, and the ongoing negotiation with the New Licensors discussed in the section of "Company overview and overall performance" section, the Company does not have proposed transactions that may have material impact on the Company.

TRANSACTIONS WITH RELATED PARTIES

Commencing January 2013, the Company entered into a rental agreement with an entity controlled by the spouse of the Company's CEO at monthly rent of $1,570. This rental agreement can be terminated by a 30-day notice. The office rent charged during the nine months ended September 30, 2013 was $14,130 (nine months ended September 30, 2012 - $Nil).

During the nine months ended September 30, 2013, the Company was charged of $26,000 by a director (Gurdeep Johal) for his services rendered (Nine months ended September 30, 2012 - $4,480). Among the 18,482 product development expenses incurred during nine months ended September 30, 2013, $15,064 was charged by an entity related to a director (Dr. Gregory Patience) for his services provided (nine months ended September 30, 2012 - $Nil).

Including in the Company's accounts payable and accrued liabilities on September 30, 2013 was a $11,895 balance owing to a company controlled by the spouse of the Company's CEO (2012/12/31 - $Nil) in connection with the Company's office rent. The Company also owed the spouse of the Company's CEO $38,186 (2012/12/31 - $65,600) for a promissory note issued by the Company. Accounts payable 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 51,796,047 common shares and 1,312,675 share purchase warrants outstanding. Each share purchase 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 4 to the condensed interim financial statements for the third quarter ended September 30, 2013.

SIGNIFICANT ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Refer to the Note the Note 3 to the condensed interim financial statements for the third quarter ended September 30, 2013.

FINANCIAL INSTRUMENT RISK EXPOSURE AND RISK MANAGEMENT

The Company's financial instruments have not significantly changed since its recent year ended December 31, 2012. Details of the Company's financial instruments and related risk management policies are disclosed in the Notes 3 and 11 to the Company's audited annual financial statements for the year ended December 31, 2012 and Note 9 to the Company's condensed interim financial statements for the third quarter ended September 30, 2013.

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.

Profitability Risk

Although the Company will work to become profitable, there can be no assurance that factors beyond its control, such as, but not limited to, successful development of its technology into a commercial viable products to the oil and gas industry. No assurances can be provided that the Company can do so.

Key Personnel Risk

The Company is highly dependent upon the services from external consultants, especially the consultants of Ztek Clean Energy. Loss of these services would adversely affect the achievement of the Company's objectives.

Technology Risks

The Company's success in penetrating the desired market segments will also depend upon its ability to advance the technology and functionality of its products. It is also foreseeable that other firms will desire to enter the sector. The Company can provide no assurances that these other firms won't have superior technology or functionality.

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
Parminder Singh	Director

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