NU2U RESOURCES CORP.

Vancouver, BC

MANAGEMENT DISCUSSION AND ANALYSIS

For the Year Ended June 30, 2013

As at October 25, 2013

INTRODUCTION

NU2U Resources Corp. ("NU2U" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on August 19, 2011 as a wholly-owned subsidiary of Orca Wind Power Corp. ("OWP"). On August 24, 2011, OWP entered into an arrangement agreement (the "Arrangement Agreement") with NU2U for the purposes of divesting certain non-core assets (the "Arrangement"), specifically, an investment in Katabatic Power Corp. which includes convertible debentures ($490,000), promissory notes ($79,000), cash advances ($94,000), receivables ($110,869) and 9,652,337 common shares, or approximately 48% of Katabatic Power Corp, a private British Columbia wind development company, all of which has been recorded at $1 on OWP's financial statements (the "Wind Assets"). The Arrangement received shareholder approval on September 23, 2011 and approval by the Supreme Court of British Columbia on September 30, 2011. The details of the Arrangement, pro-forma financial statements and all other relevant supporting documents are provided in an information circular which is available at www.sedar.com.

This management discussion and analysis ("MD&A") of our results of operations, liquidity and capital resources, transactions with related parties, financial position, and other information is dated as of October 25, 2013. This MD&A should be read in conjunction with the audited financial statements of the Company and the notes thereto for the year ended June 30, 2013. The audited financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). Unless expressly stated otherwise, all financial information is presented in Canadian dollars.

All statements other than statements of historical fact in this MD&A are forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

THE COMPANY AND BUSINESS

NU2U is a start-up wind power development company whose principal business following the Arrangement is the development and acquisition of wind power projects. NU2U has not yet commenced operations and since inception has not raised any money other than the cash advanced by related parties to cover administrative expenses. NU2U's financial success will be dependent upon its ability to obtain necessary financing to cover these administrative expenses and to develop these projects.

On October 13, 2011 the Company completed all outstanding obligations under the Arrangement Agreement and Arrangement between the Company and OWP by issuing a total of 23,849,615 common shares (the "Arrangement Shares") to OWP shareholders who held OWP shares as at September 29, 2011 as consideration for a payment of $10,000 and the transfer of the Wind Assets from OWP. As a result of completing the Arrangement and subsequent to issuing the Arrangement Shares, the Issuer became a reporting issuer in the jurisdictions of British Columbia and Alberta.

SELECTED ANNUAL INFORMATION

	June 30, 2013 $	June 30, 2012 $	Chg %
Net loss	**(7,170)**	(17,060)	(58)
Net loss - per share [1]	**-**	-	

[1] Fully diluted loss per share has not been calculated, since it would be anti-dilutive.

RESULTS OF OPERATIONS

	Three months ended June 30,			**Year ended June 30,**		
	2013 $	2012 $	Chg %	**2013** $	2012 $	Chg %
Expenses						
Consulting fees	**-**	-	--	**-**	10,000	(100)
Professional fees	**2,515**	2,000	26	**4,054**	2,000	103
Regulatory fees	**-**	-	--	**2,686**	298	801
Transfer agent fees	**-**	644	(100)	**430**	4,762	(91)
Loss from operations	**(2,515)**	(2,644)	(5)	**(7,170)**	(17,060)	(58)
Net loss and comprehensive loss	**(2,515)**	(2,644)	(5)	**(7,170)**	(17,060)	(58)

For the period from August 19, 2011 to October 13, 2011, the Company was a wholly-owned subsidiary of OWP. During the three months ended June 30, 2013 the Company was billed for legal services performed since inception and during the three months ended June 30, 2012 the Company incurred transfer agent fees associated with becoming a reporting issuer and professional fees for the audit.

During the year ended June 30, 2013, the Company incurred $4,054 in professional fees, which was comprised of the legal bill mentioned above plus a $2,000 (2012 - $2,000) accrual for audit.

During the year ended June 30, 2013 the Company recorded $2,686 (2012 - $298) in regulatory fees which are fees paid in connection with the filing of the annual financial reports. The cost associated with filing the Company's first audit was incurred after the first year-end.

A majority of the transfer agent fees incurred during the year ended June 30, 2012 were costs associated with the completion of the Arrangement. During 13Q1 the Company suspended the services of the transfer agent to lower costs.

During the nine months ended March 31, 2012 the Company incurred $10,000 in fees from OWP for services provided to facilitate the completion of the Arrangement.

SUMMARY OF QUARTERLY RESULTS

	2013		2012				2011	
	Fiscal 2013				Fiscal 2012			
	June 30	**March 31**	**December 31**	**September 30**	June 30	March 31	December 31	September 30
Net loss	**$ (2,515)**	**$ (2,927)**	**$ -**	**$ (1,728)**	$ (2,644)	$ (819)	$ (13,597)	$ -
Loss per share (1)	**$ -**	**$ -**	**$ -**	**$ -**	$ -	$ -	$ -	$ -

(1) Fully diluted loss per share has not been calculated, since it would be anti-dilutive.

Since the completion of the Arrangement in October 2011 the Company has limited expenditures as much as possible and have been limited to audit, legal, regulatory and transfer agent fees.

LIQUIDITY AND CAPITAL RESOURCES

Financial Position

As at	**June 30, 2013 $**	June 30, 2012 $	Chg %
Wind assets	**1**	1	--
	1	1	--
Current liabilities	**14,230**	7,060	102
Deficit	**(14,229)**	(7,059)	102
	1	1	--
Cash dividends declared per share	**-**	-	

As at June 30, 2013, the Company had a working capital deficit and shareholders' deficit of $14,229 up from $7,059 in 2012, the increase a result of the loss incurred during 2013. The Company believes that its current cash requirements can be funded from short-term advances from related parties until such time as a financing is completed.

Changes in Cash Position

	Three months ended June 30,		Year ended June 30,	
Cash flows:	**2013** **$**	2012 $	**2013** **$**	2012 $
From operating activities	**-**	-	**-**	(10,000)
From financing activities	**-**	-	**-**	10,000
From investing activities	**-**	-	**-**	-
Change in cash	**-**	-	**-**	-

The Company's cash position at June 30, 2013 was $nil (June 30, 2012 - $nil).

The $10,000 decrease in cash used in operations during the period ended June 30, 2012 was a result of the Company's net loss being offset by an increase in payables and due to related party for administrative costs resulting from the Arrangement.

During the period ended June 30, 2012, financing activities were for the issuance of shares to OWP shareholders to complete the Arrangement.

There were no investing activities during 2013 nor 2012.

Financial Instruments

The fair value of the Company's payables and accruals approximates their carrying value due to the short-term nature of the instruments. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk - Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes its credit risk is minimal.

Liquidity risk - The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2013, the Company had a $nil cash balance and $14,230 in current liabilities to settle. Management plans to raise funds to meet its future liabilities as they become due.

Market risk - Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity prices.

(a) Interest rate risk - the Company has no cash balances and no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

(b) Foreign currency risk - the Company currently believes it has no significant foreign exchange risk.

(c) Price risk - the Company is a non-public reporting issuer and is not currently exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

Share Capital

The total number of common shares issued and outstanding as at June 30, 2013 and as at the date of this report is 23,849,615. No change from June 30, 2012.

As at the date of this report there were no stock options or warrants outstanding.

Future Cash Requirements

The Company's future capital requirements will depend on many factors, including, among others, the development of Wind Assets and cash flow from operations. Should the Company wish to develop the Wind Assets or pursue other business opportunities, it may need to raise additional funds through debt or equity financing. The Company believes that its current cash requirements can be funded from short-term advances from related parties until such time as a financing is completed. Current market conditions have made it more difficult to raise additional funds. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may be required to delay the development of the Wind Assets.

RELATED PARTY TRANSACTION

All transactions with related parties, other than the Arrangement, have occurred in the normal course of operations and are measured at their fair value as determined by management. Unless otherwise indicated, the year-end balances are unsecured and non-interest bearing and have arisen from the transactions described.

The Arrangement provided for the transfer of OWP's interest in and to the Wind Assets to the Company, as a wholly-owned subsidiary, and the immediate distribution of a controlling interest in the common shares of the Company to the OWP shareholders. The OWP shareholders will continue to collectively own the Wind Assets, albeit through an altered corporate structure. Consequently, given that there will be no substantive change in the beneficial ownership of the Wind Assets at the time they were assigned to the Company the transfer has been recorded under IFRS at $1.

As at June 30, 2013 the Company owes a company with common directors (President and CEO and CFO) $11,284 for expenses paid on behalf of the Company.

RISK FACTORS

In evaluating an investment in NU2U, in addition to other information contained in this MD&A, investors should consider the following risk factors associated with NU2U. These risk factors are not a definitive list of all risk factors associated with NU2U and its business.

Competition - Significant and increasing competition exists for wind power generation businesses. There are many companies that compete for electricity purchase agreements and may be able to offer better pricing than NU2U. Currently BC Hydro and Power Authority has the monopoly on purchasing power from independent power producers in British Columbia. There can be no guarantee that NU2U will enter into electricity purchase agreements.

It is the strategy of NU2U to obtain and develop new wind power generation assets. The existence of competition could adversely affect NU2U's ability to obtain and develop these assets and could have a potential impact upon its revenues and ability to meet its debt obligations.

Conflicts of Interest - Certain directors and officers of NU2U are, and may continue to be, involved in acquiring assets through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of NU2U. Situations may arise in connection with potential acquisitions or investments where the other interests of these directors and officers may conflict with the interests of NU2U. The directors of NU2U are required by law, however, to act honestly and in good faith with a view to the best interests of NU2U and their shareholders and to disclose any personal interest which they may have in any material transaction which is proposed to be entered into with NU2U and to abstain from voting as a director for the approval of any such transaction.

Dependency on a Small Number of Management Personnel - NU2U is dependent on a very small number of key personnel, the loss of any of whom could have an adverse effect on NU2U and its business operations. NU2U also needs to retain qualified technical and sales personnel.

Development Costs - NU2U may experience losses due to higher prices of labour and consulting fees and costs of materials. NU2U will closely monitor the costs of services and materials and look for long-term commitments for those prices whenever possible. Costs of research, development, supplies and marketing have fluctuated over the past several years, NU2U intend to pass such additional costs to buyers through higher pricing. Any significant increase that NU2U cannot pass on to buyers may have a negative material impact on NU2U and its business operations.

General and Industry Risks - In the normal course of business, NU2U will be subject to the risks and uncertainties common to the industry for wind power generation, which highly depends on governmental policies. These risks include the supply and demand for green energy, electricity prices, aboriginal land claims, changes of climate, global warming, intermittent nature of wind, environmental standards, infrastructure lines transmitting electricity, subsidies or lack thereof and competition from other suppliers of electricity. Due to the recent economic climate, NU2U will also be impacted by the global credit crisis which creates additional credit liquidity risks to manage for the future.

The Wind Assets are subject to varying degrees of risk. These risks may include: (i) changes in general economic conditions such as the availability and cost of financing capital; (ii) changes in local conditions, including oversupply or reduction in demand for wind energy in a particular geographical area; (iii) changes to government regulations and (iv) competition from others. In addition, there is no guarantee that NU2U will be successful in developing the Wind Assets or enter into electricity purchase agreements.

No History of Earnings or Dividends - NU2U has no history of earnings, and there is no assurance that the Wind Assets will generate earnings, operate profitably or provide a return on investment in the future. NU2U has no plans to pay dividends for the foreseeable future.

Potential Profitability Depends Upon Factors Beyond the Control of NU2U - The potential profitability of the Wind Assets or any other assets that may be acquired by NU2U is dependent upon many factors beyond NU2U's control. For instance, prices are subject to market conditions and availability of credit and response to changes in domestic, international, political, social and economic environments. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs will fluctuate in ways NU2U cannot predict and are beyond NU2U's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, events which cause worldwide economic uncertainty may make fundraising for development difficult. These changes and events may materially affect the financial performance of NU2U.

Regulations, Permits, and Compliance - the current or future operations of NU2U, including development activities, require permits and approvals from local governmental authorities as well as market research and analysis. There can be no assurance that any or all permits and approvals for research NU2U may require for the Wind Assets or other projects which NU2U may undertake will be given.

In particular, the current or future operations of NU2U, including development activities, require permits and approvals from provincial, federal, municipal governmental authorities and approval of the First Nations. There can be no assurance that any or all permits and approvals which NU2U may require for the construction and development of the power generation assets or other projects which NU2U may undertake will be given.

Securities of NU2U and Dilution - NU2U plans to focus on the development of the Wind Assets as well as other power assets it may acquire from time to time, and will use its working capital to carry out such activities. However, NU2U will require significant additional funds to further such activities. To obtain such funds, NU2U may sell additional securities including, but not limited to, NU2U Shares or some form of convertible security, the effect of which would result in substantial dilution of the equity interests of NU2U shareholders.

There is no assurance that additional funding will be available to NU2U to develop the Wind Assets and to acquire additional power assets. There is no assurance that NU2U will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further development of the Wind Assets or any other assets that NU2U may acquire.

Supply and Demand - NU2U's performance would be affected by the supply and demand for green energy in British Columbia and in the US. Key drivers of demand include government policies and plans with respect to the acquisition of green energy from independent power producers. The potential for reduced sales revenue exists in the event that demand diminishes or supply becomes over abundant thereby making wind power projects uneconomical.

ADDITIONAL INFORMATION

Additional information pertaining to the Company is available on the SEDAR website at www.sedar.com.