GeoNovus Minerals Corp.

Management Discussion and Analysis
For The Year Ended August 31, 2014

December 22, 2014

The following discussion and analysis should be read in conjunction with the audited consolidated financial statements for the years ended August 31, 2014 and 2013. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional regulatory filings for GeoNovus Minerals Corp. ("GeoNovus" or the "Company") can be found on the SEDAR website at www.sedar.com. The Company's website can be found at www.geonovusminerals.com.

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Forward-Looking Statements

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimisation of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See "Risks and Uncertainties") and the Company's annual information form contain information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

Overview

GeoNovus Minerals Corp. was incorporated on October 11, 2011 under the laws of the Business Corporation Act (BC, Canada). The Company's principal business is the acquisition and exploration of mineral properties. The Company began trading on the under the symbol "GNM" on January 5, 2012. The Company's common shares were delisted from trading on the TSX Venture Exchange ("TSX-V") on

September 5, 2014 with trading of its common shares on the Canadian Securities Exchange commencing on September 8, 2014.

The Company's head office is located at 789 West Pender Street, Suite 1220, Vancouver, BC, V6C 1H2.

The consolidated financial statements were approved by the Board of Directors on December 22, 2014.

Overall Performance

For the year ended August 31, 2014, the Company had a net loss of $2,674,660 compared with a net loss of $1,319,571 for the prior year. While the Company did incur increases in consulting fees, shareholder communication and promotion, transfer agent and filing fees and interest expense, all other expense categories decreased.

Music Publishing

On December 10, 2014, the Company announced on www.sedar.com that it has signed a Letter of Intent (LOI) to acquire Greenstock Publishing LTD., a Canadian music publisher. Greenstock's business model entails placing music into major motion pictures in addition to creating a catalog of artists, writers and new music to promote worldwide through new media and streaming channels for the entertainment industry.

CEO of Greenstock Records Joe Wowk states, "I'm excited to take Greenstock into the public capital market place. It will give us the opportunity to grow the company and be an industry leader utilizing Greenstock's vision of becoming a major player in the entertainment industry worldwide."

On December 17, 2014 the Company appointed Academy Award-winning film producer Tim Marlowe to its board of directors.

Mr. Marlowe has worked on over 40 motion pictures, nine of which he produced, and in 2014 was the executive producer for "The Lady in Number 6" which won him an Academy Award. Mr. Marlowe has worked with many A-list actors such as Martin Sheen and Steven Seagal, and in the past 18 months he has worked with Vinnie Jones (Gone in 60 Seconds), Vern Troyer (Austin Powers-Mini Me), Jesse Bradford (Swimfan), Mena Suvari (American Beauty and American Pie), Locklyn Munroe (Night at the Roxy and Unforgiven), Hailey Duff (Napoleon Dynamite) and Natasha Henstridge (Species).

In 2015 Mr. Marlowe is slated to work with Jennifer Garner (Dallas Buyers Club), director D.J. Caruso (Disturbia, I Am Number 4 and Eagle Eye) as well as Jean Claude Van Damme (Time Cop). Mr. Marlowe brings years of expertise in moviemaking magic and a significant Hollywood Rolodex to the GeoNovus team.

"We are extremely pleased to have a man of Mr. Marlowe's calibre join GeoNovus. His connections are invaluable to us as we commence our journey in the entertainment industry."

Medical Marijuana, Industrial Hemp and Cannabinoid Science Industries

On May 21, 2014, the Company announced that it has entered into a non-disclosure agreement with a private BC company which has applied with Health Canada to become an MMRP licensed producer of medical marijuana.

Under the agreement, the Company will begin its due diligence process in furtherance of a potential business relationship with the private company, which will include a site visit to its active medical marijuana production facility, currently producing under its MMAP licence. At this time, management anticipates that the due diligence process will complete on or before June 15th, 2014.

This development is in line with the Company's previous announcement on May 13, 2014, that the Company has decided to analyze the medical marijuana and industrial hemp industries for opportunities to create shareholder value.

At this point in time, there are no assurances or guarantees that a new project with the private company, or otherwise, will be concluded in the future. The Company will provide further updates as they develop.

On June 26, 2014, the Company announced that it has signed a letter agreement with a Uruguay “SA” company actively working in multiple areas of the medical marijuana, industrial hemp and cannabinoid science industries. Pursuant to the letter agreement, the Uruguay “SA” company, an arm's length party, will give GeoNovus exclusive rights to acquire and or participate in its multiple active marijuana and hemp based business ventures in Uruguay. Uruguay recently became the first country in the world to legalize the sale, cultivation, distribution and consumption of cannabis (marijuana). GeoNovus is currently evaluating multiple business opportunities in Uruguay including:

- Medical marijuana growing facilities in Uruguay
- Cannabinoid sciences and product development (CBD/THC)
- New cannabis medicine trials
- Industrial hemp

GeoNovus president Mike England states, “this letter agreement gives GeoNovus potential to hand pick the best marijuana, hemp and cannabinoid opportunities in Uruguay. We are conducting extensive due diligence in conjunction with our Uruguay SA partner to determine the highest priority target businesses. Not only has our Uruguay SA partner engaged government officials and Uruguay universities but Uruguay as a country offers one of if not the best operating environments in the world for marijuana and hemp cultivation, distribution and research.”

The completion of transactions between GeoNovus and the Uruguay SA company is dependent on the satisfaction of a number of conditions, including GeoNovus' satisfactory due diligence of the Uruguay SA company, its business and operations; the negotiation and completion of a formal agreement; and obtaining any and all necessary prior approvals from third parties. As such, at this time there can be no assurance or guarantee that GeoNovus and the Uruguay SA company will complete any such transactions, though GeoNovus has been granted exclusive rights from the Uruguay SA company to do so pursuant to the letter agreement.

GeoNovus signed a definitive agreement to acquire assets of a Uruguayan company on September 18, 2014. Subsequent to that a number of advisors were announced on September 23, 2014. On October 30th the Company announced plans to establish a hemp farm. Investor interest as well as finances have since hampered the Company’s ability to proceed.

On October 23, 2014, the Company put out a news release on www.sedar.com announcing that it has signed a definitive agreement with Affinor Growers Inc. (“AFI” or “Affinor”) to exclusively licence Affinor’s vertical growing technology for agricultural use, research purposes and distribution in Uruguay and in the city of Langley, British Columbia, Canada. This automated, software-driven technology is unique for its ability to grow grade A1, non-GMO crops year-round without chemicals or pesticides, getting maximum yield out of available square footage. This proven technology is specifically designed to help address issues of global food security and food shortage and will give GeoNovus access to ongoing royalties and revenues in a multi-billion dollar agricultural market place.

The vertical growing technology GeoNovus is licensing is a fully sustainable and complete indoor agricultural solution developed over 12 years with R&D based on predecessor systems, prototypes, and significant third party validation. GeoNovus will be utilizing and re-selling technology aimed at year round farming systems with controlled precision farming techniques. Crop varieties chosen for best suitability with the GeoNovus and Affinor VDL system include leafy greens, strawberries and marijuana. A proprietary mechanical pollination system allows food to be grown indoors, year round regardless of seasonality, with near zero water waste.

GeoNovus president & CEO Mike England states, "Our exclusive licensing agreement gives GeoNovus access to one of the world's most advanced vertical farming systems and puts the Company in a position to tap into the multi-billion dollar agricultural market place. This technology compliments our current Uruguayan operations and opens new opportunities within British Columbia. We are actively working to timely advance our Uruguayan operations and anticipate the completion of several Company milestones shortly as well as the integration and testing of this vertical farming technology in our Uruguay facilities."

Affinor Growers Chairman Nick Brusatore states, "We are very excited to be partnering with GeoNovus and providing them with an exclusive license for our vertical growing technology in Uruguay and in Langley, BC. Not only does this give Affinor a potential royalty stream from GeoNovus' future vertical growing operations but will also provide valuable testing and data from world class scientific facilities in Uruguay while opening-up the Mercosur region for future business."

Under the terms of this agreement, GeoNovus is acquiring exclusive licensing and access to Affinor's vertical growing technology for use in Uruguay and in the city of Langley, British Columbia Canada, by issuing 12,000,000 common shares of its capital to the Licensor as follows: (i) an initial amount of 6,000,000 Shares as soon as is commercially practicable (issued), and (ii) the remaining 6,000,000 Shares on or before that date which is 6 months from the date of the Agreement.

A finder's fee will be payable on this transaction.

Langley Land

On October 29, 2014, the Company announced on www.sedar.com that it has signed a letter of intent ("LOI") with R.E.H Fish Farm Ltd. ("REH") to acquire a 100% interest in 20 acres of agricultural land in Langley, British Columbia, to become the site of GeoNovus' proposed Vertical Growing Greenhouse utilizing Affinor Growers Inc. (AFI –CSE)vertical growing technology in an exclusive licencing agreement announced October 23, 2014.This LOI includes 20 acres of land zoned for agriculture use and ready to begin construction of the new vertical growing facility as well as 2 existing fresh water – land based aquaculture licences, granted by Fisheries and Oceans Canada that could provide a second source of revenue streams from this agreement.

On December 9, 2014, the Company announced that it has determined to not proceed with the acquisition of land in Langley.

Operating Activities

Shakespeare, Ontario, Canada

In October 2013, the Company entered into an option agreement to acquire the Corona Project claims which consists of 95 contiguous mining claims covering roughly 1,520 hectares, located in the Baldwin and Shakespeare Townships, Sudbury Mining Division, Ontario. The Corona Project claims include the historic Shakespeare Gold Mine, located three kilometers northeast of Webbwood, Ontario. The Shakespeare Gold Mine has operated intermittently since 1905 and produced 2,062 ounces of gold from 8,590 tons of material between 1905 and 1907.

The historic mine is situated in northeast-trending folded ~2.4 billion-year old Huronian Supergroup, intruded by the ~2.21 billion-year old Nipising diabase dikes and sills, and the ~1.1 billion-year old northwest-trending Keweenawan diabase dikes. The Murray Fault is a regional structure that strikes ENE and passes 300 meters north of the mine. The mineralized zone is broadly concordant with the schistose Matinenda Formation, consisting of quartzite and greywacke that also trends ENE and dips steeply to the south. Historic sampling in the mine area reported 1.12-1.85 ounces per ton over an average width of one meter (*see Ontario Geological Survey Mineral Deposits Circular 18, 1979, part 2, 294p.*). The Corona Project claim package was assembled to enclose the ENE-trending Matinenda Formation that hosts mineralization, including the down-dip projection of the ore zone at the Shakespeare Mine. A collection of in-house reports and data included in the acquisition are presently undergoing review, and will be used to guide exploration in the immediate future.

In February 2014, the Company announced that it had received drill permits for a planned work program on the Corona project claims.

On April 16, 2014 the Company put out a news release on www.sedar.com announcing initial drilling has intersected mineralized rock at its Corona gold project, located three kilometres northeast of Webbwood, Ont. Initial drilling focused at the historic Shakespeare gold mine, which has operated intermittently since 1905 and produced 2,062 ounces of gold from 8,590 tons of material between 1905 and 1907. The first drill hole was positioned near the Shakespeare workings and intersected intense quartz veining with sulphide stringers that is similar to that described for historic gold mineralization in the underground workings at Shakespeare (Ontario Geological Survey mineral deposits circular 18, 1979, part 2, page 294).

Drill hole C14-01 was collared roughly 45 metres south-southeast of the historic Shakespeare mine shaft and oriented at 310-degree azimuth and minus-45-degree inclination to intersect the down-dip projection of the ore zone, with a total depth of 101 metres. The drill encountered interbedded schist and quartzite with significant intervals of the latter exhibiting intense silicification, sericite/chlorite alteration and dense quartz veining. Sulphides consisting of chalcopyrite, pyrite and pyrrhotite are also present along veins as vein stringers and as disseminations adjacent to the veining. A detailed description of C14-01 will be provided as assays are received, which are expected in the coming weeks.

GeoNovus president and chief executive officer Michael England stated: "These early drilling results at Corona confirm our review of historic data that suggested we would intersect similar alteration in the rocks that host gold mineralization at Shakespeare. Drill core is being prepared for assay to confirm our visual assessment, and the drill rig is being positioned to determine the along-strike and down-dip extent of the mineralization."

For the April 16, 2014 news release on www.sedar, Dr. Tom E. McCandless, P. Geo., was the qualified person for this project as defined by NI 43-101.

On August 7, 2014, the Company put out a news release on www.sedar.com announcing highly encouraging results from the first three holes of its ongoing drilling program at the Corona project in northern Ontario, which total 371.0 metres. Results for the three holes are tabulated below, with the highest gold intersection having been encountered in hole C14-02, with 15.3g/t Au over 4.0 metres, including 48.8g/t Au over 1.0 metre.

Table 1. Drill Hole Location Data

Hole ID	Easting	Northing	Azimuth	Dip	Total Depth (m)
C14-01	433808	5126904	310	-45.0	101.0
C14-02	433808	5126904	310	-70.0	151.0
C14-03	433809	5126904	352	-48.5	119.0

Table 2. Summary of Significant Assay Data

Hole ID	From (m)	To (m)	Interval Length (m)	Au (g/t)
C14-01	68.5	71.5	3.0	1.97
including	**70.0**	**71.0**	**1.0**	**4.90**
C14-02	**106.0**	**110.0**	**4.0**	**15.34**
including	**108.0**	**109.0**	**1.0**	**48.80**
C14-03	63.0	69.5	6.5	0.80

**Intervals are drill hole lengths unless otherwise mentioned.*

President & CEO Michael England states, "Significant mineralization and gold grades have been encountered in every hole drilled by GeoNovus at the Corona Project to date. Our team is very encouraged to see that the historically delineated zones of high chargeability are associated with gold mineralization. Our current drill rig is poised to resume testing targets further along strike and down-dip and we look forward to seeing assay results from the next set of holes as our drilling campaign continues."

One drill rig has been mobilized to test gold mineralization near the historic Shakespeare Mine shaft. The drilling campaign has confirmed down-dip gold mineralization at depths believed to be previously untested over the history of the Shakespeare Mine and mineralization appears to be open both along strike and at depth. Drilling results also suggest that gold mineralization is correlated with zones of high chargeability, which are situated along strike several hundred metres in both directions, most of which still remain to be tested.

The drill program is ongoing with the main objective being to target the narrow, ENE-striking Matinenda Formation which was the source of ore for the historic Shakespeare Mine. Drilling is presently focused to target zones of high chargeability, and to intersect the apparent down-dip and along-strike extension of mineralization observed at the Shakespeare Mine.

Drilling Summary

All drill holes encountered interbedded schist and quartzite with significant intervals of the latter exhibiting intense silicification, sericite/chlorite alteration and dense quartz veining. Sulphides consisting of chalcopyrite, pyrite and pyrrhotite are also present along veins, as vein stringers, and as disseminations adjacent to the veining.

C14-01: Encountered strong sulphide mineralization from 56.0-71.4m. The strongest gold anomalies are associated with elevated chalcopyrite and broad, vitreous grey quartz veining within a strongly silicified, moderately sericitized schistose quartzite.

C14-02: Encountered intense veining and sulphide mineralization from 97.5-110.0m and intense fracturing and cataclasite from 108.5-110.0m. The strongest gold anomalies are associated with elevated chalcopyrite and broad grey quartz veining adjacent to the upper margin of a narrow cataclastisized zone beginning at 109.0m.

C14-03: Encountered strong sulphide mineralization from 67.0-84.0m. The strongest gold anomalies are associated with moderate silicification and sericitization and locally elevated sulphide mineralization.

Geonovus has instituted a quality assurance and quality control ("QA-QC") program for the Corona Project drill core sampling, with each fire assay furnace batch of 20 samples including one certified reference material (standard) and one blank sample. Quality control guidelines and ongoing QAQC monitoring are being carried out by Geonovus personnel.

The technical contents of this release were approved by Marvin Mitchell, P. Eng, a director of GeoNovus Minerals Corp. and qualified person as defined by National Instrument 43-101.

In September 2014 a final drill and reconnaissance program was completed. The Company will announce results once attained.

On December 9, 2014, the Company announced on www.sedar.com that the Company's geologists continue to assess 2014 drill results and other data to determine upcoming programs.

Scotia Property, British Columbia

Pursuant to an assignment agreement dated June 9, 2005 between the Company and Ialta Industries Ltd. ("Ialta"), The Company acquired Ialta's interest in an existing option agreement dated April 12, 2005 between Ialta and Doublestar Resources Ltd. ("Doublestar"). Under the Doublestar Option Agreement, the Company acquired an exclusive option to acquire a 50% working interest in and to two mining claims covering an area of 2,939.33 hectares located in the Scotia River area approximately 42km south of Prince Rupert, British Columbia, in the Skeena Mining Division of British Columbia.

On May 15, 2007, the Company entered into a purchase agreement which was amended on August 14, 2007, with Doublestar to acquire a 100% interest, subject to a 2.0% NSR, in the Scotia Property, including the two mining claims which were the subject of the Doublestar Option Agreement. The Option Agreement was superseded by the Purchase Agreement.

The financial terms of both the option and purchase agreement are disclosed in the notes to the consolidated financial statements for the year ended August 31, 2013.

The Scotia Property is a zinc/lead/silver prospect, consisting of seven mining claims lying approximately 29 km from tidewater, covering 12,310 acres located in the Scotia River area. Infrastructure in the area is good, with all of the main valleys in the area accessible by logging roads.

The Albere Zone at the Scotia Deposit was discovered by Texas Gulf Sulphur in 1958 during a regional reconnaissance program. Bishop Resources Inc. ("Bishop") entered into an option agreement in 1996 with Falconbridge to acquire 100% interest in the Scotia Property subject to certain terms and conditions. In 1997, a drill program was conducted by Arnex Resources Ltd ("Arnex") for Bishop at the Albere Zone.

Disseminated, semi-massive and massive base metal sulphide intersections were encountered in nine of the ten holes drilled. The most substantial intersection was in drill hole S-37-97 which encountered 26.7 meters grading 9.0% Zinc, 1.2% Lead, 21.5 g/t Silver, 0.3 g/t Gold and 0.2% Copper. Mineralized intersections greater than 15 meters in length were also intersected in two additional holes. The overall decline in the mining market in the late 1990's lead to the cessation of all exploration activities on the project by Bishop, and the project had lain dormant until the Company resumed work in 2005.

During 2005 and 2006, Arnex conducted exploration programs on the Scotia Property on behalf of the Company. The objectives of the 2005 field exploration program were to: resample selected drill core intervals from stored drill core to verify past analytical and assay results from the 1997 drill program; and prospect and sample a gossanous area outcropping in cliff faces east of the Albere Zone. In 2006, a grid soil geochemical program was completed. In November 2006, John Berry Associates conducted a remote sensing interpretation study on the property. A number of maps were produced using ASTER imagery, and were used to interpret lithology, structure, alteration and to identify exploration targets.

A NI 43-101 compliant technical report for the Scotia Property, dated November 2, 2007 was prepared by Arne O. Birkeland, P. Eng., of Arnex Resources Ltd. Mr. Birkeland is an independent engineering consultant, and the qualified person for the purposes of NI 43-101.

During the 2005 field season, Arnex selected mineralized core intervals from six of the 1997 drill program holes for sampling. The samples were analyzed by Acme Labs Ltd. Geochemical analysis of the samples using a multi-element ICPES technique was completed. Many of the samples returned over-limit values of >10,000 ppm for zinc and lead. During April 2008, pulps from the over-limit samples were assayed by Acme utilizing Aqua-Regia digestion and Group 7AR ICP-ES finish. The assay results of the 2008 resampling include 21.65 metres of 10.16% Zinc, 1.14% Lead and 17.7 g/t Silver at a depth of approximately 21 metres. There is general agreement between the 1997 high-grade intercepts and the 2008 data.

A helicopter-borne multi-parameter geophysical survey was conducted by Aeroquest Limited during August 2008. A total of 562.5 line-kilometres were flown using Aeroquest's AeroTEM II time domain EM and cesium magnetometer and gamma ray Spectrometer system. The airborne geophysical survey identified a distinctive anomaly associated with the drilled portion of the Albere Zone. The airborne survey established similar additional anomalies on strike, and adjacent to, the Albere Zone and elsewhere regionally on the property.

The sulphide mineralization on the Scotia property is syngenetic and focused on the limbs of a property wide antiform, of which only one limb has been previously explored. A summer field program was carried out in 2009 to conduct sampling on the underexplored "East Limb" zone of the antiform and to sample areas of interest identified through geophysical surveys conducted in 2008. Twelve rock-chip samples were collected in a mineralized area of approximately 100 meters by 30 meters wide and identified in outcrop by the presence of Fe-oxides replacing sulfides. Twenty-five soil samples were also collected along lines roughly perpendicular to the mineralized stratigraphy, at 25 meter spacings except in locations where sampling was compromised by surface conditions.

In January 2010, the Company announced that it had received a National Instrument NI 43-101 Technical Report for its Scotia Property. Resource modeling conducted in 2009 focused on previous drill results from the Albere Zone. The Resource model established a vertical range of sub-economic to economic grades of mineralization of 95 meters, and a horizontal range of 205 meters. The high grade "core" area widened to about 30 meters about 190 meters north of the outcropping main showing. The thickest drill intercept in the Albere Zone recorded 26.7 meters grading 9.0% zinc, 1.2% lead, 21.5 g/t silver and 0.3 g/t gold.

A Resource Estimate was calculated for the Albere Zone by Giroux Consultants Ltd., based on forty-two drill holes totaling 4,343 meters. The results from a 1997 drilling program comprised most of the data used in the modeling, with much of the core re-assayed in 2008 to confirm earlier results. Ordinary kriging was used to interpolate blocks based on mineralization content. Based on a 1% Zn cut-off, the Measured plus Indicated Resource within the 3-D mineralized shell totals 802,000 tonnes grading 4.9% Zn, 13.9 g/t Ag, and 0.2 g/t Au with an additional 702,000 tonnes grading 4.5% Zn, 13.7 g/t Ag and 0.2 g/t Au classed as Inferred. No economic parameters were defined by the Resource Estimate as to an appropriate cut-off for various types of mining. Arne Birkeland, P.Eng. and Gary Giroux, P.Eng. are co-authors of the NI 43-101 Technical Report and are responsible for its contents. The resource modeling was conducted under the direction of Giroux Consultants.

In July 2010, the Company entered into an option agreement with Hawkeye Gold & Diamond Inc. ("Hawkeye") whereby Hawkeye could earn up to 60% interest in the Scotia Property. Hawkeye could earn a 51% interest by paying $210,000, issuing 1,000,000 shares over a three year period and by incurring $1,200,000 in work program expenditures over a four year period. Hawkeye could earn an additional 9% for a total of 60% by incurring $500,000 per year in property expenditures until a positive bankable feasibility study was completed and by issuing 500,000 shares of Hawkeye within 15 days upon completion and delivery of the bankable feasibility study to the Company. In September 2010, the Company received $25,000 cash and 200,000 common shares of Hawkeye valued at $37,000 pursuant to the option agreement.

In September 2010, Hawkeye commenced its 2010 work program at the Scotia property. The 2010 field exploration program consisted of a geochemical survey targeted on selected airborne anomalies similar to the anomaly generated by the Albere zone. A total of 64 rock chip, 136 moss mat – active stream sediment and 67 soil samples were taken. Samples were flown by helicopter to Prince Rupert and transported by truck and delivered to Acme labs processing facility on Powell Street, Vancouver for analysis.

In July 2011, Hawkeye reported that virtually all airborne anomalies sampled returned geochemically anomalous or elevated values for the various sample types taken and values of over 1,000 ppm Zn were encountered from "in place" rock chip sampling in the general vicinity of the Albere Zone. Hawkeye stated that additional prospecting and follow-up geochemical sampling was warranted to attempt to discover clustered VMS occurrences similar to the Albere Zone that may be present on the property.

As at August 31, 2011, Hawkeye was in default of the terms of the option agreement. Hawkeye was not able to rectify the default within the required timeframe and as a result, the Hawkeye option agreement was terminated.

In fiscal 2012, the Company engaged Palmer Environmental Group Inc. to conduct a surficial terrain assessment and mapping of the Scotia property for the purpose of optimizing the soil and stream sediment sampling programs and thereby increasing the efficiency and effectiveness of any future exploration program. The work was completed and presented to the Company in October 2012. Given the Company's current cash position, work on the Scotia property will be limited until additional funds become available.

The Company has allowed certain peripheral claims, which were originally acquired as potential infrastructure areas, to lapse.

Paul D. Gray, P.Geo., is the qualified person for this project as defined by NI 43-101.

The Company has entered into an agreement with Glenmark Capital Corp. whereby Glenmark can earn a 100-per-cent interest in the Scotia zinc-silver project, which covers an area of about 4,040 hectares in the Skeena mining division, about 40 kilometres southeast of Prince Rupert in west-central British Columbia, Canada. Glenmark can earn a 100-per-cent interest by paying in stages $375,000 and completing $750,000 in exploration expenditures over 36 months. The 100-per-cent interest is subject to an underlying 2-per-cent net smelter return royalty payable to Doublestar Resources Ltd., with an additional 1/2-per-cent NSR payable to GeoNovus, of which 1 per cent can be purchased by Glenmark for $1-million. This transaction is subject to TSX Venture Exchange approval.

During the year ended August 31, 2014, the Company wrote the exploration and evaluation assets down to $375,000, representing the earn-in amount pursuant to the agreement with Glenmark.

Canadian Malartic West, Quebec

During the year ended August 31, 2014, the Company entered into an agreement to purchase a 100% interest in the Malartic West project. The Company will pay $20,000 and issue 2,000,000 common shares over a one year period. The property is subject to a 2% NSR is in place with the Company having the right to buy back 1% of the Royalty for $1,000,000.

On May 14, 2014 the Company announced it has determined not to proceed with the acquisition.

Red Hills Property, Arizona

During the year ended August 31, 2008, the Company entered into an agreement, subsequently amended, to acquire interest in the Red Hills property, located near Florence in Pinal County, Arizona. As at August 31, 2013, the Company had paid a total of US$180,000 and issued 350,000 common shares (valued at $36,500).

During the year ended August 31, 2014, the Company has abandoned the property and all capitalized costs have been written off accordingly.

Silver Bell, Arizona

During the year ended August 31, 2009, the Company entered into a letter of intent, subsequently amended, to enter into a lease-option agreement to earn a 100% interest in the Silver Bell West property located in Arizona. As at August 31, 2013, the Company had paid a total of US$180,000 and issued 150,000 common shares (valued at $15,750).

During the year ended August 31, 2014, the Company has abandoned the property and all capitalized costs have been written off accordingly.

Mink Lake, Ontario

During the year ended August 31, 2013, the Company acquired the Mink Lake property in Chabanel Township, Sault Ste. Marie, Ontario. As consideration for the acquisition, the Company issued 100,000 common shares valued at $5,000 and granted the vendors a 2% NSR of which 1% can be purchased for $1,000,000.

During the year ended August 31, 2013, the Company announced that it entered into an option agreement to acquire 7 unpatented mining claims contiguous to the Mink Lake claims. As consideration for a 100% earn-in, the Company will issue an aggregate of 2,100,000 shares, pay $50,000 and incur $700,000 in expenditures over a three year period. On June 26, 2013, pursuant to the terms of the agreement, the Company issued 600,000 shares valued at $24,000.

During the year ended August 31, 2014, the Company has abandoned the property and all capitalized costs have been written off accordingly.

Selected Annual Information
Financial Information

	2014	2013	2012
	$	$	$
Revenue (interest income)	-	-	3,452
Loss for the year	2,674,660	1,319,571	1,333,984
Total comprehensive loss	2,674,660	1,290,571	1,343,984
Balance Sheet Data			
Working capital (deficiency)	(464,370)	(388,620)	142,955
Exploration and evaluation assets	589,399	2,094,986	2,282,471
Total assets	704,579	2,327,955	2,590,652
Long-term debt	Nil	Nil	Nil

Results of Operations

The results of operations reflect the overhead costs incurred to provide an administrative infrastructure to manage the acquisition, exploration, and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity required as property acquisitions and exploration continue. As at August 31 2014, the Company had not recorded any significant revenues from its mineral exploration and development projects.

Revenues

Due to the Company's status as an exploration and development stage mineral resource company, and a lack of commercial production from its properties, the Company currently does not have significant revenues from its operations.

General and Administrative Expenses

For the year ended August 31, 2014, the Company had a net loss of $2,674,660 compared with a net loss of $1,319,571 for the prior year. During the year ended August 31, 2014, the Company incurred:

- consulting fees a $303,568 (2013 – $60,438). The increase is due to fees related to new projects in the current year.
- management fees of $48,000 (2013 - $65,400). The decrease in management fees as the CEO took a voluntary reduction in pay.
- office, rent and miscellaneous of $172,195 (2013 - $212,227). The decrease is lower as a result of a reduction in staffing.
- professional fees of $94,794 (2013 - $212,227). The decrease is due to a reduction in legal fees and CFO fees.
- shareholder communications and promotion of $103,594 (2013 - $24,009). The increase was primarily due to increased promotion activities.
- write-off of exploration and evaluation assets of $1,824,661 (2013 - $542,905). Please refer to Note 11 of the August 31, 2014 consolidated audited financial statements on www.sedar.com for details.

Fourth Quarter

During the fourth quarter the company did not have any significant events or transactions to report.

Summary of Quarterly Results

The following table sets out selected quarterly information available within the last eight quarters.

Three Months Ended	August 31, 2014	May 31, 2014	February 28, 2014	November 30, 2013
	$	$	$	$
Revenue (interest income)	-	-	-	-
Exploration and evaluation assets	589,399	1,838,721	1,822,084	1,702,680
Loss	(1,904,160)	(75,329)	(125,854)	(569,317)
Loss per Common Share	(0.05)	(0.00)	(0.00)	(0.02)
Three Months Ended	**August 31, 2013**	**May 31, 2013**	**February 28, 2013**	**November 30, 2012**
	$	$	$	$
Revenue (interest income)	-	-	83	553

Exploration and evaluation assets	2,094,986	2,036,713	2,024,753	2,308,477
Loss	(119,927)	(82,928)	(855,884)	(260,832)
Loss per Common Share	(0.00)	(0.00)	(0.04)	(0.02)

Fluctuations in exploration and evaluation assets and loss are primarily due to exploration and evaluation impairments from period to period.

Liquidity and Capital Resources

The Company's cash position was $774 at August 31, 2014 compared to $17,245 at August 31, 2013. The Company had a working capital deficiency of $464,370 at August 31, 2014 compared with working capital deficiency of $388,620 at August 31, 2013.

During the year ended August 31, 2014, cash flow activities consisted of:

i) cash flows spent on operating activities of $705,973 (2013 - $419,525). Please refer to the the statement of loss and statement of cash flows on the consolidated financial statements for the year ended August 31, 2014 on www.sedar.com for details.

ii) cash flows received from financing activities of $883,138 (2013 - $517,156). The cash flows are primarily a result of proceeds from private placements of $593,725 and subscriptions received in advance of $272,750.

iii) cash flows spent on investing activities of $193,636 (2013 - $226,686), primarily on exploration and evaluation expenditures.

During the year ended August 31, 2014, the Company:

i) completed a private placement with the issuance of 5,150,000 units at a price of $0.05 per unit for gross proceeds of $257,500. Each unit consisted of one common share and one warrant of the Company. Each warrant entitles the holder to purchase one share at an exercise price of $0.075 per share for the first year after closing and $0.10 for the second year following closing. Share issue costs totalled $4,538.

ii) issued 100,000 common shares pursuant to the exercise of options for gross proceeds of $5,000. Accordingly, the Company transferred $4,414 to capital stock from share-based payments reserve.

iii) completed a non-brokered private placement of 4,200,000 flow-through units at a price of $0.05 per unit for aggregate gross proceeds of $210,000. Each unit consisted of one common share and one share purchase warrant of the Company. Each Warrant will entitle the holder to purchase one share for a period of 24 months from the closing date at an exercise price of $0.075 per share. Finder's fees of $1,000 were paid and 20,000 finder's warrants (valued at $334) were issued. The finder's warrants are exercisable at $0.10 for a period of two years. Cash share issue costs of $5,140 were incurred.

iv) issued 1,500,000 shares (valued at $60,000) pursuant to the terms of the Shakespeare option agreement.

v) completed a non-brokered private placement of 2,000,000 units at a price of $0.05 per unit for aggregate gross proceeds of $100,000, of which $52,500 was exchanged for accounts payable. Each unit consisted of one common share and one share purchase warrant of the Company. Each warrant will entitle the holder to purchase one share for a period of 24 months from the closing date at an exercise price of $0.075 per share. Cash share issue costs of $2,336 were incurred.

vi) completed a non-brokered private placement of 1,574,500 units at a price of $0.05 per unit for gross proceeds of $78,725. Each unit consisted of one common share and one share purchase warrant of the Company. Each warrant will entitle the holder to purchase one share at a price of $0.075 per warrant until April 8, 2016. Cash share issue costs of $1,219 were incurred.

vii) issued 400,000 common shares pursuant to the exercise of options for gross proceeds of $20,000. Accordingly, the Company transferred $6,272 to capital stock from share-based payments reserve.

Related Party Transactions

Related parties include the Board of Directors, Executive Officers and any companies owned or controlled by them.

Trading Transactions
The Company entered into the following transactions with related parties:

			Year ended	
	Nature of transactions	Notes	August 31, 2014	August 31, 2013
England Communications	Management fees	a (i)	$ 48,000	$ 65,400
England Communications	Office, rent and miscellaneous	a (ii)	$ 160,500	$ 196,863
Olga Nikitovic	Professional fees	c	$ 24,500	$ 60,000
Paul Gray Geological	Consulting fees	d	$ -	$ 7,013

a) The Company paid or accrued $208,500 to England Communications Ltd. ("ECL"), a management company controlled by a director and officer of the Company . ECL provides a CEO, CFO, corporate secretary, administrative services and office space. Allocation of costs are as folllows.

i) Management fees of $48,000 (2013 - $65,400) for the CEO.

ii) CFO and Corporate Secretary fees of $18,000 (2013 -- $23,700), rent of $36,000 (2013 - $36,000) and office expenses of $106,500 (2013 - $137,163). These charges are recorded as office, rent and miscellaneous expense.

As of August 31, 2014, there was $70,022 (2013 - $69,026) owing to this company which was included in accounts payable. As at August 31, 2014, $7,048 (2013 - $7,048) of rent was included in prepaid expenses

b) The Company incurred $24,500 (2013 - $60,000) charged by the former CFO of the Company. The amount is included in professional fees. As at August 31, 2014, $Nil (2013 - $21,000) was included in accounts payable.

c) The Company incurred $Nil (2013 - $7,013) of consulting fees from a company controlled by a director. $Nil (2013 - $6,788) of the fees is charged to exploration and evaluation expenditures and $Nil (2013 - $225) is included in consulting expense.

During the year ended August 31, 2014, the Company obtained loans of $47,500 from ECL. The loans were non-interest bearing and were repaid during the year ended August 31, 2014.

During the year ended August 31, 2013, the Company obtained a loan of $800 from ECL. The loan was non-interest bearing and was repayable on demand. The loan was repaid during the year ended August 31, 2014.

Compensation of key management personnel

	Notes	Year ended August 31, 2014		August 31, 2013	
Management fees	a	$	90,500	$	149,100
Share-based payments	b	$	20,745	$	21,574

a) The salaries include the fees for the CEO, CFO and Corporate Secretary included in trading transactions above.

b) Share-based payments are the grant date fair value of options granted to key management (CEO, CFO, and Corporate Secretary) and directors.

Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

Changes in Accounting Policies and Future Accounting Changes

Please refer to Note 4 of the consolidated financial statements for the year ended August 31, 2014 on www.sedar.com for a complete description of changes in accounting policies and future accounting changes.

Financial Instruments

The Company is required to disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the statement of financial position date, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying amounts of cash, receivables, accounts payable and accrued liabilities on the consolidated statement of financial position approximate fair market value because of the limited term of these 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 fulfil its payment obligations. The Company's credit risk is primarily attributable to receivables. The receivables relate to sales tax due from the Federal Government of Canada and amounts due from related parties. The Company has no significant concentration of credit risk arising from operations. Management expects that repayment of the receivable from related parties will occur, however, it does anticipate that the repayment term will be longer than desirable.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure it has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and expected exercise of share purchase warrants and options. The Company requires additional equity financing to fund its planned work programs and operating expenditures. Management believes that it will be successful in raising the necessary funds however, given the current market conditions, management believes that the raising of the required funds will take longer than is normal and will be at prices that may be less than desirable. There are no assurances that additional funds will be available on terms acceptable to the Company or at all.

Interest risk

The Company has cash balances and no interest-bearing debt therefore, interest rate risk is minimal.

Foreign currency risk

The Company’s functional and presentation currency is the Canadian dollar. Certain expenditures are transacted in foreign currencies. As a result, the Company is exposed to fluctuations in these foreign currencies relative to the Canadian dollar. Management does not hedge its foreign exchange risk. A 1% change in foreign exchange rates between the Canadian and US dollar at August 31, 2014 would not have a material impact on the Company’s financial statements.

Commodity price risk

Commodity price risk could adversely affect the Company. In particular, the Company’s future profitability and viability of development depends upon the world market price. A decline in the market price of commodities may also require the Company to reduce its mineral resources, which would have a material and adverse effect on the Company’s value. As at August 31, 2014, the Company is not in production. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company does not expect any material movements in the underlying market risk variables over the next three months that will result in a material impact to its financial statements.

Contingencies

There are no contingent liabilities.

Management's Responsibility for Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the financial statements.

Risks and Uncertainties

The Company's financial condition, results of operation and business are subject to risks. The following are identified as the main risk factors:

Financing
The Company is reliant upon equity financing in order to continue its operations because it is in the business of mineral exploration and does not derive any income from its mineral assets. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional funding in the future, it will be unable to carry out its operations and may lose its interests in its mineral properties.

General Resource Exploration Risks and Competitive Conditions
The resource exploration industry is an inherently risky business with large capital expenditures and volatile commodity markets. The marketability of any resource discovered may be affected by numerous factors that are beyond the Company's control and which cannot be predicted, such as market fluctuations, costs to develop, infrastructure and processing equipment, and changes to government regulations, including those relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. This industry is intensely competitive and there is no guarantee that, even if commercial quantities are discovered, a profitable market will exist for their sale. The Company competes with other junior exploration companies for the acquisition of mineral properties as well as for the engagement of qualified contractors. Commodity prices can fluctuate widely, and they are determined in markets over which the Company has no influence.

Governmental Regulation
Regulatory standards continue to change, making the review process longer, more complex and therefore more expensive. Exploration and development on the Company's properties is affected by government regulations relating to such matters as environmental protection, health, safety and labour, mining law reform, water use, land use, land claims of local people, restrictions on production, price control, tax increases, maintenance of claims and tenure. There is no assurance that future changes in such regulations couldn't result in additional expenses and capital expenditures, decreasing availability of capital, competition, reserve uncertainty, title risks, and delays in operations. The Company relies on the expertise and commitment of its management team, advisors, and contractors to ensure compliance with current laws.

Permits and Licenses
The operations of the Company are subject to a numerous laws and regulations governing protection of the environment, protection of historic and archaeological sites, waste disposal, protection of endangered species and other matters. The Company is required to have a number of licenses and permits from various governmental authorities to carry out its activities. These permits relate to virtually every aspect of the Company's exploration activities. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary permits on acceptable terms, in a timely manner or at all. The cost of delays associated with obtaining permits or complying with the permits could halt, materially delay or restrict the Company from continuing or proceeding with existing or future operations

Disclosure Controls and Procedures

TSX Venture listed companies are not required to provide representations in the annual filings relating to the establishment and maintenance of Disclosure controls and procedures ("DC&P") and Internal controls over financial reporting ("ICFR"), as defined in National Instrument 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's IFRS. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitation 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 National Instrument 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.

Other MD&A Requirements

As at the date of this MD&A, the Company had 61,442,724 common shares issued and outstanding.

As at the date of this MD&A, the following incentive stock options were outstanding:

Expiry Date	Exercise price	Number of Options Outstanding
June 10, 2015	$ 0.05	300,000
July 8, 2015	0.05	50,000
July 25, 2015	0.05	450,000
January 10, 2017	0.10	525,000
June 19, 2017	0.10	250,000
October 5, 2017	0.10	100,000
December 27, 2017	0.10	150,000
January 31, 2018	0.10	150,000
September 26, 2018	0.05	550,000
February 11, 2019	0.10	300,000
April 3, 2019	0.05	700,000
September 29, 2015	0.05	1,200,000
October 1, 2015	0.05	570,000
		5,295,000

As at the date of this MD&A, warrants were outstanding enabling holders to acquire shares as follows:

Expiry Date	Exercise Price	Number of warrants
August 29, 2015	$ 0.10	1,200,000
September 23, 2014	0.075 then	5,150,000
September 23, 2015	0.10	
December 20, 2015	0.075	3,200,000
December 20, 2015	0.10	20,000
December 30, 2015	0.075	1,000,000
February 6, 2016	0.075	2,000,000
April 8, 2016	0.075	1,574,500
		14,144,500

Change in Board of Directors

On December 17, 2014, the Company announced the appointment of Academy Award®winning film producer Tim Marlowe to its Board of Directors.

Mr. Marlowe has worked on over 40 motion pictures, nine of which he produced and in2014 was the Executive Producer for "The Lady in Number 6"which won him an Academy Award®. Tim has worked with many A-list actors such as Martin Sheen and Steven Seagal and in the past eighteen months he has worked with Vinnie Jones (Gone in 60 Seconds),Vern Troyer (Austin Powers-Mini Me), Jesse Bradford (Swimfan), Mena Suvari (American Beauty, and American Pie), Locklyn Munroe (Night at the Roxbury, Unforgiven), Hailey Duff (Napoleon Dynamite) and Natasha Henstridge (Species).

In 2015 Mr. Marlowe is slated to work with Jennifer Garner (Dallas Buyers Club),Director D.J. Caruso (Disturbia, I Am Number 4, Eagle Eye) as well as Jean Claude Van Damme (Time Cop).Tim brings years of expertise in movie-making magic and a significant Hollywood Rolodex to the GeoNovus team.

"We are extremely pleased to have a man of Mr. Marlowe's caliber join GeoNovus. His connections are invaluable to us as we commence our journey in the entertainment industry."