SUPER NOVA PETROLEUM CORP.

(Formerly Super Nova Minerals Corp.)

Management Discussion & Analysis

Second Quarter, Fiscal 2015
Ended November 30, 2014

Management Discussion and Analysis ("MD&A") focuses on significant factors that affected the performance or may affect future performance of Super Nova Petroleum Corp., formerly Super Nova Minerals Corp. ("Super Nova" or the "Company") and is intended to help the reader understand the financial statements of Super Nova. The information herein should be read in conjunction with the Company's unaudited condensed financial statements for the six months ended November 30, 2014 and the audited financial statements for the year ended May 31, 2014 and 2013 and related notes contained therein, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A is the responsibility of management and is prepared as of January 28, 2015 and all monetary amounts are in Canadian dollars unless otherwise stated. Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained therein.

On April 3 2014, the Company changed its name to Super Nova Petroleum Corp. from Super Nova Minerals Corp.

COMPANY OVERVIEW

Super Nova is a Canadian resource exploration company engaged in the acquisition and exploration of mineral properties and oil and gas properties. The Company currently holds interests in resource properties in British Columbia, Canada, and Montana, United States.

HIGHLIGHTS

The following are highlights of events occurring during the six months ended November 30, 2014 and subsequent thereto:

FINANCING

- On July 18, 2014, the Company closed a private placement of 825,620 units at a price of $0.05 each for gross proceeds of $41,281, of which a total of 11,281 in subscriptions were received prior to May 31, 2014. Each unit is comprised of one common share and one transferable common share purchase warrant. Each share purchase warrant is exercisable for a period of three years at an exercise price of $0.075 per share during the first year, $0.10 per share during the second year and $0.125 per share during the third year.

- On September 17, 2014, the Company closed a private placement of 791,500 units at a price of $0.05 per unit for gross proceeds of $39,575 and 999,974 units at a price of US$0.05 per unit for gross proceeds of US$49,998.70. Each unit is comprised of one common share and one transferable common share purchase warrant. Each share purchase warrant is exercisable for a period of three years at an exercise price of $0.075 per share during the first year, $0.10 per share during the second year, and $0.125 per share during the third year.

- On November 12, 2014, the Company closed a private placement of 725,000 units at a price of $0.05 each for gross proceeds of $36,250. Each unit is comprised of one common share and one transferable common share purchase warrant. Each share purchase warrant is exercisable for a period of three years at an exercise price of $0.075 per share during the first year, $0.10 per share during the second year and $0.125 per share during the third year.

All proceeds raised were used as planned to fund exploration activities and general working capital.

RESOURCE EXPLORATION PROJECTS

a) Bakken Land, Montana, USA

On January 16, 2014, the Company and Norstra Energy Inc. (the "Farmor") entered into a Farmout Agreement with the Company to earn an optioned 80% working interest in approximately 10,000 acres of contiguous property located in the Bakken Formation in North-West Montana, USA (the "Farmout Lands"). The Farmout Lands have been divided into three separate blocks and the Company has an option to earn an 80% working interest in each block by drilling a vertical well at each Block.

The Company has committed to the following payments:

Initial Block: the Company will earn an 80% interest in the initial block of the Farmout Lands upon paying the Farmor $1,400,000 and successfully drilling an initial well, as a producer or dry hole, on the initial block lands.

The $1,400,000 will be applied as follows:

$385,000 – to reimburse the Farmor for costs incurred to date on the Farmout Lands (the "Commitment Funds").

Payment schedule of the Commitment Funds:

a) $25,000 within 30 days of execution of the agreement.
b) $15,000 to be paid monthly commencing 60 days after execution of the agreement, with the balance of all funds (after deducting all costs paid by the Company to drill the well) due later than 12 months from the date of the agreement.

$1,015,000 – being the balance of the estimated cost for the drilling of a 8,900 foot well on the initial block lands.

Second Block: Upon successful completion of the well on the initial block lands per the above terms, the Company will have the option, within 240 days from the date of rig release from the drilling of the initial block, to commence the drilling of an 8,900 foot vertical well on the second block to earn 80% working interest in the second block, subject to completion of a well on the second block as a producer or a dry hole.

Third Block: Upon successful completion of the well on the second block lands per the above terms, the Company will have the option, within 240 days from the date of rig release from the drilling of the second block, to commence the drilling of an 8,900 foot vertical well on the third block to earn an 80% working interest in the third block, subject to completion of a well on the third block as a producer or a dry hole.

The Farmout Lands are subject to royalty burdens totalling 16% and the initial block is subject to an additional royalty of 3.5%. The Farmor will retain a 20% carried working interest in all blocks.
As at November 30, 2014, the Company had paid a total of US$100,040 in cash to the Farmor to pursuant to the Farmout Agreement and new payment terms.

On November 26, 2014, the Company and Farmor signed a substitute marketing agreement, to extinguish and replace the prior agreement; The Company did not commence required drilling and did not make all the payments required by the agreements.

In the substitute marketing agreement, the Company retains the option to fund through its own funds or through its marketing efforts the development of the Farmout lands with the Farmor receiving a 20% carried working interest for the first well in each of seven earning tracts. Earning of each earning tract with no further obligations will be to the maximum true vertical depth of a well on that tract. All depths of a tract are earned by drilling to the bottom of the Bakken formation. Super Nova or its funding partners shall have the exclusive right for 90 days after rig-release or after continuous operations, to earn further depths, within an earned Earning Tract, in the case that not all depths are earned. No ongoing property payments are required.

On June 6, 2014, the Company entered into a purchase and Farm-In agreement ("Letter Agreement") with BNV Energy Company LLC ("BNV Energy") and Norstra Energy Inc. ("Norstra") to sell approximately 2964 acres of its wholly owned Milford East Land for US$66,700 in cash, $35,000 (received) upon signing and $31,700 to be paid on July 16th, 2014 (received).

The purchased acreage is contiguous to the south of the Company's Milford Colony farm in lands in Lewis and Clark Country on the Albert Bakken Fairway in Northwest Montana. A 2% of 8/8ths overriding royalty in certain purchased lands, subject to maximum royalty interest and burdens on each section of 20%; and in consideration of cash payment helping the Company to become current on its Milford Colony obligations to Norstra and the value of the Company potentially generating commercial gas revenue to no additional cash investment, the Company agreed to:

1. On execution of the Letter Agreement, issue to BNV Energy 3,000,000 share purchase warrants ("the Warrants), each of which exercisable into a common share of the Company (the "warrant Shares") at a price of $0.10/Warrant Share for a period of 2 years from the date of issue of the Warrants;

2. On reaching total depth of the first gas well as more particularly described in the Letter Agreement, issue to BNV Energy 3,000,000 common shares of the Company (the "1st Tranche Shares"); and

3. On reaching total depth of the second gas well as more particularly described in the Letter Agreement, issue to BNV Energy $150,000 cash or issue that number of common shares of the Company (the "2nd Tranche Shares") as is equal to $150,000 calculated at a price per 2nd Tranche Share equal to the average of the prior 10 trading days' market close price, subject to a minimum price of $0.05/share.

On September 6, 2014, the Company and BNV Energy Company LLC ("BNV Energy") joint venture partner, commenced the drilling operations on the Eagle #1. The well was cased and cemented on September 12, 2014. Total depth reach was 3,134 feet measured depth. The well was drilled on

Super Nova's Milford Colony lands on the Bakken Fairway in North – West Montana (see the news release of September 3, 2014). Preliminary results indicate the presence of hydrocarbons that were detected in both drill cuttings and mud gas log readings. For further details of this initial test results, please see the news release of September 22, 2014.

On October 21, 2014, the Company issued 3 million shares value $120,000 to BNV Energy as described in the Letter Agreement.

In July 2014, the Company reached an agreement with Augusta Exploration LLC ("Augusta") of Montana, for Super Nova to participate in a southern Alberta Bakken Play oil and gas test well.

Augusta is a Montana based oil and gas firm, owned by Summit Exploration LLC, led by Kory McGavin and North-Dakota Development LLC, led by Robert Gavin & Daniel Hogan.

The well was drilled on the same well site as the Krone Shell well drilled in 1962 in Section 32 of Township 18N Range 5W. Our observation is that the Krone Shell well logs have similar data to several Elm Coulee logs; these wells have produced commercially viable hydrocarbons.

This well was drilled, financed and operated by Augusta Exploration LLC. The Krone Shell well is located in Lewis & Clark County in Northwest Montana on the Bakken Fairway, approximately 3 miles Southwest of the Company's 10,000 acre farm-in lands and 100% owned Milford - East lands.

The drilling commenced at 1:30pm on Oct. 13th 2014, and reached a total depth of 7,400′ around 8pm local time on Oct. 26th 2014.

The well penetrated the targeted Bakken shale formation in the early morning hours of October 25, 2014, at a depth of 6950 ft. Initial results indicate the discovery of oil as evidenced by fluorescence of cuttings and presence of oil in the drilling mud circulation over the drilling rig shale shakers. Logging, coring, and testing operations are underway and the company will report these results as they become available.

In September 2014, the Company released A National Instrument ("NI-51-101") Report entitled "Evaluation of Prospective Resources, The Milford prospect lands are located in Lewis and Clark County, Montana, USA" (the "51-101 Report) dated February 1, 2014 and prepared by C.W. Chapman, P. Eng, President of Chapman Engineer Ltd.. and Rov A. Collver, P, Eng. Petroleum Engineer. The Technical Report is available on the SEDAR website at www.sedar.com.

b) Iron Ridge Project, British Columbia

Pursuant to a series of agreements, the Company entered into an option to acquire a 100% interest in the Iron Ridge Property, located near Creston, British Columbia. Pursuant to the agreements, the Company agreed to pay $45,000 and issue 3,300,000 common shares.

During the year ended May 31, 2013, the Company entered into an amendment to waive a $6,000 cash payment.

The property is subject to a net smelter return royalty of 3%, of which 2% may be purchased for

$1,000,000.

As at May 31, 2014, the Company had paid a total of $39,000 in cash acquisition costs, issued a total of 3,300,000 common shares valued at $230,000 and incurred $91,609 in exploration expenditures. The Company had received a tax credit on qualifying exploration expenditures for the total of $16,242, which was recognized against exploration expenditures.

During the six months ended November 30, 2014, the Company incurred $55,000 in exploration expenditures.

SELECTED ANNUAL FINANCIAL DATA

The following selected financial information is derived from the audited financial statements and notes thereto. The information has been prepared in accordance with IFRS.

	As at May 31,		
	2014	2013	2012
Current assets	**$ 20,612**	$ 22,244	$ 178,141
Exploration and evaluation assets	**529,437**	1,502,417	703,661
Total assets	**550,049**	1,524,661	881,802
Current liabilities	**631,600**	322,458	117,888
Long term liabilities	**-**	-	14,240
Shareholders' equity	**(81,551)**	1,202,203	749,674
Total liabilities and equity	**$ 550,049**	$ 1,524,661	$ 881,802
Working capital (deficiency)	**$ (610,988)**	$ (300,214)	$ 60,253
	Years ended May 31,		
	2014	2013	2012
Revenue	**$ -**	$ -	$ -
Expenses and other items	**1,883,577**	738,428	182,961
Net loss and comprehensive loss	**$ 1,883,577**	$ 738,428	$ 182,961
Basic and diluted net loss per share	**$ 0.06**	$ 0.04	$ 0.02
Weighted average number of shares outstanding	**32,505,784**	18,781,869	11,328,694
Dividends per share	**$ -**	**$ -**	**$ -**

As Super Nova is in the exploration stage, none of the Company's current properties are in production. Therefore, mineral exploration expenditures are capitalized and losses are incurred as a result of administrative expenses related to the operation of the Company's business. Consequently, the Company's loss and comprehensive loss for the year is not a meaningful indicator of its performance or potential.

The key performance driver for the Company is the acquisition and development of prospective mineral and oil and gas properties. By acquiring and exploring projects of superior technical merit, the Company increases its chance of finding and developing an economic deposit.

At this time, the Company is not anticipating profit from operations. Until such time as the Company is able to realize profits from the production and sale of commodities from its mineral interests, Company will report an annual loss and will rely on its ability to obtain equity or debt financing to fund ongoing operations.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes the operation results for the past eight quarters:

As at	**Nov 30, 2014**	Aug-14 2014	May-14 2014	Feb-28 2014	Nov 30, 2013	Aug 31, 2013	May 31, 2013	Feb 28, 2013
Current assets	**$ 15,128**	$ 27,868	$ 20,612	$ 3,607	$ 3,446	$ 6,744	$ 22,244	$ 10,274
Exploration and evaluation assets	**730,425**	524,743	529,437	822,642	1,533,917	1,527,417	1,502,417	943,417
Total assets	**745,553**	552,611	550,049	826,249	1,537,363	1,534,161	1,524,661	953,691
Current liabilities	**654,682**	561,202	631,600	526,476	430,842	340,511	322,458	249,642
Long term liabilities	**-**	-	-	-	-	-	-	-
Shareholders' equity	**90,871**	(8,591)	81,551	299,773	1,106,521	1,193,650	1,202,203	704,049
Total liabilities and equity	**$ 745,553**	$ 552,611	$ 713,151	$ 826,249	$ 1,537,363	$ 1,534,161	$ 1,524,661	$ 953,691
Working capital (deficiency)	**$ (639,554)**	$ (533,334)	$ (610,988)	$ (522,869)	$ (427,396)	$ (333,767)	$ (300,214)	$ (239,368)

	Quarters ended						Quarters ended	
	Nov 30, 2014	Aug 31, 2014	May-14 2014	Feb-28 2014	Nov 30, 2013	Aug 31, 2013	May 31, 2013	Feb 28, 2013
Revenue	**$ -**	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Expenses	**124,313**	71,660	670,558	1,025,519	99,629	87,871	119,651	158,577
Loss and comprehensive loss for the year	**$ 124,313**	$ 71,660	$ 670,558	$ 1,025,519	$ 99,629	$ 87,871	$ 119,651	$ 158,577
Basic and diluted loss per share	**$ 0.00**	$ 0.00	$ 0.02	$ 0.03	$ 0.00	$ 0.00	$ 0.01	$ 0.01
Weighted average number of common shares outstanding	**43,894,084**	39,982,322	36,778,294	33,947,835	32,741,784	26,979,410	18,781,869	18,619,402
Dividends per share	**$ -**		$ -	$ -	$ -	$ -	$ -	$ -

RESULTS OF OPERATIONS

Second Quarter ended November 30, 2014 ("Q2 2015") vs to second quarter ended November 30, 2013 ("Q2 2014")

Net loss and comprehensive loss for the six months ended November 30, 2014 was $195,973 compared to $187,500 for the six months ended November 30, 2013. The decrease in loss of $8,473 was mainly due to gain on settlement of debt of $21,548. These decreases were partially offset by increase in administrative fees, consulting fees and professional fees.
An increase of $25,501 in administrative fees from $65,656 in Q2 2014 to $91,157 in Q2 2015 due to increase of management fee charged to the Company.

An increase of $16,732 in consulting fees from $8,418 in Q2 2014 to $25,150 in Q2 2015 mainly due to increased investor relations activities carried out by the Company.

A decrease of $12,365 in corporate communication from $33,287 in Q2 2014 to $20,922 in Q2 2015, due to the Company decreasing its efforts to raise the public awareness of the Company and communicating with potential and existing shareholders of the Company in the current weak capital market conditions.

An increase of $6,228 in filing fees and regulatory fees from $7,547 in Q2 2014 to $13,775 in Q2 2015 mainly due to transfer agent fees in Q2 2015 due to refund from CDS overpayment of Sedar filing fee.

An increase of $8,787 in professional fees from $41,103 in Q2 2014 to $49,890 in Q2 2015 mainly due to accrue legal fees in Q2 2015**.**

Other items: The Company recorded a loss on exchange $2,624 (Q2 2014 $nil). The loss was partially offset by increased gain on settlement of debt of $21,548 (Q2 2014 - $nil).

Second Quarter Result

During the quarter ended November 30, 2014, the Company incurred a loss of $99,629 compared to a loss of $124,313 incurred during the same period last year. The decrease in loss of $24,684 was mainly associated with the decrease in administrative fee and rent expenses of the Company in same period last year.

Significant movements in operating expenses for the three-month period ended November 30, 2014 include administrative fees of $50,668 (Q2 2014 - $32,975), consulting fees $14,702 (Q2 2014 - $2,030), corporate communications $6,490 (Q2 2014 – 9,370), professional fees $37,915 (Q2 2014 - $36,759), filing fees and regulatory fees $9,127 (Q2 2014 $4,671).

LIQUIDITY AND CAPITAL RESOURCES

The Company is in the exploration stage and therefore has incurred losses and negative cash flows from operations. The Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placement. On October 22, 2012, the common shares of the Company were listing on the CNSX (now "CSE"). Although public listing could increase the liquidity, the Company's ability to raise cash mainly depends on capital market conditions, commodities price, and the results of ongoing exploration programs. There is no assurance that the Company will be able to obtain any additional financing on terms acceptable to the Company. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activity.

The mining industry is capital intensive and there can be no certainty that the Company's existing cash balances or that the proceeds from the issuance of its common shares will provide sufficient funds for all of the Company's cash requirements. Should the need arise, the Company may pursue other financing options or rely on joint venture partners to supply some of funds required to explore and develop any acquisitions. There is no assurance that the Company will be successful in obtaining the funds it may require for its program or that the terms of any financing obtained will be acceptable.

The Company has no commitments for capital expenditures and financing arrangements which have been arranged but not yet used as at November 30, 2014.

Liquidity

The Company's working capital and deficit positions at November 30, 2014 and May 31, 2014 were as follows:

	November 30, 2014	May 31, 2014
Working capital (deficit)	**$ (639,554)**	$ (610,988)
Deficit	**$ (3,243,133)**	$ (3,047,160)

The balance of cash available at November 30, 2014 was $1,535, with a working capital deficit of $639,554.

Capital Resources

At November 30, 2014, there was a balance in share capital of $3,060,053 (May 31 2014: $2,735,377) representing 46,491,667 (May 31, 2014: 39,072,190) common shares and a deficit of $3,243,133 (May 31, 2014: $3,047,160), resulting in a shareholder's equity amounted to $90,871 (May 31, 2014: $(81,551)).

RELATED PARTY TRANSACTIONS

All related transactions balances are unsecured, interest-free, and repayable on demand. Related party transactions not disclosed elsewhere include the following:

a) Key management personnel compensation

The Company considers senior officers and directors to be key management. During the three months ended and six months ended November 30, 2014, the Company accrued remuneration for key management was $30,000 and $55,000 respectively (same period last year - $32,900 and $60,509). As at November 30, 2014, a total of $118,106 (May 31, 2014 - $107,732) payable to key management remained outstanding.

b) Other related party transactions

Golden Dawn Minerals Inc. ("GOM"), a public traded company with common directors and officers of the Company, provides office space and administration services to the Company. During the three months and six month ended November 30, 2014, the Company incurred $23,439 and $47,375 respectively (same period last year - $30,487 and $61,513) payable to GOM for its services provided. As at November 30, 2014, a total of $118,802 (May 31, 2014 - $163,740) remained outstanding as due to "GOM".

c) Loans received from related party

As at November 30 2014, the Company had obtained a $15,600 unsecured loan from an officer and director of the Company, which is payable on demand with no interest accruing thereon. The issuer also obtained a $15,000 unsecured loan from a relative of an officer and director, which is payable on demand with a fixed rate of $1,000 in interest accruing thereon.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The accounting policies and estimates applied in preparation of the financial statements for the current period are consistent with those applied and disclosed in the Company's audited financial statements for the year ended May 31, 2014, with the exception of the application of IFRIC 21 as described below:

IFRIC 21, Levies ("IFRIC 21") was adopted by the Company effective June 1, 2014. IFRIC 21 provides guidance on the accounting for a liability to pay a levy, if that liability is within the scope of IAS 37, Provisions, Contingent Liabilities and Contingent Assets. Levies are imposed by governments in accordance with legislation and do not include income taxes, which are accounted for under IAS 12, Income Taxes or fines or other penalties imposed for breaches of legislation. The interpretation was issued to address diversity in practice around when the liability to pay a levy is recognized. An example of a common levy is property taxes.

IFRIC 21 defines an obligating event as the activity that triggers the payment of the levy, as identified by legislation. A liability to pay a levy is recognized at the date of the obligating event, which may be at a point in time or over a period of time. The fact that an entity is economically compelled to continue to operate in the future, or prepares its financial statements on a going concern basis, does not create an obligation to pay a levy that will arise in a future period as a result of continuing to operate.

The adoption of IFRIC 21 did not affect our financial results or disclosures as our analysis determined that no changes were required to our existing accounting treatment of levies.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its unaudited condensed interim financial statements. In addition, the preparation of the financial data requires that the Company's management make assumptions and estimates of effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of these condensed interim financial statements are consistent with those applied and disclosed in note 2 to the Company's financial statements for the year ended May 31, 2014.

Readers are encouraged to refer to the critical accounting policies and estimates as described in the Company's audited consolidated financial statements and MD&A for the year ended May 31, 2014.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, short term loans, convertible debentures and amounts due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits its exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. Receivables consist of Goods and Services Tax ("GST") receivable from the Canadian government and are considered low risk.

Currency risk

The Company operates primarily in Canadian dollar. There is foreign exchange risk to the Company as some of its exploration and evaluation property interests and resulting commitments are located in the United States. Management monitors its foreign currency balances and makes adjustments based on anticipated need for currencies. The Company does not engage in any hedging activities to reduce its foreign currency risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company has historically relied upon equity financings to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance ongoing exploration of its properties, such capital to be derived from the exercise of outstanding stock options, warrants and/or the completion of other equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets in Canada have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Interest rate risk
The Company normally invests in short-term interest bearing financial instruments. There is a minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificate included in cash as they are currently held in large financial institutions.

Fair value measurements of financial assets and liabilities

Disclosure about significance of inputs used in making fair value measurements is as follows:

Level 1 – quoted prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.: as prices) or indirectly (i.e.: derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data.

The fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The Company believes that the recorded values of receivables, due from related parties and accounts payable and accrued liabilities, approximate their current fair values because of their nature and relatively short maturity dates or durations.

OTHER RISKS AND UNCERTAINTIES

The Company's principal activity is mineral and oil and gas exploration. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, commodity prices, political and economical.

Although the Company has taken steps to verify the title to mineral and oil and gas properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title.

Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations.
None of the Company's mineral and oil and gas properties currently have reserves. The Company has limited financial resources.

Substantial expenditures are required to be made by the Company to establish ore reserves. The property interests owned by the Company, or in which it has an option to earn an interest are in the exploration stages only, are without known bodies extractable resources and have no ongoing operations. Exploration involves a high degree of risk and only few properties which are explored are ultimately developed into producing resources.

Exploration of the Company's mineral and oil and gas exploration may not result in any discoveries of commercial significance. If the Company's efforts do not result in any discovery of commercial significance, the Company will be forced to look for other exploration projects or cease operations. The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Trends, commitments, events or uncertainties presently known or identifiable to management that are reasonably expected to have a material effect on the Company's business, financial position, or results of operations, are as follows:

- Current market volatility and general share price decline in the financial sector, including the Exchange, may impact the Company's ability to raise further capital and fund ongoing operations.

- To maintain operational expenses going forward, the Company will require non flow through funds either through a private placement financing, the exercise of stock options or warrants, or the sale of unproven resource interests.

OUTSTANDING SHARE DATA

The Company's authorized capital is an unlimited number of common shares without par value. As at date of this report:

		Exercise Price	**Exercise Price**	**Exercise Price**	**Exercise Price**	**Expiry Date**
	Number outstanding	**first year**	**second year**	**third year**	**fourth year**	
Common shares	46,491,667					
Common shares issuable on exercise:						
Warrants	1,146,662	0.150	0.200			January 18, 2015
Warrants	1,766,666	0.125	0.175			February 20, 2015
Warrants	835,000	0.060	0.100			October 24, 2015
Warrants	1,500,000	0.075	0.100	0.125		February 6, 2017
Warrants	5,390,000	0.050	0.100	0.150	0.200	August 29, 2017
Warrants	3,809,966	0.075	0.100	0.125		April 15, 2017
Warrants	825,383	0.075	0.100	0.125		July 18, 2017
Warrants	1,791,474	0.075	0.100	0.125		September 17, 2017
Warrants	725,000	0.075	0.100	0.125		November 12, 2017
Share options	1,850,000	0.070				February 7, 2019
Share options	700,000	0.070				April 4, 2019

OFF-BALANCE SHEET ARRANGEMENTS

There are no off balance sheet items.

PROPOSED TRANSACTIONS

During the year ended May 31, 2014, the Company granted $27,272 in debenture units with a maturity date of May 31, 2015 and an interest rate of 10% payable in advance with shares of the Company. The holders of the units have the following options to conversion available to them:

- The right to convert the principal into common shares at $0.15 per share.
- The right to convert each $13,636 unit into a 1% net revenue interest in the Company's initial well drilled at the Milford Colony Prospect (Bakken Land property) within 30 days following receipt of the Company's notice of successful completion of the well.

If the initial well drilled at the Milford Colony Prospect is determined to be a dry hole, the principal shall convert automatically into common shares of the Company at a price of $0.05 per share.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUER WITHOUT SIGNIFICANT REVENUE

(a) Capitalized or expensed exploration and development cost

The required disclosure is presented in Note 4 to the financial statements for the six months ended November 30, 2014.

FORWARD LOOKING STATEMENTS

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward-looking statements are usually identified by the use of certain terminology, including "will", "believes", "may", "expects", "should", "seeks", "anticipates", "plans" or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward- looking statements. Forward-looking statements are statements that are not historical facts, and include but not limited to, estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to the effectiveness of the Company's business model; future operations, products and services; the impact of regulatory initiatives on the Company's operations; the size of and opportunities related to the markets for the Company's products; general industry and macroeconomic growth rates; expectations related to possible joint and/or strategic ventures and statements regarding future performance.

Additional information relating to the Company can be obtained from SEDAR at www.sedar.com.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents. No securities commission or regulatory authority has reviewed the accuracy of the information presented herein.