SUPER NOVA PETROLEUM CORP.

(An Exploration Stage Company)

Management's Discussion & Analysis
For the three months ended August 31, 2017

(Expressed in Canadian Dollars)

BACKGROUND

This management's discussion and analysis of the financial position and results of operations ("MD&A") for Super Nova Petroleum Corp. ("Super Nova" or the "Company") is prepared as at October 13, 2017. The information herein should be read in conjunction with the unaudited condensed interim financial statements for the three months ended August 31, 2017 and the audited financial statements for the year ended May 31, 2017 and the related notes contained therein, which have been prepared under International Financial Reporting Standards ("IFRS").

The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

The reader is encouraged to review the Company's statutory filings and additional information on SEDAR at www.sedar.com.

FORWARD-LOOKING STATEMENT

Certain statements contained in the MD&A may constitute forward-looking statements. Such forward-looking statements, which include, but are not limited to statements concerning the Company's going concern of its operation, as well as the potential for the Company to enter into new business activities. Should additional payments be required by creditors, or should the Company not be able to enter into new business operations, the Company may not continue as a going concern. These forward-looking statements and related risks, which are further discussed in the "Risks and Uncertainties" section, herein may not represent all risks to the Company and readers are cautioned not to place undue reliance on these forward-looking statements.

COMPANY OVERVIEW

Super Nova is a Canadian resource exploration company engaged in the acquisition and exploration of mineral properties and oil and gas properties. On October 22, 2012, the Company's common shares were listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "SNP."

During the year ended May 31, 2015, the Company wrote off the value of its exploration properties as the Company made the decision to significantly reduce future exploration expenditures due to the economic downturn in the mining industry. Currently, the Company is seeking new investment opportunities that will provide value to its shareholders.

HIGHLIGHTS

The following are highlights of events occurring during the year ended May 31, 2017, the three months ended August 31, 2017 and subsequent thereto:

Special warrants and debt settlements

In July 2017, the Company issued 2,377,505 special warrants to settle debts of $178,313; 1,674,301 special warrants were issued to Golden Dawn Minerals Inc. ("GOM") for $125,573 and 703,204 special warrants were issued to a company controlled by the CEO for $52,740.

Each warrant will automatically convert on the earlier of i) the second anniversary of the date of the issuance of the special warrants, and ii) the closing of a significant transaction involving the Company. At the conversion, each special warrant shall convert into a unit of the Company. Each unit consists of one common share and one share purchase warrant. Each warrant shall be exercisable into a common share of the Company at $0.10 per share for a period of two years from conversion.

In October 2016, the Company issued 13,399,333 special warrants to settle debts of $669,967, of which 9,799,333 special warrants were issued to GOM for $489,967; 2,550,000 special warrants were issued to a company controlled by the CEO for $127,500; and 525,000 special warrants were issued to a company controlled by the CFO for $26,250.

Each warrant will automatically convert on the earlier of i) the second anniversary of the date of the issuance of the special warrants, and ii) the closing of a significant transaction involving the Company. At the conversion, each special warrant will convert into a unit of the Company. Each unit consists of one common share and one share purchase warrant. Each warrant shall be exercisable into one common share of the Company at $0.075 per share for a period of two years from conversion.

Private placement

In July 2017, the Company completed a private placement through the issuance of 1,000,000 units at $0.075 per unit for total proceeds of $75,000. Each unit consisted of one common share and one common share purchase warrant exercisable at $0.10 per share for a period of two years from the date of issuance.

Expiry of warrants

From July 2017 to September 2017, a total of 883,247 warrants expired with an average exercise price of $1.71.

Letter of Intent ("LOI")

On September 27, 2017, the Company entered into a Confidential Letter of Intent ("LOI") with Koios, LLC ("Koios"), a company incorporated under the laws of the State of Colorado. Koios is in the business of producing, marketing and selling functional beverages.

Pursuant to the LOI, the Company will acquire 100% of Koios by issuing 15,000,000 common shares (the "Payment Shares") to the securityholders of Koios (the "Transaction"). Upon closing of the Transaction, Koios will become a wholly owned subsidiary of the Company. The Company intends to issue 1,500,000 finders' shares in relation to the Transaction.

The Payment Shares will be deposited into escrow at closing of the Transaction. 25% of the Payment Shares will be released on the first anniversary of the closing and 25% every three months thereafter, in three tranches.

Concurrent with the Transaction, the Company intends to complete a financing with minimum gross proceeds of $2,000,000 at a price not less than $0.20 per share.

The Company will make a secured bridge loan of $75,000 to Koios. The bridge loan will mature in 6 months with an interest rate of 12% per annum. The loan shall be made within 30 days after the execution of the LOI.

This Transaction is subject to various conditions and to regulatory approval.

RESULTS OF OPERATIONS

Three months ended August 31, 2017 and 2016

For the three months ended August 31, 2017, the Company incurred a net loss and comprehensive loss of $79,691 (2016 - $74,470). The higher loss in the current three month period was due to a $14,918 loss recorded on the settlement of debt with related parties through the issuance of special warrants as described above.

For the three months ended August 31, 2017, GOM charged the Company $37,938 (2016 - $32,505) for its services mainly including rent, accounting, staff payroll and office supplies and miscellaneous expenses. The increase in the current period is due to additional corporate development and travel costs as well as in increase in rent and staffing costs from the previous period.

For the three months ended August 31, 2017, $15,000 (2016 - $15,000) in management fees were accrued in administrative fees and are payable to a company controlled by the CEO.

Other than the above noted expenses, during the three months ended August 31, 2017, the Company incurred other administration expenses of $11,835 (2016 - $26,965) mainly including $10,500 (2016 - $7,500) paid to an investor relations consultant and $Nil (2016 - $3,571) accounting fee and $Nil (2016 - $11,667) in relation to investigating a potential transaction. In the prior year period, the Company also incurred $15,238 in accounting and legal fees for the review of a potential project acquisition.

During the three months ended August 31, 2017, the Company recorded a loss on settlement of debts of $14,918 (2016 - $Nil) which includes the loss on the special warrants discussed above.

SUMMARY OF QUARTERLY RESULTS

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

	Three month period ended August 31, 2017(a)	Three month period ended May 31, 2017(b)	Three month period ended February 28, 2017	Three month period ended November 30, 2016
Total assets	$ 47,321	$ 2,457	$ 6,290	$ 3,596
Exploration and evaluation assets	-	-	-	-
Working capital (deficiency)	(365,630)	(554,170)	(453,399)	(402,893)
Shareholders' equity (deficiency)	(365,630)	(554,170)	(453,399)	(402,893)
Net income (loss) and comprehensive income (loss)	(79,691)	(469,253)	(50,506)	(83,179)
Income (loss) per share	(0. 02)	(0. 10)	(0.01)	(0.02)

	Three month	Three month	Three month	Three month

	period ended August 31, 2016	period ended May 31, 2016	period ended February 29, 2016	period ended November 30, 2015 (c)
Total assets	$ 6,407	$ 10,832	$ 1,425	$ 9,675
Exploration and evaluation assets	-	-	8,846	8,846
Working capital deficiency	(986,681)	(915,211)	(855,267)	(807,849)
Shareholders' equity (deficiency)	(986,681)	(915,211)	(844,421)	(799,003)
Net income (loss) and comprehensive income (loss)	(74,470)	(100,790)	(87,690)	10,809
Income (loss) per share	(0.02)	(0.02)	(0.02)	0.00

a) During the three months ended August 31, 2017, the Company raised $75,000 in a private placement increasing cash on hand and lowering the Company's working capital deficiency.

b) During the three months ended May 31, 2017, the Company recorded a loss on settlement of debts of $368,482, resulting from the difference of the fair value of special warrants issued and the cost of the debts settled.

c) During the three months ended November 30, 2015, the Company received consideration of $43,597 from assignment of 20% working interest in an exploration well.

LIQUIDITY AND CAPITAL RESOURCES

Capital management

The Company considers its capital to be the main component of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its business and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, high liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

Liquidity and capital resources

The Company's working capital and deficit positions at August 31, 2017 and May 31, 2017 were as follows:

	August 31, 2017	May 31, 2017
Working capital (deficit)	**$ (365,630)**	$ (554,170)
Deficit	**$ (4,884,586)**	$ (4,804,895)

The balance of cash available at August 31, 2017 was $46,904, with a working capital deficiency of $365,630.

Net cash used in operating activities for the current three month period was $38,604 (2016 - $370). The net cash used in operating activities for the period consists primarily of an operating loss and a decrease in accounts payable offset by an increase in amounts due to related parties (which excludes those amounts settled through the issuance of special warrants).

Net cash used in investing activity during the current three month period was $Nil (2016 - $Nil).

Net cash received from financing activity during the current three month period was $83,184 (2016 - $1,475), which included the $75,000 proceeds received from the private placement closed in July 2017 as well as cash received from related parties.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be unable to continue operating. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company does not have sufficient funds to cover anticipated administration expenses throughout the current fiscal year. The Company is seeking new investment opportunities that will provide value to its shareholders.

RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the three month period ended August 31, 2017:

a) $15,000 (2016 - $15,000) in management fees were accrued in administration expenses to a company controlled by the CEO. In July 2017, the Company issued 703,204 special warrants to settle debts of $52,740. As at August 31, 2017, $15,000 (May 31, 2017 - $52,740) was payable to the company.

b) GOM, a publicly traded company with common directors and officers with the Company, provides office space and administration services to the Company. During the three months ended August 31, 2017, the Company incurred $37,938 (2016 - $32,505) payable to GOM for its services provided. GOM also advanced cash, net of repayments, during the period on behalf of the Company totaling $8,184 (2016 - $2,230). In July 2017, the Company issued 1,674,301 special warrants to settle debts of $125,573. As at August 31, 2017, a total of $55,764 (May 31, 2017 - $125,389) remained outstanding as due to GOM.

c) As of August 31, 2017, the Company has an $18,000 (2016 - $17,000) 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 annually.

d) Except where noted above, accounts payable to related parties do not bear interest, are unsecured and are repayable on demand.

<u>Key management compensation</u>

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director.

There was no compensation paid to key management during the three months ended August 31, 2017 other than the accrued management fee to a company controlled by the CEO as disclosed above.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Certain new accounting standards and interpretations have been published that are not mandatory for the August 31, 2017 reporting period. Those new standards have been assessed, but are not expected to have any impact on the Company's financial statements.

All of the Company's significant accounting policies and estimates are included in Notes 2 and 3 of its audited financial statements for the year ended May 31, 2017.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, short term loans 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 dollars. 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 to related parties, short term loan, 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 currently has no business operations and intends to seek new ventures or other opportunities which could include acquiring a business or assets, which in itself could require additional debt or equity financing. There can be no assurances that the Company will continue to be able to obtain adequate financing in the future or that the terms of such financing will be favourable.

OUTSTANDING SHARE DATA

The following table summarizes the Company's outstanding share data as of the date of this MD&A:

	Number of shares Issued or issuable
Common shares	5,813,710
Stock options	62,500
Warrants	1,072,500
Special warrants	15,776,838

Special warrants

In July 2017, the Company issued 2,377,505 special warrants in an equity for debt transaction. Each warrant will automatically convert on the earlier of i) the second anniversary of the date of the issuance of the special warrants, and ii) the closing of a significant transaction involving the Company. At conversion, each special warrant shall convert into a unit of the Company. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable into one common share of the Company at $0.10 per share for a period of two years from conversion.

In October 2016, the Company issued 13,399,333 special warrants in an equity for debt transaction. Each warrant will automatically convert on the earlier of i) the second anniversary of the date of the issuance of special warrants, and ii) the closing of a significant transaction involving the Company. At conversion, each special warrant shall convert into a unit of the Company. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable into one common share of the Company at $0.075 per share for a period of two years from conversion.

SUBSEQUENT EVENTS

Expiry of warrants

In September 2017, 179,147 warrants expired with an exercise price of $1.25.

Letter of Intent ("LOI")

On September 27, 2017, the Company entered into a Confidential Letter of Intent ("LOI") with Koios, LLC ("Koios"), a company incorporated under the laws of the State of Colorado. Koios is in the business of producing, marketing and selling functional beverages.

Pursuant to the LOI, the Company will acquire 100% of Koios by issuing 15,000,000 common shares (the "Payment Shares") to the securityholders of Koios (the "Transaction"). Upon the closing of the Transaction, Koios will be a wholly owned subsidiary of the Company. The Company intends to issue 1,500,000 finders' shares in relation to the Transaction.

The Payment Shares will be deposited into escrow at the closing. 25% of the Payment Shares will be released at the first anniversary of the closing and 25% every three months thereafter, in three tranches.

Concurrent with the Transaction, the Company intends to complete a financing of with minimum gross proceeds of $2,000,000 at a price not less than $0.20 per share.

The Company will make a secured bridge loan of $75,000 to Koios. The bridge loan will mature in 6 months with an interest rate of 12% per annum. The loan shall be made within 30 days after the execution of the LOI.

This Transaction is subject to various conditions and to regulatory approval.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet items.

RISKS AND UNCERTAINTIES

The Company currently has no business operations and intends to seek new ventures or other opportunities which could include acquiring a business or assets, which in itself could require additional debt or equity financing. There can be no assurances that the Company will continue to be able to obtain adequate financing in the future or that the terms of such financing will be favourable.

The Company currently has no source of recurring income and has no significant assets other that cash. The Company's success depends to a certain degree upon retaining key members of management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management team or certain key employees could have a material adverse effect on the Company.

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.