MARGAUX RESOURCES LTD.
(FORMERLY CARMEN ENERGY INC.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2014

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Margaux Resources Ltd. (formerly Carmen Energy Inc.) ("Margaux" or the "Corporation") constitutes management's review of the factors that affected the Corporation's financial and operating performance for the three and six months ended March 31, 2014. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the condensed unaudited interim financial statements of the Corporation for the three and six months ended March 31, 2014, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The financial statements for the three and six months ended March 31, 2014 have been prepared in accordance International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Margaux common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity. The date of this MD&A is May 28, 2014.

Further information about the Corporation and its operations can be obtained from the offices of the Corporation or from **www.sedar.com**.

Cautionary Note Regarding Forward-Looking Information

This document contains certain forward-looking statements, including management's assessment of future plans and operations, and capital expenditures and the timing thereof, that involve substantial known and unknown risks and uncertainties, certain of which are beyond Margaux's control. Forward looking information does not relate strictly to historical or current facts and can be identified by words such as "anticipate", "believe", "estimate", "expect", "forecast", "intend", "may", "project", "should", "will" or similar expressions. These statements represent management's reasonable projections, expectations and estimates as of the date of this document but undue reliance should not be placed upon them, as they are derived from many assumptions. Such assumptions are subject to known and unknown risks and uncertainties, including the business risks discussed in the MD&A, which may cause actual performance and financial results to differ materially from any projections of future performance or results implied by such forward looking statements.

The forward looking information in the MD&A is subject to significant risks and uncertainties and is based on many factors and assumptions which may prove to be incorrect; including, but not limited to, the following:

- The Corporation has sufficient financial resources with which to conduct its capital program;
- The Corporation can obtain additional capital through equity issuance;
- Drilling rigs and field service providers will be available as required and that the costs of securing such services and equipment will not materially exceed expectations;

The forward looking information represents management's views as of the date of this MD&A and such information should not be relied upon as representing our views as of any date subsequent to the date of this document. Management has attempted to identify important factors that could cause actual results to vary from those current expectations or estimates expressed or implied by the forward looking information. However, there may be other factors that cause actual results or performance to differ materially from current estimates and expectations. Other risks and uncertainties include, but are not limited to:

Normal risks common to the oil and natural gas industry, including various operational risks in the implementation of exploration, development and production operations;

- Risks and uncertainties of oil and natural gas geological reserves;
- Revisions or amendments to capital expenditure programs, including development and exploitation opportunities;
- The Corporation's ability to attract and retain qualified professional employees and consultants;
- Risks as to the availability and pricing of appropriate financing alternatives on acceptable terms;
- Potential changes in government policies, rules, approval process changes, delays or enhancements, or income tax regulations.

Normal risks common to the mining industry, including various operational risks in the implementation of exploration, development and production operations;

- Risks and uncertainties of mining economic geological reserves;
- Revisions or amendments to capital expenditure programs, including development and exploitation opportunities;
- The Corporation's ability to attract and retain qualified professional employees and consultants;
- Risks as to the availability and pricing of appropriate financing alternatives on acceptable terms;
- Potential changes in government policies, rules, approval process changes, delays or enhancements, or income tax regulations.

The preparation of financial statements in accordance with IFRS requires management to make certain judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses. Estimating reserves is also critical to several accounting estimates and requires judgment and decisions based on available geological, engineering and economic data. These estimates may change, having either a negative or positive effect on net earnings as further information becomes available, and as the economic environment changes.

Margaux's actual results, performance or achievements could differ materially from those expressed in, or implied in, these forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits, including the amount of proceeds, that Margaux will derive therefrom. Readers are cautioned that the foregoing list of factors is not exhaustive. All subsequent forward-looking statements, whether written or oral, attributable to Margaux or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements. Furthermore, the forward-looking statements contained in this document are made as of the date of this document and Margaux does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

BOE Presentation

Barrels of oil equivalent (BOE) may be misleading, particularly if used in isolation. The BOE conversion ratio used in this report is based on an energy equivalency conversion method primarily applicable at the burner tip and does not represent a value equivalency at the wellhead. All BOE conversions in this report are derived by converting gas to oil in the ratio of six thousand cubic feet of natural gas to one barrel of oil equivalent (6 Mcf = 1 BOE). It is important to note that the 1:6 ratio is based on an energy equivalency and the value ratio based on the current price of crude oil as compared to natural gas is significantly different from the energy equivalency of 6:1; utilizing a conversion on a 6:1maybe misleading as an indication of value.

Description of Business and Overall Performance

The Corporation was incorporated on August 5, 2009 pursuant to the *Business Corporations Act* (Alberta), on August 16, 2010 the Corporation amended its Articles to remove the private Corporation and share transfer restrictions and completed the process of applying for status as a Capital Pool Corporation as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4, on July 4, 2011. At which time the principal business of the Corporation was the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an

acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

On December 16, 2010, the Corporation filed its Final Prospectus with the Alberta Securities Commission, British Columbia Securities Commission, Ontario Securities Commission and Nova Scotia Securities Commission offering a minimum offering of 2,000,000 common shares at $0.10 per share and a maximum offering of 3,000,000 common shares at $.10 per share as an initial public offering (“IPO”). On January 14, 2011, the Corporation completed its IPO of 3,000,000 common shares at a price of $0.10 per share, for gross proceeds of $300,000. Pursuant to an Agency Agreement with PI Financial Corp. (the "Agent"), the Agent received a commission of 10% of the gross proceeds, the Agent will receive a non-refundable corporate finance fee of $10,000 plus applicable taxes, and will be reimbursed for expenses, including legal fees incurred pursuant to the Offering, plus applicable taxes and disbursements. The Corporation grant to the Agent, non-transferable options to purchase up to 300,000 Common Shares at a price of $0.10 per Common Share, which may be exercised for a period of 24 months from January 18, 2011.

On January 18, 2011, the Corporation’s common shares commenced trading on the TSX Venture Exchange under the symbol “CEI.P”.

On April 25, 2011, the Corporation announced details concerning its proposed qualifying transaction involving the acquisition of certain assets from four private companies for consideration comprised of a mix of cash and work commitments (collectively the "Acquisitions"). The Acquisitions, when completed, collectively constituted the qualifying transaction of the Corporation pursuant to Policy 2.4 of TSX Venture Exchange Corporate Finance Manual.

Additionally, in order to finance the Acquisitions as well as fund Margaux's proposed future development program, Margaux announced that it engaged Macquarie Private Wealth Inc. to lead, on a commercially reasonable efforts basis, an offering (the "Brokered Offering") by way of private placement of a minimum of 10 million units, to a maximum of 14 million units of Margaux (the "Units") for gross proceeds of a minimum of $2.5 million, to a maximum of $3.5 million. Margaux further announced that it would place an additional 4 million Units, up to a maximum of 6 million Units on a non-brokered private placement basis (the "Non-Brokered Offering") for gross proceeds of a minimum of $1.0 million, to a maximum of $1.5 million.

On June 28, 2011, the Corporation announced the closing of the Acquisitions, the Brokered Offering and non-Brokered Offering. Collectively, these transactions constituted the Corporation’s qualifying transaction pursuant to the applicable policies of the TSX Venture Exchange.

On July 19, 2011, the Corporation announced that it had entered into a farm-in agreement to drill an exploratory well in the Hamburg Area of Alberta with an option for follow-up drilling. The election was made pursuant to the exercise of an option to acquire 3D seismic on a minimum of four square miles covering the Option Lands.

On September 9, 2011, the Corporation announced that it had entered into a subordination agreement to participate in a farmout agreement to drill two test wells in the Sylvan Lake Area of Alberta.

On September 19, 2011, the Corporation announced that it entered into a letter of intent to acquire all the issued and outstanding shares of a Calgary based private Company and advanced a deposit of $600,000 in Trust. Subsequent to year end, on November 17, 2011, the Corporation announced it was terminating its obligations under the letter of intent and half of the deposit was refunded to the Corporation. The Corporation retained a 60% working interest in the horizontal Glauconitic development well in the Viking-Kinsella, Alberta area. The Corporation was refunded $300,000 of the deposit advanced.

On September 20, 2011, the Corporation announced with its Partners that it completed drilling to the contracted depth of the first Leduc Reef Exploration well (14-7-38-3-W5) in the Sylvan Lake, Alberta area. After a review of the logs and samples, the Corporation and its Partners made the decision to case the well for further testing.

On September 27, 2011, the Corporation announced with its Partners that it spud the second Leduc reef light oil exploration well (12-22-38-4W5) in the Sylvan Lake, Alberta area.

On October 19, 2011, the Corporation announced that testing operations were completed on the Leduc D3 well drilled at 14-7-38-3 W5M in the Sylvan Lake area of Alberta. The well was tested at a restricted rate of production over a three day testing period without the aid of artificial lift equipment. The oil rate increased over the three day test period and the last oil samples tested at 44.5 degree API. After recovery of substantially all load fluid and over a 24 hour test period, the well flowed at an approximate rate of 225 barrels of oil equivalent per day comprised of 43 barrels of light oil, an estimated 78 barrels of natural gas liquids and 630 thousand cubic feet of natural gas at a stable flowing pressure of 609 PSIG on a 20/64th inch choke. The well also produced approximately 87 barrels of formation water per day. The natural gas has an estimated five (5%) percent H_2S concentration which will yield approximately 1.5 tonnes of sulfur products per day after processing. Volumes are quoted on a "sales" basis.

During the quarter ended December 31, 2011, the well-produced sporadically without the aid of artificial lift which has been delayed due to a dispute with the operator and during the three months end June 30, 2012 the well was suspended until a conclusion to the dispute occurs.

On December 5, 2011, the Corporation announced the filing of a preliminary short form prospectus, with respect to a public offering of up to $3,000,000 worth of common shares issued as "flow through shares" pursuant to the Income Tax Act (Canada) and up to $3,000,000 worth of units. Each Unit to be comprised of one common share of the Corporation and one half of one Common Share purchase warrant.

On December 9, 2011, the Corporation announced that it executed an amending agreement with the farmors to amend the terms of a farmin agreement relating to the Hamburg lands increasing the potential working interest to Margaux and eliminating the convertible term of the overriding royalty (the "Amended Farmin"). Pursuant to the Amended Farmin, Margaux now has the right to earn a 100% working interest in four sections of land in the Hamburg area of Alberta. To earn this working interest in the first two sections of land, Margaux is required to contribute 100% of the costs to drill to the contract depth, abandon, cap or complete, equip and tie-in the first option well. The Amended Farmin provides that the first option well is to be spudded on or before February 15, 2012. The working interest is subject to a non-convertible overriding royalty calculated on 100% of production of 1/15 (min. 5/10% and max 15/20%) on crude and 15/20% on all other petroleum substances.

Subsequent to fulfilling its obligations for the first option well, Margaux shall have the right under the Amended Farmin to elect, within 90 days from the rig release of the first option well, to drill the second option well to earn a 100% working interest in the remaining two sections of land. The Amended Farmin provides that the second option well must be spudded within 9 months of Margaux's election to drill same. The earning provisions of the second option block are the same as for the first option well and Margaux's working interest in all four sections of Hamburg land shall be subject to the overriding royalty discussed above.

On December 13, 2011, the Corporation filed and obtained a receipt for the final short form prospectus.

On December 30, 2011, the Corporation announced that it completed the first tranche of its previously announced public offering of: (i) up to 11,111,111 common shares issued as "flow-through shares" pursuant to the Income Tax Act (Canada) at a price of $0.27 per Flow-Through Share and (ii) up to 13,043,478 units ("Units") at a price of $0.23 per Unit. The first tranche closed with the issuance of 1,301,777 Flow-Through Shares and 3,308,282 Units for aggregate gross proceeds of $1,112,385. Concurrently with the first tranche closing of the Offering, Margaux privately placed 1,604,348 Units for aggregate gross proceeds of $369,000. The Common Shares and Warrants comprising the Units issued pursuant to the Concurrent Private Placement will be subject to a statutory four month and one day hold period.

On January 30, 2012, the Corporation announced that it completed the second and last tranche of its public offering of Units at a price of $0.23 per Unit. Macquarie Private Wealth Inc. acted as agent for the offering and at this closing 1,594,000 Units were issued for aggregate gross proceeds of $366,620.

On February 2, 2012, the Corporation announced that it spud a well in its Hamburg area of Alberta.

Additionally, Petrus Resources Ltd., a privately owned energy company based in Calgary, Alberta is participating in the well and has the right to earn a 45% working interest in two sections of land in the Hamburg area of Alberta. Petrus is required to contribute 45% of the costs to drill to the contract depth, abandon, cap or complete, equip and tie-in the first option well. The working interest is subject to the same non-convertible overriding royalty calculated on 100% of production of 1/15 (min. 5/10% and max 15/20%) on crude and 15/20% on all other petroleum substances that Margaux is subject to and payable to the original party whose property Margaux's farmin is with (as previously disclosed in a press release of the Corporation dated December 9, 2011) and subject to Crown Royalties. The Sylvan Lake 12-22-38-4w5 Leduc well has been completed and tested at noncommercial rates and is standing awaiting further evaluation. During the nine months ended June 30, 2012, the Corporation recorded an impairment with respect to the capital expenditures relating to the well.

Production at the Jumpbush area of Alberta well which Margaux owns a 37.5% working interest has maintained stable production rates of 8 BOE/d (net) comprised of 5 barrels of oil per day and 18 Mcf/day.

The Corporation also announced the implementation of an Executive Committee comprised of three members of the Board of Directors being Randy Harrison, Archie Nesbitt and Gerald Facciani. The role of the Executive Committee will be to facilitate financings, negotiate and review corporate contracts. In conjunction with the implementation of the Executive Committee, Brian Doherty relinquished the title of Chief Executive Officer in order to focus on his duties as President and Director of the Corporation.

Margaux also announced that Grant MacKenzie, a partner at Burnet, Duckworth and Palmer LLP has assumed the position of Corporate Secretary and General Counsel for the Corporation effective immediately.

Furthermore, the Corporation announced that a total of 950,000 stock options have been granted to the directors, and officers of the Corporation at an exercise price of $0.19 per share for a period of five years from the date of grant. The options have been granted in accordance with the Corporation's stock option plan.

On February 21, 2012, the Corporation announced that it received the resignation of its President and Director, D.T. Brian Doherty. Mr. Doherty resigned as both an officer and a director of the Corporation to pursue other interests. The Corporation also announced that it appointed H. Tyler Rice as Interim President while it searches for a permanent replacement for Mr. Doherty. Mr. Rice will continue to act as Chief Financial Officer while acting in this new capacity and will report to the Executive Committee.

On February 23, 2012, the Corporation announced that due to unforeseen cost overruns associated with its Hamburg area, Alberta well (the "Well"), the Corporation, in conjunction with its partner, have amended their participation agreement, previously announced on February 2, 2012.

The revised terms of the participation agreement provide that Petrus Resources Ltd. ("Petrus") will carry one-hundred percent (100%) of the costs associated with the Well to completion, effective 12:00 am Thursday February 16, 2012 and assume operatorship of the Well. Furthermore, in the event that the partners proceed to equip and tie-in the well, Margaux will be responsible for a net ten percent (10%) of the costs, risks, obligations and liabilities associated therein.

Upon Petrus having complied with the terms and conditions of the amended participation agreement, Petrus will have earned a net one hundred percent (100%) interest in the Well and the first option well earning block reserving unto Margaux a net ten percent (10%) carried working interest following payout of a net fifty five percent (55%) of all the costs and expenses associated to the first option well that occur between 12:00 am Thursday February 16, 2012 and the point at which Margaux earns its remaining net ten percent (10%) of the Well by electing to fund ten percent (10%) of the costs to equip and tie-in the Well.

Additionally, Margaux will be entitled to participate as to a net ten percent (10%) working interest in both the second option well and second option blocks in the event of future activity.

On March 22, 2012, the Corporation announced that the Hamburg area, Alberta well reached the targeted total depth and the operator has initiated abandonment of the primary target zone, the Slave Point. The well has been cased to surface to evaluate the potential of up-hole zones. The rig was moved off the lease prior to spring breakup and any secondary objective testing will be conducted next winter.

On April 2, 2012, the Corporation entered into a loan arrangement with certain insiders of the Corporation including two directors and an officer of the Corporation. An aggregate amount of $500,000 has been borrowed by the Corporation to address its immediate capital concerns. The loans, being incurred by way of promissory notes will pay a 10% interest rate and are repayable to the holders over a period of two years from the date of issuance. In addition, the Corporation has granted the holders of the promissory note a pro rata allocation of a pooled five percent Gross Overriding Royalty on certain of the existing properties of the Corporation.

On November 7, 2012, the Corporation announced that Stephen J.J. Letwin resigned as director of the Corporation.

On December 17, 2012, the Corporation announced that it entered into a purchase and sale agreement ("**PSA**") to sell the Company's 60% non-operated working interest in certain oil and gas assets (the "**Assets**") in the Viking-Kinsella area of Alberta, namely the Company's 16-17-049-12 W4 well.

The PSA was entered into with two companies (the "**Purchasers**"), both of which are considerate "related parties" to the Corporation under applicable securities laws. R & D Asset Management Ltd. and Red Mountain Resources Ltd. are owned or controlled by Mr. Tyler Rice, Margaux's interim President and Chief Financial Officer and by Mr. Randy Harrison, a director of the Company, respectively.

The Corporation had been searching for a purchaser for these Assets for several months, with the aim of selling these Assets to reduce Margaux's working capital deficiency (unaudited at June 30, 2012 of approximately $140,000), outstanding notes payable (unaudited at June 30, 2012 of approximately $350,000) and other obligations (consisting primarily of unaudited asset retirement obligations of approximately $98,000). The independent board members of the Corporation have approved the PSA after the Corporation unsuccessfully canvassed a number of parties to find an alternate purchaser for the Assets.

The purchase price for the Assets of $678,600 was agreed to by the parties based on the net present value of proved and probable reserves, as calculated in the independent reserve report prepared for the Corporation for the year ended September 30, 2012, and will be adjusted for actual production to the effective date of January 1, 2013. The purchase price will be comprised of cash, forgiveness of the notes payable held by each of the Purchasers, assumption of the remaining note payable owing by the Corporation by the Purchasers and termination of all Gross Overriding Royalties ("**GORRs**") held by the Purchasers as well terminating the balance of the GORRs associated with the note payable on the remaining lands held by the Corporation.

On January 8, 2013, the Corporation announced that it has quitclaimed its entire interest in and to its Hamburg 14-34-097-11 W6M well (the "Well") and related tangibles and miscellaneous interests to Petrus Resources Ltd. ("Petrus") in exchange for Petrus canceling outstanding debts payable by Margaux and related to the drilling of the Well.

In addition and pursuant to the quitclaim, Margaux relinquished its entire interest in and to the Seismic and Drilling Option Agreement dated February 17, 2011, as amended, to Petrus and the participation agreement between Margaux and Petrus was terminated as of the date of the quitclaim.

On May 6, 2013 the Corporation closed the previously announced purchase and sale agreement to sell the Corporation's non-operated working interest in certain oil and gas assets in the Viking-Kinsella area of Alberta to a director and officer of the Corporation. Completion of the transaction was conditional upon receipt of approval from

the Corporation's independent board and shareholders which was obtained during the year ended September 30, 2013.

On May 24, 2013 the Corporation closed the private placement to raise $300,000 at a share price of $0.02. This resulted in the issuance of 15,000,000 shares.

On July 22, 2013, the Corporation announced that it changed its name to Margaux Resources Ltd. The name change was approved by the shareholders of the Corporation at the annual and special meeting of the Corporation held on February 15, 2013. The Corporation now trades under its new name and new symbol of MRL.

On August 22, 2013, the Corporation announced the approval of the proposed consolidation of its issued and outstanding common shares on a basis of 10 pre-consolidated shares for each post-consolidation share at the special meeting of Shareholders held on August 22, 2013.

On October 16, 2013, the Corporation announced that it commenced a non-brokered private placement offering for up to $750,000. The Corporation will issue up to 9,375,000 common shares to exempt buyers on a private placement basis at a price of $0.08 per Common Share.

On January 15, 2014, the Corporation announced that it completed the first tranche of its previously announced non-brokered public offering of common shares issued at a price of $0.08 per share. The Corporation issued 4,625,000 shares at closing for aggregate gross proceeds of $370,000. The securities issued under the private placement are subject to a resale restriction period of four months and one day.

On January 21, 2014, the Corporation announced that it completed the second tranche of its previously announced non-brokered public offering of common shares issued at a price of $0.08 per share. The Corporation issued 4,750,000 shares at closing for aggregate gross proceeds from both tranches totalling $750,000. The securities issued under the private placement are subject to a resale restriction period of four months and one day.

On November 11, 2013, the Corporation announced that it has entered into an option agreement (the "Option Agreement") dated November 8, 2013 with an arms-length third party, Sultan Minerals Inc. (TSX-V: SUL; "Sultan"), a British Columbia company, for the acquisition of 100% of the Jersey-Emerald Tungsten–Zinc Property (the "Property"), located in southeastern B.C. With the purchase of the Property, Margaux intends to switch its strategic focus to the exploration and development of the Property.

On January 27, 2014, the Corporation announced that it has entered into an amendment (the Amendment) to its previously announced Option Agreement.

Under the terms of the Amendment, Margaux will have the exclusive option to acquire the Property by:

1) making payments to Sultan of an aggregate $4.0 million, paid in several installments on or before November 8, 2016 (the "Agreement Date") as follows:

a) an initial deposit of $50,000 paid previously;
b) a cash payment of $150,000 on or before January 29, 2014;
c) on or before January 29, 2014, a cash payment of $300,000 to be held in trust pending receipt of TSX Venture Exchange approval for the transaction;
d) on or before the first anniversary of the Agreement Date, a cash payment of $750,000;
e) on or before the second anniversary of the Agreement Date, a cash payment of $1,250,000; and
f) on or before the third anniversary of the execution of the Agreement Date, a cash payment of $1,500,000; and

2) incurring not less than $2,000,000 in expenditures on the Property on or before the third anniversary of the Agreement Date.

Margaux will use its best efforts to incur expenditures of $6,000,000 on the Property on or prior to the third anniversary of the Agreement Date.

Sultan will retain a 1.5% net smelter returns royalty ("NSR") on the Property. For a period of 60 days following the earlier of (a) the commencement of commercial production on the Property or (b) the completion of a feasibility study on the Property, Margaux may purchase 50% of the NSR (being a 0.75% net smelter returns royalty) from Sultan for a payment to Sultan of $5.0 million.

3) On February 21, 2014, the Corporation announced that it commenced a non-brokered private placement offering for up to $300,000. The Corporation will issue up to 2,000,000 common shares to exempt buyers on a private placement basis at a price of $0.15 per Common Share.

Subsequent events

As of May 28, 2014, the Corporation had no subsequent events for the period ending March 31, 2014.

Financial Instruments, Liquidity and Capital Resources

The Corporation's financial instruments, consisting of cash, trade receivables and trade payables, approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

As at March 31, 2014, the Corporation has trade and other payables of $15,553 due within 12 months and has cash of $233,287 and accounts receivables of $2,147. As a result of the financing the Corporation closed during the period ended March 31, 2014, the Corporation has minimal liquidity risk as the Corporation raised sufficient cash to fulfill its current obligations subsequent to closing the private placement on January 15, 2014 and January 21, 2014.

The Corporation includes equity, comprised of share capital, contributed surplus and deficit, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions and to maintain the development program for the assets acquired pursuant to the Qualifying Transaction and the recently announced Jersey Emerald Property. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity, by securing strategic partners or assuming debt. Additionally, the Corporation will obtain funds internally from operations, primarily from the Jumpbush, Alberta area well. During the three and six months ended March 31, 2014, the Corporation implemented several cost saving initiatives which include but are not limited to reduced management salaries and lower office rent expense.

Off-Balance Sheet Arrangements

The Corporation has not engaged in any off-balance sheet arrangements such as obligations under guarantee contracts, a retained or contingent interest in assets transferred to an unconsolidated entity, any obligation under derivative instruments or any obligation under a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the Corporation or engages in leasing or hedging services with the Corporation.

Selected Quarterly Information

The following selected financial data has been prepared in accordance with International Financial Reporting Standards ("IFRS") and should be read in conjunction with the Corporation's yearly and unaudited condensed interim financial statements. All dollar amounts are in Canadian dollars. Prior to the quarter ended December 31, 2011, the Corporation prepared its financial statements in accordance with Canadian generally accepted accounting principles. Note 18 of the financial statements for the year ended September 30, 2012 explains the impact of adopting IFRS on the Corporation's financial statements.

Fiscal Quarter Ended	Oil & Natural Gas sales	Oil (bbls)	Gas (mcf)	BOE	Average Sales Price Oil ($/bbl)	Average Sales Price Gas ($/mcf)	Capital Expenditures
March 31, 2014	$14,134	153	1,074	332	$84.39	$3.52	$ 521,996
December 31, 2013	$19,942	234	810	369	$73.75	$3.27	$ -
September 30, 2013	$10,336	145	668	187	$53.12	$3.94	$ -
June 30, 2013	$25,993	181	714	300	$90.45	$2.69	$ -
March 31, 2013	$29,277	307	2,283	687	$77.46	$2.41	$ -
December 31, 2012	$251,521	3,578	8,050	4,161	$63.27	$3.12	$ 19,616
September 30, 2012	$249,516	3,276	8,767	4,737	$80.52	$2.30	$ 4,484
June 30, 2012	$215,981	2,988	7,927	4,309	$66.77	$2.08	$ 160,452
March 31, 2012	$99,432	1,111	1,496	1,360	$83.25	$3.23	$ 2,409,956
December 31, 2011	$58,788	487	1,672	765	$91.88	$3.71	$ 1,895,786

Fiscal Quarter Ended	Interest Income	Net loss	Basic & Diluted loss/Share
March 31, 2014	$ -	$ 189,805	$ 0.01
December 31, 2013	$ -	$ 164,128	$ 0.01
September 30, 2013	$ -	$ 142,674	$ 0.14
June 30, 2013	$ -	$ 445,451	$ 0.01
March 31, 2013	$ -	$ 250,848	$ 0.01
December 31, 2012	$ -	$ 171,619	$ 0.00
September 30, 2012	$ -	$ 881,951	$ 0.01
June 30, 2012	$ -	$ 1,334,896	$ 0.04
March 31, 2012	$ 2,181	$ 2,084,643	$ 0.06
December 31, 2011	$ 2,091	$ 1,465,121	$ 0.05

Summary of Quarterly Results

For the quarter ended December 31, 2011, the Corporation had interest income of $2,091 and a loss from operations of $1,465,121, which was primarily the result of a $1,013,216 expense for the impairment of exploration and evaluation assets for the suspended Sylvan Lake, Alberta area well (12-22-38-4W5). Although the well is suspended, pending up-hole evaluation, it is management's opinion that the well will not be economic in relation to the capital expenditure. Additionally, the Corporation incurred $339,498 of General and Administrative expenses which included salaries, professional fees and office rent, among other items.

For the quarter ended March 31, 2012, the Corporation had interest income of $2,181 and a loss from operations of $2,175,767, which was primarily the result of a $1,847,283 expense for the impairment of exploration and evaluation assets for the suspended Hamburg, Alberta area well. Although the well is being evaluated for up-hole potential, it is management's opinion that the well will not be economic in relation to the capital expenditure. Additionally, the Corporation incurred $202,033 of General and Administrative expenses which included salaries, professional fees and office rent, among other items.

For the quarter ended June 30, 2012, the Corporation had interest income of $nil and a loss from operations of $1,334,896 which was primarily the result of a $1,081,626 expense for the impairment of exploration and evaluation assets for the Sylvan Lake, Alberta area well. Although the well is being evaluated for up-hole potential, it is management's opinion that the well will not be economic in relation to the capital expenditure. Additionally, the Corporation incurred $132,716 of General and Administrative expenses which included salaries, professional fees and office rent, among other items and $115,740 of depreciation and depletion.

For the quarter ended September 30, 2012, the Corporation had interest income of $nil and a loss from operations of $881,961 which was primarily the result of a $688,324 expense for the impairment of exploration and evaluation assets for the Viking-Kinsella, Alberta area well. Additionally, the Corporation incurred $113,857 of General and Administrative expenses which included salaries, professional fees and office rent, among other items and $206,363 of depreciation and depletion.

For the quarter ended December 31, 2012, the Corporation had interest income of $nil and a loss from operations of $171,619 which was primarily the result of a $136,601 expense for General and Administrative expenses which included salaries, professional fees and office rent, among other items and $104,223 of depreciation and depletion.

For the quarter ended March 31, 2013, the Corporation had interest income of $nil and a loss from operations of $250,848 which was primarily the result of a $79,144 expense for General and Administrative expenses which included salaries, professional fees and office rent, among other items and $56,664 of stock-based compensation. Additionally, the Corporation incurred a loss on disposal of assets of $137,779 during the quarter ended March 31, 2013.

For the quarter ended June 30, 2013, the Corporation had interest income of $nil and a loss from operations of $445,451 which was primarily the result of a $155,077 expense for General and Administrative expenses which included salaries, professional fees and office rent, among other items and $56,664 of stock-based compensation. Additionally, the Corporation incurred an impairment of exploration and evaluation assets of $251,938 during the quarter ended June 30, 2013 as a result of the Jumpbush lands in Alberta expiring.

For the quarter ended September 30, 2013, the Corporation had interest income of $nil and a loss from operations of $142,672 which was primarily the result of a $108,342 expense for General and Administrative expenses which included salaries, professional fees and office rent, among other items and $82,475 for operating and production. Additionally, the Corporation incurred an impairment of exploration and evaluation assets of $26,463 during the quarter ended September 30, 2013.

For the quarter ended December 31, 2013, the Corporation had interest income of $nil and a loss from operations of $164,128 which was primarily the result of a $155,957 expense for General and Administrative expenses which included salaries, professional fees and office rent, among other items and $17,850 for operating and production.

For the quarter ended March 31, 2014, the Corporation had interest income of $nil and a loss from operations of $189,804 which was primarily the result of a $282,951 expense for General and Administrative expenses which included salaries, professional fees and office rent, among other items and $51,615 for operating and production.

Selected Annual Information

The following selected financial data has been prepared in accordance with International Financial Reporting Standards ("IFRS") and should be read in conjunction with the Corporation's yearly audited financial statements. All dollar amounts are in Canadian dollars. Prior to the quarter ended December 31, 2011, the Corporation prepared its financial statements in accordance with Canadian generally accepted accounting principles. Note 18 of the financial statements for the year ended September 30, 2012 explains the impact of adopting IFRS on the Corporation's financial statements.

Fiscal year Ended	Net sales	Loss from Operations	Net Loss	Total Assets	Long-term Financial liabilities	Cash Dividends
September 30, 2013	$317,127	$1,010,592	$1,010,592	$ 127,851	$126,974	$ -
September 30, 2012	$623,717	$5,766,621	$5,766,621	$1,310,917	$771,437	$ -
September 30, 2011	$ 46,334	$ 768,271	$ 768,271	$4,524,170	$ 76,687	$ -

For the year ending September 30, 2011, the Corporation completed its Qualifying Transaction and generated revenue of $46,334 from production from the Jumpbush, Alberta area well. The Corporation incurred losses from operations and a net loss of $768,271 primarily due to general and administrative expenses. The Corporation had assets of $4,524,170 which primarily consisted of cash from the closing of the private placement concurrent to the qualifying transaction and liabilities of $76,687 which were primarily due to trade and other payables.

For the year ending September 30, 2012, the Corporation had net sales of $623,717 which was an increase from the prior year that was primarily attributable to the revenues generated by the addition of the Viking-Kinsella, Alberta area well. The Corporation incurred losses from operations and a net loss of $5,766,621 primarily due to general and administrative expenses and impairments recognized on unsuccessful drilling activities. The Corporation had assets of $1,310,917 which primarily consisted of cash and oil and gas producing wells and liabilities of $771,437 which were primarily due to trade and other payables and the note payable.

For the year ending September 30, 2013, the Corporation had net sales of $317,127 which was a decrease from the prior year that was primarily attributable the disposition of the Viking-Kinsella, Alberta area well midway through the year. The Corporation incurred losses from operations and a net loss of $1,010,592 primarily due to general and administrative expenses and impairments recognized on unsuccessful drilling activities. The Corporation had assets of $127,851 which primarily consisted of cash, trade receivables and an oil and gas producing well and liabilities of $126,974 which were primarily due to trade and other payables.

As at March 31, 2014, there were 177,900 common shares outstanding that are held in escrow.

Results of Operations for the three and six months ended March 31,

	Three months		Six months	
	March 31, 2014	March 31, 2013	**March 31, 2014**	March 31, 2013
Revenues				
Petroleum and natural gas sales	**14,134**	29,277	**34,076**	280,798
Royalties	**(3,386)**	(5,843)	**(2,164)**	(62,358)
	10,748	23,434	**31,912**	218,440
Expenses				
Operating and production	**33,765**	(6,315)	**51,615**	74,196
General and administrative	**126,432**	79,144	**282,951**	215,746
Share-based payments	**31,354**	56,664	**31,354**	113,328
Depreciation and depletion	**8,927**	7,962	**17,965**	112,185
Accretion	**75**	(952)	**156**	1,281
Total expenses	**200,553**	136,503	**384,041**	516,736
Loss from operations	**(189,805)**	(113,069)	**(352,129)**	(298,296)
Loss on disposal of assets	-	(137,779)	-	(124,172)
Net loss and comprehensive loss attributable to shareholders	**(189,805)**	(250,848)	**(352,129)**	(422,468)
Basic and diluted loss per common share (Note 13)	**(0.01)**	(0.01)	**(0.02)**	(0.01)

For the three and six months ended March 31, 2014, the Corporation reported a loss of $189,805 (2013 - $136,503) and $352,129 (2013 - $298,296), respectively. The Corporation had Petroleum and natural gas sales, associated operating expenses as well as general and administrative expense and expenses relating to Petroleum and natural gas exploration.

Oil and Gas Revenue

Margaux's net revenue for the three and six months ended March 31, 2014 was $14,134 (2013 - $29,277) and $34,076 (2013 - $280,798), respectively and net revenue per BOE for the three months ended March 31, 2014 was $84.39/BOE (2012 – $77.46/BOE). The decrease in revenue is primarily due to the sale of the Viking-Kinsella well which left the Corporation with only producing well in the Jumpbush area of Alberta.

During the year ended September 30, 2011, the Corporation acquired a 37.5% interest in a producing well in the Jumpbush area of Southern Alberta. Additionally, during the three months and period ended December 31, 2011, Margaux added production from the Viking-Kinsella farm-in well.

On May 6, 2013 the Corporation closed the previously announced purchase and sale agreement to sell the Corporation's non-operated working interest in certain oil and gas assets in the Viking-Kinsella area of Alberta to a director and officer of the Corporation. Completion of the transaction was conditional upon receipt of approval from

the Corporation's independent board and shareholders which was obtained during the year ended September 30, 2013. The transaction resulted in a loss on disposal of assets of $137,779.

Interest income

The Corporation had interest income of $nil for the three and six months ended March 31, 2014 as compared to $nil for the three and six months ended for the same period in 2013.

Royalties

Margaux's net royalties from operations for the three and six months March 31, 2014 was $3,386 (2013 - $5,843) and $2,164 (2013 – $62,358). Net royalties per BOE for the six months ended March 31, 2014 was $10.20/BOE (2013 – $8.51/BOE). The decrease in royalties is attributable to the disposition of the Viking-Kinsella well.

Operating and production

The Corporation incurred operating and production costs of $33,765 during the three months and $51,615 for the six months ended March 31, 2014 (2013 – three months $(6,315) and six months $74,196). The increase for the three months ended March 31, 2014 is a result of an accrual reversal in the prior year and the decrease for the six months ended March 31, 2014 as compared to the same period is due to a decrease in Oil & Gas operating activities for the same period ending in the prior year.

Total expenses

Total expenses for the three months ended were $200,553 and for the six months ended $384,041, March 31, 2014 (2013 – three months $136,503 and six months $516,736). The increase for the three months ended is a result of the operating and production accrual reversal and the decrease for the six months ended March 31, 2014 is a due to a decrease in Oil & Gas operating activities for the same period ending in the prior year.

PROPERTY AND EQUIPMENT

	Petroleum and natural gas assets $	**Computer equipment $**	**Total $**
Cost			
Balance as at September 30, 2012	2,257,740	9,949	2,267,689
Additions	19,616	-	19,616
Dispositions	(2,004,772)	-	(2,004,772)
Change in decommissioning liability estimates	(185)	-	(185)
Balance as at September 30, 2013	**272,399**	**9,949**	**282,348**
Additions	-	**1,408**	**1,408**
Dispositions	-	-	-
Change in decommissioning liability estimates	-	-	-
Balance as at March 31, 2014	**272,399**	**11,357**	**283,756**
Accumulated depletion and depreciation and impairment			
Balance as at September 30, 2012	1,345,504	3,470	1,348,974
Disposition	(1,258,921)	-	(1,258,921)
Impairment	26,463	-	26,463
Charge for the period	124,364	2,916	127,280

Balance as at September 30, 2013	**237,410**	**6,386**	**243,796**
Disposition	**-**	**-**	**-**
Impairment	**-**	**-**	**-**
Charge for the period	16,917	1,048	17,965
Balance as at March 31, 2014	**254,327**	**7,434**	**261,761**
Net book value			
September 30, 2012	34,989	3,563	38,522
March 31, 2014	**18,072**	**3,923**	**21,995**

During the period, the Corporation capitalized $nil (September 30, 2013 - $nil) related to the decommissioning liability of petroleum and natural gas properties.

The depletion of petroleum and natural gas properties are recognized in depreciation and depletion in the statement of comprehensive loss. The impairment of petroleum and natural gas properties, and any eventual reversal thereof, are recognized in impairment on property and equipment in the statement of comprehensive loss.

EXPLORATION AND EVALUATION ASSETS

	$
Balance as at September 30, 2012	251,938
Impairment	(251,938)
Change in decommissioning liability estimates	**-**
Balance as at September 30, 2013	**-**
Additions	**500,000**
Balance as at March 31, 2014	**500,000**

E&E assets consist of costs expended on the Corporation's projects which are pending determination of technical feasibility and commercial viability. In period ended September 30, 2013, the Corporation fully impaired E&E assets with a carrying value of $251,938 relating to unsuccessful projects on which no further exploratory activity was expected to be undertaken.

The impairments of E&E assets during the period ended September 30, 2013, resulted from the expiration of leases in the Jumpbush areas of Alberta and for the period ended September 30, 2012 the impairment primarily relates to exploratory expenses associated with the drilling of uneconomic wells in the Hamburg and Sylvan Lake, areas of Alberta. The Corporation participated in the drilling of two wells in the respective areas to the targeted depth which did not penetrate petroleum or natural gas zones that were deemed to be economic. The Corporation fully expensed all costs associated with the said exploration wells that were previously booked to E&E assets.

During the six months ended March 31, 2014, the corporation made payment on the option agreement with Sultan Minerals for the Jersey-Emerald Property, based on the following terms:

Under the terms of the Option Agreement, Margaux will have the exclusive option to acquire a 100% working interest in the Property (subject to the net smelter returns royalties ("NSRs") discussed below) by:

1) making payments to Sultan of an aggregate $4.0 million, paid in several installments on or before November 8, 2016 (the "Agreement Date") as follows:

a) initial deposits of $200,000 paid previously;
b) release of a cash payment of $300,000, previously held in trust pending receipt of TSX Venture Exchange approval for the transaction;
c) on or before the first anniversary of the Agreement Date, a cash payment of $750,000;
d) on or before the second anniversary of the Agreement Date, a cash payment of $1,250,000; and

e) on or before the third anniversary of the Agreement Date, a cash payment of $1,500,000; and

2) incurring not less than $2,000,000 in expenditures on the Property on or before the third anniversary of the Agreement Date.

Margaux will use its best efforts to incur expenditures of $6,000,000 on the Property on or prior to the third anniversary of the Agreement Date.

Sultan retains a 1.5% NSR on the Property. For a period of 60 days following the earlier of (a) the commencement of commercial production on the Property or (b) the completion of a feasibility study on the Property, Margaux may purchase 50% of the NSR (being a 0.75% net smelter returns royalty) from Sultan for a payment to Sultan of $5.0 million. The Property is also subject to several additional NSRs, ranging from 1-3% on various areas of the Property.

Related Party Transactions

Except as disclosed elsewhere, all related party transactions are in the normal course of operations, and have been measured at the amount established and agreed upon by the related parties.

As at March 31, 2014, the Corporation had an amount of $nil due to directors and officers.

There were no other amounts owing to or from the Corporation involving any related parties at March 31, 2014 and December 31, 2013.

Outstanding Share Data

The common shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and conditions attached to the shares of each series. No preferred shares have been issued by the Corporation.

	March 31, 2014		September 30, 2013	
Issued	**Common Shares**	**Amount**	**Common Shares**	**Amount**
Opening balance	5,277,905	$3,210,042	37,779,057	$2,910,042
Shares issued (a)	-	-	15,000,000	300,000
Share consolidation (b)	-	-	(47,501,152)	-
Shares issued (c)	9,375,000	750,000	-	-
Shares issued (d)	2,000,000	300,000	-	-
Closing balance	16,652,905	$4,260,042	5,277,905	$3,210,042
Warrants				
Opening balance	325,331	221,825	13,253,315	$3,120,815
Warrant expiry	(325,331)	(221,825)	(10,000,000)	(2,898,990)
Share consolidation	-	-	(2,927,984)	-
Closing balance	-	-	325,331	$ 221,825
Total Share Capital		**$4,260,042**		**$3,431,867**

(a) On May 24, 2013, the Corporation announced that it completed a non-brokered private placement for $300,000 at a price of $0.02 per Common Share or 15,000,000 Common Shares.

(b) On August 26, 2013, a 10 for 1 share consolidation of the Corporation's issued and outstanding common shares was effected.

(c) On January 27, 2014, the Corporation announced that it completed a non-brokered private placement for $750,000 at a price of $0.08 per Common Share or 9,375,000 Common Shares.

(d) On March 12, 2014, the Corporation announced that it completed a non-brokered private placement for $300,000 at a price of $0.15 per Common Share or 2,000,000 Common Shares.

Escrowed shares

Pursuant to an escrow agreement dated October 18, 2010, 5,930,000 common shares have been deposited in escrow. Upon the Corporation completing a Qualifying Transaction, as defined in Policy 2.4 of TSX Venture, common shares held pursuant to the escrow agreement shall be released as to 10% immediately following the issuance of the bulletin of the TSX Venture announcing final acceptance of the Qualifying Transaction (the "Initial Release") and an additional 15% shall be released every six months commencing six months following the Initial Release. For the year ended September 30, 2013, 15% or 889,500 shares held in escrow were released on January 4, 2013 and 15% or 889,500 shares held in escrow were released on July 4, 2013. The remaining balance in escrow at March 31, 2014 is 177,900 shares after adjusting for the Corporation's 10 for 1 share consolidation effected August 26, 2013.

Stock Option Plan

The Corporation has adopted an incentive stock option plan in accordance with the policies of the TSX Venture (the "Stock Option Plan") which provides that the Board of Directors of the Corporation may from time to time, at its discretion, grant to directors, officers, employees and consultants of the Corporation non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding common shares exercisable for the period of up to ten (10) years. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding common shares. The Board of Directors determines the price per common share and the number of common shares which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of TSX Venture.

The Corporation uses the Black-Scholes option pricing model to estimate the fair value of stock options, which is recognized as share-based payments expense over the related vesting term. The following assumptions were used in the determination of the fair value of options at the date of grant:

	2014	2013
Risk-free rate	1.32%	0.91% to 1.3%
Weighted-average life	5 years	1 - 5 years
Dividend yield	nil	nil
Expected volatility	329%	80%
Weighted-average fair value per option	$0.10	$0.09 to $0.12
Forfeiture rate	nil%	nil%

Share-based payments expense of $31,354 for both the three and six month period ended March 31, 2014 (March 31, 2013 – $56,664 and $113,328 for the three and six months ended) was recognized based on the estimated fair value of the options on the grant date in accordance with the fair value method of accounting for share-based payments.

A summary of the Corporation's stock option plan activity is as follows:

	Number of Options	Weighted-average Exercise Price
Outstanding as at September 30, 2011	2,700,000	$0.21
Granted (e)	100,000	$0.29
Granted (f)	950,000	$0.19
Cancelled	(100,000)	$0.29
Forfeited	(1,250,000)	$0.21

Outstanding as at September 30, 2012	2,400,000	$0.20
Exercisable as at September 30, 2012	2,179,167	$0.21
Cancelled (g)	2,400,000	
Granted (h)	1,050,000	$0.10
Outstanding as at March 31, 2014	1,050,000	$0.10
Exercisable as at March 31, 2014	350,000	$0.10

(e) On December 1, 2011, the Board of Directors of the Corporation approved the issuance of 100,000 stock options to a consulting firm of the Corporation. The options are exercisable at $0.29 per common share and vest equally over one year, commencing on issuance. The 100,000 stock options issued to a consulting firm of the Corporation were cancelled during February 2012 as part of the cancellation of the original contract.

(f) On February 2, 2012, the Board of Directors of the Corporation approved the issuance of 950,000 stock options to the directors and officers of the Corporation. The options are exercisable at $0.19 per share for a period of five years.

(g) On July 23, 2013, the Board of Directors of the Corporation approved the termination of all outstanding stock options.

(h) On February 11, 2014, the Board of Directors of the Corporation approved the issuance of 1,050,000 stock options to the directors and officers of the Corporation. The options are exercisable at $0.10 per share for a period of five years.

Contributed Surplus

Description	**March 31, 2014**	**September 30, 2013**
Opening balance	**$ 4,114,494**	$1,043,515
Share-based payments	**31,354**	171,989
Warrants expired	**221,825**	2,898,990
Agent options and warrants issued (b)	**-**	-
Agent options and warrants issued (c)	**-**	**-**
Closing balance	**$ 4,367,662**	$4,114,494

Disclosure controls and internal controls over financial reporting

The management of the Corporation is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for the design and evaluation of internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the financial statements for the three months ended December 31, 2013.

The management of the Corporation has filed the Venture Issuer Basic Certificate with the annual filings for the three months ended March 31, 2014 on SEDAR at www.sedar.com.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing certificates for venture issuers are not making any representations relating to the establishment and maintenance of:

(i) 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

(ii) 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 generally accepted accounting principles.

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.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

Critical accounting policies and estimates

The preparation of financial statements is in conformity with IFRS. Preparing the Corporation's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Management continually evaluates these judgments, estimates and assumptions based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates. Note 4 of the Corporation's December 31, 2013 financial statements provide greater detail regarding all of the significant accounting policies.

Future accounting standards

The new IFRS pronouncements which have been issued but are not yet effective and may have an impact on the Corporation in the future are as follows:

The IASB issued IFRS 9, "Financial Instruments" as the initial phase of replacing IAS 39, "Financial Instruments: Recognition and Measurement". The standard revises and limits the classification and measurement models available for financial assets and liabilities to amortized cost or fair value. Previously multiple models were available.

The IASB issued IFRS 10, "Consolidated Financial Statements" to supersede IAS 27 "Consolidated and Separate Financial Statements" and SIC 12 "Consolidation – Special Purpose Entities". The standard builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent Corporation. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. This new standard is effective for annual periods beginning on or after January 1, 2013.

The IASB issued IFRS 11, "Joint Arrangements" to supersede IAS 31 "Interests in Joint Ventures" and SIC 13 "Jointly Controlled Entities – Non-Monetary Contributions by Venturers". The standard is intended to provide for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form. This new standard is effective for annual periods beginning on or after January 1, 2013.

The IASB issued IFRS 12, "Disclosure of Interests in Other Entities". The standard specifies disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose

vehicles, and other off-balance-sheet vehicles. This new standard is effective for annual periods beginning on or after January 1, 2013.

The IASB issued IFRS 13, "Fair Value Measurement". The main provisions of the standard include defining fair value, setting out in a single standard a framework for measuring fair value, and specifying certain disclosure requirements about fair value measurements. This new standard is effective for annual periods beginning on or after January 1, 2013.

The IASB issued IFRS 27, "Separate Financial Statements" the main objective is to set standards to be applied in accounting for investments in subsidiaries, joint ventures and associates when an entity elects, or is required by local regulations to present separate (non-consolidated) financial statements. The new standard is effective for annual periods beginning on or after January 1, 2013.

The IASB issued IFRS 28, "Investments in Associates and Joint Ventures" prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, and investee (associate or joint venture). The new standard is effective for annual periods beginning on or after January 1, 2013.

Business Risks and Uncertainties

The Corporation's production and exploration activities are concentrated in Western Canada where activity is highly competitive and includes companies ranging from smaller junior producers to the much larger integrated petroleum and mining companies. The Corporation is subject to various types of business risks and uncertainties, including:

- Finding and developing oil and natural gas reserves at economic costs
- Finding and developing mineral reserves at economic costs
- Production of oil and natural gas in commercial quantities
- Production of minerals in commercial quantities
- Marketability of oil and natural gas produced
- Marketability of minerals produced
- Substantial capital requirements and access to capital markets
- Environmental risks
- Insurance
- Reliance on operators and key employees
- Third party credit risk
- Changes in legislation and incentive programs

In order to reduce exploration risk, the Corporation strives to employ highly qualified and motivated professional employees with a demonstrated ability to generate quality proprietary geological and geophysical prospects. To help maximize drilling success, the Corporation combines exploration in areas that afford multi-zone prospect potential, targeting a range of low to moderate risk prospects with some exposure to select high risk, high reward opportunities.

The Corporation mitigates its risk related to producing hydrocarbons and minerals through the utilization of the most appropriate technology and information systems. In addition, the Corporation seeks to maintain operational control of the majority of its prospects.

Oil and gas exploration and production as well as mining can involve environmental risks such as pollution of the environment and destruction of natural habitat, as well as safety risks such as personal injury. In order to mitigate such risk, the Corporation conducts its operations at high standards and follows safety procedures intended to reduce the potential for personal injury to employees, contractors and the public at large.

Outlook

For the next 24 months, the Corporation intends to continue to obtain sufficient cash to develop the Jersey-Emerald Property acquired pursuant to the Option to Purchase Agreement with Sultan Minerals Inc. and evaluate additional direct or indirect acquisitions of assets. The Corporation intends to obtain the required funds from internally generated cash flow and the Corporation may attempt to raise additional funds through the issuance of equity, by securing strategic partners or assuming debt. The Corporation continues to monitor its spending and will amend its plans based on business opportunities that may arise in the future.

Directors and Officers

H. Tyler Rice, CEO, President, CFO and Director
James Letwin, Director and Chairman
Gerald D. Facciani, Director
Robert Derkitt, Director
Edward Lawrence, Director