Introduction

This Management's Discussion and Analysis ("MD&A") is dated July 23, 2014 unless otherwise indicated and should be read in conjunction with the unaudited condensed interim financial statements of Oakmont Minerals Corp. (formerly Oakmont Capital Corp.) ("Oakmont", "the Company", "we", "our" or "us") for the three months ended May 31, 2014 and 2013 and the related notes. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the three months ended May 31, 2014 and 2013, are not necessarily indicative of the results that may be expected for any future period.

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 Oakmont 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.

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

Cautionary Note Regarding Forward-Looking Information

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Description of Business

Oakmont was incorporated on March 30, 2010, under the Business Corporations Act (British Columbia) under the name Oakmont Capital Corp and changed its name to Oakmont Minerals Corp on July 3, 2013. The authorized share capital of the Company consists of an unlimited number of common shares, without nominal or par value.

On July 3, 2013, the TSX Venture Exchange ("Exchange") accepted the Company's Qualifying Transaction as described in its Information Circular dated April 12, 2013. The Company is now a Tier 2 Mining Issuer on the Exchange. The Company also changed its name to Oakmont Minerals Corp.

Results of Operations

Three months ended May 31, 2014

The Company's net loss totalled $20,262 for the three months ended May 31, 2014, with basic and diluted loss per share of $0.00. Net loss principally related to administration costs, professional fees, and travel costs. The Company had a net loss of $21,595 for the three months ended May 31, 2013.

During the period, management has been working in conjunction with GreenPower Motor Company Inc. on closing the financing and other matters relating to the Acquisition approved by shareholders.

Sampling Program at Utah Manganese

During the past year, the Company completed a sampling program to identify manganese-mineralized zones on the properties with volume potential to support small to medium-scale extraction and with geochemical characteristics (high manganese, low phosphorous and sulphur) suitable for use in specialty high-strength steel production, either "as extracted" or subsequent to upgrading. Chip samples of surface exposures and mineralized zones exposed in trenches and underground workings were collected in addition to composite samples from historical mine dumps and stockpiles. In some cases dump samples were screened to reject generally non-manganese, coarse material. Samples were collected over widths wherever possible in order to assist in volume estimations and to allow reporting of grade over width.

A wide range of manganese content, from 0.13% to 30.20% and averaging 8.92%, was observed in the suite of samples collected. Sulphur ranged from 0.01% to 0.94%, averaging 0.20% and phosphorus ranged from 0.01% to 0.09%, averaging 0.03%. In general phosphorus levels were low in samples from all four properties, however, sulphur was elevated above 0.10% in most samples collected from all but the Flat Iron property, where it averaged 0.03%.

The Company also selected several samples for sulphur species tests which indicated that the majority of the sulphur occurs as sulphate rather than sulphide. Due to the lower overall sulphur content in the samples from the Flat Iron property, it is being considered first for upgrading test work to determine if manganese can be concentrated to greater than 40% while maintaining low phosphorus and sulphur and rejecting silica. The appropriate methodology and scope of this work is currently being determined as well as the economic viability of this work.

Before embarking on the program on the Utah Properties, the Company had undertaken a review of the market with the objective that with the right test results that the Company could then work on an upgrade program of the ore to increase the Mn content to a target of 44% Mn.

Consequently the following limits were identified for Silicon Dioxide (SiO2), Phosphorus (P), Sulphur (S) and Iron (Fe).

SiO2	2.5% Max	Rejection > 5%
P	0.06% Max	Rejection >0.1%
S	0.1% Max	Rejection >0.1%
Fe	10.0% Max	Rejection> 10%

For example, a sample that had less than the maximum limits for SiO2, P and Fe but had sulphur content of 0.25% would be rejected. So the test results for Sulphur and Phosphorus in particular had to be well below the rejection limits to ensure that any bulk sampling would have few rejections. It's also worth noting that low or negligible Sulphur and Phosphorus values command a higher price in the market.

Table 1: Utah Manganese Inc. sample locations, descriptions and key geochemical characteristics

Sample	Property	UTM NAD83 Z12		Width	Mn	Si	Fe	S	P	C	Description
ID		Easting	Northing	feet	%	%	%	%	%	%	
292601	Flat Iron	636,566	4,245,526	4	2.04	32.91	12.48	0.01	0.03	0.10	Exposed vein, visual mineralization 4 foot wide chip
292602	Flat Iron	635,515	4,246,585	5	13.71	31.74	1.11	0.03	0.02	0.51	Exposed vein 20 feet behind mine heading A, chip sample of 5 ft mineralized zone
292604	Flat Iron	635,432	4,246,622	3	1.34	32.63	11.88	0.01	0.02	0.58	Exposed vein on strike with mine heading B, 3 ft
292605	Flat Iron	635,429	4,246,676	9	3.72	31.04	1.36	0.04	0.01	2.62	Exposed vein on strike with mine heading A, 9 ft
292608	Flat Iron	635,370	4,246,730	12	9.37	30.80	4.25	0.03	0.02	1.05	Exposed vein on strike with mine heading A, 12 ft
292612	Flat Iron	635,308	4,246,792	4	4.69	32.72	9.86	0.03	0.03	0.32	Exposed vein on strike with mine heading A, 6 foot wide mineralized exposure, 4 ft chip sample
292613	Flat Iron	635,325	4,246,794	3	6.92	37.26	0.34	0.01	0.01	0.55	Exposed vein splaying from the main vein system making up mine heading A, 3 ft chip sample
292614	Flat Iron	635,523	4,246,574	5	14.17	33.38	0.55	0.03	0.01	0.11	Taken from unmined mineralization in floor of Mine Heading A. 5 ft chip across floor
292616	Flat Iron	635,520	4,246,578	13	11.81	33.19	3.38	0.05	0.01	0.14	3 horizontal chip samples taken from heading A in equal intervals, 13 ft chip sample
292620	Flat Iron	635,514	4,246,554	4	3.27	40.20	1.47	0.06	0.01	0.17	Mine Heading B, 4 ft horizontal chip sample taken across mined heading.
292621	Flat Iron	635,600	4,246,524	4	8.02	34.22	2.09	0.03	0.01	0.73	Prospected vein 250+ feet south of and on strike with Mine Heading A, 4 ft chip sample
292622	Flat Iron	635,546	4,246,520	4	0.13	30.48	17.60	0.06	0.02	0.37	poorely exposed vein 100+ft south of Heading B, 4
292623	Flat Iron	636,477	4,247,084	5	8.21	31.83	6.76	0.05	0.01	0.23	Vein exposed on edge of canyon, 5 ft chip sample
292624	Flat Iron	636,714	4,246,866	2.5	13.20	27.91	0.55	0.01	0.01	1.33	Vein exposed in road cut, 2.5 ft chip sample.
292625	Moab Fault	611,864	4,284,116	6	18.20	6.96	1.78	0.94	0.01	8.50	Composite chip sample over 6 ft
292626	Dubinky East	596,746	4,284,635	2	6.82	23.42	0.52	0.36	0.02	3.73	chip sample from shallow trench over 2 ft
292627	Dubinky East	596,743	4,284,641	1.3	7.29	22.34	0.40	0.15	0.03	4.25	taken 20 feet north of sample 292626 in same shallow trench, chip sample over 1.3 ft
292628	Dubinky East	596,747	4,284,638		15.14	16.55	0.38	0.51	0.03	4.05	Screened samples from surface dumps
292629	Dubinky East	596,743	4,284,621		11.00	18.70	0.48	0.41	0.03	4.15	Screened samples from surface dumps
292630	Dubinky West	596,352	4,284,592	23	7.01	26.69	0.87	0.23	0.07	2.46	Dump composite
292633	Dubinky West	596,362	4,284,580	20	3.79	28.51	1.37	0.09	0.09	2.16	Dump composite
292636	Dubinky West	596,373	4,284,576	21	6.37	26.60	0.93	0.34	0.05	2.62	Dump composite
292637	Dubinky West	596,355	4,284,572	25	3.23	29.50	1.11	0.08	0.07	2.38	Dump composite
292640	Dubinky West	596,338	4,284,568	22	7.82	26.78	0.97	0.21	0.07	2.35	Dump composite
292642	Dubinky West	596,329	4,284,568	18	6.00	25.76	1.11	0.24	0.05	2.91	Dump composite
262643	Dubinky West	596,325	4,284,582	15	17.66	17.34	0.69	0.46	0.05	2.99	Dump composite
292645	Dubinky West	596,313	4,284,587	22	9.56	25.43	0.72	0.30	0.06	2.49	Dump composite
292647	Dubinky West	596,315	4,284,586		14.10	20.99	0.52	0.41	0.04	2.85	Screened dump composite
292648	Duma Point South	589,181	4,293,301		4.08	14.44	0.61	0.13	0.04	6.75	Mineraliized stockpile
292649	Duma Point South	589,058	4,293,311	0.5	30.20	3.62	0.26	0.90	0.01	1.65	chip sample from underground seam - 0.5 ft
292650	Duma Point South	588,961	4,293,333	1.5	12.89	27.91	0.86	0.16	0.04	1.17	1.5 ft exposed outcrop
292651	Duma Point South	588,074	4,292,833	3	17.66	18.98	1.39	0.45	0.05	2.17	Chip sample from inside adit, 3 ft
292652	Duma Point South	588,092	4,292,858	1.66	13.51	24.73	0.91	0.16	0.07	1.73	Chip sample from outside adit, 1.66 ft
292653	Dubinky West	596,342	4,284,569		9.49	24.77	0.61	0.29	0.04	3.00	Composite of dump material - screened
292654	Dubinky West	596,360	4,284,582		10.15	23.09	0.67	0.58	0.04	3.01	Composite dump material - screened
292656	Dubinky West	596,295	4,284,580	3.33	5.32	30.80	0.94	0.25	0.05	1.57	Unmined outcrop western part of large mine
292657	Dubinky West	596,345	4,284,583	7.25	2.24	31.41	1.29	0.14	0.06	1.95	Unmined outcrop in central part of "dubinky west",
292658	Flat iron	635,528	4,246,564		11.38	32.53	2.84	0.02	0.01	0.42	Composite dump material - screened
292661	Flat Iron	635,538	4,246,563		4.63	38.98	0.97	0.01	0.02	0.13	Composite dump material - screened
292664	Flat Iron	635,538	4,246,567		6.30	37.68	2.65	0.01	0.01	0.22	Composite dump material - screened
292668	Flat Iron	635,520	4,246,554		5.85	37.63	3.23	0.00	0.01	0.09	Composite dump material - screened
292670	Flat Iron	635,522	4,246,549		6.47	36.37	4.11	0.01	0.01	0.20	Composite dump material - screened

Selected Quarterly Information

The quarterly results have been restated to reflect accounting policies consistent with IFRS. A summary of selected information for each of the quarters presented below is as follows:

Three months ended	Net revenues ($)	Net Loss ($)	Basic and Diluted Loss Per Share ($)
August 31, 2012	n/a	$5,620	$0.00
November 30, 2012	n/a	$29,993	$0.00
February 28, 2013	n/a	$19,527	$0.00
May 31, 2013	n/a	$21,595	$0.00
August 31, 2013	n/a	$134,898	$0.01
November 30, 2013	n/a	$30,489	$0.00
February 28, 2014	n/a	$7,671	$0.00
May 31, 2014	n/a	$20,262	$0.00

Liquidity

At May 31, 2014, the Company had working capital of $271,637 and a cash balance of $21,286. The Company manages its capital structure and makes adjustments to it, based on available funds to the Company.

Capital Resources

The following financings have been completed by the Company:

Date	Gross Proceeds	Type of Transaction
March 31, 2010	$10,000	Private Placement
April 30, 2010	$95,000	Private Placement
February 28, 2011	$35,000	Private Placement
June 17, 2011 (1)	$400,000	Initial Public Offering
July 3, 2013 (2)	$315,000	Private Placement

(1) On June 17, 2011 the Company completed the Offering by issuing 4,000,000 common shares at a price of $0.10 per common shares pursuant to Policy 2.4. After the reporting period, 400,000 broker warrants related to the Offering expired unexercised.
(2) On July 3, 2013 the Company completed a concurrent non-brokered private placement of 2,100,000 units for gross proceeds of $315,000. Each unit is comprised of one common share and one half of one common share purchase warrant to acquire one common share for three years at an exercise price of $0.20 per common share.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Transaction with GreenPower Motor Company Inc. ("GreenPower")

On November 21, 2013, the Company entered into a non-binding letter of intent pursuant to which the Company has agreed to acquire all of the issued and outstanding shares of GreenPower (the "Acquisition"). Upon successful closing of the Acquisition, GreenPower will be a wholly-owned subsidiary of Oakmont. The Acquisition will constitute a Reverse Takeover of Oakmont, as defined in the policies of the TSX Venture Exchange (the "TSXV").

GreenPower, through its wholly owned subsidiary, GP GreenPower Industries Inc. ("GPI"), is developing electric powered vehicles for commercial markets. GPI has developed the EV 350 transit bus, which is a "state of the art" electric powered transit bus deploying the latest electric drive and battery technologies with a lightweight chassis and low floor body. Presently, GPI is building a prototype of the EV 350 for the North American market, using global leading suppliers for parts such as batteries, motors and axles, at a manufacturing facility that GPI has secured in China.

The terms of the Acquisition are such that Oakmont will issue one common share for each GreenPower share outstanding after Oakmont has completed a consolidation of its outstanding common shares on a two for one basis. Oakmont presently has 12,252,000 common shares issued and outstanding (6,126,000 common shares after the consolidation). GreenPower presently has 58,032,149 common shares issued and outstanding.

In connection with the Acquisition, the Company has entered into a secured loan agreement with GreenPower pursuant to which Oakmont advanced CDN$200,000 to GreenPower, which will bear interest at the rate of 10% per and is due the later of 1) nine months after the date of advance and 2) three months after the termination of the Acquisition without completion (the "Bridge Loan"). GreenPower intends to use the Bridge Loan for the production of the EV 350 prototype. The loan is secured against all present and after acquired property of GreenPower, including its intellectual property, and a pledge to Oakmont by GreenPower of the shares of GPI.

The LOI has been superseded by a formal definitive agreement. In accordance with the policies of the TSXV, trading in common shares of Oakmont have been halted in connection with the announcement of the Acquisition. Trading will remain halted until completion of the Acquisition or until satisfactory documentation with respect to the Acquisition has been filed with the TSXV to allow a resumption of trading.

In connection with the Acquisition, the Company is planning to raise gross proceeds of between $4,000,000 to $5,000,000 from the issuance of subscription receipts at a price of $0.25 per subscription receipt. The Company may pay finders' fees in an amount equal to up to 7% of the gross proceeds raised and finders' warrants in an amount equal to up to 7% of the subscription receipts sold.

The Acquisition of GreenPower was approved by 100% of the disinterested shareholders at the Company's Annual and Special meeting held May 16, 2014. Shareholders also approved the consolidation of issued and outstanding common shares of the Company on a one for two basis.

Acquisition of 0939181 B.C. Ltd

On July 3, 2013 the Company completed its Qualifying Transaction through the closing of a share exchange agreement, dated October 25, 2012 (the "Agreement"), with 0939181 B.C. Ltd. ("PrivateCo"), a private company incorporated under the laws of British Columbia, Canada, and all of the shareholders of

PrivateCo. The Agreement has been accounted for as a purchase of net assets, where the acquired assets and liabilities are measured at fair value and the purchase price is allocated over the group of assets acquired based on their relative fair values. The transaction costs are capitalized as part of the cost.

Under the terms of the Agreement, the Company acquired all of the issued and outstanding shares of PrivateCo from the PrivateCo Shareholders in exchange for the issuance of an aggregate of 3,352,000 common shares in the capital of the Company (each, a "Share") at $0.15 per share. The Qualifying Transaction was approved at the Company's annual general and special meeting of shareholders held on May 14, 2013 by way of ordinary resolution and a resolution of a majority of the disinterested shareholders of the Company.

PrivateCo holds all of the issued and outstanding shares of Utah Manganese, Inc., a private company incorporated under the laws of Utah, USA, which holds the Duma Point, Dubinky Well, Moab Fault and Flat Iron properties consisting of a total of 150 mineral claims totalling 1,250 hectares located 25 to 50 Kilometers from Moab, in southeast Utah.

Utah Manganese

Utah Manganese has staked claims on four properties near Moab, Utah including:

- Dubinky Well (50 claims)
- Duma Point (70 claims)
- Moab Fault (15 claims)
- Flat Iron (15 claims)

Utah Manganese evaluated numerous properties before staking these claims, which are believed to be the best prospects for manganese in the area. Utah Manganese completed the necessary surveys and submitted an exploration program, which was approved for the construction of travel routes, four drill pads (two each on Dubinky Well and Duma Point), mobilization of the drilling equipment and the reclamation work. Utah Manganese obtained the notice of acceptance for manganese exploration drilling by the U.S. Department of the Interior, which included site visits, surveys, and review of cultural and paleontological resources. Utah Manganese posted a bond and is permitted for exploration activities on Dubinky Well and Duma Point by the State of Utah until November 30, 2013.

A total of 19 holes covering more than 2,000 feet have been drilled on Dubinky Well and Duma Point under this program and Utah Manganese is in the process of submitting samples to an independent lab for testing.

Technical Report

Oakmont engaged Apex Geoscience Ltd. ("Apex") to provide independent professional geological services for Oakmont. Apex has done a site visit during the time that Utah Manganese was drilling the Dubinky property. Apex prepared a report in accordance with National Instrument 43-101 ("NI 43-101") with respect to the Properties, including a proposed work program and budget totaling $202,000 for the exploration and development of the Properties. It is anticipated that the Company will be able to cover the costs of this program with its existing resources and the funds obtained through a private placement, as more particularly described below.

Qualification Transaction Financing

In connection with the Qualifying Transaction, Oakmont completed a concurrent non-brokered private placement of 2,100,000 Oakmont units for gross proceeds of $315,000. Each Oakmont unit is comprised of one Oakmont Share and one half of one Oakmont Warrant to acquire one Oakmont Share for three years at an exercise price of $0.20 per Oakmont Share. The Company used the proceeds of the private placement to fund the costs of the Qualifying Transaction, to finance the work program as detailed in the NI 43-101 report, and to finance the general working capital expenses of the resulting issuer upon completion of the Transaction. No finder's fees were paid.

The Resulting Issuer

On July 3, 2013, the Exchange accepted the Company's Qualifying Transaction. The resulting issuer is classified as a Tier 2 mining issuer under the policies of the Exchange and will carry on business in the mining exploration sector. At the closing of the Transaction (the "Closing"), Fraser Atkinson, Mark Achtemichuk, Malcolm Clay and Theo Sanidas, continued to serve as members of the Company's board of directors and Dr David Terry joined the Company's board of directors. Gavin Harrison is the Vice President of Operations. Gavin Harrison is the President of Harrison Land Services, a company that specializes in the acquisition, exploration and management of data for mineral properties. Gavin Harrison has have been actively involved in all aspects of the mining industry for several decades in the Mid-West of the United States including prospecting and exploration for oil and gas, uranium, potash, vanadium, copper, silver and gold.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

The advances of $18,725 are from a Director of the Company. The amount is unsecured, non-interest bearing and repayable at any time.

The Company's Qualifying Transaction was a Non-Arm's Length Qualifying Transaction, as defined in the policies of the Exchange.

Critical Accounting Estimates

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the

estimate is revised and the revision affects both current and future periods. Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the calculation of the fair value of stock options and warrants issued by the Company
- the impairment of exploration and evaluation costs
- the $nil provision for income taxes which is included in the statements of comprehensive loss and recognition of deferred income tax assets and liabilities included in the statement of financial position at May 31, 2014

Financial Instruments

The Company's financial instruments, consisting of cash of $21,286 and accounts payable and accrued liabilities approximate fair values due to the relatively short term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

As at May 31, 2014, the Company had working capital of $271,637. As a result, the Company is not exposed to any liquidity risk, and has sufficient funds to meet its ongoing obligations.

Capital Management

The capital structure of the Company consists of cash and equity attributable to the common shareholders, consisting of share capital and deficit.

There has been no change with respect to the overall capital risk management strategy during period ended May 31, 2014. The Company is not subject to any externally imposed capital requirement.

Outlook

For the immediate future, the Company intends to complete the Acquisition of GreenPower and close the Financing concurrent with the Acquisition.

Share Capital

As of the date of this MD&A, the Company had 12,252,000 issued and outstanding common shares. In addition the Company has 400,000 outstanding incentive stock options at $0.10, 500,000 outstanding incentive options at $0.20, and 1,050,000 share purchase warrants exercisable at $0.20.

On June 17, 2011 the Company completed the Offering by issuing 4,000,000 common shares at a price of $0.10 per common share pursuant to Policy 2.4. The common shares were listed and posted for trading on the Exchange under the trading symbol "OMK.P". The proceeds of the Offering were be used to identify and evaluate assets or business for acquisition with a view to completing a Qualifying Transaction under the Capital Pool Company program of the Exchange. In connection with the Offering the agent was also granted non-transferable broker warrants to purchase 400,000 common shares at a price of $0.10 per common share until June 17, 2013, which expired unexercised.

On July 3, 2013 the Company completed a non-brokered private placement of 2,100,000 Oakmont units for gross proceeds of $315,000. Each Oakmont unit is comprised of one Oakmont Share and one half of one Oakmont Warrant to acquire one Oakmont Share for three years at an exercise price of $0.20 per Oakmont Share.

An incentive stock option plan was established for the benefit of directors, officers, employees and consultants of the Company. Pursuant to the option plan options to purchase up to 400,000 common shares of the Company at an exercise price of $0.10 per common share and 500,000 common shares of the Company at an exercise price of $0.20, expiring 5 years from the date of grant have been issued.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers 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 this certificate 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 GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. 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.

Risk Factors

Investing in the common shares of the Company involves risk. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A before making an investment decision. If any of the following risks actually occurs, the business, financial condition or results of operations of the Company could be harmed. In such an event, the trading price of the common shares could decline and prospective investors may lose part or all of their investment.

No Operating History

The Company was incorporated on March 30, 2010, has not commenced commercial operations. The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future.

Directors and Officers

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company but will be devoting such time as required to effectively manage the Company. Some of the directors and officers of the Company are engaged and will continue to be engaged in the search for assets or businesses on their own behalf or on behalf of others such that conflicts may arise from time to time. As a consequence of such conflicts, the Company may be exposed to liability and its ability to achieve its business objectives may be impaired.

Reliance on Management

The Company is relying solely on the past business success of its directors and officers. The success of the Company is dependent upon the efforts and abilities of its directors and officers. The loss of any of its directors or officers could have a material adverse effect upon the business and prospects of the Company.

Additional Disclosure for Venture Issuers Without Significant Revenue

General and administrative expenses

	Three months ended May 31, 2014 ($)	Year ended February 28, 2014 ($)
Office and administration	7,279	28,259
Professional fees	471	78,987
Travel	7,007	31,886
Foreign Exchange	4,061	315
Rent	6,668	
Stock-based compensation		53,005
Investor relations		7,680
Total	**25,486**	**200,131**

Further information about the Company and its operations can be obtained from **www.sedar.com**.