FIRST SAHARA ENERGY INC.

MANAGEMENT DISCUSSION AND ANALYSIS

Quarter Ended – September 30, 2014

This Management Discussion and Analysis ("**MD&A**") of First Sahara Energy Inc. (formerly PetroWorth Resources Inc.) (the "Company") provides analysis of the Company's financial results for the third quarter ended September 30, 2014. The following information should be read in conjunction with the audited financial statements for the year ended December 31, 2013 and 2012.

FORWARD-LOOKING STATEMENTS

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "plans", "intends", "anticipates", "should", "estimates", "expects", "believes", "indicates", "suggests" and similar expressions.

This MD&A contains forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions of management and are subject to known and unknown risks, uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. In particular, forward-looking information and statements contained in this MD&A include: (i) the statement under the heading *Liquidity and Capital Resources* regarding the requirement that management identify, acquire and finance a project; and (ii) the statement under the heading *Liquidity and Capital Resources* regarding the requirement that additional cash flow will be required in the short term. Further, information concerning mineral resource estimates and the interpretation of drill results may also be considered as a forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. The foregoing forward-looking statements are based on the assumptions that mineral resource prices will either stay at current levels or decrease in the future and that the costs of the Company remain static or increase. Risk factors that could cause results to differ materially include changes to commodity prices, changes to market conditions related to the acquisition of an appropriate project and the ability of the Company to obtain adequate financing. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements.

The forward-looking statements contained in this MD&A are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

Date of Report: November 14, 2014

General

On June 28, 2013, the Company closed an agreement dated May 24, 2013 between the Company and Giant Exploration Inc. ("Giant") pursuant to which the Company has purchased from Giant 695 mineral claims located in the province of Quebec, representing all or substantially all of the assets of Giant in exchange for the issuance of 3,236,095 post-consolidated common shares in the capital of the Company and assumption by the Company of all of Giant's current debt and other liabilities. In July 2013, the Company changed its name to First Sahara Energy Inc. to reflect its then focus on obtaining petroleum properties in Africa.

Nature of Business and overall Performance

First Sahara is oil and gas exploration company with properties and interests in eastern Canada and which seeks to acquire further oil and gas opportunities both domestically or overseas. During the nine month period, the Company negotiated a license block in the Kingdom of Morocco, however, relinquished its' interest to a third party in consideration of certain shares payable to it. No formal license agreement was signed for any property in Morocco by the Company. .

In June 2007, it and acquired through a reverse merger, all of the shares of PetroWorth Resources Inc. a company with oil and gas exploration interests in Eastern Canada, as described below.

The Company further holds mining assets in the Abitibi Greenstone Belt in Quebec, Canada which management is presently undertaking a review of.

During the prior year, management wrote off for accounting purposes all of its exploration properties due to abandonment, expiration of lease interests or other significant impairment of the assets.

Certain environmental factors such as: economic risk, low prices of natural gas and public opposition to hydraulic fracking in relevant areas contributed to management's decision to write down the exploration assets to nil. Furthermore, uncertainty in the Company's financial position including the unavailability of capital to allow it to pursue its exploration claims were considered.

During the year, the Company located an oil and gas exploration property in Morocco, which it was unable to capitalize on due to the lack of available funds to acquire it. Consequently, it referred the Morocco potential claim to an unrelated company, Maxim Resources Inc. Upon the closing of certain terms with Morocco, Maxim promised to pay 2,000,000 shares of Maxim's common stock to the Company, which occurred on November 4, 2014. As such, the Company has recorded a gain and disclosed it as a subsequent in the financial statements.

During the year, the Company underwent a significant change in management and a distress financing, to allow it to continue to operate and add liquidity. Particulars of the distress financing are that the Company raised gross proceeds of $1,035,000 by issuing 51,749,975 units ("Units") at $0.02 each. Each Unit consists of one common share and one common share purchase warrant. Each warrant is exercisable for 2 years from closing at an exercise price of $0.05 per common share.

Natural Gas Exploration Activities

Alberta

The Company has discontinued its oil and gas activities in southeastern Alberta. Accordingly, the Company wrote off the exploration assets associated with the permit area during the year.

New Brunswick

During the quarter, the Company resolved an ongoing dispute with the New Brunswick government regarding its oil and gas leases in an area south of Moncton called the Rosevale Block resulting in the relinquishment a portion of its permitted lands in the region. As a result, the Company now holds four leases in the Rosevale Block totaling 7,811 hectares/19,301 acres. The Company has discontinued discussions with the government to have its Sackville Basin permit (23,803 hectares/58,818 acres) converted to a five-year lease.

The Company does not have any budgeted or planned expenditures related to the property thus the property was assessed for impairment and was written down to Nil.

Nova Scotia

During the prior year, the Company's permit on the Lake Ainslie Block property expired. Accordingly, the Company wrote off the exploration assets associated with the permit area during the prior year.

Quebec

Acquired 100% owned properties in the Abitibi Greenstone Belt in Quebec, Canada, known as La Pause, Perdrix and Octave (695 mineral claims. The Abitibi sub-province is the largest, one of the most studied, and among the richest Archean greenstone belts in the world. The region is renowned for the great number of high grade precious metal (Au-Ag) and polymetallic (Au-Ag-Cu-Zn and Au-Cu) deposits.. The Company does not have any budgeted or planned expenditures related to the property thus the property was assessed for impairment and was written down to Nil.

Morocco

First Sahara actively pursued oil and gas opportunities in the Kingdom of Morocco. The Company conducted meetings with the Ministry of oil and gas and its technical team, locating a block that it was interested in acquiring; however, it was unable to fully fund the acquisition. As a result, the Company referred the block to an un-related company, Maxim Resources Inc. in exchange for 2,000,000 shares of Maxim having a fair market value of $290,000 at the time of issuance. The shares were received by the Company on November 4, 2014. The Company is not presently pursuing any other properties in Morocco at this time.

Selected Annual Information

	Year Ended December 31, 2013 (Audited) $ IFRS	Year Ended December 31, 2012 (Audited) $ IFRS	Year Ended December 31, 2011 (Audited) $ IFRS
Net Income (loss) before taxes	(16,835,500)	(812,071)	(9,862,804)
Net income (loss) after taxes	(16,835,500)	(812,071)	(9,527,510)
Basic and diluted income (loss) Per share	(1.41)	(0.01)	(0.15)
Total assets	131,249	15,662,140	16,705,930
Other liabilities	Nil	Nil	Nil
Total long-term liabilities	50,000	200,917	Nil
Dividends declared per share	Nil	Nil	Nil

Net Revenue and Net Income (Loss) for the last eight (8) quarters

	2014 Sep. 30	2014 Jun. 30	2014 Mar. 31	2013 Dec. 31	2013 Sep. 30	2013 Jun. 30	2013 Mar. 31	2012 Dec. 31
Revenue (net of royalties)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Income/(Loss)	(238,690)	(179,848)	(206,960)	(16,630,986)	(257,489)	162,037	(109,062)	(299,149)
Basic/Diluted Income/(Loss) Per Share	(0.00)	(0.01)	(0.01)	(0.74)	0.01	0.00	0.00	0.00
Number of shares Outstanding	80,666,764	29,670,102	23,863,452	21,724,789	10,724,789	6,472,190	6,472,190	6,472,190

As discussed above, the Company recorded an impairment charge of $16,290,660 during the period ended December 31, 2013. During the three months ended September 30, 2013 the Company wrote-off accounts payable and accrued liabilities of $205,348.

This financial data has been prepared in accordance with International Financial Reporting Standards as issued by the IASB accounting and all figures are stated in Canadian dollars.

General & Administrative and Operating Expenses

General & Administrative expenses for the third quarter ended September 30, 2014 were $ 7,876 (versus $13,645 for the third quarter ended September 30, 2013). The Company incurred less operating expenditures to pursue the reduced the activities. The Company reduced its office expenditures within general and administrative expenditures to conserve cash. Total operating expenses for the third quarter ended September 30, 2014 amounted to $205,348 (versus $361,082 for the third quarter ended September 30, 2013).

G&A and Operating Expense	Three Months Ended 09/30/14	Three Months Ended 09/30/13	Change ($)	Change (%)
Professional fees	88,442	240,371	(151,929)	(171.78)%
General and administrative	7,876	13,645	(5,769)	(73.25)%
Travel and promotions	1,241	26,826	(25,585)	(2,061.64)%
Consulting fees	107,789	80,240	27,549	25.56%
Interest Expenses	18,538	3,192	15,346	82.78%
	223,886	364,274	(140,388)	(62.71)%

The main reasons for the total expenses decrease are the decrease in the professional and fees and travel expenses.

Liquidity and Capital Resources

At September 30, 2014 the Company has a cash position of $215,911 (December 31, 2013 - $49,959). The Company had a net working capital deficiency of $306,238 (December 31, 2013 - $957,601). The Company's other significant tangible assets are its Canada oil and gas and mineral properties which have a net book value of $Nil.

The ability of the Company to settle its obligations is dependent upon the Company being able to obtain financing, to identify economically recoverable reserves, and to resolve any environmental, regulatory, or other constraints, which may hinder the successful development of the reserves.

Off Balance Sheet Arrangements

There are no off balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The following is a summary of the Company's related party transactions during the six months ended June 30, 2014:

(i) Salaries and directors' fees

During the nine months ended September 30, 2014, the Company incurred total salaries and directors' fees for $Nil (2013 - $61,111).

(ii) Accounting fees

During the nine months ended September 30, 2014, accounting fees of $29,700 (2013 - $Nil) were paid to the officer's company.

(iii) Consulting fees

During the nine months ended September 30, 2014, the Company accrued total consulting fee to the directors and to the director's companies for $292,980 (2013 - $Nil) of which $149,430 were paid. These

consulting services related to strategic planning, business development, communications and operations oversight.

(iv) Share-based payments

During the nine months ended September 30, 2014, the company issued to directors and officers of the Company share-based payments of $Nil (2013 - $152,475).

PROMISSORY NOTES PAYABLE

On March 8, 2012, the Company reached a settlement with two flow-through shareholders for cash of $250,000 together with a promissory note and 6,000,000 warrants (Note 7(d)). The promissory note has a face value of $300,000 and bears annual interest of 10% payable in common shares subject to stock exchange approval. All outstanding amounts relating to this promissory note are repayable upon the earliest of the Company completing a financing of non-flow-through shares of at least $1,000,000 and March 8, 2014.

On July 17, 2014 the March 8, 2012 promissory note was repaid in full for consideration consisting of: $200,000 of cash, issuance of 2,000,000 common shares at a price of $0.05 per common share ($100,000), 1,000,000 warrants at a strike price of $.05 per share, and a new promissory note for principal $100,000 all due June 29, 2016. Annual interest is 10% payable at the anniversary of the note.

	September 30, 2014	December 31, 2013
Promissory notes	$ 100,000	$ 200,917
Accrued interest	2,548	134,418
	$ 102,548	$ 335,335

Share Capital

Common Shares Outstanding

As of the date of this MD&A, the Company has 80,666,764 Common Shares outstanding and 176,395,188 Common Shares on a fully diluted basis.

On February 26, 2014, the Company issued 3,300,000 common shares at a price of $0.05 per common share for gross proceeds of $165,000. The common shares have a hold period expiring June 27, 2014.

On June 18, 2014 the Company completed a non-brokered placement and raised gross proceeds $1,035,000 by issuing 51,749,975 units ("Units") at $0.02 each. Each Unit consists of one common share and one common share purchase warrant. Each warrant is exercisable for 2 years from closing at an exercise price of $0.05 per common share. The Corporation plans to use the proceeds from this financing for general working capital. First Sahara paid $31,427 finder's fees to those assisting it in completing this financing in the amount of 8% cash.

On June 20, 2014, the Company issued 600,000 common shares at a price of $0.05 per common share for gross proceeds of $30,000 for debt.

On July 2, 2014 the Company issued 400,000 common shares at a price of $0.05 per common share in payment of Finders fees total amount $20,000.

On July 17, 2014 2,000,000 common shares were issued. At a price of $.05 per share in partial repayment of promissory notes.

Warrants

A summary of the changes in the Company's share purchase warrants during the nine month period ended September 30, 2014 are as follows:	Number of Warrants*		Weighted Average Exercise Price
Balance, December 31, 2012	**712,000**	**$**	**0.58**
Expired	(112,000)	$	1.00
Issued	11,000,000	$	0.05
Issued	40,000	$	1.00
Balance, September 30, 2013 and December 31, 2013	**11,640,000**	**$**	**0.07**
Issued	52,749,975	$	0.05
Expired	(600,000)	$	0.50
Balance, September 30, 2014	**63,789,975**	**$**	**0.05**

*Post-consolidated 1:10

As at September 30, 2014, the following common share purchase warrants were outstanding:

Expiry date	Exercise Price	Warrants
September 13, 2015	0.05	11,000,000
September 13, 2015	0.05	40,000
June 18, 2016	0.05	51,749,975
July 24, 2017	0.05	1,000,000
		63,789,975

Contributed surplus

The contributed surplus reserve is used to recognize the fair value of share options granted to employees, including key management personnel, as part of their remuneration. When options are subsequently exercised, the fair value of such options in contributed surplus is credited to share capital. Refer to Note 10 for further details of these plans.

Balance, December 31, 2012 and 2013; September 30, 2013 and 2014	$ 8,191,930

Share based payments

The Company has established a stock option plan pursuant to which options to purchase common shares may be granted to certain officers, directors and employees of the Company as well as persons providing ongoing services to the Company. The maximum number of common shares reserved for issuance upon the exercise of options is not to exceed 10% percent of the total number of common shares outstanding immediately prior to such an issuance. Under the plan, the Board of Directors has the choice of either vesting or allowing options issued to be exercisable upon issuance. Options are normally issued for a five-year term. During the nine months ended September 30, 2014, no stock options were granted.

A summary of the share option transactions for the nine months ended September 30, 2014 are summarized as follows:

	Number of Options*	Weighted Average Exercise Price
Balance, December 31, 2011 and 2012; and September 30, 2013	**576,330**	**$ 2.76**
Expired	(35,500)	$ 15.50
Balance, December 31, 2013 and September 30, 2014	**540,830**	**$ 1.92**

*Post-consolidated 1:10

The following table summarizes stock options outstanding and exercisable under the Company's stock option plan as at September 30, 2014:

Expiry date	Options Exercisable & Outstanding*	Exercise Price per share ($)	Grant date Fair Value of Options ($)
Apr 25, 2015	263,330	2.00	394,995
Oct 12, 2015	250,000	2.00	475,000
Nov 18, 2016	27,500	0.50	13,750
	540,830		883,745

*Post-consolidated 1:10

Recent accounting pronouncements

The IASB has issued IFRS 9 Financial Instruments, which is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. IFRS 9 is the first step to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39.

The Company has not yet determined the impact of these recent pronouncements.

Capital management

The Company's objective when managing capital is to safeguard its ability to continue as a going concern, so that is can continue to pursue the evaluation of its exploration properties. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying petroleum and natural gas assets. The Company's objective is met by retaining adequate equity to guard against the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements. The Company considers its capital structure to include the components of shareholders' equity. In order to maintain or adjust the capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current and projected debt levels. To assess capital and operating efficiency and financial strength, the Company continually monitors its net cash and working capital. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

Financial instruments and risk management

Set out below is a comparison, by category, of the carrying amounts and fair values of all of the Company financial instruments that are carried in the financial statements and how the fair value of financial instruments is measured.

Fair values

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities. The Company has no level 1 financial instruments.
- Level 2 fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices). Cash equivalents are classified as level 2 financial instruments; and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). The Company has no level 3 financial instruments.

The carrying value of cash equivalents and accounts payable and accrued liabilities reflected in the statements of financial position approximate fair value because of the limited term of these instruments.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (currency fluctuations, interest rates and commodity prices. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Credit Risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. Cash and cash equivalents are composed of financial instruments issued by large Canadian financial institutions with high investment grade ratings and are closely monitored by management. Management believes credit risk with respect to cash is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company prepares periodic capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, the Company utilizes authorizations for expenditures on both operated and non-operated projects to further manage capital expenditures. At September 30, 2014, the Company had a cash balance of $215,911 (December 31, 2013 - $49,959) to settle current liabilities of $626,167 (December 31, 2013 - $1,088,850) to fund general working capital.

Market risk

Market risk is the risk that changes in foreign exchange rates, commodity prices, and interest rates will affect the Company's net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

Foreign exchange risk

The Company does not hold significant balances in foreign currencies to give rise to foreign exchange risk.

Commodity price risk

The Company is exposed to fluctuations in commodity prices for petroleum and natural gas. Commodity prices are affected by many factors including supply and demand. Although the Company has no production, commodity price risk can affect the Company's ability to raise equity financing.

Interest rate risk

The Company is not exposed to interest rate risk as it has no loan facilities.