FIRST SAHARA ENERGY INC.

MANAGEMENT DISCUSSION AND ANALYSIS

Quarter Ended – June 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 second quarter ended June 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: August 15, 2014

General

On June 28, 2013, the Company closed the claim purchase 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 which has a mandate to acquire potential oil and gas opportunities overseas. During the six month period the Company was negotiated a license block in the Kingdom of Morocco, however, the formal license agreement has not yet been executed.

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 of a significant portion of its previously held exploration properties due to abandonment or expiration of lease interests.

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 permited 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 is continuing 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 is actively pursuing oil and gas opportunities in the Kingdom of Morocco. To this end, and subsequent to the end of the quarter, the Company's management team went to Rabat, the capital of Morocco to meet with senior officials in the government's oil and gas Ministry. As a follow-up to that meeting, the Company's consulting geologist visited Rabat for extensive meetings with the Ministry's oil and gas technical team. The Company hopes to conclude negotiations to achieve an interest in a block in Morocco during the year.

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 Jun. 30	2014 Mar. 31	2013 Dec. 31	2013 Sep. 30	2013 Jun. 30	2013 Mar. 31	2012 Dec. 31	2012 Sep. 30
Revenue (net of royalties)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net Income/(Loss)	(179,848)	(206,960)	(16,630,986)	(257,489)	162,037	(109,062)	(299,149)	(159,453)
Basic/Diluted Income/(Loss) Per Share	(0.01)	(0.01)	(0.74)	0.01	0.00	0.00	0.00	0.00
Number of shares Outstanding	29,670,102	23,863,452	21,724,789	10,724,789	6,472,190	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 period ended June 30, 2013 the Company wrote-off accounts payable and accrued liabilities of $293,410.

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 second quarter ended June 30, 2014 were $ 11,298 (versus $32,233 for the second quarter ended June 30, 2013). The Company incurred more operating expenditures to pursue the opportunities in the Kingdom of Morocco. The Company reduced its office expenditures within general and administrative expenditures to conserve cash. Total expenses excluding non-cash charges for the second quarter ended June 30, 2014 amounted to $333,048 (versus $103,873 for the second quarter ended June 30, 2013).

G&A and Operating Expense	Three Months Ended 06/30/14	Three Months Ended 06/30/13	Change ($)	Change (%)
Professional fees	62,657	3,000	59,657	1,988.57%
General and administrative	11,298	32,233	(20,935)	(64.95)%

Travel and promotions	10,084	1,825	8,259	452.55%
Consulting fees	249,008	41,900	207,108	494.29%
Salary and management fees	-	28,265	(28,265)	(100.00)%
Interest Expenses	27,500	-	27,500	100.00%
	360,547	107,223	253,324	236.26%

The main reasons for the total expenses increase are the increase in the professional and consulting fees.

Liquidity and Capital Resources

At June 30, 2014 the Company has a cash position of $589,221 (December 31, 2013 - $49,959). The Company had a net working capital deficiency of $202,703 (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 six months ended June 30, 2014, the Company incurred total salaries and directors' fees for $Nil (2013 - $61,111).

(ii) Accounting fees

During the six months ended June 30, 2014, accounting fees of $21,000 (2013 - $Nil) were paid to the officer's company.

(iii) Consulting fees

During the six months ended June 30, 2014, the Company accrued total consulting fee to the directors and to the director's companies for $243,480 (2013 - $Nil) of which $121,680 were paid. These consulting services related to strategic planning, business development, communications and operations oversight.

(iv) Share-based payments

During the six months ended June 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. The discount on the promissory note is being accreted over the term of the note utilizing the effective interest rate method at a 46.8% discount rate.

On April 14, 2013, the company issued the promissory note $40,000 which was paid in full on August 22, 2013.

	June 30, 2014	December 31, 2013
Promissory notes due to	$ 335,335	200,000
Accrued interest	49,665	135,335
	$ 385,000	$ 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 176,995,188 Common Shares on a fully diluted basis.

On June 25, 2013, the Company's shares were consolidated on the basis of one new share for ten existing shares.

On June 28, 2013, the Company issued 1,016,500 common shares at $0.15 for total amount 152,475 as settlement for services rendered in the prior year by officers, directors, employees and consultants.

On June 28, 2013, the Company issued 3,236,095 common shares at $0.10 for total amount 323,609.50 for Giant Exploration Inc. shareholders.

On September 13, 2013 the Company completed a non-brokered placement and raised gross proceeds $550,000 by issuing 11,000,000 units ("Units") at $0.05 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 $2,000 finder's fees to those assisting it in completing this financing in the amount of 8% cash and 8% finder's warrants, each such finder's warrant entitling the holder to subscribe for one share for $0.10 for a period of 24 months.

On December 31, 2013, the Company issued 892,000 common shares on a "flow-through" basis at a price of $0.07 per flow-through Share, for aggregate gross proceeds of $62,440.

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.

Warrants

A summary of the changes in the Company's share purchase warrants during the six month period ended June 30, 2014 are as follows:	Number of Warrants*	Weighted Average Exercise Price
Balance, December 31, 2012 and June 30, 2013	**600,000**	**$ 0.50**
Issued	11,000,000	$ 0.05
Issued	40,000	$ 1.00

Balance, December 31, 2013	**11,640,000**	**$**	**0.07**
Issued	51,749,975	$	0.05
Expired	(600,000)	$	0.50
Balance, June 30, 2014	**62,789,975**	**$**	**0.05**

*Post-consolidated 1:10

As at June 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
		62,789,975

Flow-through shares

On June 30 and July 19, 2010, the Company closed private placements of 500,000 (5,000,000 pre-consolidated) and 1,176,471 (11,764,714 pre-consolidated) flow-through shares, respectively, at $2.00 ($0.20 pre-consolidated) per share for gross proceeds of $3,352,943 (Notes 9b (ii) and (v)). The Company recognized a flow-through share premium of $335,294 in the statement of comprehensive loss and a corresponding liability. During the year ended December 31, 2011, the Company renounced the flow-through proceeds of $2,462,043 and reversed the liability to recognize a deferred tax recovery of $263,294. The remaining $890,900 was not spent by the required date of December 31, 2011 and consequently the renunciation for the unspent amount was reversed. As a result of this reversal and the indemnification described in Note 16, the Company is required to pay $550,000 to certain investors.

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; June 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 six months ended June 30, 2014, no stock options were granted.

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

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

Balance, December 31, 2013 and June 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 June 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 June 30, 2014, the Company had a cash balance of $589,221 (December 31, 2013 - $49,959) to settle current liabilities of $847,942 (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.