MASON GRAPHITE INC.

Management's Discussion and Analysis
For the three months ended September 30, 2014

The following Management's Discussion and Analysis ("MD&A") relates to the financial position and results of operations of Mason Graphite Inc. ("we", "our", "us", "Mason Graphite" or the "Company") as at September 30, 2014. This MD&A should be read in conjunction with the condensed interim unaudited financial statements ("Financial Statements) for the three months ended September 30, 2014. This MD&A reports on our activities through November 27, 2014 unless otherwise indicated. The Company's Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Company has consistently applied the accounting policies used in the preparation of its IFRS financial statements, including the comparative figures.

All amounts included in the MD&A are in Canadian dollars, unless otherwise specified. Additional information, including our press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available online under our profile at www.sedar.com.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" which may include, but is not limited to, statements with respect to targeted milestones to achieve development of the Lac Guéret Project, successfully obtaining project financing, the future financial or operating performance of the Company and its projects, the future price of and supply and demand for graphite, the estimation of mineral reserves and resources, the realization of mineral reserves and resources estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new and existing deposits, costs and timing of future exploration, requirements for additional capital, management's belief that the Company will have sufficient funds to meet its obligations and planned expenditures for the ensuing twelve months, government regulation of mining operations, environmental risks, reclamation expenses, the success of mining operations, permitting, economic return estimates and potential upside. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate" or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Readers should not place undue reliance on forward-looking statements.

Forward-looking statements involve 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 the forward-looking statements. Even with the completion of the positive feasibility study, there are no assurances that the Lac Guéret Project will be placed into production. Factors that could affect the outcome include, among others: the actual results of development activities; project delays; inability to raise the funds necessary to achieve the milestones or complete development; general business, economic, competitive, political and social uncertainties; future prices of metals; availability of alternative graphite sources or substitutions; actual graphite recovery; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; the future cost of capital to the Company; possible variations of ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labor disputes and other risks of the mining industry; political instability, terrorism, insurrection or war; delays in obtaining governmental approvals, necessary permitting or in the completion of development or construction activities, as well as those factors discussed in the section entitled "*Risk and uncertainties*". Such forward-looking statements are also based on a number of material factors and assumptions, including: the availability of financing at rates and on terms and conditions otherwise acceptable to the Company; future graphite prices; permitting and development consistent with the Company's expectations; foreign exchange rates; prices and availability of equipment; that contracted parties provide goods and/or services on the agreed timeframes; that the current tax credit receivable from the Quebec government is collected in a timely manner; that on-going contractual negotiations will be successful and progress and/or be completed in a timely manner; and that no unusual geological or technical problems occur. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A and the Corporation disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

1. DESCRIPTION OF BUSINESS AND OVERVIEW

The Company is engaged in the exploration and evaluation of its 100% owned Lac Guéret graphite property located in Québec, Canada. Substantially all of the Company's efforts are devoted to financing and developing this property. There has been no determination whether the Company's exploration and evaluation assets contains mineral reserves which are economically recoverable. The Company has a National Instrument 43-101 compliant mineral resource estimate and a preliminary economic assessment on the Lac Guéret property (NI- 43-101 compliant). Mason Graphite was incorporated under the laws of the Province of Ontario, Canada by Articles of Incorporation dated March 15, 2011.

Mason Graphite Inc. ("Mason Graphite" or the "Company") is subject to the Business Corporations Act (Ontario) and was incorporated March 15, 2011. The Company's head office is located at 3030, Boul. Le Carrefour, Suite 600, Laval, QC, H7T 2P5, Canada and the registered address is 65 Queen Street West, Suite 800, Toronto, Ontario, Canada M5H 2M5.

Lac Guéret Property

Mason Graphite has a 100% interest in the Lac Guéret graphite property consisting of 11,630.34 hectares, located in the Côte-Nord region in northeastern Québec.

Exploration Program and Resources

Mason Graphite initiated in November 2013 its second exploration program at its Lac Guéret graphite property following the completion of the $5 million private placement financing (see press release dated June 28, 2013),. This exploration program consisted of 97 holes totaling 15,108 metres and was designed to pursue three objectives:

- to explore for mineral extensions to the North-East and beyond the defined resource envelope of the GC Zone (18 holes totaling 2,085 metres);
- to explore for mineral continuity within the defined resource envelope of the GC Zone (68 holes totaling 11,323 metres); and
- to conduct exploration drilling on graphite showings on the property outside the areas where drilling was conducted in the past (11 holes totaling 1,700 metres).

The results of the first two objectives of the second exploration program at the Lac Guéret were recently announced (see press release dated July 29 and October 8, 2014), and we expect that the results of analysis of the third objective and a resource update of the Lac Guéret project would be completed and disclosed by the end of 2014.

1. DESCRIPTION OF BUSINESS AND OVERVIEW (continued)

Metallurgical and purification test results

The metallurgical testing of the ore is continuing. After characterizing the metallurgical behavior of the different geological units, work has been started to optimize the concentration process. Work is being done at COREM in Quebec City and Mason has hired the consulting firm Soutex, also of Quebec City, to supervise the test work and help with the design of the process.

On October 21, 2014, the Company announced that a pilot plant test for the Lac Guéret graphite project has been initiated at COREM's research facility in Quebec City. The operations are under the supervision of engineering firm Soutex. The pilot program is planned to operate for at least six week period, during which COREM will test a bulk sample of approximately 60 tonnes of graphite mineralization obtained from Mason Graphite's Lac Guéret property. The average head grade of the bulk sample is 29.1% Cg. The pilot program is designed to test the concentration process developed at the laboratory level by Mason Graphite, COREM and Soutex. Samples collected during the pilot will serve multiple purposes, including:

- Testing of additional processing technologies;
- Characterization for the upcoming environmental impact assessment;
- Testing to create value added products such as spherical graphite used in lithium-ion batteries (these tests will be part of a complete technical study program for value added graphite products); and
- Testing with key potential customers.

The results of the pilot plant program will also be used for the upcoming feasibility study.

Environmental studies

Environmental baseline studies have been carried out since summer 2012. The following environmental components have been characterized and described in summer 2012: climatology, soil quality, surface water quality, sediment quality, groundwater quality, vegetation and wetlands, fish and fish habitats, herpetofauna, archaeological potential and social and economic aspects. In winter, spring and summer 2013, Roche Consulting performed large and small mammal surveys and avifauna surveys. The Environmental Baseline studies report has been completed and results are available in section 20 of the technical report NI 43-101 filed on Sedar on January 17, 2014.

An environmental study will be required to obtain the necessary construction and operation permits. This study is expected to begin during this fourth calendar quarter 2014 and be completed in the third calendar quarter 2015. It is also possible that an environmental baseline study would be required for the new concentrator site in the Baie-Comeau area.

First Nation relations

Following the announcement of July 23, 2014 signing cooperation agreement for the pre-construction period of Lac Guéret project between the Company and the Innu council of Pessamit, the parties have begun discussions to define business opportunities, employment opportunities and training opportunities within the current pre-construction period. In the upcoming months, it is planned to initiate discussion regarding the establishment of an Impact Benefits Agreement (IBA)

Technical studies

On November 17, 2014, the Company announced the preliminary results from a location trade-off study for its Lac Guéret project in Quebec that are expected to optimize the upcoming Feasibility Study with a new proposed concentrator site in the area of Baie-Comeau. The alternate location provides opportunities for the Company to reduce capital and operating costs and improve operational efficiencies. The study

1. DESCRIPTION OF BUSINESS AND OVERVIEW (continued)

was conducted in the third quarter of 2014 by the engineering firm Hatch Ltd. Additional trade-off studies have also been initiated with the aim of further optimizing the project.

Results of the preliminary analysis indicate that relocating the concentrator facility in the vicinity of Baie-Comeau city should represent economic and operational advantages, including: low-cost hydroelectric power, improved access to labour and other managerial and operational efficiencies which, together, should contribute to a reduction in both the project's estimated capital expenditures (CAPEX) and operating costs (OPEX). It is expected that the additional costs incurred to truck the ore from the deposit to the new plant location in Baie-Comeau would be more than offset by the resultant savings. The new plant location is also expected to lead to a reduction in greenhouse gas emissions.

The reductions described hereafter were estimated by evaluating the impact of the location change on the major expense accounts (CAPEX & OPEX), as identified in the Company's Preliminary Economic Assessment (''PEA'') announced in April 2013.

CAPEX and OPEX Reduction Opportunities for Upcoming Feasibility Study

The alternative concentrator location near Baie-Comeau would present the Company with the following opportunities to reduce the CAPEX and OPEX of the Lac Guéret Project:

- The size of the Lac Guéret campsite would be reduced, as it would only need to accommodate the mine workers. Costs reductions are expected from the associated infrastructure and campsite maintenance (accommodation, transportation, catering, insurance, leisure, etc.);
- No campsite would be needed at the new concentrator site due to its proximity to an urban center;
- The new plant location would access Baie-Comeau's existing hydroelectric power infrastructure that is low-cost, and energy efficient; thus alleviating the need for diesel power generation and reducing the overall power costs and greenhouse emissions;

The Company's Management estimates that these adjustments could result in CAPEX reductions of up to 8%, and OPEX reductions of up to 20% in comparison to the results reported in the PEA.

Management & Operational Efficiencies

By relocating the concentration plant, the majority of the Company's workforce would reside in the urban area of Baie-Comeau, closer to family and recreation facilities and would facilitate employees scheduling and commuting to work to the plant. The Company believes that this would positively impact the quality and availability of the potential workforce for the project, as well as improve labour retention. It would also provide easier access to service providers required for maintenance and several other operational services.

Additionally, the new plant location would be near an urban center, which would provide easier access to service providers required for maintenance and several other operational services.

Revised Timeline

Due to trade-off studies and subsequent optimization analyses, the publication of the Feasibility Study is now expected in the second quarter of 2015.

The new plant location that will be considered in the Feasibility Study could require the completion of a new environmental baseline study and an environmental impact assessment will also be required to obtain construction and operation permits. These studies will need to be conducted over a prescribed

1. DESCRIPTION OF BUSINESS AND OVERVIEW (continued)

period of time in order to consider seasonal changes. As such, the Company now expects construction to begin in 2016.

Works related to the feasibility study has begun in November 2014 with Hatch, Soutex and Met-Chem Canada Inc., engineering firms based in Montreal and Québec City. The Company expects to publish the feasibility study in the second quarter of 2015.

Also in preparation for the feasibility study, geotechnical, hydrogeological and hydrological field work are underway at Lac Guéret. The management of these operations is also supervised by Hatch.

CORPORATE MATTERS

Corporate matters - Options and warrants transaction

On October 24, 2014, the Company granted 1,760,000 options to officers, directors and employees of the Company with an exercise price of $0.61.

On October 30, 2014, 14,381,082 warrants and broker warrants expired.

2. RESULTS OF OPERATIONS

Three months ended September 30, 2014, compared with three months ended September 30, 2013

The Company's loss totalled $0.92 million for the three months ended September 30, 2014. This compares with a loss of $0.85 million for the three months ended September 30, 2013. The following significant expenses decreased:

- Salaries and consulting fees decreased by $0.09 million mainly explained by the decline in the number of consultants employed by the Company;
- General office expenses decreased by $0.07 million given the new agreement for the service used at the Company Toronto's office (decrease of $0.05 million) and the move of the Company's headquarters to less expensive office premises ($0.02 million);
- Other income of this quarter was $0.06 million which is coming from the flow through shares premium liability amortization ($nil last year quarter),
- Share-based compensation decreased by $0.17 million, no options were granted during this quarter (985,000 options in 2013)
- Communication and promotion expenses decreased by $0.10 million explained by the visibility promotional campaign put in place during last year quarter.

On the other hand, the following significant expenses increased:

- Foreign exchange loss increased by $0.27 million. Given that the debt is labelled in $US and the foreign exchange rate increase from $US1.00:$CA1.06 to $US1.00:$CA1.12 there has been a loss on foreign exchange;
- Loss of $0.04 million in an associate ($nil last year) as the investment was made in February 2014;

2. RESULTS OF OPERATIONS (continued)

- Finance cost related to the debenture totaled $0.19 million ($nil last year), the convertible debentures were issued in June 2014 and;
- Deferred income tax expenses totaled $0.05 million ($nil last year), In June 2014, the Company reviewed its estimate with respect to the expected manner of recovery of its mining assets, as there are indications that its exploration and evaluation assets would probably be recovered "through use of the assets" rather than "through sale of the assets. Accordingly, the Company started to record a deferred income tax liability with respect to Quebec mining duties and a corresponding deferred taxes expense.

3. SUMMARY OF QUARTERLY RESULTS

	30-Sep-14	30-Jun-14	31-Mar-14	31-Dec-13
	Q4	Q3	Q2	Q1
		(Note 1)		
Loss for the period	$924,397	$2,265,342	$981,960	$1,207,771
Loss per share (basic and fully diluted)	$0.01	$0.01	$0.01	$0.02

	30-Sep-13	30-Jun-13	31-Mar-13	31-Dec-12
	Q4	Q3	Q2	Q1
			(Note 2)	(Note 3)
Loss for the period	$852,767	$1,297,181	$1,477,784	$4,477,651
Loss per share (basic and fully diluted)	$0.01	$0.02	$0.03	$0.09

Note 1: The higher than normal loss is mainly due to the recording during the quarter of a deferred tax expense of $1.3 million.

Note 2: The higher than normal loss is mainly due to the $0.8 million share-based compensation expenses incurred during the quarter which is explained by a large number of options granted.

Note 3: The higher than normal loss is mainly due to the $3.8 million RTO listing and transactions expenses incurred during the quarter.

4. CASH FLOW

Sources and uses of cash	Three months ended September 30, 2014	2013
Cash used in operations prior to changes in working capital	**($524,253)**	($643,662)
Changes in non-cash working capital	**41,554**	145,502
Cash used in operations activites	**(482,699)**	(498,160)
Cash provided by financing activities	**-**	35,720
Cash used in investing activities	**(27,237)**	(676,863)
Effect of foreign exchange rate changes on cash and cash equivalents	**136,000**	-
Change in cash	**($373,936)**	($1,139,303)

4. CASH FLOW (continued)

Operating Activities

For the three months ended September 30, 2014, cash used in operating activities before changes in non-cash working capital was $0.5 million compared to $0.6 million for the same period of last year. The decrease is primarily coming from a decline in the number of consultants employed by the Company ($0.09 million), a decrease of the expenses related to the service used at the Company Toronto's office ($0.05 million), the move of the Company's headquarters to less expensive office premises ($0.02 million) and a decrease of the communication and promotion expenses ($0,1 million). These decrease were partially offset by the increase of the finance costs related to the debentures ($0.12 million). For the three months ended September 30, 2014 and 2013, non-cash working capital increase by $0.4 million and $0.14 million respectively. During the last year quarter, large amounts of sales tax were refund.

Financing Activities

For the three months ended September 30, 2014, cash provided from financing activities was $nil compared to $0.04 million for the same period of last year. During last year's quarter, warrants were exercised.

Investing Activities

For the three months ended September 30, 2014, cash used in investing activities was $0.03 million compared to $0.7 million for the same period of last year. The exploration and evaluation expenditures on the Lac Guéret project during this year's quarter were $0.7 million and are equivalent to last year's quarter expenditures, with the difference that this year, the Company received an amount of $0.7 million for a tax credit related to resource whereas there were none in the previous year's corresponding quarter..

5. FINANCIAL POSITION

	Sept. 30, 2014	June 30, 2014
Cash	**$14,036,206**	$14,410,142
Other current assets	**454,282**	1,110,739
Total current assets	**14,490,488**	15,520,881
Investment in associate	**607,400**	650,700
Exploration and evaluation assets	**23,741,333**	22,694,352
Total assets	**38,839,221**	38,865,933
Total liabilities	**12,680,478**	11,920,206
Equity	**26,158,743**	26,945,727

The decrease of the other current assets is mainly explained by the refund of tax credit related to resource ($0.7 million)

Exploration and evaluation assets: the Company continued to invest into the Lac Guéret project which explains the increase of the exploration and evaluation assets.

Given that the debt is labelled in $US and the foreign exchange rate increase from $US1,00:$CA1,06 to $US1,00:$CA1,12 there has been a total liability increase.

6. LIQUIDITY AND CAPITAL RESOURCES

The Lac Guéret property is in the exploration and evaluation stage and as result the Company has no current source of operating revenue and is dependent on external financing to fund its continued exploration and development program. The company principal sources of funding have been the issuance of equity securities for cash, debt, funds from the government of Quebec with respect to tax credit related to resource based on eligible exploration expenditures and funds obtained from warrants and options exercised.

As at September 30, 2014, the Company had a working capital of $10.6 million. Working capital included cash and cash equivalents of $14 million of which $0.3 million is reserved to eligible expenditures pursuant to a flow-through financing and US$2.5 million is reserved for the next payment to Quinto Mining Corporation.

Management believes that the Company has sufficient funds to meets its obligations and planned expenditures for the ensuing twelve months as they fall due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company's ability to continue future operations and funds its explorations and evaluation activities is dependent on management's ability to secure additional financing in the future, which may be completed in a number of ways including, but not limited to, a combination of strategic partnerships, joint ventures arrangements, project debt finance, royalty financing and other capital markets alternatives. Management will pursue such additional financial sources when required, and while management has been successful in securing financing in the past, there can be no assurance it will be able to do so in the future or that these sources of funding or initiatives will be available for the Company or that they will be available on terms which are acceptable to the Company.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

For a detailed description of the financial instruments and risk management associated with the Company and its activities, please refer to the "Financial Instruments and Risk Management" in the MD&A for the year ended June 30, 2014 and Note 9 to the unaudited condensed interim financial statements for the three months ended September 30, 2014. The Company is not aware of any significant changes to financial instruments and risk management presented on that date.

8. RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition, financing, exploration, evaluation, development and operation of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward–looking information relating to the Company.

For a detailed description of the risk factors associated with the Company and its activities, please refer to the "Risks and Uncertainties" in the MD&A for the year ended June 30, 2014 and Note 9 to the unaudited condensed interim financial statements for the three months ended September 30, 2014. The Company is not aware of any significant changes to the risk factors presented by that date.

9. COMMITMENTS

During the year ended June 30, 2013, the Company entered into flow-through share subscription agreements, whereby it agreed to renounce to investors a total of $4,490,000 of qualifying Canadian Exploration Expenses as described in the Income Tax Act of Canada, with an effective date of December 31, 2013. The Company is committed to incur the expenditures on or before December 31, 2014. The Company has indemnified subscribers of flow-through shares against tax related amounts that may become payable if the Company does not meet its flow-through shares expenditure commitments. The Company will be required to pay an interest penalty of approximately 1% per year on the unspent amount between February 28, 2014 and December 31, 2014. As at September 30, 2014, the Company had a commitment of $0.3 million.

On June 11, 2014, the Company completed a private placement through the issuance of the convertible debentures for aggregate gross proceeds of $4,150,000. As required under the terms of this financing, an amount of US$2,500,000 was reserved for the next payment to Quinto Mining Corporation regarding the Lac Guéret property.

10. OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this MD&A, the Company did not have any off-balance sheet arrangements.

11. PROPOSED TRANSACTIONS

There is no proposed transaction of a material nature being considered by the company.

12. RELATED PARTY TRANSACTIONS

During the three months ended September 30, 2014 and, 2013, the Company entered into the following transactions with related parties:

- Incurred rent and administration expenses with Copper One Inc. of $nil (2013: $37,137) with respect to the Company's Montréal office (a Company's director is related to the party).
- Incurred rent expenses with Lacroix Gascon, s.e.n.c., avocats of $13,504 (2013: $nil), respectively, with respect to the Company's Laval office (a Company's officer is related to the party)
- Incurred professional fees and labour expenditures to Gestion GBG Inc. of $7,798 (2013: $65,132) to a payroll services company controlled by the spouse of a director and officer of the Company.
- Incurred rent and other office overhead expenses to 2227929 Ontario Inc. of $30,000 (2013: $75,000) with respect to the Company's Toronto office (a Company director is related to the party).
- Incurred consulting fees with Forbes & Manhattan Inc. of $nil (2013: $75,000) (a Company's director is related to the party).

As at September 30, 2014, the balance due to the related parties amounted to $437,200. The amounts outstanding are non-interest bearing, unsecured and due on demand.

12. RELATED PARTY TRANSACTIONS (continued)

The remuneration of directors and key management personnel during the period was as follows:

	Three months ended September 30, 2014	2013
Salaries, consulting fees & other benefits	**$245,325**	$208,708
Directors' fees	**31,103**	26,875
Share-based compensation - Management	**69,977**	196,937
Share-based compensation - Director	**21,722**	62,013
	$368,127	$494,533

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

13. OUTSTANDING SHARE DATA

As of November 27, 2014, the Company has:

a) 85,786,034 common shares issued and outstanding;

b) 16,947,937 warrants and broker warrants outstanding with expiry dates ranging between June 28, 2015 and June 11, 2016, with exercise prices ranging from $0.60 to $0.91 (weighted average exercise price: $0.77). If all the warrants and broker warrants were exercised, 17,800,134 shares would be issued for proceeds of $13,720,640;

c) 7,970,000 options outstanding with expiry dates ranging between April 23, 2018 and October 24, 2019 with exercise price from $0.38 to $0.61 (weighted average price: $0.58). If all the options were exercised, 7,970,000 shares would be issued for proceeds of $4,634,300;

d) A $4,150,000 Debenture is convertible into common shares at a conversion price of $0.845 maturing June 11, 2019. If the Debenture were converted, 4,911,243 shares would be issued;

e) 9,340,473 Escrow shares outstanding.

14. MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this MD&A, including the condensed interim financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

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 this certificate are not making any representations relating to the establishment and maintenance of:

- controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company 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
- 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 Company's GAAP

The Company'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 this 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.

15. APPROVAL

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Audit Committee meets quarterly with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders. The Board of Directors has approved the unaudited condensed interim financial statements for the three months ended September 30, 2014 and the disclosure contained in this MD&A.

16. SUBSEQUENT EVENTS

On October 24, 2014, the Company granted 1,760,000 options to officers, directors and employees of the Company with an exercise price of $0.61.

On October 30, 2014, 14,381,082 warrants and broker warrants expired.