



**Innovative, sustainable** engineering

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE THREE AND SIX MONTHS ENDED NOVEMBER 30, 2014**

**GEOMEGA RESOURCES INC.**  
**INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

The following Interim Management's Discussion and Analysis ("MD&A") of the financial condition and the results of operations of Geomega Resources Inc. (the "**Company**" or "**GéoMégA**") should be read in conjunction with the Company's unaudited condensed interim financial statements and related notes for the three and six month period ended November 30, 2014 and with the Company's audited financial statements and accompanying notes for the year ended May 31, 2014. The financial statements for the three and six months ended November 30, 2014 have not been audited or reviewed by the Company's auditor and have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including IAS 34 – Interim Financial Reporting. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. The information presented in this MD&A is dated January 23, 2015. All amounts presented are in Canadian dollars.

The Company's common shares are traded on the TSX Venture Exchange under the symbol **GMA** and 56,989,560 common shares were outstanding as of January 23, 2015. Additional information is available through [www.sedar.com](http://www.sedar.com) or [www.ressourcesgeomega.ca](http://www.ressourcesgeomega.ca)

Our MD&A contains **forward-looking statements** not based on historical facts. Forward-looking statements express, as of the date of this report, our estimates, forecasts, projections, expectations and opinions as to future events or results. Forward-looking statements herein expressed are reasonable, but involve a number of risks and uncertainties, and there can be no guarantee that such statements will prove to be accurate. Therefore, actual results and future events could differ materially from those anticipated in such statements. Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements include, but are not limited to: economic conjuncture, fluctuations in the market price of precious metals, mining industry risks, uncertainty as to the calculation of mineral reserves and requirements of additional financing and the capacity of the Company to obtain financing.

**GOING CONCERN**

The Company is engaged in the acquisition, exploration and evaluation of mining properties in Quebec and does not generate any operating revenue. The Company's financial success may come from either the economic viability of the Montviel project (rare earths production), development and utilization of the physical separation process (ore, recycling products and royalties) and from a gold deposit discovery (Anik project). Any funding shortfalls may be met in the future in a number of ways, including but not limited to, the issuance of new equity or debt financing. While management has been successful in securing financing in the past, there can be no guarantee that it will be able to do so in the future.

**GEOMEGA RESOURCES INC.  
INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

**COMPANY PROFILE AND MISSION**

GéoMégA is a mineral exploration and evaluation company focused on the discovery and sustainable development of economic deposits of metals in Québec. GéoMégA is committed to meeting the Canadian mining industry standards and distinguishing itself with innovative engineering, stakeholders' engagement and dedication to local transformation benefits.

**OVERALL PERFORMANCE**

**Quarter summary ended November 30, 2014 and recent developments**

*Annual meeting of shareholders (Montreal, September 17, 2014)*

- On September 17, 2014, shareholders voted in favor of :
  - i. Re-elect the following directors: Simon Britt, Paul-Henri Couture, Gilles Gingras, Patrick Godin, Denis Hamel, Mario Spino and Réjean Talbot;
  - ii. Re-appointment of PricewaterhouseCoopers, LLP, Chartered Accountants as auditors for the ongoing year;
  - iii. Re-approval of the 10% rolling stock option;
  - iv. Approve the shareholders rights plan of the Company.
- Following the Annual Meeting, the directors granted to directors, officers and employees a total of 710,000 stock options at an exercise price of \$0.26 under the terms of the Company's stock option plan.

*Gold property - Anik (100% interest)*

- On September 4 and 30, 2014, the Company announced the discovery of new gold showings defining mineralized corridor over 600 meters.
- On November 11, 2014, the Company announced the beginning of a 3,000 meter initial diamond drilling campaign.
- On January 19, 2015, the Company announced the first results of its initial drilling campaign in which 17 drill holes for 3,837 meters was completed.

*Private placements*

- In November 2014, the Company completed a private placement and issued 4,528,277 units at a price of \$0.18 per unit and issued 2,000,000 flow-through shares at a price of \$0.25 for respectively \$815,090 and \$500,000. Each unit consists of one common share and one-half warrant. Each whole warrant entitles its holder to acquire one additional common share at a price of \$0.25 per share until November 20, 2016 at the latest.

**GEOMEGA RESOURCES INC.  
INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

*Rare earth element project – Montviel (100% interest)*

- On January 14, 2015, the Company announced the reception of a customized reactor (the “reactor”) ore at its National Research Council Canada (“NRC”) laboratory facility and successful conclusion of the energy balance optimization which allows anticipating the processing of Montviel ore in a REE concentrate using less than 60 MW of power.

*Corporate*

- On January 23, 2015, the Company nominated Mr. Derek Lindsay as Chief Financial Officer and granted to an officer and to employees a total of 100,000 stock options at an exercise price of \$0.14 under the terms of the Company’s stock option plan.

**SUMMARY OF ACTIVITIES**

**1. Rare earth element project - Montviel (100% interest)**

Montviel benefits from permanent access, public infrastructure and skilled labour in the immediate project area. The project is located approximately 100 km north of Lebel-sur-Quévillon and 45 km west of the Cree First Nation of Waswanipi in the urbanized southern part of Northern Québec. The property carries a 2% net output royalty to NioGold Mining Corporation (TSX: NOX.V).

Montviel is a 32 km<sup>2</sup> alkaline intrusive system hosting carbonatite intrusions with significant rare earth elements (“REE”) and niobium mineralizations. The initial NI 43-101 resource estimate was published in September 2011. As of today, the Company has completed 95 drill holes for almost 39,000 meters and has defined the mineralized ferro-carbonatite over a length of 900 meters (NE-SW), a width of 650 meters (NW-SE) and a depth of 750 meters.

**1.1. Quarter summary**

The Company successfully completed the final step in simplifying the Montviel project with the energy balance optimization to process the ore into a REE concentrate. The Company anticipates a process using less than 60 MW of power while maintaining high REE recoveries. This should allow for the construction of a small capacity power line (wooden posts) to be connected to the Hydro-Quebec distribution network and translates into material savings in both time and spending.

On January 14, 2015, the Company announced the reception of a customized reactor to enable bench scale production of REE concentrate from Montviel ore at its NRC laboratory facility. The REE concentrate produced will solidify the process REE recovery numbers and provide sufficient quantities for separation and quality certification testing. The bench scale production will begin once the installation and calibration of the reactor is completed.

**GEOMEGA RESOURCES INC.  
INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

**1.2. Updated NI 43-101 compliant resource estimate**

The updated NI 43-101 compliant resource estimate will account for the additional 26,000 meters of diamond drilling which defined the Core zone and heavy rare earth zone and will reflect an underground (ramp access) mining scenario.

The updated NI 43-101 resource estimation is waiting for the cut-off grade which is determined by the operating costs that will be included in the Preliminary Economic Assessment ("PEA").

**1.3. Preliminary Economic Assessment**

The PEA will include the following assumptions:

- Mine design to use an underground approach via ramp access with paste backfill minimizing the environmental impacts;
- Initial annual production in the range of 2,000 tonnes of neodymium oxides;
- Project energy would be provided by the Hydro-Québec distribution grid;
- Concentrate base case of REE;
- Separation opportunity with the process in development.

With the successful conclusion of two years of hydrometallurgical process design and optimization to produce REE concentrate, the focus is currently on niobium beneficiation with the available five MW of power. Once the bench scale REE concentrate produced from Montviel is certified by the qualified persons involved in the PEA, the Company will provide a time table for its disclosure.

**1.4. Environmental geochemistry**

The Company continues the geological and geochemical characterization of the Montviel alkaline intrusions. A total of fifteen additional samples, representing five lithologies, were subject to static tests in order to characterize the geochemical behavior of waste rock from the property. These tests included three lithological units which are subject to geochemical characterisation for the first time.

**1.5. Physical Separation of rare earths (patent pending)**

Based on the free flow electrophoresis technology, GéoMégA's proprietary REE physical separation process has the potential to reduce the capital required to build separation facilities compared to conventional techniques (i.e. fractional precipitation, ion exchange and solvent extraction), optimize REE recovery and improve the environmental performance of operations. The process uses no organic solvent which should have a very positive impact on the mitigation of environmental risks in addition to reducing operating costs.

Electrophoresis is the migration of charged species (ions, proteins, particles) in solution in the presence of an electrical field. Each ion moves toward the electrode of opposite electrical polarity. For a given set of solution conditions and electrical field intensity, the migration velocity depends on a characteristic

**GEOMEGA RESOURCES INC.**  
**INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

number called the electrophoretic mobility. The electrophoretic mobility is directly proportional to the charge and the size ratio of the ion.

On August 22, 2014, the Company received the international search report ("ISR") and written opinion ("WO") from the Canadian Intellectual Property Office regarding the twenty-five claims stated in the *System and method for separation and purification of dissolved rare earth/precious metals elements/compounds* (the "Separation process") patent application.

The ISR and WO concluded positively on the novelty, inventive activity and industrial application of the Separation process and twenty-three claims are deemed patentable. The Company is moving forward with the National phase applications in multiple key jurisdictions.

**1.6. Outlook next twelve months**

- Updated NI 43-101 compliant resource estimate;
- NI 43-101 compliant Preliminary Economic Assessment;
- Patent approval (Canada + others);
- Separation tests on Montviel concentrate;
- Separation tests on recycled waste concentrate;
- Preliminary estimate of operating costs of the separation process;
- Prototype financing.

**2. Gold property - Anik (100% interest)**

Anik benefits from permanent access, public infrastructure and skilled labour in the immediate project area. The Anik property is located 40 km south of the town of Chapais, Québec, in the southern, developed part of northern Québec.

**2.1. Quarter summary**

Following the discovery of the ORBI showing, the Company identified two new gold showings (Mirador and Bobby) which define a gold corridor of 600 meters.

The Mirador showing, located 220 meters NE of the ORBI showing, returned anomalous grades ranging between 0.10 g/t and 0.74 g/t Au within a metric scale shear zone. In addition, three samples returned grades of 1.38 g/t, 3.16 g/t and 11.35 g/t Au from centimeter scale quartz-tourmaline veins. The Bobby showing, located 350 meters to the SW of the ORBI showing, returned grades of 0.51 g/t Au over 1.0 meter and 1.35 g/t Au over 1.0 meter from channel sampling targeting quartz stockwork (network of veinlets) mineralized in pyrite within a sedimentary unit. The area outlined by the three (3) recently identified showings, define an anomalous vector for gold mineralization stretching over 600 meters.

**GEOMEGA RESOURCES INC.**  
**INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

In order to improve the understanding of the gold bearing area, a geophysical study of 20 linear kilometers including induced polarization (IP) and a high definition ground magnetics survey were completed in September, 2014. Combined with the geophysical studies, a Mobile Metal Ions (MMI) soil sampling was completed at 100 meter spacing over the entire grid and at 50 meters spacing in areas already showing geological or geophysical anomalies. These surveys allowed the Company to identify several other drilling targets.

In November, 2014, an initial drilling program began (Phase 1) in order to investigate the extensions to the mineralized showings and as well to test several regional targets. The drilling campaign is currently ongoing. To date, 17 drills holes have been completed for 3,837 meters. Over 2,775 samples were sent for analysis.

Of the fourteen first drill holes that have been compiled, six (6) investigated the showings (Bobby, ORBI and Mirador) and eight investigated regional targets having combined geophysical and/or geochemical anomalies (soils). The following table summarizes the Phase 1 significant intersections.

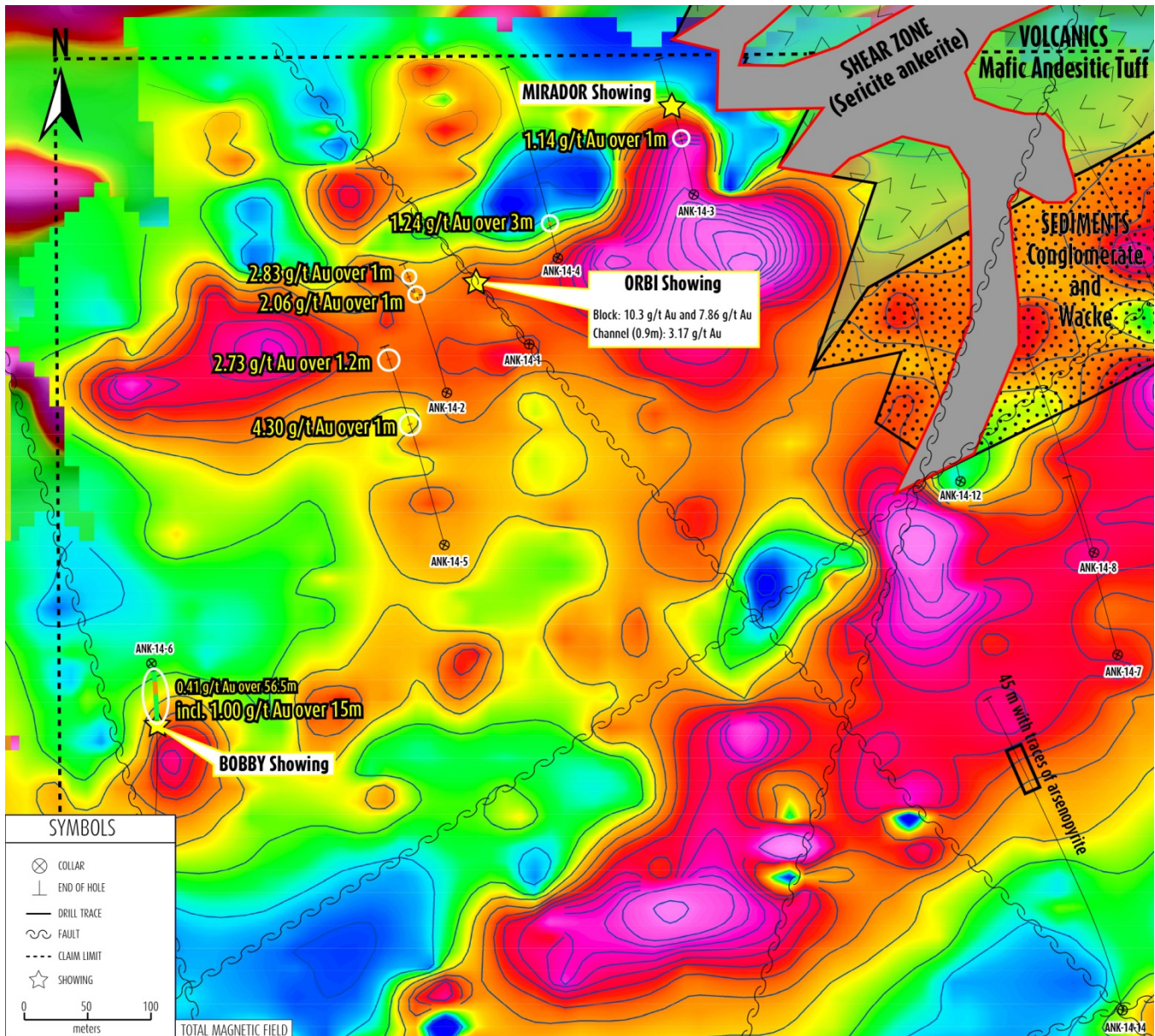
**Phase 1: Significant intersections**

Drill holes	Target	Azimuth/Dip	From (m)	To (m)	Length <sup>1</sup> (m)	Au (g/t)
AK-02	ORBI / Trench 35-S	N345°/-45°	110.0	115.0	5.0	0.72
			incl. 114.0	115.0	1.0	2.06
			131.5	132.5	1.0	2.83
AK-03	Mirador	N345°/-45°	64.0	65.0	1.0	1.14
AK-04	ORBI	N345°/-45°	38.0	41.0	3.0	1.24
AK-05	Trench 35-S	N345°/-45°	135.0	136.0	1.0	<b>4.30</b>
			207.0	208.2	1.2	2.73
AK-06	Bobby	N165°/-45°	9.0	65.5	<b>56.5</b>	0.41
			incl. 21.0	36.0	<b>15.0</b>	1.00
1. True width is estimated between 70 and 90% of core length.						

All gold mineralized intersections of drill holes AK-14-02 to AK-14-06 presented silicified metric intervals with veins and veinlets of quartz mineralized in pyrite within shear corridors with alterations in sericite, ankerite and locally fuchiste. The shear corridors can crosscut sedimentary units, mafic volcanics, gabbros and diorites. The width of those corridors ranges from a few meters to several tens of meters. The regional targets have returned no significant value (less than 0.50 g/t Au).

**GEOMEGA RESOURCES INC.  
 INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS  
 FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

**Phase 1 Drill hole map**



**2.2. Gold Discovery**

Exploration work on the property began in Spring 2014 with the undertaking of a heliborne high definition magnetic survey, followed by the first mapping program and a geological reconnaissance campaign. Over 200 till samples and 956 lithological samples were sent for gold analysis. The results of this first investigation led to the discovery of the ORBI showing, a 4 m<sup>3</sup> block (subcrop) that returned assays of 10.30 g/t, 8.03 g/t and 7.86 g/t Au.



**GEOMEGA RESOURCES INC.  
INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

**2.3. Mining claims acquisitions**

On August 26, 2014, the Company signed a purchase and sale agreement to acquire one mining claim located in the North-East of Anik property for \$2,000 in cash and 30,000 common shares of the Company.

On September 22, 2014, the Company signed a purchase and sale agreement to acquire six mining claims located in the surrounding area of Anik property for \$2,000 in cash and 30,000 common shares of the Company.

**2.4. Quarter summary and outlook next six months**

The outlook for the next six months includes the achievement of the following steps:

- Termination of the first drilling campaign;
- Interpretation and disclosure of the first drilling campaign results;
- Preparation of the next exploration phase.

**3. Gold property – McDonald (100% interest)**

The McDonald property is located 30 km east of the Montviel property and consists of 207 claims. In August 2012, the geological reconnaissance and prospecting work completed at the property identified lithologies and alterations favorable to gold mineralization. As a result of this work, one sample returned 6.42 g/t Au from a mineralized sedimentary unit. No other significant results were obtained after resampling. During the Summer of 2014, a geological reconnaissance program of few days resulted in 43 lithological samples and 29 till samples being collected in areas that required work in order to renew the mining claims. The results of this short investigation identified gold anomalies (<1.0 g/t Au) within a field of erratic blocks. A high definition heliborne magnetic survey of 642 linear km (approximately 25 km<sup>2</sup>) was completed in December 2014. This survey will allow the Company to renew the mining claims in several areas presenting good potential for gold mineralization but as well to better define exploration targets for any future ground investigations. A full exploration and mapping program is needed in order to pursue the investigation of the property.

**EXPLORATION AND EVALUATION RESULTS**

**Rare earths project - Montviel (100% interest)**

During the three and six months ended November 30, 2014, the Company incurred respectively \$213,003 and \$682,403 (before tax credits netof respectively \$31,338 and \$54,112) in exploration and evaluation ("E&E") expenditures capitalized in relation to the Montviel property (versus \$625,142 and \$1,159,796 in 2013).

**GEOMEGA RESOURCES INC.**  
**INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

<b>Montviel - Exploration</b>	<b>Three Months Ended November 30,</b>		<b>Six Months Ended November 30,</b>		<b>Cumulative to date \$</b>
	<b>2014 \$</b>	<b>2013 \$</b>	<b>2014 \$</b>	<b>2013 \$</b>	
Assays and drilling	<b>5,260</b>	157,233	<b>11,490</b>	157,623	4,579,026
Geology	<b>32,178</b>	118,113	<b>119,832</b>	313,401	2,851,611
Mineralogy and metallurgy	<b>4,210</b>	-	<b>4,210</b>	-	721,944
Transport and lodging	<b>12,847</b>	37,088	<b>46,665</b>	47,060	903,594
Geophysics and geochemistry	-	-	-	-	172,064
Depreciation of property and equipment	<b>8,584</b>	48,827	<b>42,286</b>	97,517	561,379
Taxes, permits and insurances	<b>2,541</b>	3,372	<b>3,436</b>	12,848	82,125
<b>Total Exploration</b>	<b>65,620</b>	364,633	<b>227,919</b>	628,449	9,871,743

<b>Montviel - Evaluation</b>	<b>Three Months Ended November 30,</b>		<b>Six Months Ended November 30,</b>		<b>Cumulative to date \$</b>
	<b>2014 \$</b>	<b>2013 \$</b>	<b>2014 \$</b>	<b>2013 \$</b>	
Market study	<b>7,202</b>	-	<b>21,540</b>	6,579	134,498
Mine design	<b>10,725</b>	-	<b>47,398</b>	7,602	403,975
Hydrogeology, geochemistry, geotechnical and geomechanical	<b>41,589</b>	60,317	<b>105,338</b>	130,273	578,725
Environmental baseline	-	4,765	<b>11,800</b>	27,814	254,541
Infrastructure	<b>3,465</b>	-	<b>19,635</b>	1,196	107,599
Tailings pond	-	-	-	14,576	121,619
Metallurgy and processing	<b>19,014</b>	74,454	<b>146,892</b>	153,180	809,389
Separation process	<b>48,303</b>	114,526	<b>64,621</b>	179,369	585,185
Other	<b>17,085</b>	6,447	<b>37,260</b>	10,758	40,384
<b>Total Evaluation</b>	<b>147,383</b>	260,509	<b>454,484</b>	531,347	3,035,915
<b>Total Exploration and Evaluation expenditures capitalized</b>	<b>213,003</b>	625,142	<b>682,403</b>	1,159,796	12,907,658

The exploration and evaluation activities performed during the three and six months ended November 30, 2014 have allowed the Company to continue gathering valuable information for the Montviel PEA, the environmental and social impact assessment study and the metallurgical optimization of the flow sheet process.

**GEOMEGA RESOURCES INC.**  
**INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

**Gold property - Anik (100% interest)**

For the three and six months ended November 30, 2014, exploration and evaluation expenses related to the Anik property amounted to respectively \$441,077 and \$685,897 (versus \$503 and \$17,414 in 2013).

	Three Months Ended November 30,		Six Months Ended November 30,		Cumulative to date \$
	2014 \$	2013 \$	2014 \$	2013 \$	
<b>Anik - Exploration</b>					
Salary, geology and prospection	156,683	503	291,453	13,799	378,117
Lodging and travel expenses	69,869	-	113,744	527	140,171
Geophysics	32,688	-	32,688	-	162,179
Analysis	63,143	-	103,372	1,797	131,436
Drilling	88,508	-	88,508	-	88,508
Supplies and equipment	28,968	-	53,999	844	74,076
Taxes, permits and insurance	1,218	-	2,133	447	2,858
<b>Anik - Exploration</b>	<b>441,077</b>	<b>503</b>	<b>685,897</b>	<b>17,414</b>	<b>977,345</b>

The exploration activities performed during the three and six months ended November 30, 2014 were mainly incurred for geological surveys, drilling, analysis, prospecting and sampling in order to continue the property exploration.

**Gold property - McDonald (100 % interest)**

For the three and six months ended November 30, 2014, exploration and evaluation expenses related to the McDonald property amounted to respectively \$31,607 and \$36,072 (versus \$Nil and \$1,597 in 2013).

	Three Months Ended November 30,		Six Months Ended November 30,		Cumulative to date \$
	2014 \$	2013 \$	2014 \$	2013 \$	
<b>McDonald - Exploration</b>					
Salary, geology and prospection	121	-	2,790	1,312	59,265
Lodging and travel expenses	-	-	393	-	7,079
Geophysics	31,486	-	31,486	-	31,486
Analysis	-	-	1,221	-	12,582
Supplies and equipment	-	-	182	285	8,123
Taxes, permits and insurance	-	-	-	-	433
<b>McDonald - Exploration</b>	<b>31,607</b>	<b>-</b>	<b>36,072</b>	<b>1,597</b>	<b>118,968</b>

The exploration and evaluation activities performed during the three and six months ended November 30, 2014 were mainly incurred for geological surveys, analysis, prospecting and sampling.

**GEOMEGA RESOURCES INC.  
INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

**Other properties**

For the three and six months ended November 30, 2014, exploration and evaluation expenses for the Company's other properties amounted to \$492 (\$12,744 in 2013).

*Geological information presented herein was prepared and summarized by Alain Cayer, Geo, M.Sc., VP Exploration and, qualified person pursuant to National Instrument 43-101.*

**RESULTS OF OPERATIONS**

For the three months ended November 30, 2014, the Company incurred a loss of \$647,662 (versus \$186,360 in 2013). The increase of \$461,302 is mainly related to the following factors:

- Increase in exploration and evaluation expenses of \$361,716 (2014 - \$362,423 vs 2013 - \$707) related to the exploration work performed on the Anik property;
- Increase in travel, conference and investor relations of \$48,514 (2014 - \$67,120 vs 2013 - \$18,606) related to more activities with investors.

For the six months ended November 30, 2014, the Company incurred a loss of \$1,213,178 (2013 - \$387,632). The increase of \$825,546 is mainly related to the following factors:

- Increase in exploration and evaluation expenses of \$582,153 (2014 - \$613,908 vs 2013 - \$31,755) related to the exploration work performed on the Anik property;
- Increase in salaries, employee benefits and share-based compensation of \$50,324 (2014 - \$356,266 vs 2013 - \$305,942) mainly related to the non-cash share-based compensation expense recorded in 2014 of \$62,048 compared to a recovery of \$12,969 in 2013;
- Increase in travel, conference and investor relations of \$89,041 (2014 - \$111,326 vs 2013 - \$22,285) related to the corporate activities with investors ;
- Decrease in finance costs of \$63,123 (2014 - \$15,971 vs 2013 - \$79,094) mainly related to the financial fees of \$62,188 for the SIDEX debt repaid in July 2013;
- Decrease of recovery of deferred income taxes of \$89,415 (2014- \$114,018 vs 2013 - \$203,433) related to the amortization of the flow-through share liability of the Company.

**SUMMARY OF QUARTERLY RESULTS**

	2015		2014				2013	
(in thousands of dollars, except for per share amounts)	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenues	3	6	1	6	10	1	1	-
Loss and comprehensive loss	647	566	567	276	186	201	370	352
Loss per share – basic and diluted	0.01	0.01	0.005	0.005	0.01	0.01	0.01	0.01

**GEOMEGA RESOURCES INC.**  
**INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

The main variations in the quarterly results from the comparable period are explained as follows:

<b>2015-Q2</b>	Increase in exploration and evaluation expenses of \$361,716 related to the exploration work performed on Anik property;
<b>2015-Q1</b>	Increase in exploration and evaluation expenses of \$220,437 related to the exploration work performed on the Anik property;
<b>2014-Q4</b>	Increase of exploration and evaluation expenses of \$55,496, lower impairment of exploration and evaluation assets of \$123,895 and decrease of the amortization of flow-through share liability of \$109,397;
<b>2014-Q3</b>	Decrease of \$121,347 in salaries, employee benefits and share-based compensation and increase of \$144,983 of flow-through share related income;
<b>2014-Q2</b>	Decrease of \$204,426 in salaries, employee benefits and share-based compensation, lower professional fees of \$178,125 and reduction of exploration and evaluation expenses of \$100,204;
<b>2014-Q1</b>	Reduction of exploration and evaluation expenses of \$98,707 and a decrease of \$201,848 in salaries, employee benefits and share-based compensation;
<b>2013-Q4</b>	Impairment of mining properties of \$267,836 offset by a flow-through share related income of \$181,155 and a recovery of deferred income tax of \$ 40,608;
<b>2013-Q3</b>	Increase in salaries, employee benefits and shared-based compensation of \$212,703 and income related the reduction of the flow-through share liability of \$184,705.

**LIQUIDITY AND CAPITAL RESOURCES**

As at November 30, 2014, the Company had cash and cash equivalents of \$1,891,130, current tax credits receivable of \$77,000 and non-current tax credits receivable of \$231,982 (May 31, 2014, \$2,399,775, \$433,674 and \$92,092 respectively). The Company had working capital of \$1,731,592 (\$2,322,137 as of May 31, 2014) of which \$265,321 is reserved for the flow-through expenses to be incurred before December 31, 2015.

Management considers the working capital insufficient to meet the Company's obligations and budgeted expenditures through November 30, 2015. Consequently, management must secure additional funding to ensure timely exploration and evaluation of its properties (Montviel and Anik) and pay for general and administrative costs. Global economic uncertainty remains and contributes to the volatility in the capital markets, which makes equity financings for exploration companies difficult. Any funding shortfalls may be met in the future in a number of ways including but not limited to the issuance of new equity or debt financing. While management has been successful in securing financing in the past, there can be no guarantees that it will be able to do so in the future, or that any source of funding or initiatives will be available on reasonable terms to the Company. Note 1 of the condensed interim financial statements for the three and six months ended November 30, 2014 reflects this uncertainty.

**GEOMEGA RESOURCES INC.  
 INTERIM MANAGEMENT’S DISCUSSION AND ANALYSIS  
 FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

*Private placements*

In November 2014, the Company completed a private placement and issued 4,528,277 units at a price of \$0.18 per unit for gross proceeds of \$815,090. Each unit consisted of one common share and one-half warrant. Each warrant entitles its holder to acquire one common share of the Company at a price of \$0.25 until November 20, 2016.

On November 20, 2014, the Company completed a brokered flow-through private placement and issued 2,000,000 flow-through shares at a price of \$0.25 for gross proceeds of \$500,000. The Company paid a cash commission of \$40,000 to the broker and issued 160,000 non-transferable broker options allowing the holder to acquire one common share of the Company at a price of \$0.25 until November 20, 2016. In connection with this flow-through financing, the Company must incur \$500,000 in qualifying exploration expenditures before December 31, 2015 and as the date of this report, the Company has incurred the totality of the exploration expenditures in connection with this financing.

The private placements will be use for the drilling campaign of the Anik gold property and for the working capital of the Company.

*Tax credits receivable*

On September 16, 2014, the Company received a reimbursement of \$299,899 for its credit on duties refundable for losses for the year ended May 31, 2012.

**ADDITIONAL INFORMATION**

*Outstanding Shareholders’ Equity Data:*

As of January 23, 2015, the following are outstanding:

	As of November 30, 2014	Issuance	Expiration	As of January 23, 2015
Common Shares	56,989,560		-	56,989,560
Stock options	3,455,000	100,000	-	3,555,000
Warrants	7,079,254		(121,950)	6,957,304
Broker options	424,167		-	424,167

**GEOMEGA RESOURCES INC.  
INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND SIX MONTH PERIODS ENDED NOVEMBER 30, 2014**

**RISK AND UNCERTAINTIES**

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled " Risk and Uncertainties" in the Company's management's discussion and analysis for the fiscal year ended May 31, 2014 available on SEDAR at [www.sedar.com](http://www.sedar.com).

**CRITICAL ACCOUNTING POLICIES, ESTIMATES, JUDEMENTS AND ASSUMPTIONS**

The preparation of financial statements in conformity with IFRS requires Management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. There is a full disclosure and description of the Company's critical accounting policies, estimates, judgments, assumptions in the financial statements as at May 31, 2014, Notes 1, 2, 3 and 4, available at [www.sedar.com](http://www.sedar.com).

**INTERNATIONAL FINANCIAL REPORTING STANDARDS**

The accounting policies applied by the Corporation in the unaudited condensed interim financial statements for the three and six months ended November 30, 2014, are consistent with those applied by the Company in the audited financial statements for the year ended May 31, 2014, except for the change in accounting policies outlined in Note 2 to the November 30, 2014, unaudited condensed interim financial statements.

**MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION**

The Company's financial statements are the responsibility of the Company's management. The financial statements were prepared by the Company's management in accordance with IFRS. The financial statements include certain amounts based on the use of estimates, judgements and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects. The condensed interim financial statements have been approved by the board of directors based on the estimates, judgements and assumptions as presented by management and the certifications by the CEO and CFO.