

Terra Nova Energy Ltd.

Management's Discussion and Analysis (MD&A)

For the six months ended January 31, 2015

The following information, prepared as of March 27, 2015, should be read in conjunction with the condensed interim consolidated financial statements of Terra Nova Energy Ltd. (the "Company" or "Terra Nova") for the six months ended January 31, 2015, together with the audited consolidated financial statements of the Company for the year ended July 31, 2014 and the accompanying management's Discussion and Analysis (the "Annual MD&A") for that fiscal year. The referenced condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars (\$) or Australian dollars (A\$) unless otherwise indicated.

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, and in particular, the "Outlook" section contains forward-looking statements. These forward-looking statements include without limitation: statements about the Company's exploration plans and outlook; interpretations and discussion of seismic, drilling and well testing results and financing obligations with regard to future exploration of the petroleum exploration licences or properties owned by, or, under option to the Company. As such, all forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. Information concerning the interpretation of seismic, drilling or well testing results may also be considered a forward-looking statement as such information constitutes a prediction of what hydrocarbons might be found to be present if and when hydrocarbons are discovered and recovered in economic quantity.

It is important to note that unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of March 27, 2015. Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Such risks and other factors include, among others, risks related to the integration of acquisitions or new discoveries, if any; risks related to operations; actual results of current exploration activities; actual results of current reclamation activities, if any; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of hydrocarbons; accidents, labour disputes and other risks of the oil and gas exploration industry; delays in obtaining governmental approvals or financing or in the completion of wells or integration with hydrocarbon collection infrastructure, as well as those factors discussed in the section entitled "Risk Factors" appearing elsewhere herein. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize; and subject to applicable laws, the Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see **Risks and Uncertainties**.

General

Terra Nova Energy Ltd. was incorporated under the British Columbia Business Corporations Act. The Company's principal business is the acquisition and exploration of petroleum and natural gas properties. The Company's shares trade on the TSX Venture Exchange (the "TSX-V") under the symbol "TGC", the Frankfurt Stock Exchange under the symbol "GLTN" and the OTCQX marketplace under the symbol "TNVMF". The Company's corporate head office is located at Suite 880, 580 Hornby Street, Vancouver, British Columbia, Canada.

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Highlights

1. On August 6, 2014, the Company announced that it had begun the reprocessing of the Wingman 3D seismic survey that was acquired on PEL 444. The Company decided to reprocess the Wingman 3D seismic survey based on new information discovered while integrating field data from the Charo-Snatcher field located approximately 21 km South-East of the Wingman Survey. The reprocessing of Wingman and integration with Charo-Snatcher was completed on September 3, 2014 and the Company began the process of interpreting the data. On November 21, 2014, the Company announced that interpretation of the data has been completed and the Company identified six prospective geological features that appear suitable for drilling exploratory wells. On March 30, 2014, the Company announced that it has completed the heritage clearances and environmental assessments required for the upcoming drilling campaign and is applying for site preparation approval as well as drilling permits. The drilling campaign is anticipated to commence at the end of calendar Q2 2015 on PEL 444. The Company plans on drilling up to two wells in the upcoming drilling campaign.
2. On September 23, 2014, the Company announced that it issued a request for proposal from qualified firms to provide drilling services for up to five wells on PEL 444. On October 17, 2014, the Company signed a letter of intent with Hunt Energy and Mineral Pty. Ltd. (Hunt) with regard to a drilling service agreement whereby Hunt would provide drilling services for up to six wells on PEL 444. As the price of drill rigs and other services has reduced significantly in the past six months, the Company is seeking a different drill service provider.
3. On October 8, 2014, the Company received contributions of A\$193,844 from one of the Farmers. Refer to the Exploration Activities section for further details on the receivables from Farmers.
4. On October 31, 2014, the Company granted 4,325,000 stock options to directors, officers and consultants of the Company at an exercise price of \$0.18 per share up to October 31, 2019.
5. On December 24, 2014, the remaining \$1,500,000 of convertible notes were converted into 13,636,364 common shares of the Company.
6. On January 30, 2015, the Company completed a private placement offering of 2,532,500 units at a price of \$0.20 per unit for gross proceeds of \$506,500. Each unit is comprised of one common share and one-half of one common share purchase warrant with each whole warrant entitling the holder thereof to purchase one additional common share at \$0.25 per share up to January 30, 2016. Proceeds of the private placement will be used to fund Terra Nova's work program on PEL 444 as well as for general working capital and corporate purposes.
7. On February 23, 2015, the Company sold a 5.1666% working interest in each of PEL 112 and PEL 444 to Perseville Investing Inc. (Perseville) for a total of \$3,000,000 (received). Terra Nova plans to use the proceeds towards the drilling of up to two wells in the upcoming operational program on PEL 444. Prior to closing of the transaction, Perseville owned a 25.6664% working interest in each of PEL 112 and PEL 444. Accordingly, Perseville has increased its working interest in PEL 112 and PEL 444 to 30.8330% and Terra Nova now owns a 20.6667% working interest in each of PEL 112 and PEL 444. Under the terms of the Farm-In Agreement, Holloman Energy Corporation (Holloman) and Perseville are required to transfer to Terra Nova an aggregate of 5.8333% working interest in both PEL 112 and PEL 444 (the Earning Contributions) for each of the next five wells drilled. In accordance with this transaction, Perseville will not be required to transfer its Earning Contributions to the Company in the event that it pays its proportionate share of the drill costs in connection with drilling a well.

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Management Changes

On October 31, 2014, Mr. Robert McMorran resigned as Chief Financial Officer and was replaced by Mr. Matthew Anderson. Mr. McMorran remains on the Board of Directors. Mr. Anderson holds a Bachelor of Commerce degree from McGill University and obtained his Chartered Accountant designation in 2008 while articling at a large accounting firm. Matt is a Senior Consultant with Malaspina Consultants Inc., a private company that provides accounting and administrative infrastructure to junior public companies. Malaspina Consultants Inc. is wholly-owned by Mr. McMorran.

Going Concern

The condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material. At January 31, 2015, the Company had not yet achieved profitable operations, had a working capital deficiency of \$26,149 and expects to incur further losses in the development of its business. The Company requires significant further funding to continue to develop its oil and gas exploration and evaluation interests and to continue its operations. These factors may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Subsequent to January 31, 2015, the Company received \$3,000,000 from the sale of a minority working interest in each of PEL 112 and PEL 444.

Exploration and Evaluation Interests

On May 11, 2012 the Company executed an oil and gas farm-in agreement to secure the right to earn up to a 55% working interest in petroleum rights on certain onshore Australian Petroleum Exploration Licenses ("PEL"), known as PEL's 112 and 444 (the "Farm-in Agreement"), executed a Joint Operating Agreement and paid A\$4,700,000 into trust to fund seismic expenditures as contemplated under the terms of the Farm-in Agreement. On October 31, 2012, the company paid an additional A\$4,500,000 into trust to fund 100% of the dry hole costs pertaining to an Initial 3 - Well Program Earn-in Obligation.

PEL's 112 and 444 comprise approximately 1,086 km² and 2,358 km² respectively. These properties are located on the Western flank of the Cooper-Eromanga Basin in the northeastern sector of the state of South Australia (the "Exploration and Evaluation Interests" or "E&E Interests").

Under the terms of the Farm-in Agreement, by completing 3D seismic acquisition programs on both PEL 112 and PEL 444 and the interpretation of the acquired data and in connection with completing the first well of the Initial Well Program, the Company earned a 25.8333% working interest in each of PEL 112 and PEL 444.

On February 23, 2015, the Company sold a 5.1666% working interest in each of PEL 112 and PEL 444 to Perseville Investing Inc. (Perseville) for a total of \$3,000,000 (the Transaction). Terra Nova plans to use the proceeds towards the drilling of up to two wells in the upcoming operational program on PEL 444.

Prior to closing of the Transaction, Perseville and Holloman Energy Corporation (Holloman) owned a 25.6664% and 48.5003% working interest in each of PEL 112 and PEL 444, respectively. Accordingly, Perseville has increased its working interest in PEL 112 and PEL 444 to 30.8330% and Terra Nova now owns a 20.6667% working interest in each of PEL 112 and PEL 444.

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Under the terms of the Farm-In Agreement, Holloman and Perseville are required to transfer to Terra Nova an aggregate of 5.8333% working interest in both PEL 112 and PEL 444 (the Earning Contributions) for each of the next five wells drilled as set forth below:

	Current working interest (%)	Well 1 (%)	Well 2 (%)	Well 3 (%)	Well 4 (%)	Well 5 (%)
Holloman	48.5003	(4.8333)	(3.8889)	(3.8889)	(3.8889)	(3.8889)
Perseville	30.8330	(1.0000)	(1.9444)	(1.9444)	(1.9444)	(1.9444)
Terra Nova	20.6667	5.8333	5.8333	5.8333	5.8333	5.8333

In accordance with the Transaction, Perseville will not be required to transfer its Earning Contributions to the Company in the event that it pays its proportionate share of the drill costs in connection with drilling a well. Perseville's proportionate share of drill costs will be determined on a per well basis based on the following formula:

Total Drill Costs of Well times Perseville's Earning Contribution divided by 5.8333%.

In order to exercise the foregoing right, Perseville must elect to participate and pay its proportionate share of the drilling costs 30 days prior to commencement of the drill program.

Perseville is a related party of Terra Nova as it is a private company controlled by Carlo Civelli. Nico Civelli, Vice President of Finance and a director of Terra Nova, is the son of Carlo Civelli.

The Company can earn up to an additional 29.1667% working interest in PEL 112 and PEL 444 by completing the following two phases of earn-in obligations:

- The Company shall have the right to earn up to an additional 11.6667% working interest in PEL 112 and PEL 444 by completing drilling of the Initial Well Program. Upon drilling and abandonment or completion of each well drilled on either PEL 112 or PEL 444 pursuant to the Initial Well Program, the Company shall have earned up to an additional 5.8333% per well working interest in each of the PEL's. Upon completion or abandonment of the initial three wells, the Company shall have earned an aggregate of up to 32.3333% working interest in PEL 112 and PEL 444.
- Following completion of the Initial Well Program, the Company shall have the right to earn up to an additional 17.5% working interest in PEL 112 and PEL 444 by completing up to an additional three option test wells to be drilled by the Company as operator. Upon drilling and abandonment or completion of each well drilled pursuant to the Option Well Program, Terra Nova shall be deemed to have earned up to an additional 5.8333% working interest in each of the PEL's.

Exploration Activities

Seismic Surveys

As initially conceived, the Farm-in Agreement contemplated 2D seismic work on both PEL 112 and PEL 444. In the course of planning this work, management determined that the recent discoveries in the area had effectively utilized 3D seismic survey data. In this light, and given the geological environment under consideration, management determined that the potential for a successful discovery increased significantly with reliance on the more expensive 3D seismic data.

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In the period since May 11, 2012 the Company initiated, planned and completed a 3D seismic survey, including interpretation, on approximately 127 km² located on PEL 112 (the "Mulka 3D PEL 112 Seismic Program") representing approximately 6% of the total acreage within the PEL. On January 24, 2013, Company announced that it had processed and interpreted the PEL 112 seismic data. The Company identified four drillable exploration prospects from the survey. These prospects bore technical similarity to producing structures observed in the existing oil pools to the north, including the Butlers, Perlubie and Parsons fields.

Total cost to complete the Mulka 3D PEL 112 Seismic Program was expected to be approximately A\$3,740,000 leaving a balance of approximately A\$960,000 to be used towards funding an 80 km² 3D seismic program on PEL 444 (the "PEL 444 3D Seismic Program"). Any seismic costs incurred in excess of A\$4,700,000 were to be funded as to 55% by the Company and as to 45% by the joint working-interest partners (the "Farmors"). At January 31, 2015, the Company had incurred A\$7,176,139 of the Seismic Earn-in Obligation. In July 2013, the Company received contributions of A\$523,259 from Holloman, one of the Farmors. In October 2014, the Company received contributions of A\$193,844 from one of the original Farmors. At January 31, 2015, the Company has recorded a receivable of A\$404,312 from the Farmors. At January 31, 2015, the Company recognized an allowance for doubtful accounts of A\$404,312 (\$399,056).

On June 10, 2013, the Company announced that seismic crews set camp and began line preparation of PEL 444 on May 29, 2013. The "Wingman" 3D seismic survey was designed to enable acquisition of 80 km² of 3D seismic data in the southeast corner of PEL 444's lower panhandle. Acquisition of seismic data on PEL 444's Wingman 3D Seismic Survey was completed on July 1, 2013. A final processed volume was received in early December 2013 and interpretation was completed in January 2014. Various anomalies were identified from the seismic interpretation that may support hydrocarbon trapping, effectively encouraging further analysis.

On August 6, 2014, the Company announced that it had begun the reprocessing of the Wingman 3D seismic survey that was acquired on PEL 444. In December 2013, the Company completed the processing of the Wingman Survey on PEL 444 and the Terra Nova team identified as many as nine prospects and leads. The targets are all associated with the Birkhead Formation (the "Birkhead") which is the main producer in the Charo-Snatcher field located approximately 21 km South-East of the Wingman Survey. When the Company began the process of integrating the Charo-Snatcher field data with the Wingman survey, it became evident that producing wells in Birkhead have subtle stratigraphic features including channel sands and crevasse splays. These stratigraphic features have very distinct amplitude signatures on the seismic data further emphasizing the importance of amplitude-friendly processing. The Charo-Snatcher field is predominantly associated with light oil production but also has dissolved gas. It is believed that a portion of the amplitude response is influenced by the gas and techniques such as Amplitude Versus Offset (AVO) can be utilized to determine the presence of hydrocarbon bearing Birkhead sand. In order to further de-risk the already mapped prospects and leads the Company decided to re-process the data with the primary objective of relative amplitude preservation with the broadest possible bandwidth necessary for AVO mapping techniques. The reprocessing of Wingman and integration with Charo-Snatcher was completed on September 3, 2014 and the Company began the process of interpreting the data. On November 21, 2014, the Company announced that interpretation of the data has been completed and the Company identified six prospective geological features that appear suitable for drilling exploratory wells. The geological prospects were recognized using advanced geophysical techniques and are interpreted to have analogous characteristics to those of the adjacent producing Charo-Snatcher field. The process of drilling preparation, including locating and engaging a drill rig and acquiring the required approvals and operational permits, has commenced. The Company plans on drilling a well in May 2015. On October 17, 2014, the Company announced that it had signed a letter of intent with a drilling supplier for up to 6 wells on PEL 444.

The Company has also commenced the reprocessing of PEL 112's Mulka 3D seismic survey by employing similar techniques that were used in the seismic reprocessing of PEL 444.

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Drilling

On October 31, 2012, the Company paid the A\$4,500,000 deposit in escrow required to commence drilling on the Initial 3 - Well Program Earn-in Obligation. On May 29, 2013, pursuant to an amending agreement, A\$500,000 was advanced to the seismic trust account from the drilling trust account. The remaining A\$4,000,000 was applied against 100% of the dry-hole costs of the first well drilled under the Initial 3-Well Program Earn-In.

With the completion of the PEL 112 Mulka 3D seismic survey, the Company was in the position to drill the first exploration well on PEL 112, Wolfman #1, which constituted a commitment well for PEL 112. On May 20, 2013, the Company began construction of access roads and drill site preparation on PEL 112. By mid-June 2013, approximately 18 km of access road were constructed to connect the current road network to PEL 112's Wolfman #1 drilling site. On August 7, 2013, the Company announced the results of the Wolfman #1 exploration well completed on PEL 112. No oil shows were observed while drilling in its primary and secondary oil objectives. The well encountered its primary objective, the Namur Sandstone, at approximately 1,197 metres (3,927 feet), and drilled ahead to its secondary targets in the Birkhead Formation and Hutton sandstones. Wolfman #1 reached a total depth of 1,703 metres (5,587 feet) on August 7, 2013. The well was plugged and abandoned. By drilling Wolfman #1, the Company earned an additional 5.8333% on PEL 112.

Notwithstanding the lack of success on the Wolfman #1 exploration well on PEL 112, management remains confident in the potential of PELs 112 and 444. The Company recently completed the extensive reprocessing and interpretation of the 3D seismic survey on PEL 444 and the Company has identified six drill targets. The Company plans on drilling up to two wells on PEL 444 at the end of calendar Q2 2015. The Company is also reprocessing the PEL 112 Mulka 3D seismic survey employing similar techniques as were used in the seismic reprocessing of PEL 444.

On completion of the Perseville Transaction, the Company received \$3,000,000 which will be used towards the drilling of up to two wells in the upcoming operational program on PEL 444.

Terra Nova currently has earned a 20.6667% working interest in PEL 112 and PEL 444.

Quarterly Information

The following is selected financial data from the Company's unaudited quarterly financial statements for the last eight quarters ending with the most recently completed quarter, being January 31, 2015.

	Three Months Ended (\$)			
	January 31, 2015	October 31, 2014	July 31, 2014	April 30, 2014
Total Revenues	-	-	-	-
Loss	(165,687)	(707,061)	(276,863)	(275,685)
Loss Per Share (basic and diluted) ⁽¹⁾	(0.00)	(0.01)	(0.00)	(0.00)
Exploration and evaluation interest expenditures	165,823	126,254	35,851	145,884
Working capital (deficiency)	(26,149)	(1,695,390)	(1,375,005)	(1,942,904)
Total Assets	6,376,765	6,219,571	6,299,155	6,549,268

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	Three Months Ended (\$)			
	January 31, 2014	October 31, 2013	July 31, 2013	April 30, 2013
Total Revenues	-	-	-	-
Loss	(274,975)	(1,342,648)	(4,267,402)	(151,589)
Loss Per Share (basic and diluted) ⁽¹⁾	(0.00)	(0.02)	(0.07)	(0.00)
Exploration and evaluation interest expenditures	63,359	1,212,329	5,443,155	174,361
Working capital (deficiency)	(1,599,525)	(715,407)	458,494	4,951,478
Total Assets	6,420,337	6,750,290	8,254,667	10,941,146

⁽¹⁾ The basic and diluted loss per share calculations result in the same amount due to the anti-dilutive effect of outstanding stock options and warrants.

The increase in loss recorded during the three months ended October 31, 2014 was due to recording share-based payments expense of \$486,345. The increase in loss recorded during the three months ended October 31, 2013 and the three months ended July 31, 2013 was due to writing-off the costs of drilling Wolfman #1, the first well drilled at PEL 112 and writing-off a portion of the seismic expenditures on PEL 112.

Results of Operations

Six months ended January 31, 2015

The Company recorded a loss of \$872,748 (\$0.01 per share) for the six months ended January 31, 2015 as compared to a loss of \$1,617,623 (\$0.02 per share) for the six months ended January 31, 2014. The table below details certain non-cash or unusual transactions that for the purposes of this discussion have been adjusted out of the reported loss to produce an adjusted loss that forms a better basis for comparing the period-over-period operating results of the Company.

	2015 \$	2014 \$
Loss for the period as reported	(872,748)	(1,617,623)
Share-based payments	486,345	32,512
Write-off of exploration and evaluation interests	-	1,084,305
Interest, accretion and loan placement expense	75,000	212,074
Adjusted loss for the period ⁽¹⁾	(311,403)	(288,732)

⁽¹⁾ Adjusted loss for the period is not a term recognized under IFRS. Non-IFRS measures do not have standardized meaning. Accordingly, non-IFRS measures should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

Comments regarding certain of these items are as follows:

- Share-based payments represents the fair value of stock options granted during the six months ended January 31, 2015 (4,325,000 options);
- Write-off of exploration and evaluation interests was due to writing-off the costs of drilling Wolfman #1, the first well drilled at PEL 112; and,
- Interest, accretion and loan placement expense is a result of the convertible notes issued on June 28, 2013.

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The comments below relate to the results of operations excluding the items (primarily non-cash) discussed above:

The approximate \$23,000 increase in the adjusted loss for the six months ended January 31, 2015 as compared to the six months ended January 31, 2014 is due primarily to the fact that the Company charged \$38,916 for the recovery of management overhead as stipulated in the Joint Operating Agreement during the six months ended January 31, 2014 (2015 - \$nil).

Details of changes in certain expense items are as follows:

Audit and accounting fees of \$67,694 (2014 - \$108,754) include fees for general accounting services and accruals for audit fees.

Filing and transfer agent fees of \$23,341 (2014 - \$41,793) include fees paid to the Company's transfer agent and fees paid to the TSX Venture Exchange and the OTCQX marketplace.

Legal fees of \$22,768 (2014 - \$30,313) in the current period are for general business matters.

Management fees of \$102,308 (2014 - \$107,508) include fees paid to the CEO, Henry Aldorf and the VP of Finance, Nico Civelli.

Office and miscellaneous expenses of \$57,880 (2014 - \$20,875) includes expenses such as rent, insurance, bank fees, interest, and office management. The increase is primarily due to increased rent and recognizing a foreign exchange loss of approximately \$11,000.

Shareholder communications of \$28,373 (2014 - \$2,702) includes costs associated with marketing and promoting the Company to current and potential shareholders.

Travel and related expenses of \$6,027 (2014 - \$16,525) includes executive travel to and from Australia and other incidental travel.

Financing Activities and Capital Expenditures

During the six months ended January 31, 2015, the Company completed the following financing:

- i) On January 30, 2015, the Company completed a private placement offering of 2,532,500 units at a price of \$0.20 per unit for gross proceeds of \$506,500. Each unit is comprised of one common share and one-half of one common share purchase warrant with each whole warrant entitling the holder thereof to purchase one additional common share at \$0.25 per share up to January 30, 2016. In connection with the private placement, the Company incurred \$4,252 of legal and filing fees.

The Company extended the term of \$1,500,000 of convertible notes from June 28, 2014 to December 28, 2014 with all other terms remaining unchanged. On December 24, 2014, the remaining \$1,500,000 of convertible notes were converted into 13,636,364 common shares of the Company.

Subsequent to January 31, 2015, the Company received \$3,000,000 from the sale of a minority working interest.

The capital expenditures of the Company during the six months ended January 31, 2015 amounted to a recovery of cash of \$44,266. The Company recovered A\$193,844 during the period from one of the Farmers relating to seismic costs in excess of A\$4,700,000 which are paid for as to 55% by the Company and 45% by the Farmers. The Company incurred \$292,077 of expenses all of which was incurred on 3D seismic surveying, preparing for PEL 444 drilling and other oil and gas activities.

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Liquidity and Capital Resources

The Company's operations consumed approximately \$383,000 of cash (before working capital items) for the six months ended January 31, 2015. An additional approximate \$44,000 of expenditures were recovered on the oil and gas interests. The difference between the total expenditures of \$292,000 and the cash recoveries of \$44,000 reported on the condensed interim consolidated statements of cash flows relates to certain accounting adjustments as disclosed in Note 12 of the condensed interim consolidated financial statements for the six months ended January 31, 2015, the recovery of A\$193,844 from a Farmor as well as the effect of foreign exchange translation on exploration and evaluation interests. The cash requirement was fulfilled from cash and cash held-in-trust on hand at the beginning of the period, proceeds from the exercise of 90,909 share purchase warrants at \$0.11 per share plus proceeds from a private placement of \$506,500.

The Company's aggregate operating, investing and financing activities during the six months ended January 31, 2015 resulted in a net increase of \$122,608 in its cash and cash held-in-trust balance of \$152,143 at July 31, 2014 to \$274,751 at January 31, 2015.

At July 31, 2014, the Company had recorded a receivable of A\$612,851 (\$620,695) from the Farmors. At July 31, 2014, the Company recorded an allowance for doubtful accounts of A\$404,312 (\$409,487) due to the delays in collecting the receivables from the Farmors. Allowance for doubtful accounts relates to amounts receivable from the Farmors for seismic expenditures in excess of A\$4.7M. During the six months ended January 31, 2015, the Company received A\$193,844 from one of the original Farmors. The revised receivable balance at January 31, 2015 is A\$404,312 (\$399,056), less an allowance for doubtful accounts of A\$404,312 (\$399,056). The Farmors and the Company are negotiating a settlement of outstanding receivables.

The Company currently earned a 25.8333% working interest in PEL 112 and PEL 444 in connection with completing the respective seismic program and drilling one exploration well on PEL 112. The Company has recently received \$3,000,000 to continue exploration of PEL 112 and PEL 444 by selling a 5.1666% interest in the PELs. The Company currently has a 20.6667% working interest in PEL 112 and PEL 444.

Transactions with Related Parties

During the three and six months ended January 31, 2015 and 2014, the Company incurred the following expenditures charged by directors and officers of the Company and/or companies they owned or were significant shareholders of:

	Three months ended		Six months ended	
	January 31,		January 31,	
	2015	2014	2015	2014
	\$	\$	\$	\$
Non-audit accounting fees ⁽¹⁾	13,120	15,027	23,273	32,040
Legal fees (corporate secretary) ⁽²⁾	2,715	1,243	7,555	3,597
Management fees ⁽³⁾	37,500	67,561	76,500	107,561
Office and miscellaneous fees	9,000	-	24,000	-
Exploration and evaluation interests - management and consulting fees ⁽⁴⁾	21,368	15,963	41,529	59,244
	83,703	99,794	172,857	202,442

(1) Includes fees billed by a company owned by a director, Rob McMorrان.

(2) Includes corporate secretary fees billed by a company owned by a director, Rob McMorrان.

(3) Includes fees billed by the CEO, Henry Aldorf, and fees billed by a company controlled by the VP of Finance, Nico Civelli.

(4) Includes fees billed by a company owned by the VP of Exploration, Chas Lane.

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At January 31, 2015, accounts payable and accrued liabilities included \$48,093 (July 31, 2014 - \$121,219) of amounts owing to directors and officers of the Company and/or companies they control or of which they were significant shareholders. The amounts owing include amounts related to expenditures charged to the Company and for reimbursements of expenditures paid for on behalf of the Company. The amounts owing are unsecured, non-interest bearing and due on demand.

Key management includes the Chief Executive Officer, the Chief Financial Officer, the VP of Exploration, the VP of Finance and the directors of the Company. The compensation paid or payable to key management for services during the six months ended January 31, 2015 and 2014 is identical to the table above other than share-based payments expense. During the six months ended January 31, 2015, key management received share-based payments of \$323,293 (2014 - \$32,512).

On February 23, 2015, the Company completed the Perseville Transaction where the Company sold an interest in PEL 112 and PEL 444 for \$3,000,000. Perseville is a related party of Terra Nova as it is a private company controlled by Carlo Civelli. Nico Civelli, Vice President of Finance and a director of Terra Nova, is the son of Carlo Civelli.

Financial Instruments

Classification of Financial Instruments

The Company's financial instruments consist of cash, cash held-in-trust, receivable, accounts payable and accrued liabilities and convertible notes. The Company designated its cash, cash held-in-trust and receivable as loans and receivables, which are measured at amortized cost. The accounts payable and accrued liabilities and the liability component of the convertible notes are classified as other financial liabilities, which are measured at amortized cost.

Discussions of risks associated with financial assets and liabilities are detailed below:

Foreign Exchange Risk

Foreign currency exchange rate risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. A portion of the Company's financial assets and liabilities are denominated in Australian dollars. The Company monitors this exposure, but has no hedge positions.

As at January 31, 2015 and July 31, 2014, the Company had exposure to Australian dollars as follows:

	January 31, 2015 A\$	July 31, 2014 A\$
Cash	52,596	78,161
Cash held-in-trust	(1,446)	46,914
Receivable from farmers	-	211,208
Accounts payable and accrued liabilities	(24,894)	(5,497)
Net exposure to Australian dollars	26,256	330,786

At January 31, 2015, a 5% change in the value to the Australian dollar as compared to the Canadian dollar would result in a change in other comprehensive loss and equity attributable to shareholders of approximately A\$1,300.

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Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash held with banks and financial institutions as well as receivables from farmers. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is primarily held with a financial institution. The receivables from farmers is due from Holloman and Perseville.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Except to the extent that the balance of cash held-in trust is earning interest, the Company has no financial instruments that could otherwise be exposed to interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions on the due date. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

Outstanding Share Data

a) Authorized Capital:

Unlimited common shares, without par value

b) Issued and outstanding:

87,533,785 common shares as at March 27, 2015

c) Outstanding options, warrants and conversion feature of convertible notes as at March 27, 2015:

Security	Number	Exercise Price (\$)	Expiry date
Stock Options	600,000	0.30	May 16, 2015
Stock Options	1,300,000	0.18	July 18, 2018
Stock Options	4,325,000	0.18	October 31, 2019
Stock Options	700,000	0.30	May 16, 2022
Warrants	727,272	0.11	June 28, 2015
Warrants	1,266,250	0.25	January 30, 2016

Disclosure Controls and Procedures

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) (NI 52-109), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements for the six months ended January 31, 2015 and this accompanying MD&A (together, the Interim Filings).

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In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at www.sedar.com.

Risks and Uncertainties

Certain risks are faced by the Company which could affect its financial position. In general they relate to the availability of equity capital to finance the acquisition, exploration and development of existing and future exploration and development projects. The availability of equity capital to junior oil and gas companies is affected by commodity prices, global economic conditions and economic conditions and government policies in the countries of operation, among other things. These factors are beyond the control of the management of the Company and have a direct effect on the Company's ability to raise capital.

The Company's working capital and liquidity will fluctuate in proportion to its ongoing equity financing activities. The Company requires a certain amount of liquid capital in order to sustain its operations and in order to meet various obligations as specified under the its resource property acquisition agreements. Should the Company fail to obtain future equity financing due to reasons as described above, it will not be able to meet these obligations and may lose its interests in the properties covered by the agreements. Further, should the Company be unable to obtain sufficient equity financing for working capital, it may be unable to meet its ongoing operational commitments.

All of the Company's oil and gas properties are in the exploration stage and without known reserves. Exploration, development and production of oil and gas involves substantial expenditures and a high degree of risk. Few properties which are explored are ultimately developed into producing properties. Accordingly, the Company has no material revenue, writes off its oil and gas interests from time to time, and operates at a loss. Continued operations are dependent upon ongoing equity financing activities.

Outlook

The Company has secured the rights to explore more than 3,400 km² of PEL 112 and PEL 444 located on the Western Flank of the Cooper-Eromanga Basin in South Australia. These properties are situated adjacent to leases with recent oil discoveries, the prospects of which were largely matured using 3D seismic, and there is considerable potential for further discoveries.

Since undertaking the Farm-in Agreement obligations, the Company has completed 3D seismic surveys on a portion of PEL 112 and PEL 444. The Company has completed one exploration well on PEL 112, Wolfman #1, which resulted in a dry hole. The Company has successfully raised \$3,000,000 to conduct a drill program on PEL 444. PEL 444's current license term was to expire in July 2015 but it has been extended to January 2016. PEL 444 has a one-well drilling commitment remaining in order to renew the PEL.

The Board of Directors has deferred the appointment of a Chief Executive Officer pending the outcome of the exploration activities on PEL 112 and PEL 444. The Chairman of the Board of Directors will continue to serve as the interim Chief Executive Officer.

Other Information

Additional information related to the Company is available for viewing on SEDAR at www.sedar.com.