PETROLYMPIC

PETROLYMPIC LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

THREE AND SIX MONTHS ENDED JUNE 30, 2014

Prepared by:

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Management's Discussion and Analysis dated August 26, 2014

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Petrolympic Ltd. ("Petrolympic" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and six months ended June 30, 2014. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended December 31, 2013 and December 31, 2012, together with the notes thereto, and the unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2014, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS. Information contained herein is presented as of August 26, 2014, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Petrolympic common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on Petrolympic's website at **www.petrolympic.com** or on SEDAR at **www.sedar.com**.

Caution Regarding Forward-looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
Potential of Petrolympic's interests to contain economic deposits of oil or gas	Financing will be available for future exploration and development of Petrolympic's properties; the actual results of Petrolympic's exploration and development activities will be favourable; operating, exploration and development costs will not exceed Petrolympic's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to Petrolympic, and applicable political and economic conditions will be favourable to Petrolympic; the price of oil or gas and applicable interest and exchange rates will be favourable to Petrolympic; no title disputes exist with respect to the Company's properties	Oil or gas price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with Petrolympic's expectations; availability of financing for and actual results of Petrolympic's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff
The Company will be able to carry out anticipated business plans as currently contemplated in relation to the costs and timing for future exploration on its properties, and the Company has sufficient cash resources to meet administrative overhead and maintain its property interests for the next twelve months ending June 30, 2015 (see "Exploration Activities in Quebec", "Chittim Ranch Property Activities", "Trends", and "Liquidity and Capital Resources") The Company expects to incur further losses in the development of	The operating and exploration activities of the Company for the twelve month period ending June 30, 2015, and the costs associated therewith, will be consistent with Petrolympic's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to Petrolympic	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; changes in the operations currently planned for 2014 and 2015

its business The Chittim Ranch well will produce sufficient oil to allow the Company to be cash flow positive		
Management's outlook regarding future trends (see "Trends", and "Outlook")	Financing will be available for the Company's exploration and operating activities; the price of oil and/or gas will be favourable to the Company	The volatility of the price of oil and/or gas; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Petrolympic's ability to predict or control. Please refer to those risk factors included in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Petrolympic's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Petrolympic is incorporated under the *Business Corporations Act* (Ontario). The Company is an exploration stage company and it has not yet determined whether its properties contain reserves that are economically recoverable. The business of exploring for petroleum and natural gas involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable petroleum and natural gas operations.

The underlying value of the Company's interests in petroleum and natural gas properties is dependent upon the existence of such economically recoverable reserves, the Company's ability to obtain the necessary financing to develop the reserves and future profitable production.

The Company's common shares are listed on the TSX Venture Exchange under the trading symbol "PCQ".

Petrolympic's goal is to deliver superior returns to shareholders by concentrating on the acquisition of properties that have the potential to contain petroleum and natural gas. The Company plans to do this by focusing on certain properties, as set out below under "Exploration Activities in Québec", and "Chittim Ranch Property Activities".

Overall Performance

Operations

On April 11, 2014, the Company announced the results of an independent resource evaluation carried out by Sproule Associates Limited ("Sproule") on a structure drilled on its joint venture property in the Lower St. Lawrence area (the "Property") located in the Appalachian Basin of Quebec. Sproule conducted its evaluation according to the Canadian Oil and Gas Evaluation Handbook reserve and resource definitions. The Company holds an interest in 431,339 hectares (1,065,839 acres) of the Property through a joint-venture with Squatex Energy and Resources Inc. ("Squatex"), the operator on the Property.

The results of this independent evaluation (as shown in Table 1 below) are based on the data gathered when drilling the Massé No.1 core hole. The results of the evaluation builds on the data released by Petrolympic in its press release dated November 15, 2013 (filed on **www.sedar.com**).

The results obtained by Petrolympic and Squatex in the Lower St. Lawrence are encouraging and present additional opportunities since the evaluation conducted by Sproule is focused on only one of the three hydrocarbon-bearing zones identified in the well. Furthermore, several seismic anomalies with characteristics similar to Massé No.1 core hole have also been highlighted by the proprietary seismic data within the limits of the Property. This is not included in the Sproule resource evaluation and presents significant upside to the potential of the Property, further validating the pioneering efforts of Petrolympic and Squatex in exploring the potential of the area.

Petrolympic and its partner are now designing a drill program to delineate the three hydrocarbon-bearing zones identified in the Massé No.1 core hole and are preparing an exploration program to further document and validate other prospective structures identified within the Property based on the same proprietary seismic dataset, in a climate favorable to the hydrocarbon exploration in Quebec.

Petrolympic also owns a 100% interest in two exploration permits in the same area, referred to as the Matapedia and the Mitis properties. Several conventional plays and exploration leads have been identified in these permits where oil and gas have been encountered in mining wells in the 90's. Based on proprietary seismic data, the prospective Sayabec Formation is also believed to be present at depth in these two permits.

Table 1: Results of the resource evaluation as presented in Sproule's report.

Table S-2
Summary of Project Gross Unrisked Undiscovered Unrecoverable Gas Initially-in-Place ("GIIP")
Sayabec Formation of the Massé Structure, Lower St. Lawrence Area, Québec, Canada[1,2]
Estimated by Sproule Associates Limited, As of February 28, 2014

Structure	**Formation**	**Gas (BCF)[2,3]**			
		Low[4] (P_{90})	Best[5] (P_{50})	High[6] (P_{10})	**Mean[7]**
Massé	Sayabec	3	8	26	**12**

1. Undiscovered Petroleum Initially-in-place (equivalent to undiscovered resources) is the quantity of petroleum that is estimated, on a given date, to be contained in accumulations yet to be discovered. The recoverable portion of undiscovered petroleum initially in place is referred to as "prospective resources", the remainder as “unrecoverable”. Only the in-place volumes are presented here as a development project to recover any hydrocarbons discovered has not been defined. There is no certainty that any portion of these unrisked undiscovered GIIP will be discovered and, if discovered, there is no certainty that it will be developed or, if it is developed, there is no certainty as to either the timing of such development or whether it will be commercially viable to produce any portion of these resources.

2. These are the project gross unrisked undiscovered petroleum initially in place volumes (i.e. 100% project gross) estimated for the Sayabec Formation of the Massé Structure without any adjustments for working interest and before deduction of any royalties.

3. “BCF” is billions of cubic feet, “MMboe” is millions of barrels of oil equivalent.

4. Low Estimate is considered to be a conservative estimate of the quantity that will actually be in-place. It is likely that the actual remaining quantities in-place will exceed the low estimate. If probabilistic methods are used, there should be at least a 90 percent probability (P90) that the quantities actually in-place will equal or exceed the low estimate.

5. Best Estimate is considered to be the best estimate of the quantity that will actually be in-place. It is equally likely that the actual remaining quantities in-place will be greater or less than the best estimate. If probabilistic methods are used, there should be at least a 50 percent probability (P50) that the quantities actually in-place will equal or exceed the best estimate.

6. High Estimate is considered to be an optimistic estimate of the quantity that will actually be in-place. It is unlikely that the actual remaining quantities in-place will exceed the high estimate. If probabilistic methods are used, there should be at least a 10 percent probability (P10) that the quantities actually in-place will equal or exceed the high estimate.

7. Statistical aggregation is the process of probabilistically aggregating distributions that represent estimates of resource quantities at the reservoir, prospect, or portfolio level. Arithmetic summation and statistical aggregation of the means yield similar results. Arithmetic summation of the Low Estimate, Best Estimate and High Estimate are not statistically appropriate. Both the statistical and arithmetic summation of the unrisked prospects may be misleading because it assumes success for each of the prospect entities. The chance of this occurring is extremely unlikely. Actual recovery is likely to be less and may be zero.

8. Table 2: Core laboratory analyses from the Massé No.1 core hole, as reviewed by Sproule and used as input parameters in the resource evaluation.

SQUATEX RESSOURCE ET ENERGIE SQUATEX MASSE #1 File No. : 52131-13-0145

Field :	Formation :	Date : 2013-07-26
Province : QUEBEC	Coring equip :	Analysts : DJB
License :	Coring fluid : WATER BASE MUD	Core Dia : 48 mm

CORE ANALYSIS RESULTS

SAMPLE NUMBER	DEPTH m	SAMPLE LENGTH m	PERMEABILITY (MAXIMUM) Kair mD	PERMEABILITY (90 DEG) Kair mD	PERMEABILITY (VERTICAL) Kair mD	POROSITY (HELIUM) fraction	BULK DENSITY (kg/m3)	GRAIN DENSITY (kg/m3)	DESCRIPTION
FD 1	1845.20	0.11	0.02	0.01	<0.01	0.037	2710	2810	dol i ppv sv mv
FD 2	1847.10	0.07	1624	1584	<0.01	0.208	2220	2800	dol i ppv sv
FD 3	1848.00	0.09	0.01	0.01	<0.01	0.013	2780	2810	dol i sv
FD 4	1856.00	0.05	0.06	0.02	0.02	0.007	2640	2660	ss vf f vfrac
FD 5	1873.50	0.04	<0.01	<0.01	<0.01	0.002	2640	2640	ss vf f

Results of five core sample analyses for the Massé # 1 well. The Company determined an average porosity estimate of 4,1% for the dolomitized zone of interest using results from Samples FD-1 (1,845.2 m; 3,7%), FD-2 (1,847.1 m; 20,8%), and FD-3 (1,848.0 m;1,3%). A porosity of 4,1% over a net pay thickness of 5 m (4,7m = ~3%; 0,3 m = 20,8%) is a mathematical average that assumes the Massé # 1 well is representative of the average petrophysical characteristics for the entire Massé Structure – which in reality is likely not the case (Estimation du Gaz en Place – Structure Massé, September 2013).

Financial

In Q1 2014, the Company issued 8,770,666 units of the Company (the "Units") at a price of $0.15 per Unit for aggregate gross proceeds of $1,315,600. Each Unit consists of one common share of the Company (a "Unit Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one common share ("a "Warrant Share") at a price of $0.25 per Warrant Share for a period of 18 months from the date of issuance.

Compensation options were also issued to certain finders. The finders received 877,066 compensation options ("Compensation Options"), each Compensation Option being exercisable into one Unit within 18 months of closing, at an exercise price of $0.15.

A value of $526,240 was estimated for the 8,770,666 warrants on the date of grant using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 158% using the historical price history of the Company; risk-free interest rate of 1.01%; and an expected average life of 18 months.

Total share issue costs of $51,478 were charged and allocated $30,887 to share capital and $20,591 to warrants.

A value of $109,633 was estimated for the 877,066 Compensation Options on the date of grant using the

Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 158% using the historical price history of the Company; risk-free interest rate of 1.01%; and an expected average life of 18 months. This value charged $65,780 to share capital and $43,853 to warrants as transaction costs.

At June 30, 2014, the Company had assets of $952,737 (December 31, 2013 - $448,221) and equity of $877,497 (December 31, 2013 – deficiency of $63,802). At June 30, 2014, the Company had current liabilities of $75,240 (December 31, 2013 - $512,023). The Company had gross exploration and evaluation expenditures of $95,279 and $119,508, respectively, during the three and six months ended June 30, 2014 (three and six months ended June 30, 2013 - $25,223 and $79,763, respectively) on its petroleum and gas interests.

The Company had cash and cash equivalents of $839,979 at June 30, 2014 (December 31, 2013 - $312,028). The increase in cash and cash equivalents during the six months ended June 30, 2014, was primarily due to funds received from the financing completed in Q1 2014 as well as the exercise of warrants in Q2 2014. The cash injection from the financing was offset by corporate overhead costs and exploration activities, as well as the repayment of the short-term loan of $200,000 provided by the Chief Executive Officer ("CEO") in calendar 2013.

At June 30, 2014, the Company had working capital of $825,741 (December 31, 2013 – working capital deficiency of $123,160). The Company's working capital is sufficient to maintain its general and administrative costs for at least the next 12 months ending June 30, 2015. However, further financings will be required for exploration and evaluation expenditures which include a drilling program Petrolympic and their partner Squatex are designing to validate the potential of the Massé Structure, as well as preparing an exploration program to further document and test other prospective structures identified within the Property. The budget for these activities, which is being developed, is expected to be paid out of existing cash and future anticipated financings. Materially all of the Company's exploration activities are discretionary. Therefore, there is considerable flexibility in terms of the pace and timing of exploration and how expenditures have been, or may be, adjusted, limited or deferred subject to current capital resources and potential to raise further funds.

Summary of Land Positions

A) Province of Québec

As at June 30, 2014, Petrolympic had an interest in a total 752,951 hectares (1,860,542 acres) of oil and gas exploration permits in the Appalachian Basin of Québec that include holdings in the St. Lawrence Lowlands and Gaspé Peninsula (see map below). The Company's holdings in the St. Lawrence Lowlands are a 30% interest in 216,933 hectares (536,041 acres) through a joint venture with Squatex; a 12% interest in 8,000 hectares (19,768 acres) through the Farmout and Joint Operating Agreement with Canbriam Energy Inc. ("Canbriam"); as well as a 100% interest in 56,152 hectares (138,752 acres) located over the Lowlands shallow carbonates platform on the south shore of the St. Lawrence River, less than 30 kilometres southwest of Montreal. These properties represent a major position in the Utica-Lorraine and Trenton-Black River plays. Petrolympic also maintains holdings in the Gaspé and Lower St. Lawrence regions, including a 30% interest in 431,178 hectares (1,065,441 acres) through a joint venture with Squatex and a 100% interest in a block of exploration permits totaling 40,688 hectares (100,540 acres) located between Rimouski and Matane prospective for hydrothermal dolomite hosted light oil. The following are permits in which Petrolympic holds an interest. Please also refer to the map that follows:

Gaspé Permits 100% Ownership:

Permit Number	Renewal Date	Area (Hectares)
2009PG573	01/09/2014	18,705
2009RS305	01/09/2014	21,983
Subtotal		**40,688**

St. Lawrence Lowlands Permits 100% Ownership:

Permit Number	Renewal Date	Area (Hectares)
2009RS302	01/09/2014	21,930
2009RS303	01/09/2014	14,127
2009RS304	01/09/2014	20,095
Subtotal		**56,152**

St. Lawrence Lowlands Permits 30% Ownership:

Permit Number	Renewal Date	Area (Hectares)
2009RS287	01/09/2014	20,871
2009RS288	01/09/2014	17,990
2009RS289	01/09/2014	20,909
2009RS290	01/09/2014	7,248
2009RS291	01/09/2014	22,447
2009RS292	01/09/2014	18,827
2009RS293	01/09/2014	14,580
2009RS294	01/09/2014	21,664
2009RS295	01/09/2014	19,316
2009RS296 (part)	01/09/2014	20,339 *
2009RS297	01/09/2014	16,342
2009RS298 (part)	01/09/2014	24,400 *
Subtotal		**224,933**

* An 18% interest in over 8,000 hectares was transferred from Petrolympic to Canbriam from these two permits between surface and the top of the Trenton Formation only.

Gaspé Permits 30% Ownership:

Permit Number	Renewal Date	Area (Hectares)
2009PG554	01/09/2014	15,150
2009PG556	01/09/2014	23,666
Subtotal		**38,816**

Lower St. Lawrence 30% Ownership:

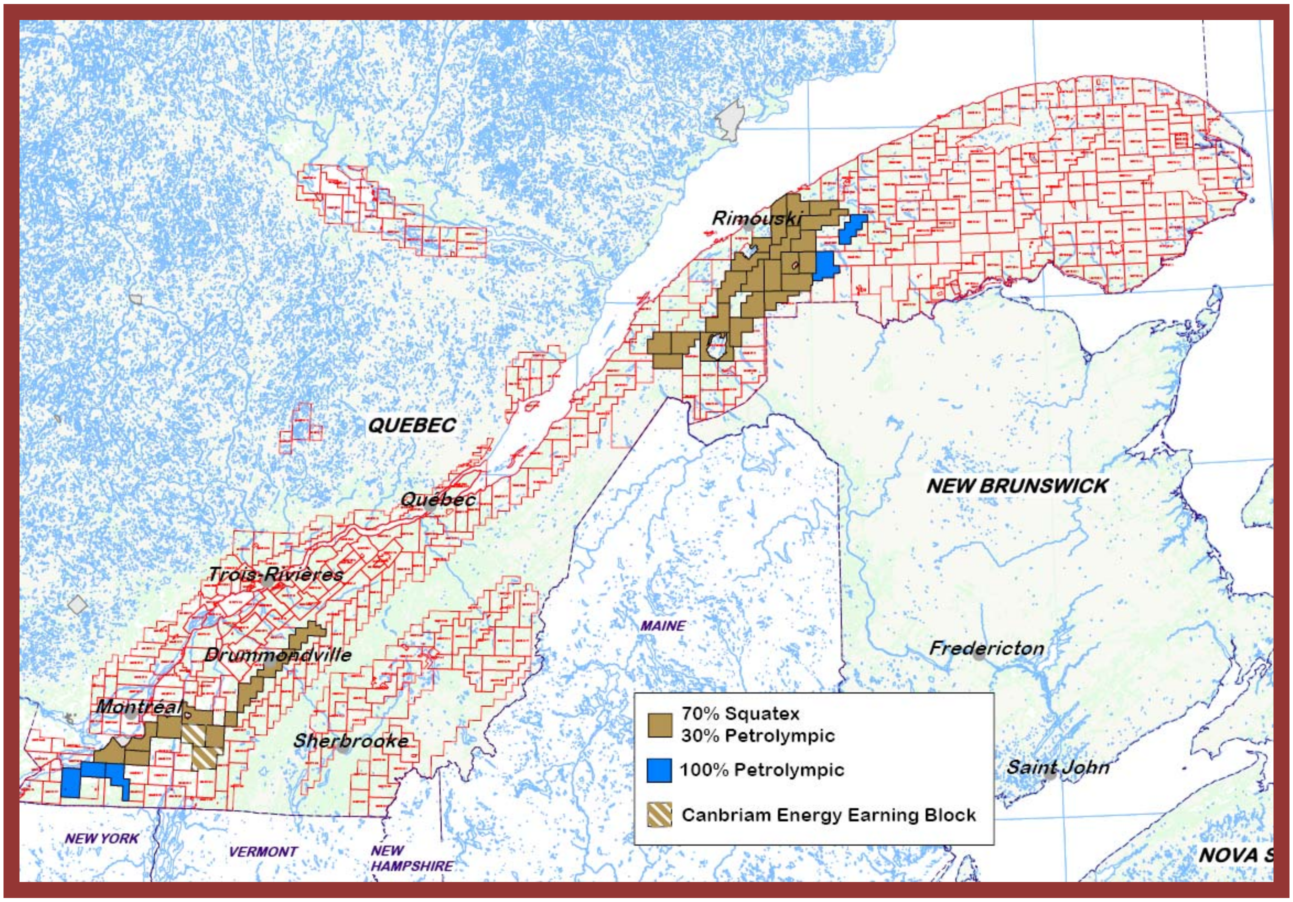
Permit Number	Renewal Date	Area (Hectares)
2009RS299	01/09/2014	18,975
2009RS300	01/09/2014	20,704
2009RS301	01/09/2014	17,136
2009PG552	01/09/2014	10,267
2009PG553	01/09/2014	23,068
2009PG555	01/09/2014	16,438
2009PG557	01/09/2014	9,894
2009PG558	01/09/2014	19,420
2009PG559	01/09/2014	18,737
2009PG560	01/09/2014	19,817
2009PG561	01/09/2014	24,435
2009PG562	01/09/2014	19,847
2009PG563	01/09/2014	22,573
2009PG564	01/09/2014	14,377
2009PG565	01/09/2014	15,370
2009PG566	01/09/2014	21,454
2009PG567	01/09/2014	20,642
2009PG568	01/09/2014	20,668
2009PG569	01/09/2014	17,244
2009PG570	01/09/2014	19,579
2009PG571	01/09/2014	20,951
2009PG572	01/09/2014	16,477
Subtotal		**408,073**

St. Lawrence Lowlands Permits 12% Ownership:

Permit Number	Renewal Date	Area (Hectares)
2009RS296 (part)	01/09/2014	20,339
2009RS298 (part)	01/09/2014	24,400
Subtotal		**44,739**

Canbriam has earned an interest between the surface and the top of the Trenton Formation of over 8,000 hectares to date and could increase its earning to up to 32,000 of the 44,739 hectares.

Map



B) Chittim Ranch, Texas, USA

In the first half of 2014, the Company generated net revenue of $16,307 from its interest in the Chittim Ranch property in the Maverick Basin, Texas.

The Company cannot quantify what the cash inflows might be from its interest in the Chittim Ranch property. Petrolympic plans to produce the oil from this reservoir for its maximum economic value and subsequently move up the pipe and test other zones encountered during drilling.

Exploration Activities in Québec

The government of Québec made several changes in June 2011 to the legislative and regulatory framework for oil and gas production. The adoption of Bill 18, an Act to limit oil and gas activities, introduced three changes aimed at:

- banning oil and gas activity on islands in the river and estuary portion of the St. Lawrence;

- exempting holders of exploration licences from performing the work required under the Mining Act for up to three years from the introduction of the legislation; and
- extending the validity of all exploration licences in Québec for the same period as the moratorium.

In addition, the Ministère du Développement Durable, de l'Environnement et des Parcs (the "MDDEP") amended the regulation respecting the application of the Environment Quality Act. As a result, an environmental authorization certificate is required for all shale drilling and fracking operations. The amendment also requires companies to hold a public consultation before applying for a certificate for this type of work. Lastly, concerning strategic environmental assessments, the MDDEP has adopted a regulation aimed at providing information on shale drilling and fracking operations.

The government announced in the fall of 2013 further changes to come to the Mining Act governing the exploration and exploitation of hydrocarbons and also declared a moratorium on shale gas exploration in the St. Lawrence Lowlands while new studies are taking place by the Bureau d'Audiences Publiques sur l'Environnement.

Some of Petrolympic's exploration activities will face delays due to these government decisions.

Petrolympic and Squatex can renew annually all their exploration permits until September 2019. Bill 18 is now allowing a further extension of the ownership of the permits for up to three more years while the government of Québec completes a strategic environmental assessment on shale gas development.

Specifically, the following permits are not directly affected by Bill 18, since shale gas is not the target of exploration:

- Gaspé Permits (100% ownership by Petrolympic);
- St. Lawrence Lowlands Permits (100% ownership by Petrolympic);
- Gaspé Permits (30% ownership by Petrolympic); and
- Lower St. Lawrence (30% ownership by Petrolympic).

The following permits located above the Utica Shale Fairway are directly affected by Bill 18:

- St. Lawrence Lowlands Permits (12% ownership by Petrolympic); and
- St. Lawrence Lowlands Permits (30% ownership by Petrolympic).

Petrolympic 100% Owned Permits

Gaspésie Peninsula

No additional work was performed on these permits during the six months ended June 30, 2014. The Company has enough exploration credits from its past exploration activities to cover the minimum work obligation to keep the Gaspé permits in good standing until August 31, 2014, and with Bill 18, the permits are in good standing for a further period of up to three additional years as long as annual rents are paid by Petrolympic.

St. Lawrence Lowlands

No additional work was performed on these permits during the six months ended June 30, 2014. The Company has enough exploration credits from its past exploration activities to cover the minimum work obligation to keep the St. Lawrence Lowlands permits in good standing until August 31, 2014, and with Bill 18, the permits are in good standing for a further period of up to three additional years as long as annual rents are paid by Petrolympic.

Squatex-Petrolympic Joint Venture Lands

Lower St. Lawrence - Gaspé Joint Permits

Petrolympic and their partner Squatex are designing a drilling program to validate the potential of the Massé Structure, and are preparing an exploration program to further document and test other prospective structures identified within the Property. Refer to the subheading "Operations" under the heading "Overall Performance" above.

St. Lawrence Lowlands Joint Permits

The last exploration work performed in the St. Lawrence Lowlands by Petrolympic, Squatex and Canbriam was the drilling of the Farnham No. 1 well and the recording and interpretation of a 40-kilometre 2D seismic survey in 2010 to further refine target areas and locate the best sites to be drilled. The resulting data and profiles have been integrated into a database with all other data acquired to plan future work over the area while waiting for the strategic environmental study to be completed by the Québec government. Petrolympic remains confident that shale gas exploration will be allowed soon and will be developed safely in the Québec Lowlands in the near future.

Exploration and evaluation expenditures

Québec	Six Months Ended, June 30, 2014 $	Six Months Ended, June 30, 2013 $
General exploration costs	69,878	32,041
Geophysical	nil	500
Permits and licences	nil	9,841
Net costs incurred	**69,878**	**42,382**

Québec	Three Months Ended, June 30, 2014 $	Three Months Ended, June 30, 2013 $
General exploration costs	69,878	nil
Permits and licences	nil	4,920
Net costs incurred	**69,878**	**4,920**

For the three and six months ended June 30, 2014, the Company spent $69,878 (comparative period – $4,920 and $42,382, respectively) on its permit interests for interpretation studies of acquired data and the drilling of the Massé No.1 and Sayabec No.1 core holes. Petrolympic and their partner Squatex are designing a drilling program to validate the potential of the Massé Structure, and are preparing an exploration program to further document and test other prospective structures identified within the Property. Specifically, the Company will focus on areas not directly affected by Bill 18. Due to sufficient aggregate historical expenditures, the Company is allowed but not required to incur further costs on its permits in fiscal 2014. Bill 18, voted in June 2011 by the government of Québec, is extending the life of the Company's permits and exempting work obligations for up to an additional three years. The Company's discretionary exploration activities do have considerable scope for flexibility in terms of the amount and timing of exploration expenditure, and expenditures may be adjusted accordingly.

Technical Disclosure

The above technical disclosure under the heading "Exploration Activities in Québec" has been prepared under the supervision of Paul Laroche, P. Eng., P. Geo., and a "qualified person" within the meaning of National Instrument 51-101.

Chittim Ranch Property Activities

The Company anticipates spending $100,000 on well activities at the Chittim Ranch property, subject to positive results.

Chittim Ranch Property	Six Months Ended, June 30, 2014 $	Six Months Ended, June 30, 2013 $
Development costs	41,996	35,599
Depreciation	7,634	1,782
Net costs incurred	**49,630**	**37,381**

Chittim Ranch Property	Three Months Ended, June 30, 2014 $	Three Months Ended, June 30, 2013 $
Development costs	21,584	18,521
Depreciation	3,817	1,782
Net costs incurred	**25,401**	**20,303**

Trends

The general concern over the exploitation of shale gas in the Province of Québec could delay some of the expected or proposed exploration work. Management, in conjunction with the Board of Directors, will continue to monitor these developments and their effect on the Company's business.

In addition to the risks outlined in this MD&A, the Company has identified the extreme volatility occurring in the financial markets recently as a significant risk for the Company. As a result of the market turmoil, investors are moving away from assets they perceive as risky to those they perceive as less so.

Companies like Petrolympic are considered risk assets and are highly speculative. The volatility in the markets and investor sentiment may make it difficult for Petrolympic to access the capital markets in order to raise the capital it will need to fund its current level of expenditures.

Environmental Liabilities

The Company is not aware of any environmental liabilities or obligations associated with its petroleum and natural gas interests. The Company is conducting its operations in a manner consistent with governing environmental legislation.

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Summary of Quarterly Results

Three Months Ended	Total Assets $	Profit or Loss Total $	Profit or Loss Per Share $
June 30, 2014	952,737	(718,558) (1)	(0.01)
March 31, 2014	968,464	(90,161) (2)	(0.00)
December 31, 2013	448,221	(465,078) (3)	(0.00)
September 30, 2013	278,175	(225,566) (4)	(0.00)
June 30, 2013	412,960	(151,052) (5)	(0.00)
March 31, 2013	416,327	(289,041) (6)	(0.00)
December 31, 2012	425,079	(307,219) (7)	(0.00)
September 30, 2012	405,846	(370,319) (8)	(0.00)

Notes:

(1) Net loss of $718,558 principally relates to share-based payment of $605,350, exploration and evaluation expenditures of $95,279, professional fees of $12,356, administrative and general of $37,965, investor relations and promotion of $11,639 and operating expenses related to general working capital purposes. These expenses were offset by sale of oil of $8,450, a net reversal of management fees of $39,385 and a net reversal of salaries and benefits of $2,679.

(2) Net loss of $90,161 principally relates to exploration and evaluation expenditures of $24,229, professional fees of $8,712, accretion expense of $4,265, management fees of $12,000, administrative and general of $20,031, salaries and benefits of $6,063 and operating expenses related to general working capital purposes. These were offset by sale of oil of $7,857.

(3) Net loss of $465,078 principally relates to share-based payment of $219,850, exploration and evaluation expenditures of $190,563, professional fees of $41,589, accretion expense of 26,173, management fees of $12,000, administrative and general of $5,171, salaries and

benefits of $8,494 and operating expenses related to general working capital purposes. These were offset by a deferred tax recovery of $33,192, sale of oil of $13,588 and interest income of $104.

(4) Net loss of $225,566 principally relates to exploration and evaluation expenditures of $169,025, professional fees of $20,181, management fees of $15,000, administrative and general of $9,197, salaries and benefits of $8,273 and operating expenses related to general working capital purposes.

(5) Net loss of $151,052 principally relates to exploration and evaluation expenditures of $25,223, share-based payment of $77,734, management fees of $16,500, professional fees of $8,852, reporting issuer costs of $227, administrative and general of $12,303 and operating expenses related to general working capital purposes.

(6) Net loss of $289,041 principally relates to exploration and evaluation expenditures of $54,540, share-based payment of $183,333, management fees of $16,500, professional fees of $8,524, reporting issuer costs of $8,223, administrative and general of $15,026 and operating expenses related to general working capital purposes.

(7) Net loss of $307,219 principally relates to exploration and evaluation expenditures of $236,883, professional fees of $32,492, investor relations and promotion of $3,923, management fees of $16,501, administrative and general of $1,311 and operating expenses related to general working capital purposes.

(8) Net loss of $370,319 principally relates to exploration and evaluation expenditures of $252,556, professional fees of $63,332, investor relations and promotion of $15,498, management fees of $20,499, administrative and general of $9,981 and operating expenses related to general working capital purposes.

The Company's results have fluctuated from period to period due to the timing of exploration expenditures in each period. In addition, administrative expenses have fluctuated from period to period depending on higher or lower support costs for the Company's exploration program in Québec (Canada) and Texas (USA).

Discussion of Operations

Six months ended June 30, 2014, compared with the six months ended June 30, 2013

Petrolympic's net loss totaled $808,719 for the six months ended June 30, 2014, with basic and diluted loss per share of $0.01. This compares with a net loss of $440,093 with basic and diluted loss per share of $0.01 for the six months ended June 30, 2013. The increase in the net loss of $368,626 was principally because:

- Exploration and evaluation expenditures for the six months ended June 30, 2014, were $119,508 (six months ended June 30, 2013 - $79,763), an increase of $39,745 compared to the same period in 2013. The Company and their partner Squatex are designing a drilling program to validate the potential of the Massé Structure, and are preparing an exploration program to further document and test other prospective structures identified within the Property.

  Exploration and evaluation expenditures have fluctuated from period to period due to the timing and funding of the Company's exploration programs in Québec (Canada) and Texas (USA).

- During the six months ended June 30, 2014, the Company recognized income of $nil (six months ended June 30, 2013 - $13,143) due to the retirement of the liability for the deferred premium on flow-through shares.

- During the six months ended June 30, 2014, the Company recognized revenue from the sale of oil of $16,307 (six months ended June 30, 2013 - $nil).

- Operating expenses such as management fees, administrative and general, professional fees, investor relations and promotion, reporting issuer costs and salaries and benefits excluding share-based payment totaled $95,903 for the six months ended June 30, 2014 (six months ended June 30, 2013 - $111,897). The decrease was due to a net reversal of management fees of $27,385 which was offset by increases in administrative and general and investor relations and promotion.

- On March 25, 2013, the Company granted 3,333,335 options at a price of $0.10 per share, expiring March 25, 2018. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: a five year expected average life; share price of $0.07; 119% volatility; risk-free interest rate of 1.32%; and a dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options. The fair value assigned to these options was $183,333, which was expensed in the unaudited condensed interim consolidated statement of loss and comprehensive loss with a corresponding amount allocated to contributed surplus. These options have fully vested.

  On June 26, 2013, the Company granted a total of 1,466,667 options to purchase common shares of the Company to directors and an officer at an exercise price of $0.10 per share, expiring on June 26, 2018. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: a five year expected average life; share price of $0.07; 110% volatility; risk-free interest rate of 1.69%; and a dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options. The fair value assigned to these options was $77,734 which was expensed in the unaudited condensed interim consolidated statement of loss and comprehensive loss with a corresponding amount allocated to contributed surplus. These options have fully vested.

  On May 20, 2014, the Company granted 1,330,000 options of the Company at a price of $0.36 per share, expiring May 20, 2019. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: a five year expected average life; share price of $0.36; 118% volatility; risk-free interest rate of 1.54%; and a dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options. The fair value assigned to these options was $392,350 which was expensed in the unaudited condensed interim consolidated statement of loss and comprehensive loss with a corresponding amount allocated to contributed surplus. These options have fully vested.

  On June 20, 2014, the Company granted 750,000 options of the Company at a price of $0.37 per share, expiring June 20, 2019. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: a five year expected average life; share price of $0.35; 117% volatility; risk-free interest rate of 1.60%; and a dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options. The fair value assigned to these options was $213,000 which was expensed in the unaudited condensed interim consolidated statement of loss and comprehensive loss with a corresponding amount allocated to contributed surplus. These options have fully vested.

Several variables were used when determining the value of stock options using the Black-Scholes option pricing model:

Expected term: the Company used the expected term of five years for the options granted, which is the maximum term ascribed to the stock options issued. The Company chose the maximum term because it is difficult to determine with any reasonable degree of accuracy when these stock options will be exercised.

Volatility: the Company used historical information on the market price of its common shares to determine the degree of volatility at the date the stock options were granted. Therefore, depending on when the stock options are granted and the period of historical information examined, the degree of volatility can be different when calculating the value of different stock options.

Risk-free interest rate: the Company used the interest rate available for government securities of an equivalent expected term at the date of the grant of the stock options. The risk-free interest rate will vary depending on the date of grant of the stock options and their expected term.

Dividend yield: the Company has not paid dividends in the past because it is in the exploration stage and has not yet earned any income from operations. Also, the Company does not expect to pay dividends in the foreseeable future. Therefore, a dividend rate of 0% was used to value the stock options.

Three months ended June 30, 2014, compared with the three months ended June 30, 2013

Petrolympic's net loss totaled $718,558 for the three months ended June 30, 2014, with basic and diluted loss per share of $0.01. This compares with a net loss of $151,052 with basic and diluted loss per share of $0.00 for the three months ended June 30, 2013. The increase in the net loss of $567,506 was principally because:

- Exploration and evaluation expenditures for the three months ended June 30, 2014, were $95,279 (three months ended June 30, 2013 - $25,223), an increase of $70,056 compared to the same period in 2013. The Company and their partner Squatex are designing a drilling program to validate the potential of the Massé Structure, and are preparing an exploration program to further document and test other prospective structures identified within the Property.

  Exploration and evaluation expenditures have fluctuated from period to period due to the timing and funding of the Company's exploration programs in Québec (Canada) and Texas (USA).

- During the three months ended June 30, 2014, the Company recognized revenue from the sale of oil of $8,450 (three months ended June 30, 2013 - $nil).

- Operating expenses such as management fees, administrative and general, professional fees, investor relations and promotion, reporting issuer costs and salaries and benefits excluding share-based payment totaled $26,379 for the three months ended June 30, 2014 (three months ended June 30, 2013 - $47,624). The decrease is primarily due to a net reversal of management fees of $39,385 which was partially offset by increases in administrative and general and investor relations and promotion.

- On June 26, 2013, the Company granted a total of 1,466,667 options to purchase common shares of the Company to directors and an officer at an exercise price of $0.10 per share, expiring on June 26, 2018. The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: a five year expected average life; share price of $0.07; 110% volatility; risk-free interest rate of 1.69%; and a dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options. The fair value assigned to these options was $77,734 which was expensed in the unaudited condensed interim consolidated statement of loss and comprehensive loss with a corresponding amount allocated to contributed surplus. These options have fully vested.

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  Several variables were used when determining the value of stock options using the Black-Scholes option pricing model. See page 18.

Liquidity and Capital Resources

The activities of the Company, principally the acquisition and exploration of properties prospective for petroleum and natural gas, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. For the six months ended June 30, 2014, the Company raised gross proceeds of $1,315,600 by issuing 8,770,666 Units.

In fiscal 2013, the Company received a loan of $200,000 from Mendel Ekstein, the CEO and the President of the Company, for a term of 12 months, which principal would bear no interest (but would bear interest at a rate of 30% per annum in the case of a default), which was repaid in January 2014.

There is no assurance that future equity capital or debt will be available to the Company in the amounts or at the times desired or on terms that are acceptable, if at all. See "Risk Factors" below.

The Company has no operating revenues, and therefore must utilize its current cash reserves, funds obtained from the exercise of warrants and stock options and other financing transactions to maintain its capacity to meet ongoing operating activities. As of June 30, 2014, the Company had 100,021,099 common shares issued and outstanding, 9,730,002 options that would raise $1,663,800 and 12,225,732 warrants outstanding that would raise $2,582,026, if exercised in full. This is not anticipated until the market price of the Company's traded common shares increases.

Cash used in operating activities was $417,627 for the six months ended June 30, 2014. Operating activities were affected by the net decrease in non-cash working capital balances of $225,247 because of a decrease in amounts receivable and other assets of $15,833, a decrease in accounts payable and accrued liabilities of $241,048 and an increase of $32 in reclamation bond. The Company also recorded depreciation of equipment of $7,634, accretion expense of $4,265 and change in unrealized foreign exchange loss of $910.

Cash provided by financing activities was $945,578 for the six months ended June 30, 2014. As mentioned previously, the CEO provided $200,000 to the Company. $185,000 was provided in Q1 2013 and $15,000 was provided in Q4 2012. This was repaid in full in January 2014. In addition, the Company received net proceeds from a private placement of $947,958 and net proceeds from warrant exercises of $197,620.

To date, the cash resources of the Company are held with two major Canadian chartered banks. The Company has no debt. Its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest-bearing.

The Company's liquidity risk from financial instruments is minimal as surplus cash is invested in investment grade term deposit certificates. As of June 30, 2014, surplus cash was invested in bank-backed guaranteed investment certificates worth $10,000, and this amount was included in cash and cash equivalents.

Current liabilities decreased to $75,240 at June 30, 2014, from $512,023 at December 31, 2013, primarily due to a loan of $200,000 received from the CEO. This loan was repaid in January 2014.

Currently, the Company's operating expenses are averaging approximately $15,000 to $50,000 per month for management fees, month-to-month professional fees and other working capital related expenses. The Company's cash and cash equivalents as at June 30, 2014 is sufficient to satisfy current liabilities and general and administrative costs up to June 30, 2015. The Company is also expected to receive net revenue from its Chittim Ranch activities in the range of $3,000 to $10,000 per quarter. It must be noted that the Company and their partner Squatex are designing a drilling program to validate the potential of the Massé Structure, and are preparing an exploration program to further document and test other prospective structures identified within the Property which will be paid out of existing cash and future anticipated financings. In addition, the Company anticipates spending $100,000 on well activities at the Chittim Ranch property, subject to positive results. Subject to these activities, the Company needs to secure additional financing to carry on business activities. The major variables are expected to be the size, timing and results of the Company's exploration program and its ability to continue to access capital to fund its ongoing operations. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or under terms favourable to the Company.

The Company's discretionary exploration activities do have considerable scope for flexibility in terms of the amount and timing of expenditure, and expenditures may be adjusted accordingly. However, to meet long-term business plans, discovery of a petroleum and natural gas reserve is an important component of the Company's financial success.

Change in Accounting Policies

IAS 32 - Financial Instruments, Presentation ("IAS 32") was amended to clarify that the right of offset must be available on the current date and cannot be contingent on a future date. At January 1, 2014, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

Future accounting changes

IFRS 9 - Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company is currently assessing the impact of this pronouncement.

Financial Instruments

(i) Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate and foreign currency risk). Risk management is carried out by the Company's management team with guidance from the Audit Committee. The Board of Directors also provides regular guidance for overall risk management.

(ii) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and petroleum receivable. Cash and cash equivalents are held with select major Canadian chartered banks. Petroleum receivable is in good standing as of June 30, 2014. Management believes that the credit risk concentration with respect to financial instruments is minimal.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at June 30, 2014, the Company had cash and cash equivalents of $839,979

(December 31, 2013 - $312,028) to settle current liabilities of $75,240 (December 31, 2013 - $512,023). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms except for the loan payable, which was paid in January 2014. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

The Company is currently looking for an equity or debt financing transaction to advance its business activities.

(iv) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in guaranteed investment certificates or interest-bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance with its cash management policy.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company is exposed to foreign currency risk with respect to the expenditures incurred by its US subsidiaries.

(v) Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a six month period:

The Company has subsidiaries with balances denominated in US dollars. Sensitivity to a plus or minus 5% change in exchange rates would lead to approximately a $700 gain/loss in the reported net loss and comprehensive loss for the six months ended June 30, 2014.

Share Capital

As at the date of this MD&A, the Company had 100,021,099 issued and outstanding common shares.

Stock options outstanding for the Company at the date of this MD&A were as follows:

Options	Expiry Date	Exercise Price
100,000	April 23, 2015	$0.28
1,100,000	April 24, 2017	$0.12
3,333,335	March 25, 2018	$0.10
1,466,667	June 26, 2018	$0.10
800,000	November 21, 2018	$0.175
850,000	December 9, 2018	$0.15
1,330,000	May 20, 2019	$0.36

750,000	June 20, 2019	$0.37
9,730,002		

Warrants outstanding for the Company at the date of this MD&A were as follows:

Warrants	Expiry Date	Exercise Price
2,578,000	February 27, 2015	$0.10
6,300,000	July 13, 2015	$0.25
2,470,666	August 7, 2015	$0.25
877,066	August 7, 2015	$0.15
12,225,732		

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements; and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company 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 such certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer 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

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the unaudited condensed interim consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

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 such 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.

Related Party Transactions

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

As at June 30, 2014, Mendel Ekstein, an officer and director of the Company, controls or indirectly controls 26,243,936 common shares of the Company, or approximately 26% of the total common shares outstanding. As at June 30, 2014, Andreas Jacob, a director of the Company, controls or indirectly controls 11,967,625 common shares of the Company, or approximately 12% of the total common shares outstanding. As at June 30, 2014, the remaining directors and/or officers of the Company collectively control 276,874 common shares of the Company or less than 1% of the total common shares outstanding. To the knowledge of directors and officers of Petrolympic, the remainder of the Company's outstanding common shares are widely held. These holdings can change at any time at the discretion of the owner.

(a) Petrolympic entered into the following transactions with related parties:

Names	Six Months Ended June 30, 2014 $	Six Months Ended June 30, 2013 $
Marrelli Support Services Inc. ("Marrelli Support") (i)	12,024	22,073
DSA Corporate Services Inc. ("DSA") (ii)	10,121	8,140
Fogler Rubinoff LLP ("Fogler") (iii)	nil	14,028
Loan payable - Mendel Ekstein (iv)	nil	185,000
Andreas Jacob (v)	51,478	nil
Total	**73,623**	**229,241**

Names	Three Months Ended June 30, 2014 $	Three Months Ended June 30, 2013 $
Marrelli Support (i)	5,906	10,746
DSA (ii)	7,551	3,137
Fogler (iii)	nil	2,000
Total	**13,457**	**15,883**

(i) For the three and six months ended June 30, 2014, the Company expensed $5,906 and $12,024, respectively (three and six months ended June 30, 2013 - $10,746 and $22,073, respectively) to Marrelli Support for the services of Carmelo Marrelli to act as Chief Financial Officer ("CFO") of the Company. In addition, Marrelli Support also provides bookkeeping services to the Company. Carmelo Marrelli is the president of Marrelli Support. The amounts charged by Marrelli Support are based on what Marrelli Support usually charges its regular clients. The Company expects to continue to use Marrelli Support for an indefinite period of time. As at June 30, 2014, Marrelli Support was owed $2,368 (December 31, 2013 - $15,633) and this amount was included in accounts payable and accrued liabilities.

(ii) For the three and six months ended June 30, 2014, the Company expensed $7,551 and $10,121, respectively (three and six months ended June 30, 2013 - $3,137 and $8,140, respectively) to DSA for corporate secretarial services. DSA is a private company controlled by Carmelo Marrelli, the CFO of the Company. Carmelo Marrelli is also the corporate secretary and sole director of DSA. The amounts charged by DSA are based on what DSA usually charges its regular clients. The Company expects to continue to use DSA for an indefinite period of time. As at June 30, 2014, DSA was owed $1,872 (December 31, 2013 - $7,960) and this amount was included in accounts payable and accrued liabilities.

(iii) For the three and six months ended June 30, 2014, the Company expensed $nil (three and six months ended June 30, 2013 - $2,000 and $14,028, respectively) to Fogler for professional services. The amounts charged by Fogler are based on what Fogler usually charges its regular clients. The Company expects to continue to use Fogler for an indefinite period of time. Adam Szweras, the Corporate Secretary of Petrolympic, is a partner at Fogler. As at June 30, 2014, Fogler was owed $nil (December 31, 2013 - $25,270).

(iv) The total loan balance owed to the President and CEO of the Company as of June 30, 2014 amounted to $nil (December 31, 2013 - $200,000). In Q1 2014, the Company repaid the loan in full.

(v) In Q1 2014, Andreas Jacob, Vice-President and a director of the Company was paid $51,478 as a finders' fee for assisting in the financing which raised gross proceeds of $1,315,600.

(b) Remuneration of directors and key management personnel of the Company was as follows:

Salaries and Benefits	**Six Months Ended June 30, 2014 $**	**Six Months Ended June 30, 2013 $**
Mendel Ekstein (CEO)	32,615	24,000
Mendel Ekstein – reversal of amounts owed from prior periods	(60,000)	nil
Andreas Jacob (Vice-President and Director)	30,000	16,496
Andreas Jacob – reversal of amounts owed from prior periods	(25,179)	nil
Total	**(22,564)**	**40,496**

Salaries and Benefits	Three Months Ended June 30, 2014 $	Three Months Ended June 30, 2013 $
Mendel Ekstein (CEO)	20,615	12,000
Mendel Ekstein – reversal of amounts owed from prior periods	(60,000)	nil
Andreas Jacob (Vice-President and Director)	22,500	7,687
Andreas Jacob – reversal of amounts owed from prior periods	(25,179)	nil
Total	**(42,064)**	**19,687**

Share-based Payment	Six Months Ended June 30, 2014 $	Six Months Ended June 30, 2013 $
Mendel Ekstein (CEO)	89,250	57,867
Andreas Jacob (Vice-President and Director)	75,050	57,867
Alain Fleury (Director)	60,850	36,667
Miles Pittman (Director)	60,850	36,666
Adam Szweras (Officer)	60,850	35,334
Frank Ricciuti (Director)	60,850	36,666
Carmelo Marrelli (CFO)	32,450	nil
Roger Creamer (Director)	32,450	nil
Glenn MacNeil (Director)	103,250	nil
Total	**575,850**	**261,067**

Share-based Payment	Three Months Ended June 30, 2014 $	Three Months Ended June 30, 2013 $
Mendel Ekstein (CEO)	89,250	21,200
Andreas Jacob (Vice-President and Director)	75,050	21,200
Alain Fleury (Director)	60,850	nil
Miles Pittman (Director)	60,850	nil
Adam Szweras (Officer)	60,850	35,334
Frank Ricciuti (Director)	60,850	nil
Carmelo Marrelli (CFO)	32,450	nil
Roger Creamer (Director)	32,450	nil
Glenn MacNeil (Director)	103,250	nil
Total	**575,850**	**77,734**

Payments to directors and key management personnel of the Company include (a) related party transactions, and (b) remuneration to, directors and key management personnel of the Company. During the three and six months ended June 30, 2014, the Company reversed amounts owed to Mendel Ekstein and Andreas Jacob from prior periods as part of its cost saving measures. As at June 30, 2014, directors and key management personnel of the Company were owed $31,915 (December 31, 2013 - $95,742) for remuneration, excluding amounts in (a) above.

The above noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

Capital Management

Petrolympic manages its capital to ensure that funds are available or are scheduled to be raised to provide adequate funds to carry out the Company's defined exploration programs and to meet its ongoing administrative costs. The Company considers its capital to be equity, comprising share capital, reserves and deficit, which at June 30, 2014, totaled equity of $877,497 (December 31, 2013 – deficit of $63,802).

This is accomplished by the Board of Directors' review and acceptance of exploration budgets that are achievable with existing resources and the timely matching and release of the next stage of expenditures with financial resources from private placements or other fund raisings.

The Company is not subject to any material externally imposed capital requirements or covenants. Management reviews the Company's capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate.

There were no changes in the Company's approach to capital management during the three and six months ended June 30, 2014.

Proposed Transactions

The Company routinely evaluates various business development opportunities which could entail farm-ins, farm-outs, acquisitions and/or divestitures. In this regard, the Company is currently in discussions with various parties, but no definitive agreements respecting any proposed transactions have been entered into as of the date of this MD&A. There can be no assurances that any such transactions will be concluded in the future.

Risk Factors

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 such 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 Factors" in the Company's MD&A for the fiscal year ended December 31, 2013, available on SEDAR at **www.sedar.com**.