Management's Discussion and Analysis

September 30, 2014

3MV ENERGY

*The following Management's Discussion and Analysis ("**MD&A**") as provided by the management of 3MV Energy Corp. ("**3MV Energy**", or the "**Corporation**") formerly Noravena Capital Corporation ("**Noravena**") reports on the financial condition and the results of operations for the three and nine month periods ended September 30, 2014 and September 30, 2013 and should be read in conjunction with the December 31, 2013 and December 31, 2012 audited consolidated financial statements and notes thereto. The audited financial statements for the period ended December 31, 2013 and December 31, 2012 and quarterly reviewed statements for three and nine months ending September 30, 2014 and 2013 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All financial measures are expressed in Canadian dollars unless otherwise indicated. This commentary is based on the information available as at and is dated November 25, 2014.*

Description of the Company

3MV Energy Corp. ("3MV Energy") is the corporation resulting from the 3-cornered amalgamation (the "Amalgamation") of 3MV Energy Inc., Noravena Capital Corporation ("Noravena"), a capital pool company listed on the TSX Venture Exchange and Noravena's wholly owned subsidiary Noravena Acquisition Corporation, completed on January 29, 2012. Noravena issued 20.27 shares for each 3MV Energy Inc. share then consolidated its shares one for ten (1:10) and changed its name to "3MV Energy Corp." 3MV Energy is based in Calgary and engaged in the exploration, development, production and acquisition of petroleum and natural gas reserves in Western Canada primarily Saskatchewan. The address of the registered office is #1150, 444-5th Ave SW Calgary, Alberta T2P 2T8.

Basis of Presentation

On February 23, 2012, 3MV Energy filed notice as required to change its yearend. As such the Corporation's year-end has been changed from April 30 to December 31 in order to be consistent with peer companies. Notice of this change can be viewed on the SEDAR web site at www.sedar.com. The condensed consolidated interim financial statements and comparative information have been prepared in accordance with IFRS. For a summary of the Corporation's detailed accounting policies, refer to notes 3 and 4 of the Corporation's December 31, 2013 consolidated financial statements. The following MD&A compares the results of the three and nine months ended September 30, 2014 to the three and nine months ended September 30, 2013. The term "Q3 2014" or similar terms are used throughout this document and refer to the three and nine month periods ended September 30, 2014.

Forward-Looking Information

This document contains forward-looking statements. More particularly, this document contains statements concerning the anticipated exploration and development activities of the Corporation.

The forward-looking statements contained in this document are based on certain key expectations and assumptions made by the Corporation, including expectations and assumptions concerning the application of regulatory regimes, prevailing commodity prices and exchange rates, availability and cost of labour and services, the timing and receipt of regulatory approvals, the performance of existing wells, the success obtained in drilling new wells, the performance of new wells and the sufficiency of budgeted capital expenditures in carrying out planned activities.

Although 3MV Energy believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements as the Corporation can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks.

Such factors include, but are not limited to: the risks associated with the oil and gas industry in general (e.g., operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections relating to production, costs and expenses; health and safety and environmental risks; commodity price and exchange rate fluctuations; uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures; regulatory risks including royalty regimes; and financial liquidity risks).

Forward-looking statements contained in this document are made as of the date hereof and 3MV Energy undertakes no obligation to update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

BOE Conversion

Where amounts are expressed on a barrel of oil equivalent ("boe") basis, natural gas volumes have been converted to boe using a ratio of six thousand cubic feet ("Mcf") of natural gas to one barrel of oil equivalent. This conversion ratio is based upon an industry standard energy equivalent conversion method primarily applicable at the burner tip and does not represent value equivalence at the wellhead. Boe figures may be misleading, particularly if used in isolation.

Non-IFRS Measurements

Certain financial measures referred to in this MD&A, such as funds generated from operations, are not prescribed by IFRS. Funds generated from operations is calculated based on cash flows from operating activities before changes in non-cash working capital, transaction costs and decommissioning provision expenditures incurred. 3MV Energy uses funds generated from operations to analyze operating performance and leverage, and considers funds generated from operations to be a key measure as it demonstrates the Corporation's ability to generate cash necessary to fund future capital investments and repay debt.

This MD&A also contains other industry benchmarks and terms, such as working capital (deficiency) (calculated as current assets less current liabilities) and operating netbacks (calculated on a per unit basis as oil, gas and natural gas liquids revenues, less royalties, transportation and operating costs), which are not recognized measures under IFRS. Management believes that in addition to net income and cash flow from operating activities, working capital, and operating netbacks are useful supplemental measures as they provide an indication of 3MV Energy's operating performance, leverage and liquidity. Investors should be cautioned, however, that these measures should not be construed as an alternative to both net income and cash flow from operating activities, which are determined in accordance with IFRS, as indicators of 3MV Energy's performance.

The following table reconciles funds generated from operations to cash flow from operating activities, which is the most directly comparable measure calculated in accordance with IFRS:

	Three months ended		Nine months ended	
$	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Cash flows from operating activities	**361,397**	352,737	**69,969**	332,810
Changes in non-cash working capital	**(343,613)**	(70,171)	**129,127**	(269,097)
Funds generated by operation (as defined above)	**17,781**	282,566	**(59,158)**	63,713

Fiscal 2014 highlights

- Related Party Loan
  - During the fiscal 2014 year, 3MV Energy obtained a secured draw down facility term loan in the amount of $2 million from a corporation controlled by the Interim CEO, a director and control person of 3MV Energy. The loan has an annual interest rate of 8%, and matures on June 1, 2016. Included in the loan is a provision whereby accrued interest will be settled quarterly through the issuance of common shares in the Corporation at the volume weighted average market price of the last five trading days at time of disbursement or the discounted market price based on closing price on payment date. As of September 30, 2014 $1,987,372 was drawn on the facility. The proceeds of the loan were used to fund the Corporation's capital spending during the period as well as for general corporate purposes.

- Asset Sale
  - On August 15, 2014 the Corporation announced that it completed the disposition of a land package in its Dodsland area with corresponding production, related inventory and equipment within the property for a purchase price of $4.35 million less customary adjustments. The net proceeds from the sale have been applied to reduce 3MV Energy's corporate liabilities, as well as for joint venture capital drilling. The sale of these assets advances the Corporation's strategic goal of reducing its debt load and further focuses its development strategy on its Fiske area Viking property in west central Saskatchewan.

- Joint Venture Arrangement
  - On August 5, 2014 the Corporation announced that it entered into a Joint Venture ("JV") agreement with an arm's length private company to form a joint venture to drill, develop and exploit its Fiske area property in south west Saskatchewan. The JV partner has agreed to spend $5 million on the property in order to earn a 50% working interest in the Fiske lands and related assets currently held by 3MV Energy. Under the terms of the agreement, the JV partner has become the operator of the assets. The JV allows the Corporation to de-risk the Fiske play with less corporate exposure and provides the Corporation with access to an experienced technical team who will aide in exploiting the assets. Subsequent to the end of the quarter, the joint venture partner has earned their working interest after expending $5 million on the Fiske property.

- Debt Facility
  - On October 8, 2014 the Corporation announced that it has entered into a secured loan facility whereby it may borrow up to $10,000,000 made available in two advances. On November 5, 2014 the Corporation announced that that it had drawn down $6,000,000 of the facility and issued the warrants associated with Tranche A of the loan. As part of the use for these funds, the $622 thousand credit facility was repaid in full. The Corporation plans to use funds from the Facility to fund phase 2 of the joint venture capital spending.

Results of Operations

Production

	Three months ended			Nine months ended		
	September 30, 2014	September 30, 2013	% change	September 30, 2014	September 30, 2013	% change
Daily Production:						
Light crude oil (bbls/d)	**75.3**	99.8	(25%)	**68.5**	86.0	(20%)
Natural gas (Mcf/d)	**47.9**	140.2	(66%)	**57.6**	119.6	(52%)
Natural gas liquids (bbls/d)	**0.9**	3.8	(76%)	**1.1**	3.5	(70%)
Total boe/d (6:1)	**84.2**	127.0	(34%)	**79.2**	109.5	(28%)

Production for the three months ended September 30, 2014 was 84.2 boe/d which represents a 34 percent decrease from Q3 2013, in which the Corporation produced 127.0 boe/d. Average production for the nine months ended September 30, 2014 of 79.2 boe/d was 28 percent lower than production for the nine months ended September 30, 2013 of 109.5 boe/d. The decrease in average daily production for the three and nine month periods in Q3 2014 compared to Q3 2013 was a result of diminished drilling activity in prior periods. Due to decreased capital funding and cash flow limitations the Corporation was not able to replace production depleted from natural decline.

During 2013 the Corporation benefited from the drilling of 2 net (2 gross) wells at the end of 2012. These wells came on to production in the first quarter of 2013 resulting in a production rise in the comparative periods. In Q3 2014, the Corporation disposed of various producing assets in Kerrobert, Dodsland and Forgan areas of Saskatchewan which led to decreased production at the tail end of the quarter. This was offset by the completion and equipping of a Fiske well in that was drilled in a prior period but brought online in September of Q3 2014. This completion work was done the Corporation’s working interest partner and earned 3MV Energy 1 gross (0.5 net) wells. The Corporation expects to further develop and exploit its Fiske assets and plans to recommence drilling and work over activities in Q4 of 2014 as part of the joint venture agreement.

Production for the quarter ended September 30, 2014 was comprised of 76 bbls/d of light crude oil and natural gas liquids (“NGLs”) and 48 thousand cubic feet per day (“Mcf/d”) of natural gas. 3MV Energy’s product volume mix during the quarter ended September 30, 2014 was 91 percent oil and NGLs and 9 percent natural gas. The product mix increased in oil and NGL’s weighting from Q3 2013 when the Corporation produced 82 percent oil and NGL’s and 18 percent natural gas. The change relates to the disposition of the Kerrobert, Dodsland and Forgan assets during the period which produce more of the Corporation’s associated gas that its Fiske asset.

Commodity Markets

3MV Energy's realized price for its light crude oil and NGLs in the third quarter of 2014 was $92.88/bbl (Q3 2013 – $98.37/bbl) compared to an Edmonton Light Sweet par price of $96.11/bbl (Q3 2013 – 104.69). For the nine months ended September 30, 2014, the Corporation's realized price for its light crude oil and NGLs was $95.74/bbl compared to the 2013 year-to-date realized price of $89.55/bbl, and an Edmonton Light Sweet benchmark price of $95.13/bbl. The Corporation realized price compared to its benchmark was consistent with the prior year periods for both the three and nine months ending September 30, 2014.

During the three-month period ended September 30, 2014 the Corporation saw its realized price for light crude oil decrease as its benchmark crude oil price fell 8 percent from the same period last year. Over Q3, global oil supply and oil inventories continued to increase due to lower than projected economic global growth which created a softening in world oil prices. This more than offset geopolitical risk of production disruptions throughout various parts of the world, and supported a declining oil price during the period. Edmonton light price differentials to WTI were less volatile than early 2014 however wider differentials continue to be attributed to increased light oil production in both Canada and the US.

3MV Energy's production is sold in Canada and is sensitive to world crude oil price variations.

3MV Energy realized a natural gas sales price of $3.94/Mcf for Q3 2014 compared to $2.38/Mcf in Q3 2013. In the current quarter the Corporation's realized gas price represented 98 percent of its benchmark price, AECO-C spot, which averaged $4.01/Mcf over the period. During Q3 2013 the Corporation saw realized gas prices of $2.38/Mcf or 84 percent of AECO-C. It should be noted the gas revenue currently earned is minimal in relation to the total revenues of the Corporation. The Corporation's current natural gas production is associated gas from oil production.

	Three months ended			Nine months ended		
	September 30, 2014	September 30, 2013	*% change*	September 30, 2014	September 30, 2013	*% change*
Average Benchmark Prices						
Crude oil – Edm Light Sweet($ per bbl)	**96.11**	104.69	(8%)	**100.12**	95.13	5%
Natural gas – AECO-C Spot ($ per mcf)	**4.01**	2.30	75%	**4.84**	3.01	61%
3MV`s Average Realized Prices						
Crude oil and natural gas liquids ($ per bbl)	**92.88**	98.37	(6%)	**95.74**	89.55	7%
Natural gas ($ per mcf)	**3.94**	2.38	65%	**4.72**	2.84	66%

Revenues

For the quarter ended September 30, 2014, 3MV Energy's revenues decreased 31 percent to $669 thousand from $968 thousand for Q3 2013. Quarter over quarter, the decrease of the Corporation's benchmark prices led to a $41 thousand drop in revenues further widened by a decrease of $259 thousand caused by lower production levels. On a nine month year to date basis, rising prices lead to a $127 thousand rise in revenues offset by a reduction of $516 thousand due to lower production levels. As mentioned above the production dip is a result of the Corporation limiting drilling and workover maintenance activity during 2014.

	Three months ended			Nine months ended		
$	September 30, 2014	September 30, 2013	% change	September 30, 2014	September 30, 2013	% change
Revenues by product						
Light crude oil	**646,790**	920,613	(30%)	**1,801,965**	2,141,723	(16%)
Natural gas	**17,360**	30,689	(43%)	**74,172**	92,677	(20%)
Natural gas liquids	**4,660**	17,086	(73%)	**16,731**	47,126	(64%)
Total revenues	**668,811**	968,388	(31%)	**1,892,868**	2,281,525	(19%)
Total revenues per boe	**86.31**	82.90	4%	**87.56**	76.35	15%

Royalties

Royalty payments are made to the owners of the mineral rights on leases, which include provincial governments and freehold landowners, as well as to other third parties by way of contractual overriding royalties. Overriding royalties are generally paid to third parties where 3MV Energy has entered into agreements to earn an interest in their mineral rights by investing capital in their property. Taken in kind royalties are reported net of the revenue amounts and offsetting royalty volumes.

For the three months ended September 30, 2014, total royalties decreased 55 percent to $25 thousand from $56 thousand for the same period of 2013. The Corporation's average royalty rate for the three months ended September 30, 2014 dropped to 3.7 percent of revenue compared to 5.7 percent for the same period of 2013. The asset disposition in Q3 2014 caused a drop in average royalty rate compared to the same period of 2013, as the properties disposed of had a higher royalty rating than the remaining asset base. The majority of the Corporation's Fiske production is subject to an overriding royalty that is taken in kind. This royalty is shown net for financial reporting purposes. As the Fiske production amounts as a proportion of total corporate production increased, the royalty rate decreased. For the nine months ended September 30, 2014, royalties were $94 thousand or 5.0 percent of revenue as compared to $148 thousand or 6.5 percent of revenue for the same period in 2013. The decrease in total royalty charges incurred on a year to date basis can be directly attributed to a 28 percent decrease in total production.

	Three months ended			Nine months ended		
$	September 30, 2014	September 30, 2013	% change	September 30, 2014	September 30, 2013	% change
Royalty expenses						
Total	**25,065**	55,525	(55%)	**94,431**	148,012	(36%)
$ per boe	**3.23**	4.75	(32%)	**4.36**	4.95	(23%)
% of revenue	**3.7%**	5.7%	(35%)	**5.0%**	6.5%	(23%)

Production and Operating Expenses

Operating expenses totaled $285 thousand or $36.80/boe for the third quarter of 2014 as compared to $288 thousand or $24.66/boe for Q3 2013, representing a 1 percent total cost decrease but a 49 percent increase on a per boe basis. The large increase in operating expenses per barrel in Q3 2014 compared to Q3 2013 is principally attributable to the Corporation's sizeable decrease in production over the same periods. With a number of relatively fixed costs incurred monthly, a decrease in production leads to an increase in the operating costs on a per barrel basis. On a year to date basis, operating expenses remained very flat not changing on a percentage basis. Again, on a per barrel basis this result in an increase of 41 percent as operating expense per barrel climbed to $40.50 from $29.33.

	Three months ended			Nine months ended		
$	September 30, 2014	September 30, 2013	*% change*	September 30, 2014	September 30, 2013	*% change*
Operating & transportation expenses						
Total	**285,202**	288,005	(1%)	**875,628**	876,561	0%
Total operating costs per boe	**36.80**	24.66	49%	**40.50**	29.33	38%

General and Administrative ("G&A") Expenses

During the third quarter of 2014, G&A expenses totaled $174 thousand or $22.39/boe as compared to Q3 2013 where G&A expenses were $257 thousand or $21.99/boe. The 32 percent decrease in general and administrative charges was predominantly the result of decreased professional fees incurred in G&A expenses compared to the same period last year. In the current year, much of the professional costs incurred directly related to the asset disposition and was accounted for as a transaction cost. In addition, the Corporation incurred some additional charges last year when it relocated its head office. For the nine months ended September 30, 2014 3MV Energy's general and administrative expenses decreased 36 percent to $584 thousand from $912 thousand over the same period in 2013 largely due to less head office staff leading to lower salary costs incurred. The Corporation continues to focus its efforts on cost savings in the coming periods.

	Three months ended			Nine months ended		
$	September 30, 2014	September 30, 2013	*% change*	September 30, 2014	September 30, 2013	*% change*
General & administrative expenses						
Total	**173,538**	256,856	(32%)	584,279	911,748	(36%)
Total G&A expenses per boe	**22.39**	21.99	2%	27.03	30.51	(11%)

Share-Based Compensation

During the three month period ended September 30, 2014, 3MV Energy expensed $117 thousand in share-based compensation related to outstanding stock options compared to $182 thousand during Q3 2013. During the period the Corporation issued 1,050,000 stock options to directors of the Corporation at an exercise price of $0.15 per share expiring on September 2, 2019 with immediate vesting terms and accounting for $106 thousand of the current quarterly expense.

Over the first nine months of 2014 the Corporation expensed $4 thousand in share-based compensation compared to an expense of $886 thousand in the same period in 2013. Share-based compensation decreased in the current year as a result of the Corporation retracting conditional options previously granted to directors during Q2 2014. The retracting of these 1,500,000 options issued with immediate vesting terms resulted in a reversal of $151,842 in share based payments costs incurred in 2013. This retractment offset the quarterly share based compensation expense incurred during 2014. By comparison, these 1.5 million options were contingently issued in Q3 2013 resulting in an expense of $152 thousand during that period. In addition, during Q1 2013 the Corporation issued 3.75 million options to directors of the Corporation with immediate vesting terms. These options resulted in a $631 thousand expense during the nine months ending September 30, 2013.

Share-based compensation is a non-cash calculation, utilizing the Black-Scholes model, or the estimated cost associated with options granted to purchase common shares of the Corporation. The share-based compensation expense reflects the value ascribed to the non-cash compensation provided by 3MV Energy to directors, officers, employees and consultants of the Corporation. This expense may not represent actual cash compensation realized by the recipients of the options upon the eventual exercise and disposition of these options.

Depletion and Depreciation

For the quarter ended September 30, 2014, depletion and depreciation expense totaled $232 thousand or $29.99/boe as compared to Q3 2013 in which the expense was $381 thousand or $32.63/boe. On a cumulative basis, 3MV Energy incurred depletion and depreciation expenses of $699 thousand or $32.33/boe for the nine months ended September 30, 2014 compared to $1.01 million or $33.82/boe in 2013. The decrease in depletion expense is largely the result of the reduction in average production in 2014 compared to 2013. In addition to the decrease in quarterly and annual production levels, the Corporation also incurred $4.3 million in impairment in Q2 2014 to its Dodsland/Other CGU. This impairment charge, coupled with limited capital spending resulted in a lower net book value in 2014 than 2013.

	Three months ended			Nine months ended		
$	September 30, 2014	September 30, 2013	*% change*	September 30, 2014	September 30, 2013	*% change*
Depletion & Depreciation						
Total	**232,399**	381,187	(39%)	698,998	1,010,782	(31%)
Total Depletion & Depreciation costs per boe	**29.99**	32.63	(8%)	32.33	33.82	(4%)

Impairment

The Corporation assesses the recoverability of the carrying values of its oil and gas properties on a CGU basis. During Q2 2014, management assessed the Corporation's CGU's (Dodsland-Other) as having indicators of impairment as a result of the Corporation entering into a purchase and sale agreement to dispose of assets included in the Dodsland-Other CGU in July 2014. Accordingly, the Corporation tested the Dodsland-Other CGU for impairment. Management used the carrying value of the assets and related abandonment costs less decommissioning liabilities compared to the sale price or fair market value. The Corporation determined that the aggregate carrying value of the Dodsland-Other CGU was $4.3 million higher than the recoverable amount and therefore impairment was recorded. There was no impairment indicators noted in the three month period ended September 30, 2014, thus no impairment test was performed.

Extinguishment of Debt

During the period, the Corporation settled outstanding amounts owing to various counterparties whereby the counterparties agreed to accept an amount less than the original balance owing as consideration in full for all outstanding debts. The difference between the carrying amount of the liabilities and the consideration paid totaled $70 thousand ($nil - 2013) during Q3 2014 and $403 thousand ($nil – 2013) for the nine month year to date period ending September 30, 2014. The recoveries were recorded to the statement of comprehensive loss.

Finance Costs

Finance costs include both interest charges and as accretion expense incurred in the quarter.

Financing costs incurred during Q3 2014 totaled $223 thousand compared to $144 thousand for the three month period ended September 30, 2013. The increase in the charges between the two periods is the result of the Corporation increasing its operating loan from $500 thousand in 2013 to $622 thousand at the end of September 2014. During both Q3 2014 and 2013, 3MV Energy had $3 million in convertible debentures outstanding for the entire quarter. The convertible debentures incur interest at a rate of 12% per annum. In conjunction with convertible debentures, the Corporation obtained a related party loan from its majority shareholder and director. At September 30, 2014 the proceeds received from the loan totaled $1.98 million. The loan accrues interest at a rate of 8 percent settled quarterly through the issuance of shares.

Accretion expense for Q3 2014 totaled $55 thousand compared to $32 thousand for Q3 2013. The accretion expense represents the change in the time value of the underlying decommissioning provision. Included in the accretion expense for the quarter was $21 thousand ($18 thousand – Q3 2013) relating to the convertible debenture financings issued by the Corporation. The debentures, net of the equity component and issue costs are accreted using the effective interest rate method over the two year term of debentures. Also included is $24 thousand relating to the related party loan financing obtained by the Corporation. The loan, net of the share contribution and issue costs is accreted using the effective interest rate method over a two year term.

Funds Generated from Operations and net loss

For the quarter ended September 30, 2014, funds generated from operations decreased ninety four percent to $18 thousand or $2.29/boe compared to funds from operations of $283 thousand or $24.19/boe during Q3 2013. The decrease in funds generated from operations is attributed to an increase in operating expense per BOE. In addition, interest charges per BOE also increased fairly significantly. As previously mentioned, the cause for the increase is mainly the result of a decrease in production leading to increase to the per BOE charges. On a year to date cumulative basis, the total loss generated by operations increased from positive funds of $64 thousand to a fund outflow of $60 thousand. On a per boe basis, operations generated an outflow of $2.74/boe in 2014 compared to an inflow of $2.13/boe in 2013. The largest cause for the funds outflow compared 2013 is the result of a sharp rise in G&A and interest charges per barrel offset by a slight rise in realized price per barrel. With many fixed costs, a decrease in production will cause a large increase in the per barrel costs reported.

For the three months ended September 30, 2014 3MV Energy incurred a net loss of $351 thousand compared to a loss of $324 thousand in the third quarter of 2013. The increase in loss incurred for the respective periods is mainly the result of the 31 percent or $300 thousand reduction in total revenues generated in Q3 2014. The reduction in revenues was offset by G&A cost reductions, a decrease to depletion charges and reduced stock based compensation charges.

For the nine month period closing September 30, 2014, the Corporation increased its net loss by 152 percent over the prior year comparative period. This was mainly the result the impairment expense incurred during Q2 2014.

The following table summarizes the netbacks on a barrel of oil equivalent basis for the three and nine month periods ended September 30, 2014 and September 30, 2013. These figures are determined by taking the revenue and expense amounts from the financial statements divided by total production for the period.

	Three months ended			Nine months ended		
$/boe	September 30, 2014	September 30, 2013	*% change*	September 30, 2014	September 30, 2013	*% change*
Petroleum & natural gas revenues	86.31	82.90	4%	87.56	76.35	15%
Royalties	3.23	4.75	(32%)	4.36	4.95	(12%)
Operating costs	36.80	24.66	49%	40.50	29.33	38%
Operating netback	46.27	53.49	(14%)	42.69	42.06	1%
General & admin. expenses	22.39	21.99	2%	27.03	30.51	(11%)
Interest expense	21.58	9.63	124%	18.40	10.32	78%
Income taxes – current	-	2.32	100%	-	(0.90)	(100%)
Funds generated from operations	2.29	24.19	(117%)	(2.74)	2.13	(228%)
$						
Funds generated from operations	17,784	282,566	(94%)	(59,158)	63,713	(193%)

Earnings per share

Basic and diluted loss per share

	Three months ending September 30,		Nine months ending September 30,	
	2014	2013	2014	2013
Per share income				
Basic and diluted	(0.01)	(0.01)	(0.09)	(0.04)
Weighted average number of shares				
Basic and diluted	51,418,275	51,217,402	51,284,606	50,196,806

Cash Flow from Operations

	Three months ending September 30,		Nine months ending September 30,	
	2014	2013	2014	2013
Per share operating cash flow				
Basic and diluted	0.01	0.01	0.00	0.01
Weighted average number of shares				
Basic and diluted	51,418,275	51,217,402	51,284,606	50,196,806

Summary of Quarterly Results

($, except per share and per boe amounts)	Three months ended Sep. 30 2014	Jun. 30 2014	Mar. 31 2014	Dec. 31 2013
Petroleum & natural gas revenues, before royalties	668,811	634,947	589,112	598,292
Funds generated from operations ($/boe)	2.29	(8.93)	(2.14)	(7.73)
Operating netback ($/boe)	46.27	48.26	33.05	32.05
Capital expenditures	517,456	382,856	223,959	-
Earnings (Loss)	(351,338)	(4,359,724)	(79,960)	258,896
Earnings (Loss) per share (Basic and Diluted)	(0.01)	(0.09)	(0.00)	0.01

($, except per share and per boe amounts)	Three months ended Sept. 30 2013	Jun. 30 2013	Mar. 31 2013	Dec. 31 2012
Petroleum & natural gas revenues, before royalties	968,388	777,583	535,555	632,154
Funds generated from operations	24.19	1.03	(29.90)	(59.02)
Operating netback	53.49	42.76	23.72	17.11
Capital expenditures	27,209	60,978	2,704,302	2,493,854
Earnings (Loss)	(324,346)	(394,174)	(1,179,728)	97,046
Earnings (Loss) per share (Basic and Diluted)	(0.01)	(0.01)	(0.02)	0.00

The variations in 3MV Energy's revenue, funds generated from operations and net earnings from quarter to quarter are primarily due to decreases in production volumes, changes in realized commodity pricing and the related impact on royalties. Revenues have been in a general state of decline as a result of limited capital activity resulting in declining oil production from the Corporation's producing assets. This has been somewhat offset by an increase in realized commodity prices in more recent periods. Large swings in net earnings in certain quarters have been fundamentally driven by impairment charges and impairment recoveries in accordance with IFRS reporting requirements.

Please refer to the funds generated from operations and net loss section of this MD&A for detailed discussions of changes in the third quarter of 2014.

Net Capital Expenditures

The following table details the capital additions relating to the Corporation's property and equipment for the three and nine month periods ended September 30, 2014 and September 30, 2013:

	Three months ended			Nine months ended		
$	September 30, 2014	September 30, 2013	% change	September 30, 2014	September 30, 2013	% change
Capital expenditures and disposals						
Drilling and completions	19,071	-	100%	565,851	648,631	(13%)
Facilities and equipment	11,646	24,967	(53%)	39,722	84,430	(53%)
Land and seismic	486,739	2,242	21,610%	518,698	2,059,428	(75%)
Corporate assets	-	-	-	-	-	-
Total capital expenditures	517,456	27,209	1,802%	1,124,271	2,792,489	(60%)
Other	-	-	-	(40,141)	(157,702)	(75%)
Net Disposal	(4,221,588)	(31,885)	13,140%	(4,221,588)	(31,885)	13,140%
Total net capital expenditures	(3,704,132)	(4,676)	(79,116%)	(3,137,458)	2,602,902	(221%)

Total capital expenditures for the quarter ended September 30, 2014 were $517 thousand compared to $27 thousand for Q3 2013 representing a 1,802 percent increase. The Corporation purchased 2 parcels of land from the crown in the core Fiske area during the period. In the same period last year the Corporation had minimal expenditures due to cash flow constraints. Over the first nine months of 2014 3MV Energy incurred $1.1 million in capital expenditures compared to $2.8 million in 2013. In 2013 the Corporation finished completing the two wells acquired in the acquisition of 1696704 Alberta Ltd. In addition, 3MV Energy incurred approximately $648 thousand in drilling costs as it concluded the drilling work on a well started at the end of fiscal 2012. Land and seismic spending totaled $519 thousand compared to $2.1 million for the nine months ended September 30, 2013, representing a 75 percent decrease. The expenditure from the prior year relates to the acquisition of land in the Corporation's core Fiske area. The purchase also included the acquisition of the gross overriding royalty ("GORR") on land that was subject to its main farm-in agreement and 18 additional sections. The majority of the transaction was funded from the gross proceeds of a convertible loan offering.

Disposals in the three and nine months ended September 30, 2014 were $4.2 million compared to $32 thousand in the same periods of 2013. During the 2014 Q3 period 3MV Energy agreed to sell a land package in its Dodsland area with corresponding production, related inventory and equipment within the property. The net impact to 3MV's property plant and equipment was $4.2 million. The transaction was successfully closed on August 15, 2014. The sale of these assets advances the Corporation's strategic goal of reducing its debt load and further focuses its development strategy on its Fiske area property in west central Saskatchewan. Disposals in the three and nine months ended September 30, 2013 related to corporate assets that were disposed of in conjunction with the corporate head office move into downtown Calgary.

Capital Resources

Capital Resources and Credit Facility

As at September 30, 2014, the Corporation had fully drawn $622 thousand on its operating loan. The Corporation was subject to certain financial covenants and was in violation of two of them. Subsequent to the end of the period, the Corporation retired this facility by obtaining a new credit facility from the same lender. The loan facility allows 3MV Energy to borrow up to $10,000,000 made available in two advances. In exchange for providing the Facility, the Corporation shall issue warrants to the lender concurrent with the advancement of the first Tranche entitling the Lender to purchase 12,000,000 common shares of 3MV Energy at an exercise price equal to $0.25 per share. The Corporation shall issue additional warrants to the lender concurrent with the advancement of the second Tranche entitling the lender to purchase 5,714,286 common shares of the Company at an exercise price equal to the greater of $0.35 per share or the discounted market price at time of issuance. The issuance of Tranche A warrants and Tranche B warrants is subject to approval and shall be made in accordance with the rules of the TSX Venture Exchange including a hold period of 4 months from the date of issuance. The maturity date of the loan is the earlier of 36 months from the advance of Tranche B and February 28, 2018. The loan bears interest at rate of 13% per annum and contains a clause that allows the lender to settle up 3% of the interest payable in shares of the Corporation for a period of up to eight months. As part of the loan, the Corporation is subject to financial covenants. As part of the covenants and effective December 31, 2014, the Corporation must maintain an adjusted working capital ratio greater than 1.20:1.00; and it must maintain an asset coverage ratio of not less than 1.00:1.00 until December 30, 2015 at which time it must not be less than 1.50:1.0. Finally, the Corporation is required to maintain a total interest service coverage ratio greater than 3.00:1.00 for the thirty days ending December 31, 2014 and greater than 3.00:1.00 for the trailing 90 days after December 31, 2014.

During the 2014 year the Corporation obtained a secured drawn down facility loan in the amount of $2.0 million from a director and major shareholder of the Corporation. The loan has an annual interest rate of 8%, and matures on June 1, 2016. Included in the loan is a provision whereby accrued interest will be settled quarterly through the issuance of common shares in the Corporation in order to help preserve cash flow. As at September 30, 2014 $1.9 million had been drawn on the facility. The proceeds of the loan were used to fund the Corporation’s capital spending in the period as well as for general corporate purposes.

The Corporation plans to fund its future capital program from a combination of joint venture partnerships, equity financing, debt instruments as available and cash flow generated from operations.

Future Operations and Liquidity Analysis

For the nine months ended September 30, 2014, the Corporation reported a net loss of $4.8 million and had a working capital deficiency of $3.7 million at September 30, 2014. Of the net loss reported, $4.3 million related to a non cash impairment charge recorded during the year. In order to fund the Corporation’s short term capital activity as well as for general corporate purposes the Corporation obtained a related party loan in Q1 2014 and increased the amount drawn on the loan in Q3 2014 to a total of $1.9 million. The funds were used to drill 1 gross (0.5 net) well in the first quarter of 2014, settle outstanding trade payables and acquire a land package in the Corporation’s Fiske CGU.

3MV Energy was able to further reduce its debt load through the completed asset divesture. On August 15th, 2014 the Corporation successfully closed a transaction whereby it disposed of assets in the Dodsland-Other CGU along with the corresponding production, related inventory, land and equipment within the property for a purchase price of $4,350,000 less customary adjustments.

In addition to the asset sale, during the current quarter the Corporation announced that it entered into a joint venture agreement with an arm's length private company to form a joint venture to drill, develop and exploit its Fiske property in south west Saskatchewan. The joint venture partner agreed to expend $5 million on the property in order to earn a 50% working interest in the Fiske lands and related assets currently held by 3MV

Energy. Under the terms of the agreement, the joint venture partner will become the operator of the assets. As a result of the joint venture deal, 3MV Energy will look to increase its production from capital spending on developing its Fiske assets with limited initial capital outlay. Subsequent to the end of the quarter, the joint venture partner successfully completed earning in the Fiske properties.

While these actions should be able to improve the current financial position, the Corporation recognizes that its operations are now focused principally in the Fiske area and the results of exploratory drilling is still to be determined. These conditions create a material uncertainty that may cast significant doubt about the Corporation's ability to continue as a going concern. Additional equity, debt and/or farm-out arrangements will be required to meet the Corporation's obligations as they become due and there are no guarantees that such additional capital funding will be available when needed.

The ability of the Corporation to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent on the successful completion of the actions taken or planned, some of which are described above, which management believes will mitigate the adverse conditions and events which raise doubt about the validity of the going concern assumption used in preparing these financial statements. There is no certainty that these and other strategies will be sufficient to permit the Corporation to continue as a going concern.

The financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary to the carrying values of assets and liabilities.

Financial Position

As mentioned above the Corporation had a working capital deficiency of $3.7 million as at September 30, 2014. In order to improve this position, the Corporation has subsequently obtained a $10 million debt facility. This facility will be used to fund the initial phases of the Fiske capital spending program which 3MV Energy plan to leverage to increase cash flows and reduce trade debt. In addition, the Corporation converted $1 million in convertible debentures on November 14, 2014 to common shares. This will aid in the further reduction of the Corporation's working capital deficiency. Finally, the Corporation was required to classify the related party loan debt as a current liability for the period as a result of a cross covenant violation breach and triggered a default event under the related party terms. Subsequent to the end of the quarter 3MV Energy amended the related party loan terms and expects the loan be classified as a non-current liability at year end.

Outstanding Share Data

Common Shares

3MV Energy is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares, issuable in series. Holders of common shares are entitled to one vote per share at meetings of shareholders of 3MV Energy.

As at September 30, 2014 a total of 51,482,322 common shares were issued and outstanding. As at November 25, 2014 a total of 54,984,495 common shares were issued and outstanding.

As at September 30, 2014 and November 25, 2014, the Corporation had 5,120,262 options to acquire common shares.

As at September 30, 2014 the Corporation had issued 379,916 warrants that remain outstanding. As at November 25, 2014 a total of 12,379,916 warrants remain outstanding. 12 million warrants were issued in conjunction with Corporation drawing on Tranche A of the new debt facility on November 5, 2014.

Related party transactions

The consolidated financial statements include the financial statements of 3MV Energy Corp. and its subsidiaries listed in the following table:

Name	Country of incorporation	% ownership interest September 30, 2014	% ownership interest December 31, 2013
3MV Operations Inc.	Canada	100%	100%
1696704 Alberta Ltd.	Canada	100%	100%
3 Martini Ventures Inc.	Canada	100%	100%
Buckhorn Resource Ltd.	Canada	100%	100%

During the nine month period the Corporation obtained a loan in the amount of $1.98 million from a director and major shareholder of the Corporation. The loan has an annual interest rate of 8%, and matures on September 1, 2016. Included in the loan is a provision whereby accrued interest will be settled quarterly through the issuance of common shares in the Corporation at the average market price of the last five trading days at time of disbursement. Interest in the amount of $23 thousand has been accrued as at September 30, 2014.

Contractual Obligations and Commitments

The Corporation has operating lease commitments for office premises that expire in 2017. The future minimum lease payments are as follows:

	September 30, 2014 $
2014	20,547
2015	85,469
2016	89,078
2017	7,423

Outlook

3MV Energy intends to focus its drilling and production efforts on its Fiske core asset for 2014. As stated, in early 2013, the Corporation acquired a significant position of land in the area which has solidified its asset base and creates potential for further growth and expansion through the drill bit.

During the period, the Corporation completed an asset disposition in the Kerrobert, Dodsland and Forgan areas in the amount of $4.35 million before customary closing adjustments. Following the divesture the Corporation announced that it entered into a joint venture ("JV") with an arm's length party to develop 3MV Energy's Fiske properties. According to the terms of the joint venture agreement, the JV partner agreed to invest $5 million on the property in order to earn a 50% working interest in the Fiske lands and related assets held by 3MV Energy. Subsequent to the end of Q3 2014, the JV partner completed its earning requirements and continued capital spending at Fiske. 3MV Energy used a portion of the funds from the previously mentioned divesture to reduce its outstanding trade payables and to participate in joint venture drilling at Fiske. The Corporation also successfully closed a secured $10 million debt facility in November 2014 and drew upon the first tranche ($6 million) of the facility. The funds from the first draw have been allocated to participate in the second phase of the joint venture drilling. By the end of fiscal 2014 the Corporation targets to have 16 gross (8 net) wells drilled at Fiske under the joint venture partnership.

Through these actions, 3MV Energy plans to reestablish a strong capital spending program and growth through the drill bit. The Corporation will continue its focus on cost reductions to optimize operational margins and is currently investigating financing opportunities.

Other Information

Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

Summary Financial and Operating Results

Unaudited ($)	Three months ended September 30, 2014	Three months ended September 30, 2013	*% change*	Nine months ended September 30, 2014	Nine months ended September 30, 2013	*% change*
Petroleum & natural gas revenues, before royalties	668,811	968,388	(31%)	1,892,869	2,281,525	(17%)
Net Earnings (Loss)	(351,338)	(324,346)	8%	(4,791,023)	(1,898,251)	152%
Net Earnings (Loss) per share (Basic and Diluted)	(0.01)	(0.01)	-	(0.09)	(0.04)	147%
Production (boe/d)	84.2	127.0	(34%)	79.2	109.5	(28%)
Funds generated from operations	17,784	255,525	(93%)	(59,158)	36,669	(193%)
-per share basic and diluted	0.00	0.00	(93%)	(0.00)	0.00	(191%)
Cash flow from (used in) operations ($/boe)	361,397	352,737	2%	69,969	332,810	(79%)
-per share basic and diluted	0.01	0.00	100%	0.00	0.01	(100%)
Total Assets	14,237,292	19,721,536	(28%)	14,237,292	19,721,536	(28%)
Total Operating Loans	621,914	500,000	24%	621,914	500,000	24%
Total Related Party Loans	1,842,959	-	100%	1,842,959	-	100%
Net Debt (working capital)	(3,736,808)	(4,115,653)	(9%)	(3,736,808)	(4,115,653)	(9%)