FORM 2A

LISTING STATEMENT

Super Nova Minerals Corp.

1. Table of Contents

1.1 Include a table of contents with the following headings:

2. Corporate Structure

2.1 The full corporate name of the Issuer is Super Nova Minerals Corp. ("Super Nova" or the "Company"). The registered office of the Issuer is 736 Granville Street, Suite 1100, Vancouver, British Columbia, V6Z 1G3.

2.2 The Issuer was formed by a Certificate of Amalgamation pursuant to the *Canada Business Corporations Act* on August 29,2012 as a result of an Amalgamation Agreement (the "Amalgamation Agreement") entered into on May 2, 2012 between Super Nova Minerals Corp (or "Private Company Super Nova") and 0922519 BC Ltd. (or "BC0922519"). For more detailed information on the amalgamation, please refer to the Issuer's joint management information circular which can be found on www.sedar.com.

Private Company Super Nova was incorporated under the *Business Corporations Act (British Columbia)* on November 13, 2002, as 658489 British Columbia Ltd., and changed its name to Super Nova Minerals Corp. on January 21, 2005.

BC0922519 was incorporated under the Canada Business Corporations Act on October 11, 2011 as a wholly-owned subsidiary of Greenfab Build Systems Inc. ("Greenfab"). On October 12, 2011, Greenfab entered into an arrangement agreement with its wholly-owned subsidiaries, including BC0922519, pursuant to the spinout of its subsidiaries from the parent company, resulting in the company becoming a reporting issuer and acquiring an asset from Greenfab. On May 22, 2012 BC0922519 entered into the Arrangement Agreement with Private Company Super Nova and two other parties for the purposes of divesting certain non-core assets and to facilitate the amalgamation with Private Company Super Nova (The "Arrangement"). The Arrangement received shareholder approval on July 13, 2012, and approval by the Supreme Court of British Columbia on August 3, 2012.

2.3 The Issuer has no subsidiaries.

2.4 The Arrangement Agreement

On 22 May, 2012, BC0922519 entered into the Arrangement in order to efficiently facilitate an amalgamation with Private Company Super Nova and spin out its existing assets to its wholly owned subsidiaries, Ole Remediation Ltd. ("Ole") and 0941092 B.C. Ltd. DBA ArtEditions Publishing Ltd. ("ArtEditions"). On May 29, 2012, BC0922519 obtained an Interim Order from the Supreme Court of British Columbia to hold a special meeting of shareholders on July 13, 2012, to approve the transactions contemplated by the Arrangement, including the assignment of the Licensing Agreement dated April 19, 2012 with Ole Global Clean Limited of Nevada (the "OGC License

Agreement") and the Canadian Agency and License Agreement with Artvest Publishing Limited (the "Artvest License Agreement"), respectively.

On July 13, 2012, BC0922519 obtained shareholders' approval to the plan of arrangement and on August 3, 2012. BC0922519 received a final order from the Supreme Court of British Columbia approving the Arrangement. Pursuant to the Arrangement, BC0922519 transferred to Ole $2,500 in cash and all of BC0922519's interest in and to the OGC Licence Agreement in exchange for 6,038,667 Ole shares, which shares were distributed pro rata to the shareholders of Tulox. Pursuant to Arrangement, BC0922519 transferred to ArtEditions $2,500 in cash and all of BC0922519's interest in and to the Artvest License Agreement in exchange for 6,038,667 ArtEditions shares, which shares were distributed pro rata to the shareholders of BC0922519.

The Amalgamation Agreement

Private Company Super Nova and BC0922519 entered into the Amalgamation Agreement dated May 3, 2012 to amalgamate the two companies and continue as one company, the Issuer, under the name Super Nova Minerals Corp. Pursuant to the terms and conditions of the Amalgamation Agreement, shareholders of BC0922519 received (1) common share of the Issuer in exchange for every (6) BC0922519 shares, and Private Company Super Nova shareholders received (1) common share of the Issuer in exchange for every (1) share of Private Company Super Nova. Former BC0922519 shareholders will receive 1,006,445 common shares of the issuer, representing 6.2% of the issued and common shares of the Issuer, while former Private Company Super Nova shareholders will receive 15,283,550 common shares, representing 93.8% of the 16,289,995 issued and outstanding common shares of the Issuer.

2.5 This section is not applicable.

3. General Development of the Business

3.1

BC0922519

Since incorporation on October 11, 2011 as a wholly owned subsidiary of Greenfab, BC0922519's primary focus has been the initiation of business for the marketing and sale of commissioned artwork, limited edition works of art and published art through auction and other sales channels. On October 12, 2011, BC0922519 entered into an arrangement agreement with Greenfab that contemplated the spinout of BC0922519 from Greenfab, resulting in the company becoming a reporting issuer and acquiring an assignment of the parent company's interest the Artvest License Agreement with Artvest

Publishing Limited and $2,500 in cash. Pursuant to the licensing agreement with Artvest Publishing Limited, BC0922519 agreed to market, sell and distribute limited partnership units in specific works of art in Canada, as well as market, sell and distribute published works of art.

Pursuant to the OGC License Agreement with Ole Global Clean Limited Of Nevada ("OGC"), BC0922519 also engaged in the business of marketing soil remediation technology and services in Canada for use on "brownfield" properties to clean up soil and develop the properties into commercially viable real estate.

On 3 May 2012, BC0922519 entered into the amalgamation agreement with Private Company Super Nova to continue as one corporation, the Issuer, under the name Super Nova Minerals Corp., engaged in the acquisition, exploration and development of molybdenum, nickel, PGE, lithium, high-technology metal properties and development of its two main projects: the Marbridge Property (nickel, PGE, lithium, high-technology metals) located in Lamotte Township, Quebec, and the Iron Ridge Property (iron ore) located in Creston, British Columbia. The Amalgamation Agreement provides that BC0922519 would, as a condition precedent to the completion of the Amalgamation, transfer all rights, interests, claims and options held by BC0922519 to it subsidiaries, affiliates or other assignee or nominee company, or any combination thereof, in addition to taking all necessary steps permitted by law and any and all necessary corporate actions to dispose of assets held by BC0922519 prior to the amalgamation, including, but not limited to, the creation of holding companies and the completion of a plan of arrangement as deemed necessary and advisable in the discretion of the directors of the company.

On 22 May, 2012, BC0922519 entered into a plan of arrangement in order to efficiently facilitate the Amalgamation with Private Company Super Nova and spinout its existing assets to its wholly owned subsidiaries, Ole and ArtEditions ArtEditions. Pursuant to the Arrangement, BC0922519 transferred to Ole $2,500 in cash and all of BC0922519's interest in and to the OGC Licence Agreement for 6,038,667 Ole shares, which shares were distributed pro rata to the shareholders of BC0922519. Also pursuant to the plan of arrangement, BC0922519 transferred to ArtEditions $2,500 in cash and all of BC0922519's interest in and to the Artvest License Agreement in exchange for 6,038,667 ArtEditions shares, which shares were distributed pro rata to the shareholders of BC0922519. By creating subsidiaries which will acquire BC0922519's existing assets and become separate reporting entities, the Issuer intended to be better able to pursue different specific operating strategies directly on its own and indirectly through it holdings in the former subsidiaries without being subject to the financial constraints of competing interests.

Pursuant to the Amalgamation Agreement dated 3 May 2012, BC0922519 amalgamated with Private Company Super Nova to continue as one

corporation, the Issuer, under the name Super Nova Minerals Corp. The amalgamation combines the assets of both companies to create a platform for an operating mineral resource exploration and development company with mineral properties of merit in British Columbia and Quebec, as well as enabling the Company to maintain its status as a trading, public reporting entity to facilitate capital raising and better absorb the risks and expenses of operating in the highly competitive mining industry.

Super Nova Minerals Corp.

Super Nova was incorporated under the *Business Corporations Act* (British Columbia) on November 13, 2002, and its principal business activities include the acquisition and exploration of mineral properties in Quebec and British Columbia, Canada.

The Marbridge Property

On March 28, 2011, Super Nova entered into a purchase agreement with Fayz Yacoub of 6498-128B St., Surrey, BC V32 9P4, to acquire a 100% interest in 54 claims comprising a permit over the Abitibi region of west-central Quebec (the "Marbridge Property"). The agreement replaces and supersedes a prior agreement dated April 11, 2007. In consideration for acquiring a 100% interest in the Marbridge Property, the Issuer must fulfil the following conditions:

1. The issuance of 650,000 shares in the capital of Super Nova to Mr. Fayz Yacoub (which shares were issued on April 11, 2007);

2. The issuance of 650,000 shares in the capital of Super Nova to a Mr. Michael Caron (which shares were issued on April 11, 2007);

3. The payment of a total of $15,000 cash (which sum was paid on January 30, 2008); and

4. The listing the Issuer's shares on a recognised stock exchange.

During fiscal 2009, Super Nova satisfied the terms of an exploration expenditure obligation by making a payment of $68,950. The Marbridge Property is subject to a new smelter return royalty of 3%, of which 2% may be purchased for $1,000,000.

Three principal types of potentially economic mineralization occur on and or near the Marbridge Property through the association with geologic formations. These include:

1. Nickel-copper-platinum group element (PGE) mineralization;

2. Molybdenum-bismuth mineralization attendant with porphyry copper-molybdenum-bearing intrusions; and

3. Lithium-beryllium-tantalum mineralization associated with later to post-tectonic per-aluminous leucocratic granitoid batholiths that intrude Archean greenstone belts.

A National Instrument ("NI-43-101") Report prepared by Dr. Stewart Jackson, P.Geol. dated March 28, 2012 ("the "Technical Report") is summarised below and the recommendations contained therein represent the major focus of the issuers development plans.

The Iron Ridge Property

On March 28, 2011, Super Nova entered into a purchase agreement to acquire a 100% interest in the Iron Ridge Property located in south–east of British Columbia approximately 5 kilometres east of Creston B.C. The agreement replaces and supersedes a prior agreement dated April 11, 2007. In order to acquire the Iron Ridge Property, the Issuer is required to fulfil the following conditions:

1. The Issuance of 650,000 shares in the capital of the Issuer to Mr. Fayz Yacoub (which shares were issued on June 6, 2007);

2. The issuance of 650,000 shares in the capital of the Issuer to Mr. Michael Caron (which shares were issued on June 6, 2007);

3. The payment of $9,000 cash (which sum has been paid on January 30, 2008);

4. The payment of $30,000 (which sum has been paid on February 2, 2011);

5. The issuance of 2,000,000 shares to Mr. Fayz Yacoub (which shares were issued on March 4, 2011; and

6. The payment of $6,000 within 60 days of the listing of the Issuer's shares on a recognised stock exchange.

The property is subject to a new smelter return royalty of 3%, of which 2% may be purchased for $1,000,000.

The principle type of potentially economic mineralization that occur on or near the Iron Ridge Property is iron ore.

3.2 The Issuer has not completed an acquisition or proposed any significant probable acquisition, for which financial statements would be required under National Instrument 41-101 if this Listing Statement were a prospectus.

3.3 As of the date of the Listing Statement, the Issuer plans to focus on the exploration and development of the Marbridge Property in Quebec and secondarily on the Iron Ridge Property in British Columbia, as described under the heading "Narrative Description of the Business" as well as any other projects it may acquire from time to time.

Development and Title to Properties

The business of exploration for precious metals involves a high degree of risk. Few exploration properties are ultimately developed into producing properties. All properties which the Issuer has acquired are at the exploration stage.

Although management of the Issuer has investigated its titles to the properties and is satisfied with its review, mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and title to, and the area of, mineral properties may be disputed.

The properties may now or in the future be the subject of First Nations land claims. The impact on any such claim on the Issuer's ownership of the properties cannot be predicted with any degree of certainty and no assurance can be given to protect against the possibility of a broad recognition of aboriginal rights in the areas in which the properties are located, by way of a negotiated settlement or judicial pronouncement, and this may have an adverse effect on the Issuer's activities.

The financing and exploration and development of the Issuer's properties are subject to a number of factors, including laws and regulations in the areas of taxation, environmental, permitting and others, including hiring qualified people, and obtaining necessary services in jurisdictions where the Issuer operates. The current trends relating to these factors are favourable but could change at any time and negatively affect the Issuer's operations and business.

Environmental Trends, Risks and Regulatory Requirements

The exploration activities and production on the properties of the Issuer are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Issuer may require for their facilities and operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any exploration or development project which the Issuer might undertake.

Amendments to current laws, regulations and permits governing the operations and activities of mineral companies, or more stringent enforcement thereof, could have a material adverse impact on the Issuer and cause increase in capital expenditure or exploration and development costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

The Issuer will be applying for all necessary licences and permits under applicable laws and regulations to carry on the exploration and production activities currently planned, and management believes that they will comply in all material respects with the terms of such licences and permits. However, such licenses and permits are subject to changes in regulations and in various operation circumstances.

Uninsurable Trends and Risks

Mineral exploration involves numerous risks including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to insure against such risks.

Financial Trends and Risks

Strategic and operation risks may arise if the Issuer fails to raise sufficient equity and/or debt financing in financing its mineral exploration and business development. Strategic opportunities and risks may arise from a range of factors which might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

The Issuer is subject to normal industry credit risks, and therefore believes that there is minimal exposure to credit risk. The Issuer's sensitivity to interest risk is currently immaterial.

The Issuer's future capital requirements will depend on many factors including raising funds from investors and cash flow from operations. Should the Issuer

pursue other business opportunities, the Issuer may need to raise additional funds through debt or equity financing.

Competition

Significant and increasing competition exists for mineral opportunities in the Provinces of British Columbia and Quebec. There are a number of large established exploration companies with substantial capabilities and greater financial and technical resources than the Issuer. The Issuer may be unable to acquire additional mineral properties or acquire such properties on terms they consider acceptable.

The Marbridge Property

The Issuer has commissioned an NI 43-101 compliant technical report on the Marbridge Property entitled "Economic Potential of the Marbridge Property." The report is dated March 28 2012, and prepared by Dr. Stewart A. Jackson, P.Geol., P.Geo. According to the report, a number of ground-based prospecting and exploration programs, geophysical surveys, and diamond drilling have taken place within and around the Marbridge property. Drilling results have been limited but encouraging.

As with any exploration property, the risks are that continued exploration may not prove positive for mineralization for interest. Drilling to depth based on the interpretation of geology, geochemistry and geophysical data usually entails risks of:

a) not intersecting the anticipated favourable geological units at the depths anticipated; and
b) not encountering mineralization of potential economic interest.

The Issuer considered these risks worthy of continued exploration and the report agrees. The project data are sufficiently well documented and verified to support the exploration concepts and the justification to proceed with exploration. The report concludes that the Marbridge Property is prospective for additional discoveries of mineral deposits and warrants extensive additional exploration.

The Iron Ridge Property

The Iron Ridge Property is at the early exploration stage and has a favourable structural and stratigraphic setting for economic minerals. The sedimentary host rocks on the property belong to the Aldridge Formation of the Purcell Supergroup deposited during the Mesoproterozoic. The contact between Lower and Middle Aldridge Formation is host to the world class Sullivan Sedimentary

Exhalative (SEDEX) deposit located north of the property. Due to proximity to this straigraphic contact combined with the structural influence of the fault, the property is an ideal host for SEDEX base metals. The fault also provides a potential setting for an Iron Oxide Copper Gold type deposit.

As with the Marbdrige Property and any exploration property, the risks are that continued exploration may not prove positive for mineralization for interest. Drilling to depth based on the interpretation of geology, geochemistry and geophysical data usually entails risks of:

a) not intersecting the anticipated favourable geological units at the depths anticipated; and
b) not encountering mineralization of potential economic interest.

The Issuer carried out field exploration work in 2011 which consisted of a small sampling program and ground magnetic survey. A total of 20 rock samples and 116 soil samples were collected on the Iron Ridge Property for the sampling program. Laboratory assay results of the rock and soil samples showed no indication of any enrichment in economic minerals in the area. However, the ground geophysics produced some interesting structures and trends that could represent possible targets for further re-evaluation.

Historical data has not been verified, and there are no known mineral resources on the Iron Ridge Property, there can be no assurance that any mineral resources will be discovered on the property and, if discovered, that any mineralization may be economically extracted.

4 Narrative Description of the Business

4.1 (1) The Issuer's business objective is to focus on the development of the properties in Quebec and British Columbia it currently holds, as well as any other projects it may acquire from time to time. The Issuer's long term objective is to identify, evaluate, acquire and explore mineral properties for the purposes of identifying a mineral resource deposit on any of the Issuer's properties for the development of a mine or for the sale of the deposit or the Issuer to a senior mining company. The Issuer may from time to time consider other property acquisition opportunities in the resource sector or acquire any other projects that will bring value to shareholders wherever they may arise, with the long-term objective of adding to the inventory of properties under development and seeking to develop significant resources.

Marbridge Property, Quebec

The NI 43-101 technical report “Economic Potential of the Marbridge Property” recommended a more comprehensive exploration program to expand on the mineralized occurrences including nickel, molybdenum, lithium and titanium which came out of recent (2007) airborne and ground geophysical surveys. The report advised that the program be undertaken in two stages: Phase 1 ($372,000) would consist of geological mapping, geophysics, geochemistry, and an initial 1,000m of drilling. This includes the cost of line cutting, stripping and blasting, geophysics, geological crews, sampling analysis, drilling, core logging, core assaying, and contingencies. Drilling in Phase 2 ($568,000) would be contingent on favourable results of the initial exploration and tentatively incorporate an additional 4,000m of drilling. Favourable results should be determined on the basis of a target goal set by the Issuer.

The report recommends that the exploration program should incorporate the following activities:

1. Max-Min ground survey Grid 2 should be extended to the south and the west. This will cover the NW-trending komatiite/meta-sedimentary units lying at the property’s southern corner where copper intersections have been reported.

2. Max-Min Grid 3 should be expanded to the south and east. This will cover both Ni intersections located in Range IV Lot 19 as well as the contact between the komatiite units and the Preissac Batholith.

3. A detailed compilation of all previous exploration data should be undertaken, including the ground and airborne geophysical surveys and the drillholes occurring on the property. Drill and longitudinal sections should be constructed and compared with the ground Max-Min anomalies that have been delineated in the area.

4. A rapid evaluation of the best geophysical methods (induced polarisation, ground VLF, Beep-Mat or magnetometer, etc.) should be undertaken. Subsequently, they best should be utilised to establish drilling targets in the extension of swampy and agricultural lands that abound on the property.

5. The most favourable target areas on the property should be compiled in detail on map with a scale of at least 1:5000. The latter should encompass (1) the contact zones between the lomatiites and the meta-sediments in the property’s south-eastern portion, (2) the area of la Mott DDH intersection in the property’s western portion, and (3) the contact between the komatiite and granite in the north areas of the property.

6. The most expeditious surface sampling methods applicable to swamp-lands and areas of think overburden should be rapidly assessed (e.g. auger drilling, etc).

7. All field activities to be undertaken should be outlined (e.g. line cutting, outcrop stripping, sampling, trenching, ground geophysical surveys, detail geological mapping, etc). Additionally, all vehicles, machinery, and scientific instrumentation to be employed in the field should be established and availability determined. Non-standard survey methods that might prove beneficial include utilizing a scintillometer to aid mapping the limit of overburden over the Lacorne and Preissac granitoids.

8. Drilling targets should be ascertained as soon as possible. Subsequently, the first phase of drilling should be launched. If warranted, plans for the second phase of drilling should be initiated at an appropriate time.

9. The time frame for permitting required to implement all exploration activities should be determined and the necessary applications and bonding submitted.

To conduct both phases of the exploration program, the Issuer will require the following exploration budget:

ACTIVITY	RATE	EST. COST
PHASE 1		
LINE CUTTING		$20,000
STRIPPING & BLASTING		$20,000
GEOPHYSICS	MAX-MIN, VLF, MAGNETICS, IP	$60,000
GEOLOGICAL CREW	4-5 MAN CREW @2,000/DAY FOR 40 DAYS	$80,000
SAMPLING ANALYSES	400 SAMPLES @$50 EACH	$20,000
DRILLING	1,000 M @ $100/M (50-60 M/DAY)	$100,000
CORE LOGGING	1 GEOLOGIST @ $450/DAY FOR 40 DAYS	$18,000
CORE ASSAYING	400 SAMPLES @ $50 EACH	$20,000
10% MISC AND CONTINGENCIES		$34,000
		SUB-TOTAL $372,000
PHASE 2		
DRILLING	4,000 M @ 4100/M (50-60/DAY)	$400,000
CORE LOGGING	2-GEOLOGISTS @ $450/DAY (80 MAN-DAYS)	$36,000
CORE ASSAYING	1600 SAMPLES @ $50 EACH	$80,000
10% MISC & CONTINGENCIES		$52,000
		SUB-TOTAL $568,000
		TOTAL $940,000

Iron Ridge Property

The Iron Ridge Property is an early exploration stage property with a favourable structural and stratigraphic setting for economic minerals. Its claims include part of the Iron Range Fault, a north trending, steeply dipping normal fault which extends along strike of many kilometres and varies in width from 10 to 150 metres. The sedimentary host rocks on the property belong to the

Aldrige Formation of the Purcell Supergroup deposited during the Mesoproterozoic. The contact between Lower and Middle Aldridge Formation is host to the world class Sullivan Sedimentary Exhalative (SEDEX) deposit located north of the property. Due to proximity to this straigraphic contact combined with the structural influence of the fault, the property is an ideal host for SEDEX base metals with the possibility of enrichment or modification of precious metals. The fault also provides a potential setting for an Iron Oxide Copper Gold type deposit.

Exploration north of the property, along strike of the Iron Range Fault zone, involved a drill program that yielded excellent results for the area. Drilling by Eagle Plains Resources Ltd. (Eagle Plains) intersected multiple well mineralized zones with very high values of gold (Au) and Silver (Ag) from drill targets in close proximity to the fault. No recent drilling has been completed on the Iron Ridge Property.

The Issuer carried out field exploration work in 2011 which consisted of a small sampling program and ground magnetic survey. A total of 20 rock samples and 116 soil samples were collected on the Iron Ridge Property for the sampling program. Standard bagging and shipping methods were used for transportation of the samples to Inspectorate Labs for geochemical analysis. Approximately 6.6km of survey lines were covered in the ground magnetic survey in order to provide higher-quality geophysical data for assessment purposes in respect to the Iron Ridge Fault. Laboratory assay results of the rock and soil samples showed no indication of any enrichment in economic minerals in the area. However, the ground geophysics produced some interesting structures and trends which could represent possible targets for further re-evaluation.

The Issuer intends to follow up with additional geophysical data subject to budget priorities by covering the entire claim block with ground magnetics and also by flying helicopter Time Doman Electormagnetic (EM) survey over the area. Further sampling near the Great War showing and over unexplored areas of the fault would be beneficial.

(a) The issuer intends to meet objectives for the next 12 months as follows:

EVENT	TIMING	COST
COMPLETE CNSX LISTING	1 MONTH	$13,000
Legal and Accounting	1 MONTH	$35,000
Private Placement offering Expenses	3 months	$25,000
Property and report expenses	4 months	$30,000
Working Capital		$35,000
Subtotal		$138,000
PHASE 1 OF THE MARBRIDGE PROPERTY EXPLORATION PROGRAM	12 MONTHS	$372,000
Geophysics on Iron Ore Property	12 months	$ 40,000
Total after all funding		$550,000

(b) The issuer intends to meet milestones for the next 12 months as above.

(c) Total funds available to the Issuer and the following breakdown of those funds:

(i) Consolidated working capital as of July 31, 2012: $138,397

(ii) total other funds gross proceeds from a Private Placement offering of common shares @$.10 per share

(d) The Issuer has sufficient funds to maintain the properties it owns in good standing and engage in the marketing of its private placement after listing.

(2) The properties of the Issuer are still in the exploration stage. Timetables and exploration programs are detailed under Section 4.1(1).

(3) As the Issuer is in the exploration stage, none of the Issuer's current properties are in production. There has not yet been determination as to whether those properties contain reserves that are economically recoverable.

(4) Significant and increasing competition exists for mineral opportunities in the Provinces of British Columbia and Quebec. There are a number of large established exploration companies with substantial capabilities and greater financial and technical resources than the Issuer.

(5) This section is not applicable.

(6) This section is not applicable.

(7) Please refer to Sections 2 and 3, above.

(8) This section is not applicable.

4.2 This section is not applicable.

4.3 The following information regarding the property has been summarized from a technical report entitled "43-101 Resource Report Final, Economic Potential of the Marbridge Property" dated March 28, 2012, and prepared by Dr. Steward A. Jackson, P.Geol., PGEO, and should be read in conjunction with the criteria of Appendix A, as well as the information circular of the Issuer dated May 22, 2012 and filed on SEDAR on June 21, 2012. Dr. Jackson is an independent Qualified

Person as defined by NI 43-101. The technical report has been prepared in accordance with NI 43-101 and is available for inspection at the head office of the Issuer during normal business hours.

(1) Property Description and Location

(a) The Marbridge Property is located 470 km northwest of Montreal and 33 km northwest of Val d'Or in the Abitibi region of west-central Quebec, along the north-trending Highway 109 which joins the town of Riviere-Heva town located on Highway 117 and Amos, 39 km to the north. As stated in the permit granted by the Quebec Ministere des Ressources Naturelles, (the MNRF) the Marbridge Property is defined by the coordinates listed below, and as shown in Figure 2.

The below Marbridge mineral claims were staked on-line on the Quebec Ministere des Ressources Naturelles website. They are currently in good standing, cover 24.28 square km and expire in October 2013.

(b) Mr. F. Yacoub and M. Caron secured the mining rights to the Marbridge Property from Quebec MRNF in October and November 2005. A total of 54 claims comprise the permit which contains the following numbers (in bracket the number of claims):

CDC 99717-99741 (25) CDC 99411-99428 (18)
CDC 99732-99741 (10) CDC 2072140 (1)

They are 100% owned by Fayz Yacoub and have been optioned to Super Nova originally in April 2007 and as amended by a Mineral Property Purchase Agreement dated March 28, 2011 under the following conditions:

- Payment of 15,000 CD$ and issuance of 1,300,000 shares of the Issuer, upon the execution of the purchase agreement (completed);
- Listing of the Issuer's shares on a recognized stock exchange; and
- The vendor retains a 3.0% net smelter return royalty, of which 2% may be bought back for a cash payment of $1,000,000.

The surface rights of the Marbridge Property are restricted solely to the private lands located in the eastern-central and southeastern-most sections of the property. This private property lies largely along the west bank of the Harricana River. It should be noted that on the private lands, formal permit access permission on existing and any new roads will be required to reach most areas of the Marbridge Property. All portions of the property have legal access, and there are no known access problems.

(c) The property is free from any liens or charges.

(d) The Marbridge Property is subject to the site rehabilitation regulations of the Quebec Mining Law. According to the report's author, the property has not been legally surveyed. No information is available to the author which pertains to any environmental liabilities that may or may not exist on the property.

(e) See below.

(f) See below.

(2) Accessibility, Climate, Local Resources, Infrastructure and Physiography

(a) The Marbridge property can be accessed via Highway 117 which links Montreal to Val d'Or and Rouyn-Noranda as well as Highway 109 which joins the town of Riviere- Heva on Highway 117 to Amos, 38 km to the north. Access to the property is usually very good between May and October. The sparse primary outcrops can subsequently be reached via a four-wheel drive vehicle. The northern-half of the Marbridge Property is traversed by Highway 109 as well as secondary roads. Other access routes are present in the vicinity of the town of La Motte and along the Harricana River and Lac Malartic.

(b) The Marbridge Property is situated in the midst of a moderately populated area. The latter is disseminated along concession roads along Highway 109 and Harricana River. However, dwellings also coalesce in and about the town of La Motte. The forest industry, agriculture, and governmental administration are the chief sources of local employment.

(c) The local climate and temperature are typical of the south-central Abitibi region and normally vary from -30°C in winter to 30°C in summer. Annual precipitation is 900 mm. Conifer and deciduous forests are ubiquitous and are comprised of species such as picea and populus that typify the south-central Abitibi region. Moose, wolf, bear, beaver, etc. and smaller carnivores as well as birds and fishes characteristic of the eastern Canadian fauna abound.

(d) The regional service center of Val d'Or is located 32 km southeast of the Marbridge Property. It has administration and commercial facilities that include telephone, petrol, and shops with heavy machinery and mining equipment expertise. Most of the Marbridge Property is within one kilometer of paved or gravel roads. High-voltage electric power is available on the property. Fresh water is easily accessible.

(e)The relatively flat, low relief rolling hills (<50 m) of the Marbridge Property region is typical of the south-central Abitibi region which is approximately 300 m

above sea level. The majority of the property's watershed empties east into the north-flowing Harricana River which drains the greater area. The latter originates from Lac Malartic which lies immediately east of the property and empties into the James Bay area. Agriculture and woodland flat-lands along the Harricana River and Lac Malartic comprise the bulk of the Marbridge Property. There is also a fair portion of swamp- lands.

(3) History

(a) The earliest farms in the La Motte area were settled in 1912. Prospecting for molybdenum began in the 1930's. Similar efforts for lithium and beryllium hosted by pegmatites as well as nickel and other base metals in meta-volcanic-sedimentary rocks commenced in the 1940s and 1950s. Geological mapping was initiated by governmental agencies in the late 1930s and 1950s.

Geological Mapping

Government geologists of the GSC and MRNF respectively published the first geological maps of the area in 1936 and 1958. The most recent detailed geological mapping was published by MRNF by Imreh (1991). The MRNF, primarily in the late 1980's and early 1990's, published numerous geological and ore deposit compilations and studies of the southern Abitibi region. High-technology metals such as Li, Be and Ta and the volcanology and geochemistry of komatiitic flows have also been recently addressed.

Prospecting

Molybdenum, nickel, PGE, lithium, and high-technology metals have been the primary commodities toward which prospecting and exploration in the Marbridge area have been directed. Between the 1950's and mid 1980's, these activities achieved a high level in the area. These subsided with the sharp and pro-longed period of globally-depressed metal prices. However, exploration activities resumed in the early 1990s and 2000s only to again stall in 2008 with the decline in metal prices. The most recent significant exploration in the Marbridge area was undertaken from 2000 to 2001 for Ni and PGE by Aurogin Resources and Miniere Globex.

Ore Deposits

Prospecting and exploration in the area of the Marbridge Property over the last 75 years has resulted in the discovery of significant nickel and molybdenum ore deposits that include those listed below:

1. The Moly Hill Mine is located 4.0 km southwest of the property. It was

discovered in 1937. It is comprised of pegmatite-hosted molybdenum and bismuth mineralization at the contact between the Preissac Batholith quartz monzonite with ultramafic rocks of the Malartic Group.

2. The Marbridge Mine is located 1.0 km west of the property. It was discovered in 1957. Altered ultramafic and meta-sedimentary rocks of the Malartic Group host the Ni-Cu mineralization. The mine was in production from 1962 to 1968. It produced 703,027 tons @ 2.28% Ni for 12,000 tons of Ni and 543 tons of Cu.

Mining Exploration

The majority of prospecting work on and in the vicinity of the Marbridge Property has consisted of geophysics and drilling due to the paucity of outcrops. This work has primarily been undertaken in the southern and southeastern portions of the property.

Reports recorded a fair amount of geological, airborne, as well as ground EM, magnetic and Max-Min surveys, the most prominent of which are listed below:

- **GM 59471:** A helicopter airborne EM, magnetic, and beep mat survey was conducted in 2000. The grid had a NW orientation with SW-trending lines spaced 100 m apart. Northwest-trending ultramafic mineralized outcrops were detected in range III and IV on the Globex property and straddled the Marbridge property to the southeast. A southwest-inclined DDH near highway 109, in range IV, intersected low 0.5 to 0.7% nickel values. More property history can be found at globexmining.com.
- **GM 52199:** Falconbridge in 1993 conducted an airborne EM and magnetic survey on the East Marbridge Property. Max-Min and IP grid surveys with lines spaced every 50 m were also undertaken.
- **GM 50522:** A ground magnetic and induced polarization survey using 100 m spaced north-trending lines was flown in 1990 on the Audrey property. It delineated NW-trending mineralized units crosscut by NE-trending diabase dykes.
- **GM 48805:** A ground magnetic and EM-VLF ground survey using 100 m spaced lines was performed in 1989 along on the Normetal Property. Some erratic anomalies were outlined. These were interpreted as being hosted by meta-sedimentary and ultramafic rocks to the north of the property. Some plutonic rocks occur east of the property.

(b) Not applicable.

(c) Not applicable.

(4) Geological Setting

The Marbridge Property is located in the south-central Archean Abitibi Greenstone Belt and is underlain by rocks of the Malartic Group. The latter is a volcanic and sedimentary sequence that is intruded by numerous late batholiths. The La Motte- Vassan Formation (2714 million years, Ma) comprises the base of the stratigraphic sequence and is largely composed of komatiite flows and peridotite. Minor basic and intermediate volcanics and sedimentary rocks are also present. The komatiitic sequence is overlain by inter-stratified pillow basalts and komatiite flows of variable thickness of Dubuisson Formation and thence by the detrital rocks of the late Caste Formation (2694 Ma). The entire sequence was metamorphosed to greenschist- lower amphibolite facies during the Kenoran orogeny, sub-vertically folded and sheared along an east-west axis, and subsequently intruded by late to post- tectonic granitodis. Most mineral deposits in the area are related to komatiite units and granitic intrusions.

Local Geological Context

The chief elements of the geology of the Marbridge Property consist of a roughly east-west-trending komatiitic and minor volcano-sedimentary sequences that wrap around three large late to post-tectonic granitic batholiths. The latter include the Preissac (2668 Ma), Lacorne and La Motte (2641 Ma) Batholiths. The komatiite sequences of the La Motte Formation consist of numerous distinct stacked meter-sized flows. These are composed of the following:

1. Cumulate or stratified peridotitic sheet horizons;

2. The above are overlain by pyroxene spinifex komatiite horizons;

3. Pillowed or tubular komatiites cap the preceding and often exhibit chilled margins, brecciation and chill jointing.

Erosional unconformities are common inside the flows. Other lithologies observed include the following: (a) internal ultramafic, (b) volcaniclastic thin horizons, (c) meter- scale gabbro bodies or dykes, (d) hectometer-size pyrite-rich greywacke, (e) siltstone, and (f) Mg-rich volcaniclastic rocks.

The komatiite sequences are in contact with basalts of the Dubuisson Formation to the northeast as well as with the meta-sedimentary rocks of the Caste Formation to the WNW near the contact with the La Motte Batholith.

Kenoran deformation and metamorphism (ca. 2700 Ma) that reached

greenschist to lower amphibolite facies affected the La Motte Batholith. This created a series of steeply inclined, west and WNW-trending, tight anticlines and synclines and associated parallel faulting.

Following the peak of Kenoran deformation and metamorphism (~2700 Ma), the komatiites were intruded by several large batholiths and subsequently affected by local contact metamorphism and late tectonism. Various granitoid and small pegmatitic bodies or dykes are related to the emplacement of the batholiths and on-going late-Kenoran tectonism. All of these intrude the ultramafic and mafic sequences.

(5) Exploration Information

Historical exploration programs are described under “History”, above, and exploration information is described under “Exploration and Development”, below. Planned exploration programs are described in Section 4.

(6) Mineralization

The property is one of low relief with few outcrops. It is centered largely in the several kilometers surrounding the town of La Motte. It also extends northerly roughly paralleling the Harricana River as well as to the west and northwest of the village. The Marbridge Property area is host to Ni-Cu-PGE, Mo-Bi and Li-Be-Ta mineralization.

Nickel-copper-PGE mineralization occurs in the following lithologies:

- Komatiitic flows;
- Inter-stratified sulfide-rich meta-sediments;
  Gabbro;
- Granitoid dykes.

The Ni, Cu and PGE sulphides are believed to be the products of magmatic gravity segregation at the base of the komatiite flows. The subsequent emplacement of granitoids and pegmatite as well as shearing has frequently resulted in re-mobilization of the mineralization. Re-distribution may have been enhanced by sulphide-rich sediments.

The report states that Mo-Cu ratios increase with mining depth. Most moporphyries are relatively young and concentrated in tectonically active margin zones. The genesis of high-grade Mo-porphyries may be favoured by high volumes of met-aluminous silica, F & Ci-rich in the magma.

Molybdenum-bismuth mineralisation is related to the processes and mechanisms listed below:

- Porphyry copper (and molybdenum) magmatism;
- Separation of valatiles and sulfides during crystallization and precipitation;
- Re-mobilization of Cu-Mo-Bi mineralization in various tectonic environments, including subduction and/or intra-plate related processes.

Lithium-Beryllium-Tantalum mineralization is related to enriched late to post-tectonic per-aluminous lecocratic granitoid batholiths that intrude Archean greenstone belts and/or para-gneissic and migmatitic domains. The intrustions variously contain garnet, muscovite, aluminosilicates, beryl, and monazite in their outer rim and/or within later potassium-rish pegmatites and aplites. The latter contain spodumene, molybenite and columbo-tantalite.

The deposits and mineralization listed below do not occur directly on the Marbridge Property. However, their close proximity and similar prospective geological and metallogenic attributes suggest the potential for similar mineralization on the property.

Marbridge Mine

The Marbridge mine is located 1.0 km west of the Marbridge Property. It is hosted in Archean altered komatiitic flows that are in contact with pillowed meta-andesite, pyroclastic, and meta-sedimentary rocks. These are crosscut by gabbro and sub- vertical monzonite dykes and shear zones.

Between 1962 and 1968 the Marbridge mine produced 774,227 tons of ore grading 2.2% Ni, 0.13% Cu and 0.4 g/t Pt-Pd; total metal content was 12,000 tons Ni and 543 tons Cu.

The ore consisted of discontinuous lenses of peridotite containing disseminated sulfides as well as more continuous massive sulfides sheets. The deposit was comprised of four zones. These were located on opposing sides of interpreted WNW-trending steep anticlines and synclines that exhibit variable shearing.

Zone 1 produced 544,208 tons of ore. It was hosted in a sheared komatiite that contained discontinuous lenses of massive and disseminated sulfides. These were primarily comprised of pyrrhotite, pentlandite ($(FeNi)_9S_8$), pyrite and chalcopyrite.

Zone 2 produced 163,157 tons from thin massive sulfide layers that contained millerite (NiS), pyrrhotite, pentlandite, violarite (Ni_2FeS_4), chalcopyrite, sperlyte ($PtAs_2$), sphalerite and magnetite. The sulphide lenses occurred at the contact between an andesite/meta- sedimentary unit and steeply-dipping ultramafic rocks that are located respectively north and south of the mineralized zone. Contact metamorphism within the andesite unit is suggested by the garnet-

diopside-epidote assemblages present. A discordant gabbro intrusion is associated with sulfide-rich brecciation.

Zone 3 and 4 produced 66,862 tons of ore; both zones are hosted in the basal portions of komatiitic flows with south-facing tops. These flows are underlain by andesites and pyrite-rich meta-sediments. Zone 3 is comprised of disseminated millerite, pentlandite, violarite, pyrite and pyrrhotite that locally in-fill olivine cumulates. Late serpentinite veinlets contain heazelwoodite (Ni_3S_2), pentlandite and millerite. Zone 4 consists primarily of pentlandite and pyrite with minor millerite (Lebel, 1988).

Fe-Ni-S stability relations at the Marbridge mine indicate that pentlandite and millerite formed at relatively low temperatures (<250°C) and that violarite replaced pentlandite with the loss of iron and formation of magnetite. The system reached equilibrium in high oxygen fugacities at even cooler temperatures. It is speculated that the low PGE values observed at the Marbridge Mine when compared with other komatiite-hosted Ni deposits suggest that the original magma had been depleted of most of its sulfides prior to extrusion. This limited the quantity and tenor of PGE ore after extrusion and subsequent mobilization of mineralization into the various units in the mine area.

Ataman

The Ataman Zone was discovered by drilling. It consists of Ni mineralization that is hosted along the contact between a komatiite flow and barren sulfide-bearing meta- sediments. The latter contain quartz-diorite dykes and possibly meta-gabbro bodies. The entire sequence was folded along west, WNW-trending, and possibly northerly overturned tightly folded structures. There are two 300 m long E-W- trending zones that are comprised of pyrite, pyrrhotite as well as minor chalcopyrite and sphalerite. Thin aplite dykes contain molybdenite. Barite is observed in the pyritic meta-sediments. One drill hole intercepted 0.76% Ni over 6.3 m. The sulfides may have accumulated at the base of an ultramafic sill by magmatic gravity segregation. The Ataman deposit may occupy the same stratigraphic level in the lower Malartic Group as the Marbridge mine.

Cubric Bilson

The Cubric–Bilson mineralized zone consists of three sub-parallel zones in faulted and brecciated pyrite-bearing peridotite. It is hosted within a komatiitic unit. The main sulphide zones were generated by gravity magmatic segregation at the base of a komatiitic flow. Re-mobilization and injection of Ni-sulfides into fractured zones took place during granite emplacement. The east zone graded 3.65% Ni per 3 channel samples 5.24% Ni, 1.47% Cu over 2.0 m channels and 3.98% Ni, and 0.60% Cu over 1.63 m. The west zone showed 0.68% Ni over 61

m, 1.37% Ni over 76 m, 0.81% Ni over 45 m trenches, a DDH intersection of 1.82 % Ni over 0.4 m, and 1.24 Ni over 0.4 m. Minor Co, Pt and Pd was also recorded. Mineralization is variously related to the meta-volcanics, meta-sediments and a monzonitic intrusion. Pyrrhotite, chalcopyrite, pink garnet, and large crystals of magnetite are products of contact metamorphism. The adjacent meta-sediments carry barren sulfides.

Lac Malartic

Lac Malartic mineralization is hosted by four zones of quartz-rich pegmatites that crosscut ultramafic (peridotitic) rockes. These discordant bodies are related to granodiorite and monzonite dykes of the lower Malartic Group. Mineralization is disseminated in nature and is related to quartz veining. One DDH returned 1.90% Mo over 0.36 m, 0.34% Mo and 0.08% Bi over 3.84 m and 3.02% Mo over 1 m.

Duval-Li

Duval-Li mineralization occurs in two spodumene-quartz-rich pegmatite dykes with local aplitic margins. These were emplaced in tension gashes that crosscut biotite grandiorite that intrudes ultramafic rocks of the lower Malertic Group. The first dyke contains small red garnets, large green and pink spodumene, as well as tantalite and molybdenite. Chalcopyrite is disseminated in grandiorite, aplite, and amphibolite near the contact with the ultramafic units. Minor chalcopyrite and molybdenite is present in small fractures in the wallrock. A resources of 9.36% Li with an un-specified tonnage was calculated. It appears to have been based on the following:

- 0.67% Li obtained from 15 bulk samples;
- 2.0% Mo over a 0.5m DDH intersection;
- 0.34% Li on 4 bulk samples; and
- 0.25 Li% over a 2.1 m DDH intersection

(7) Drilling

Seven historical mineralized DDH intercepts have been reported on the Marbridge Property. These include the following:

Intercept 1 - One of the most prominent mineral intersections is the La Motte-Le Blanc mineralization which is described in MRNF "fiche de gite" no. 32D/08-0041. It consists of disseminated Ni-sulfides and pyrrhotite grading 0.35% Ni over 0.4 m. The host is a komatiitic flow enclosed by granodiorite.

Intercepts 2 through 4 - South of the property three DDH intersections are inclined to the southwest and northeast. These are variously hosted by meta-

gabbro, re-crystallized peridotite, and komatiite flows. Assays of 0.1% Cu over 0.3 m, 0.1% Cu over 1.8 m and 0.1% Ni over 1.5 m were obtained from the preceding lithologies.

Intercepts 5 & 6 - West and northwest of the property, other vertical and SSW-inclined DDH intersections are observed in the vicinity of the La Motte mineralization. Meta-komatiite and meta-gabbro are the host and returned 0.2% and 0.12% Ni over 1.5 and 0.6 m, respectively.

Intercept 7 - In the northern portion of the property, a southerly-inclined intersection occurs in granite and komatiite. It yielded 0.17% Ni over 0.3 m. See MRNF DDH map 32D/08-102 for further details.

(8) Sampling and Analysis

All sample preparation and analysis on the Marbridge Property are historic in nature.

(9) Security of Samples

All sample preparation and analysis on the Marbrdige Property are historic in nature.

(10) Mineral Resource and Mineral Reserve Estimates

No mineral resource or mineral reserve estimates have been performed on the Marbridge Property.

(11) Mining Operations

All properties are currently in the exploration phase.

(12) Exploration and Development

This section describes exploration and development programs up to and including the date of this application. For planned development activities, see Section 4.

A helicopter survey was flown by Geophysics G.P.R. International in September 2007, on behalf of the Issuer. North-south lines spaced 50 m apart covered the entire property. Data recorded included the following:

- Total magnetic field;
- Gamma-ray K and U and Th spectrum;
- VLF total field and quadrature components.

The ground geophysical surveys were conducted by M.C. Exploration Services on the Marbridge Property in December 2007. Three grids were located to the south, the center, and the north of the Marbridge Property using the horizontal loop electro-magnetic method (HLEM) (see Appendix).

Radiometric Map

Radiometric maps for U, Th, and K reveal very similar patterns. This includes a strong signal to the south of the property related to the presence of the Lacorne Batholith. Contact with the komatiitic units is somewhat evident to the north in the form of a northeast-trending anomaly. A parallel northeast-trending komatiitic sequence in the center of the property is not well defined by the radiometric survey. In like manner, the La Motte Komatiite Belt to the south exhibits only weak contrasts to the overall background. However, radiometric surveying may prove useful during detailed field mapping to delineate contacts with potassic intrusives where overburden is shallow.

Magnetic Vertical Gradient Map

Maps of the 1st vertical derivative of the magnetic field indicate an area with complex low and high gradients. The preceding highs are associated with the komatiite units while zones with milder signatures correspond to the granitic batholiths. The map also indicates the northwest-trending La Motte-hosted Komatiite and meta-sedimentary belt occurring south and southwest of the property. Similar northeast- trending signatures/rock units occur in the center and to the north of the property. Lithologic contacts do not coincide with the gradient contrasts. This is due to imprecise mapping as well as inter-stratification of units with variable magnetic susceptibility (e.g. komatiite, gabbro, meta-sediment, granite, pegmatite and aplite). Northeast-trending diabase dykes yield major anomalies associated with hectometer-scale displacement along the northwest-trending contact of the La Motte Komatiite Belt. NNE and ENE elongated anomalies in the Lacorne batholith may be related to un- mapped surface or shallow basic dykes or ultramafic unit. Other possibilities include compositional lithologic variations and/or faulting. Radiometric maps suggest that the latter anomalies may be related to compositional differences within the granitoid units and/or major magnetite-rich pegmatitic or aplitic units. To the southeast or the north-center of the property, other anomalies may be related to compositional variations within the plutonic units present.

VLF Total Field

The signal from the VLF survey was recorded along north-south flight lines that were spaced 50m apart. The Cutler Antenna (NAA) on the coast of Maine is located on an azimuth of 110° from the Marbridge Property; it emits a signal on frequencies of 15-30 KHz. The VLF instrumentation receives a maximum

response from conductors that are on-strike with the transmitter. Thence the signal strength decreases roughly with the cosine of the strike angle. The method detects various conductors that include: (1) power lines, (2) graphite or clay in the overburden, (3) water saturated joints, (4) fault zones, and (2) conductive mineralization.

The VLF Total Field Survey on the Marbridge Property yielded numerous anomalies within a relatively homogeneous background. East-trending thin elongated anomalies south of the property occurring near the diabase dyke may represent electric power line conductors. Other north-trending lesser anomalies probably also represent power lines along country roads. South of the property a major cross-over anomaly may correspond to a contact between northwest-trending komatiite and meta-sediments within the La Motte Belt where copper mineralization has been noted. Another major ENE-trending anomaly is located in the Lacorne Batholith near its contact with komatiite units. However, generally other komatiite units did not produce a strong VLF response. This may have been partially due to the high angle between the lithologic contact and the transmitter as well as low conductivity.

The entire Marbridge Property was covered at a relatively small scale by the airborne survey. It delineated numerous major anomalies. These have been partially verified in the field by more precise detailed prospecting geophysical methods such as HLEM profiles. Beep-Mat in shallow ground, induced polarization profiling, and ultimately diamond drilling should be undertaken within the zones deemed to be mineralogically prospective.

GROUND SURVEY

Max-Min EM ground surveys on three grids were undertaken on 4.39 km^2 and totaled to 48.8 km of north-south and northeast of cut lines spaced 50 apart. The sub-surface conductivity/resistivity was recorded utilizing linked transmitter and receiver horizontal coils which employed various frequencies and with distances between coils. The conductivity was calculated using the secondary field generated by the conductor and decomposed into in-phase (IP) and out-of-phase (OP) components. The latter was calculated with a 90°phase lag; this is termed as the quadrature component.

EM Technique

Depth and size of a conductor affects the amplitude of the secondary field in the EM frequency domain while the increased conductivity of a conductor primarily affects the ratio of the in-phase, out-of-phase amplitude. In the latter, the ratio increases with the conductivity. The relative amplitude of the response at various frequencies is proportional to the conductivity. The IP and OP responses are plotted along lines as IP/OP ratios at various frequencies and show variation along the IP/OP = 0 line.

Sharp increases and/or decreases of both the IP and OP response are indicative of conductors. The depth, width and dip of the conductor are reflected in the shape of the profile. The side of the dip is expressed in the asymmetry in the IP line shoulder. The depth of the conductor is reflected in strength (amplitude) of the response.

The depth, nature and shape of conductors all affect the Max-Min response. However, the resistivity of diverse layers of overburden such as clays or gravel that show second-order resistivity variations also affect responses. Water table, power lines, etc. may also affect the signal.

The responses on grid 1 were recorded using 3520, 1760 and 444 Hz. On grid 2 and 3, 33555, 1777 and 444 Hz frequencies with coil separation of 100 m were employed.

The most conducive material at depth in the survey area is comprised of graphite, clays, water, and sulfide mineralization. The latter does not always show high conductivity. In numerous cases, minerals containing sulfer lack the necessary continuity of low resistivity to constitute an EM conductor. The sulfide resistivity, although characteristically weak, may vary considerably due to various intrinsic or external conditions, proximity with other metallic minerals, as well as with in-put frequencies.

4.4 Not applicable.

5. Selected Consolidated Financial Information

5.1 Annual Information

ANNUAL DATA (audited)

	May 31 2011	**May 31 2010**	**May 31 2009**
Total Common Shares (Outstanding)	7,034,050	3,734,050	3,734,050
Operations			
Revenues	$Nil	$Nil	$Nil
Expenses	47,587	14,625	10,988
Net Loss	(47,587)	(14,625)	(10,988
Loss per Share – basic and diluted	($0.01)	($0.00)	($0.00)
Dividends per	$Nil	$Nil	$Nil

share			
Balance Sheet			
Working Capital (Deficiency)	47,956	(176,243)	(189,932)
Total Assets	738,225	506,384	536,614

5.2 Quarterly Information

QUARTERLY DATA (unaudited)

	Nine months to February 29, 2012	**Nine months to February 28, 2011**
Total Common Shares (Outstanding)	12,004,050	3,934,050
Operations		
Revenues	$Nil	$Nil
Expenses	95,109	18,501
Net Loss	(95,109)	(18,501)

5.3 Dividends

(a) There is no restriction that could prevent the Issuer from paying dividends; and

(b) the Issuer has not paid any dividends and has no intention to and has not established a dividend policy.

5.4 Foreign GAAP — The Issuer's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

6. Management's Discussion and Analysis

SUPER NOVA MINERALS CORP.

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED FEBRUARY 29, 2012

This MD&A is the first MD&A of the Issuer prepared as of the interim period in accordance with National Instrument 51-102. The information is prepared as of June 6, 2012. Management Discussion and Analysis ("MD&A") is intended to help the reader understand the financial statements of Super Nova Minerals Inc., referred to as "Super Nova". The information herein should be read in conjunction with the audited financial statements for the years ended May 31, 2011, 2010 and 2009. The unaudited financial statements for the nine months

ended February 29, 2012 have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including comparative figures. The audited financial statements for the years ended May 31, 2011, 2010 and 2009 have also been prepared under IFRS. The following discussion may contain management estimates of anticipated future trends, activities or results. These are not a guarantee of future performance, since actual results could change based on factors and variables beyond management control. All monetary amounts are in Canadian dollars unless otherwise stated.

COMPANY OVERVIEW

The Issuer is a private resource exploration company engaged in the acquisition, exploration and development of mineral properties. The Issuer is currently not a reporting issuer in any Canadian Jurisdictions. As at February 29, 2012, the Issuer holds interests in resource properties in British Columbia and Quebec.

FORWARD LOOKING INFORMATION

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. The Issuer disclaims any obligation or intention to update or revise any forward- looking statement, whether as a result of new information, future events, or otherwise unless required under applicable Canadian Securities Laws.

HIGHLIGHTS

The following are highlights of events occurring during the nine months ended February 2012 and subsequent thereto:

Financing

The Issuer closed private placements with subscriptions of 4,970,000 shares at $0.05 and 1,562,500 shares at $0.10 for total proceeds of $404,750. The Issuer has also received subscriptions of $135,440 for a private placement which it closed on June 13, 2012.

RESOURCE EXPLORATION PROJECTS

The reader is cautioned that historical drilling results are being confirmed by current drilling, and such historical results cannot be relied upon until reconfirmed. There are no known mineral resources on the Boundary and Royal Attwood properties, and there can be no assurance that any mineral resources will be discovered on the properties, and if discovered there is no assurance that any mineralization may be economically extracted. The information published in this document has been reviewed by the respective consultants

who are Qualified Persons as defined in National Instrument 43-101.

1. Marbridge Project, Quebec

Upon the listing of the Issuer's shares on a recognized stock exchange, the Issuer will own 100% interest in the Marbridge property. The issuer had published a National Instrument 43-1-1 compliant technical report in March 2012.

The Marbridge property is located 470 km northwest of Montreal and 33 km northwest of Val d'Or in the Abitibi region of west-central Quebec, along the north-trending Highway 109 which joins the town of Riviere-Heva town located on Highway 117 and Amos, 39 km to the north.

Geologically, the Marbridge property is situated in the south-central Archean Abitibi greenstone belt where it overlies the Malartic Group. The latter is comprised of numerous late batholithic bodies that intrude volcanic and sedimentary sequences. The preceding is comprised of roughly east-west-trending komatiitic and minor volcanic-sedimentary assemblages that curl around three large late- to post-tectonic granitic batholiths.

Three principal types of potentially economic mineralization that occurs on and/or near the Marbridge property are listed below:

1. Nickel-copper-platinum group element (PGE) mineralization is related to the following:

- Komatiitic flows;

- Interstratified sulfide-rich meta-sediments;

- Gabbro and granitoid dykes.

2. Molybdenum-bismuth mineralization is attendant with porphyry copper-molybdenum- bearing intrusions.

3. Lithium-beryllium-tantalum mineralization is associated with late to post-tectonic per-aluminous leucocratic granitoid batholiths that intrude Archean greenstone belts.

The Marbridge property contains seven mineralized diamond drill hole (DDH) intersections. Perhaps the most prominent hole is La Motte-Le Blanc and is described in MRNF "fiche de gite" no. 32d/08-0041 as running 0.35% Ni over a 0.4 m interval comprised of disseminated Ni-sulfides and pyrrhotite. The host is a komatiitic flow that is enclosed by granodiorite.

Several different types of property-scale geophysical surveys have been undertaken on the Marbridge property. Highlights are briefly discussed below:

1. The 1st vertical derivative of the magnetic field map displays a complex low and high gradient area that appears to be related to the komatiite units. Zones with milder signatures are interpreted to correspond to the granitic batholiths present;

2. The VLF total field map shows a few anomalies within a field dominated by relatively homogeneous signatures; and

3. Max-Min surveys on three grids detected conductors related to sulfides within a komatiite unit. Additionally, sulfide-related conductors are also associated with sedimentary units in proximity to their contacts with the granitoids of the Lacorne Batholith.

Comprehensive detailed exploration of the Marbridge property remains to be undertaken. This specifically applies to its southeastern and the northwestern portions where komatiites and meta- sedimentary units are primarily prospective for Ni and Cu. Additionally, there is potential for Mo, Bi and Li in the northern environs of the property near the komatiite/batholith contact as well as within the Lacorne Batholith itself. A two-phased exploration program is proposed for 2012. The first phase ($372,000) would consist of geological mapping, geophysics, geochemistry, and drilling. Drilling in Phase I would be contingent on the results of the initial exploration. The second phase ($568,000) would consist almost entirely of drilling and would be contingent on the results obtained from Phase I.

The property is one of low relief and few outcrops. It is centred largely in the several kilometres surrounding the town of La Motte. It also extends northerly roughly paralleling the Harricana River as well as to the west and northwest of the village. The principal mineralized zones of interest were intersected in the drill holes listed below:

- **Intersection 1, 2 & 3** are hosted within a komatiite flow in northern portion of lot 18 and 19, range IV. These assayed 0.35% Ni over 0.6 m, 0.1% Ni over 1.8 m and 0.3% Ni, 8.9 g/t Ag over 1.5 m.

- **Intersection 4** occurs in rocks similar to those described above in the southern portion of lot 16 range V. It assayed 0.2% Ni over 1.5 m.

- **Intersection 5** is located in ultramafic rocks in the northern portion of lot 14 range V. It assayed 0.12% Ni over 0.6 m.

- **Intersection 6** is hosted at the contact area between granitic and volcanic rocks in the south-central area of lot 20, range VI. It assayed 0.17% Ni over 0.3 m.

- **Intersection 7** is situated within komatiitic flows and meta-sedimentary sequences. It is located in the southern portion of lot 28 range III and assayed 0.1 % Cu and 14% Fe over 1.8 m.

- **Intersection 8** occurs 250 m northwest of intersection 4 in a komatiite flow. It assayed 0.1 % Cu over 0.3 m

- **Intersection 9** occupies the contact area between granitic and komatiitic lithologies in the eastern area of lot 40 range II. It assayed 0.1 % Ni over 1.5 m

Seven historical mineralized DDH intercepts have been reported on the Marbridge property. These include the following:

- **Intercept 1** - One of the most prominent mineral intersections is the La Motte-Le Blanc mineralization which is described in MRNF "fiche de gite" no. 32D/08-0041. It consists of disseminated Ni-sulfides and pyrrhotite grading 0.35% Ni over 0.4 m. The host is a komatiitic flow enclosed by granodiorite.

- **Intercepts 2 thru 4** - South of the property three DDH intersections are inclined to the southwest and northeast. These are variously hosted by meta-gabbro, re-crystallized peridotite, and komatiite flows. Assays of 0.1% Cu over 0.3 m, 0.1% Cu over 1.8 m and 0.1% Ni over 1.5 m were obtained from the preceding lithologies.

- **Intercepts 5 & 6** - West and northwest of the property, other vertical and SSW-inclined DDH intersections are observed in the vicinity of the La Motte mineralization. Meta-komatiite and meta- gabbro are the host and returned 0.2% and 0.12% Ni over 1.5 and 0.6 m, respectively.

- **Intercept 7** - In the northern portion of the property, a southerly-inclined intersection occurs in granite and komatiite. It yielded 0.17% Ni over 0.3 m. See MRNF DDH map 32D/08-102 for further details.

The reader is cautioned that historical data is not confirmed and has not been verified. There are no known mineral resources on the Marbridge property, and there can be no assurance that any mineral resources will be discovered on the property and, if discovered, there is no assurance that any mineralization may be economically extracted.

2. Iron Ridge Project, British Columbia

The Iron Ridge property (the Iron Ridge Property) is located in south-eastern British Columbia, approximately 10km east of the town of Creston. The Property encompasses five claim blocks, covering a total area of 549.87 hectares.

The Iron Ridge Property is an early exploration stage property with a favourable structural and stratigraphic setting for economic minerals. Its claims include part of the Iron Range Fault, a north trending, steeply dipping normal fault which extends along strike for many kilometres (km) and varies in width from 10 to 150 metres (m). The sedimentary host rocks on the Iron Ridge Property belong to the Aldridge Formation of the Purcell Supergroup deposited during the Mesoproterozoic. The contact between Lower and Middle Aldridge Formation is host to the world class Sullivan Sedimentary Exhalative (SEDEX) deposit located north of the Iron Ridge Property. Due to proximity to this straigraphic contact combined with the structural influence of the fault, the Iron ridge Property is an ideal host for SEDEX base metals with the possibility of enrichment or modification of precious metals. The fault also provides a potential setting for an Iron Oxide Copper Gold (IOCG) type deposit.

The Iron Ridge Property is located in the southernmost extension of the Moyie Range and is situated at the eastern limit of the Interior Plateau. The Moyie Range is a subdivision of the Purcell Mountains. The Iron Ridge Property is situated on Mt. Thompson near its peak. The Iron Range Fault cuts through four of the five Iron Ridge mineral claim blocks. Mineralization along the fault zone within the Property occurs as iron-oxides in veins and also in disseminations to massive lenses. Exploration north of the Iron Ridge Property, along strike of the fault zone, involved a drill program that yielded excellent results for the area. Drilling by Eagle Plains Resources Ltd. (Eagle Plains) intersected multiple well mineralized zones with very high values of gold (Au) and Silver (Ag) from drill targets in close proximity to the fault. For example, one of these intersections yielded 7.00m core length with an average grade of 51.52 g/t Au which includes 3.00m grading 118.45 g/t Au (Eagle Plains Resources, 2011). No recent drilling has been completed on the Iron Ridge Property.

The Issuer carried out the 2011 field exploration work, which consisted of a small sampling program and ground magnetic survey. At total of 20 rock samples and 116 soil samples were collected on the Iron Ridge Property for the sampling program. Standard bagging and shipping methods were used for transportation of the samples to Inspectorate Labs for geochemical analysis. Approximately 6.6km of survey lines were covered in the ground magnetic survey in order to provide higher quality geophysical data for assessment purposes in respect to the Iron Ridge Fault. Laboratory assay results of the rock and soil samples showed no indication of any enrichment in economic minerals in the area. However, the ground geophysics produced some interesting

structures and trends which could represent possible targets for further re-evaluation.

The Issuer is planning to follow the recommendation to follow up with additional geophysical data by covering the entire claim block with ground magnetics and also by flying a helicopter Time Domain Electromagnetic (EM) survey over the area. Further sampling near the Great War showing and over unexplored areas of the fault would be beneficial.

The reader is cautioned that historical data is not confirmed, and such historical data has not been verified. There are no known mineral resources on the Iron Ridge Property, and there can be no assurance that any mineral resources will be discovered on the property and, if discovered, there is no assurance that any mineralization may be economically extracted. The information in this report has been reviewed on behalf of the Issuer by Mr. Michael Dufresne, MSc., P.Geol., a Qualified Person as defined by National Instrument 43-101.

SELECTED FINANCIAL DATA

The following selected financial information is derived from the audited financial statements and notes thereto. The information has been prepared in accordance with IFRS.

ANNUAL DATA (audited)

	May 31 2011	**May 31 2010**	**May 31 2009**
Total Common Shares (Outstanding)	7,034,050	3,734,050	3,734,050
Operations			
Revenues	$Nil	$Nil	$Nil
Expenses	47,587	14,625	10,988
Net Loss	(47,587)	(14,625)	(10,988
Loss per Share – basic and diluted	($0.01)	($0.00)	($0.00)
Dividends per share	$Nil	$Nil	$Nil
Balance Sheet			
Working Capital (Deficiency)	47,956	(176,243)	(189,932)
Total Assets	738,225	506,384	536,614

QUARTERLY DATA (unaudited)

	Nine months to February 29, 2012	Nine months to February 28, 2011
Total Common Shares (Outstanding)	12,004,050	3,934,050
Operations		
Revenues	$Nil	$Nil
Expenses	95,109	18,501
Net Loss	(95,109)	(18,501)
Loss per Share – basic and diluted	($0.01)	($0.00)
Dividends per share	$Nil	$Nil
Balance Sheet		
Working Capital (deficiency)	27,167	(58,711)
Total Assets	827,515	522,918

RESULTS OF OPERATIONS

As Super Nova is in the exploration stage, none of the Issuer's current properties are in production. Therefore, mineral exploration expenditures are capitalized and losses are incurred as a result of administrative expenses related to the operation of the Issuer's business. Consequently, the Issuer's net income is not a meaningful indicator of its performance or potential.

The key performance driver for the Issuer is the acquisition and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Issuer increases its chance of finding and developing an economic deposit.

At this time, the Issuer is not anticipating profit from operations. Until such time as the Issuer is able to realize profits from the production and sale of commodities from its mineral interests, the Issuer will report an annual loss and will rely on its ability to obtain equity or debt financing to fund ongoing operations.

Additional financing is required for new exploration and promotional activities. Due to the inherent nature of the junior mineral exploration industry, the Issuer will have a continuous need to secure additional funding by the issuance of equity or debt in order to support its corporate administrative and exploration activities.

OPERATIONS REVIEW

Nine months ended February 29, 2012 compared to nine months ended February 28, 2011

Net loss for the nine months ended February 29, 2012 was $95,109 (loss per share: $0.01), as compared to the net loss in the corresponding period in the previous year of $18,501 (loss per share: $0.00). The increase in loss of $76,608 was mainly due to the following:

(a) an increase of $46,442 in consulting from $2,150 in 2011 to $48,592, mainly due to increased investor relations activities carried out by the Issuer;

(b) an increase of $6,864 in office and miscellaneous from $(1,127) in 2011 to $5,737 due to expenses incurred with respect to the creation of a website;

(c) an increase of $28,343 in administration fees of $907 in 2011 to $29,250 due to increased accounting and administration services used.

Three months ended February 29, 2012 compared to three months ended February 28, 2011

Net loss for the three months ended February 29, 2012 was $28,330 (loss per share: $0.00), as compared to the net loss in the corresponding period in the previous year of $13,758 (loss per share: $0.00). The increase in loss of $14,572 was mainly due to the following:

(a) an increase of $13,850 in consulting from $2,150 in 2011 to $16,000, mainly due to increased investor relations activities carried out by the Issuer;

(b) an increase of $12,128 in administration fees of $(2,378) in 2011 to $9,750 due to increased accounting and administration services used.

OUTSTANDING SHARE DATA

The Issuer's authorized capital is an unlimited number of common shares without par value. As at June 6, 2012 the Issuer had 13,566,550 common shares outstanding.

TRENDS, COMMITMENTS, EVENTS OR UNCERTAINTIES

Trends, commitments, events or uncertainties presently known or identifiable to management that are reasonably expected to have a material effect on the Issuer’s business, financial position, or results of operations, are as follows:

- Current market volatility and general share price decline in the financial sector may impact the Issuer's ability to raise further capital and fund ongoing operations.
- To maintain operational expenses going forward, the Issuer will require non flow through funds either through a private placement financing, the exercise of stock options or warrants, or the sale of unproven mineral interests.

LIQUIDITY AND CAPITAL RESOURCES

The Issuer is in the exploration stage and therefore has no regular cash flow from operations.

The financial statements are prepared on a 'going concern' basis, which contemplates that the Issuer will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Issuer's ability to continue as a going concern is dependent on the ability of the Issuer to raise equity financing sufficient to fund ongoing operational and exploration costs.

Liquidity, as at	February 29 2012	May 31 2011
Cash	$104,914	$134,836
Working capital	27,167	47,956

The Issuer has been successful in raising $404,750 since the beginning of the year. The Issuer's ability to raise cash depends on capital market conditions, the price of gold and other commodities, and the results of ongoing exploration programs. There is no assurance that the Issuer will be able to obtain any additional financing on terms acceptable to the Issuer. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activity.

TRANSACTIONS WITH RELATED PARTIES

During the nine months ended February 29, 2012, the Issuer entered into the following transactions with related parties. The amounts charged by the Issuer for the services provided have been determined by negotiation among the parties.

Key management personnel compensation

The Issuer considers senior officers and directors to be key management. No remuneration was paid during the nine months ended February 29, 2012 (2011: $Nil) to any key management personnel.

Other related party transactions

a) During the nine months ended February 29, 2012 , the Issuer accrued or paid administration charges to directors and a Issuer with common directors amounting to $29,250 (2011: $Nil);

b) During the nine months ended February 29, 2012, the Issuer accrued consulting fees to a director and a Issuer with common directors and officers amounting to $14,000 (2011: $2,150);

c) During the nine months ended February 29, 2012, the Issuer accrued or paid rent charges to companies with common directors amounting to $6,750 (2011: $9,500);

d) At February 29, 2012, an amount of $73,990 (May 31, 2011: $43,539) was outstanding to the companies with common directors.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results may differ from those estimates. Critical accounting estimates include the carrying value of unproven mineral interests.

Unproven mineral interests

The Issuer capitalizes all costs, net of any recoveries, related to the acquisition, exploration and development of resource property interests. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims are allowed to lapse. The amounts shown for resource property acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values.

From time to time the Issuer may acquire or dispose of an unproven mineral interest pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or

receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received.

On a periodic basis, management reviews the carrying values of unproven mineral interest acquisition and exploration expenditures with a view to assessing whether there has been any impairment in value. Management takes into consideration various information including, but not limited to, results of exploration activities conducted to date, estimated future mineral prices, and reports and opinions of outside geologists, mine engineers and consultants. When it is determined that a project of interest will be abandoned or its carrying value has been impaired, a provision is made for any expected loss on the project or interest.

Although the Issuer has taken steps to ensure the title to an unproven mineral interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures may not guarantee the Issuer's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

FINANCIAL INSTRUMENTS

The Issuer's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities and accounts payable to related parties. Unless otherwise noted, it is management's opinion that the Issuer is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Credit risk

Credit risk is the risk of potential loss to the Issuer if the counterparty to a financial instrument fails to meet its contractual obligations. The Issuer's credit risk is primarily attributable to its liquid financial assets including cash and amounts receivable. The Issuer limits its exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

Liquidity risk

Liquidity risk is the risk that the Issuer will not be able to meet its obligations associated with its financial liabilities. The Issuer has historically relied upon equity financings to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Issuer will be able to obtain required financing in the future on acceptable terms. The Issuer anticipates it will need additional capital in the future to finance ongoing exploration of its properties, such capital to be derived from the

exercise of outstanding stock options, warrants and/or the completion of other equity financings. The Issuer has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Issuer has been successful in the past in financing its activities through the sale of equity securities. The ability of the Issuer to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets in Canada have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Issuer in creating revenue, cash flows or earnings.

RISKS AND UNCERTAINTIES

The Issuer's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical.

Although the Issuer has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Issuer's title.

Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Issuer has no significant source of operating cash flow and no revenues from operations. None of the Issuer's mineral properties currently have reserves. The Issuer has limited financial resources.

Substantial expenditures are required to be made by the Issuer to establish ore reserves. The property interests owned by the Issuer, or in which it has an option to earn an interest are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and only few properties which are explored are ultimately developed into producing mines.

Exploration of the Issuer's mineral exploration may not result in any discoveries of commercial bodies of mineralization. If the Issuer's efforts do not result in any discovery of commercial mineralization, the Issuer will be forced to look for other exploration projects or cease operations.

The Issuer is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Issuer may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Issuer conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Issuer is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Issuer.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Issuer. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents. No securities commission or regulatory authority has reviewed the accuracy of the information presented herein.

Additional Disclosure for Issuers without Significant Revenue:

(i) capitalized or expensed exploration and development costs, are detailed in note 4 of the annual audited statements and the interim financial statements to February 29, 2012.

Description of Securities:

The Issuer's authorized capital is an unlimited number of common shares without par value. As at June 6, 2012 the Issuer had 13,566,550 common shares outstanding.

7. Market for Securities

7.1 The Issuer’s securities are not listed and posted for trading or quoted on any exchange or quotation and trade reporting system.

8. Consolidated Capitalization

8.1 The Issuer is an amalgamated company resulting from the amalgamation of BC0922519 and Private Company Super Nova Minerals Corp., whose financial information and MD&A are included herein. The amalgamation was formally approved by shareholders of both BC0922519 and Private Company Super Nova on July 13, 2012, and the amalgamation was formally effected by Certificate of Amalgamation on August 29, 2012.

Prior to the amalgamation there were 6,038,667 BC0922519 shares issued and outstanding. The BC0922519 common shares were exchanged for 1,006,445 common shares of the Issuer on the basis of (1) common share of the Issuer for every (6) common shares of BC0922519.

On the effective date of the amalgamation, there were 15,283,550 common shares, nil warrants, and nil stock options of Super Nova Minerals Corp. issued and outstanding. Each Private Company Super Nova shareholder received (1) common share of the Issuer in exchange for every (1) share of Private Company Super Nova, resulting in former Private Company Super Nova shareholders owning 15,283,550 common shares in the Issuer.

As of the date of this listing statement, former BC0922519 shareholders own 1,006,445 common shares, representing 6.2% of the issued and outstanding common shares of the Issuer, and former Private Company Super Nova shareholders own 15,283,550 common shares, representing 93.8% of the 16,289,995 issued and outstanding shares of the Issuer.

9. Options to Purchase Securities

The directors of Super Nova Minerals Corp., pursuant to a directors' resolution of October 13, 2011, approved and adopted an incentive stock option plan for the Issuer on a going forward basis.

The Issuer's 10% rolling stock option plan, which makes a total of 10% of the issued and outstanding shares of the Issuer available for issuance thereunder, consists of the following provisions:

(i) a condition that the options are non-assignable and non-transferable;
(ii) options are exercisable for a maximum of ten years from the date of grant;
(iii) a condition that no more than 5% of the issued shares of the company may be granted to any one individual in any 12 month period;
(iv) the minimum exercise price of any options issued under the plan will be equal to the last sale price of the company's shares in an arm's length offering or if listed on a stock exchange, the closing price of the company's shares in the quoted market at the time of grant, where the company is listed less any allowable discounts;
(v) the period in which the optionee's heirs or administrators can exercise an option must not exceed one year from the optionee's death;
(vi) for stock options granted to employees, directors, consultants or management company employees, the company represents that the optionee is a bona fide employee, consultant or management company employee, as the case may be;

(vii) options granted to any optionee who is a director, employee, consultant or management company employee will expire as determined by the Board, CEO or COO after the optionee ceases to be in at least one of those categories; and

(viii) in the discretion of the directors, options may be granted subject to vesting over a period of time.

There are nil stock options outstanding as of the date of this Listing Statement.

10. Description of the Securities

10.1 Description of Capital

As of the date of this Listing Statement there are 16,289,995 issued and outstanding common shares of the Issuer listed and outstanding. The authorised capital of the Issuer consists of an unlimited number of common shares without par value, having the following material characteristics:

Common Shares:

The holders of common shares are entitled to dividends as and when declared by the directors of the Issuer. They are also entitled to one vote per share on all matters at all meetings of the Issuer and are distributable pro rate to the holders of the common shares. There are no pre-emptive rights or conversion rights attached to the common shares. There are also no redemption or purchase for cancellation or surrender provisions, sinking or purchase fund provisions, or any provisions as to modification, amendment or variation of any such rights or provisions attached to the common shares.

Prior Sales in the Past 12 Months In Super Nova prior to Amalgamation

Date of Issuance	**Type of Security Issued**	**Number of Securities Issued/Cancelled)**	**Price per Security**	**Total Price**
May 17, 2012	Common shares	1,562,500	$0.10	$156,250.00
June 13, 2012	Common shares	500,000	$0.10	$ 50,000.00
June 13, 2012	Common shares	712,000	$0.12	$ 85,440.00
Sept 27,2012	Common shares	505,000	$0.10	$75,750.00
Total		3,279,500		$367,440.00

10.8 Not applicable

11. Escrowed Securities

11.1 There are no escrowed securities at the date of this Listing Statement. As part of its listing application to the CNSX, the Issuer will enter into an escrow agreement with Computershare Trust Company and certain shareholders of the

Issuer, including all of the proposed directors, officers and consultants of the Issuer, whereby all securities of the Issuer, beneficially owned or controlled, directly or indirectly, or over which control or direction is exercised by the proposed directors, officers and consultants of the Issuer, and the respective affiliates or associates of any of them, will be placed in and made subject to an escrow agreement for a hold period of 36 months from the effective date of the amalgamation.

Pursuant to the escrow agreement between the Issuer, Computershare Trust Company and the principals of the Issuer, 10% of the escrowed shares will be released from escrow on the date the common shares are listed on the CNSX, and 15% every six months thereafter, subject to acceleration provisions provided for in National Policy 46-201 – Escrow for Initial Public Offerings.

ESCROWED SECURITIES

Designation of class held in escrow	Number of securities held in escrow	Percentage of class
Common	4,786,050	31.62%

12. Principal Shareholders

12.1 (1) To the knowledge of the directors and officers of the Issuer, upon the completion of the amalgamation, the following persons will own or exercise control or direction over securities of the Issuer carrying more than 10% of the votes attached to the securities:

Shareholder and Municipality of Residence	**Number of Common Shares and Stock Options**	**Percentage of Common Shares Beneficially Owned**
Wolf Wiese and Quorum Capital Corporation Vancouver, British Columbia	2,136,050 Stock options - nil	13.11%

Fayz Yacoub Surrey BC	2,650,000 Stock options - nil	16.27%

(1) Mr. Wiese directly owns 50 common share and indirectly owns or exercises control or direction over 2,136,000 common shares of the Issuer.

13 Directors and Officers

13.1 The below table includes the names, municipalities of residence, position, principal occupations and the number of voting securities that each director and officer of the Issuer beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and municipality of residence	Position with Company	Principal occupation within the preceding five years	Number of Common Shares held
Wolf Wiese, Vancouver, British Columbia	Chief Executive Officer and Director	Chief Executive officer of Super Nova Minerals Corp.; Chief Executive officer of Golden Dawn Minerals Inc.	2,136,050
Derek Liu, Coquitlam, British Columbia	Chief Financial Officer and Director	Chief Financial Officer and Director of Super Nova; Chief Financial Officer of Golden Dawn Minerals Inc. Chief Financial Officer of CaNickel Mining Limited, Chief Financial Officer of Prophecy Resources, Chief Financial Officer and Director of Maple Leaf Reforestation Inc.	Nil

Frank Wright, Delta, British Columbia	Director	Director of Golden Dawn Minerals Inc.	200,000

No director:

(a) is, as at the date of this Listing Statement, or has been, within 10 years before the date of this Listing Statement, a director or executive officer of any company that, while that person was acting in that capacity

(i) Was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(ii) Was subject to an event that resulted, after the director or executive officer was ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or

(iii) Within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the ten years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority. No director has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment except for a Supreme Court Judgement against Wolf Wiese in May 2006 regarding claims staked in

2003 where Mr. Wiese was required to transfer claims staked in his name that were determined to be staked contrary to his fiduciary duty as a Promoter and Founder of a public company back to the company named Canadian Minerals Exploration Ltd. .

Conflicts of Interest

Some of the directors and officers of the Issuer are also also directors, officers and or promoters of other reporting and non-reporting issuers. Accordingly, conflicts of interest may arise which could influence these persons in evaluating possible acquisitions or in generally acting on behalf of the Issuer, notwithstanding that they are bound by the provisions of the *Canada Business Corporations Act* to act at all times in good faith in the best interests of the Issuer and to disclose such conflicts to the Issuer if and when they arise.

Management

Further information on the business experience and professional qualifications of the Issuer's directors, officers and promoters is set forth below:

Mr. Wolf Weise, Chief Executive Officer and Director, has been involved in the conception and implementation of local and international businesses for the past 30 years, as stock broker and bank owner in Germany. Mr. Wiese has spent the past 16 years in the mining exploration business, primarily as a consultant and financier to public companies. He was the driving force behind Canadian Metals Explorations Ltd., now Hard Creek Nickel Ltd., from 1995 until 2004. During his tenure as the primary financier/consultant to Super Nova, Canadian Explorations Ltd. discovered one of the largest sulphide nickel deposits in the world. Mr. Wiese has been involved with Golden Dawn Minerals Inc. since the inception of the company in 2004.

Mr. Derek Liu, Chief Financial Officer and Director, is a professional accountant with over 15 years of diverse international experiences in financial reporting, auditing, and accounting. He is a member of Certified General Accountants Association of British Columbia and a Certified Public Accountant in the State of Colorado, USA. He has held senior accounting positions, such as corporate controller and chief financial officer, at a numerous public Canadian mining companies for the past several years.

Frank Wright, Director, has over 25 years of mineral process consulting experience which has included previous employment with Bacon Donaldson Associates Ltd., Giant Bay Resources, and Syncrude Canada Ltd. Since 1998 he has worked as an independent consultant in which he has

participated in a number of high profile projects, including programs undertaken for both major and junior mining companies. He has also been involved with major research studies for advancing a variety of novel metallurgical processes. His expertise relates to the design and supervision of laboratory and pilot plant programs, hydrometallurgical & environmental evaluation, process flowsheet development, operations troubleshooting and project management.

Over the past decade Frank has served as a director and advisor to a number of publicly listed junior mining firms.

Mr. Frank Wright is a registered professional engineer, graduating with degrees in Metallurgical Engineering, from the University of Alberta in 1979, and in Business Administration from Simon Fraser University in 1984.

14. Capitalization

14.1 Prepare and file the following chart for each class of securities to be listed:

Issued Capital

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	16,289,995	16,289,995	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more	4,786,050	4,786,050	29%	29%

than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)				
Total Public Float (A-B)	11,503,945	11,503,945	71%	71%
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	4,786,050	4,786,050	29%	29%
Total Tradeable Float (A-C)	11,503,945	11,503,945	71%	71%

Public Securityholders (Registered)

Common Shares

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	0	0
100 – 499 securities	6	1,083
500 – 999 securities	1	583
1,000 – 1,999 securities	4	6,667
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	1	3,333
4,000 – 4,999 securities	5	326,000
5,000 or more securities	126	10,643,781
	143	10,981,447

Public Securityholders (Beneficial)

Common Shares

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities	1	6
100 – 499 securities	103	28,167
500 – 999 securities	19	12,042
1,000 – 1,999 securities	19	26,354
2,000 – 2,999 securities	7	15,938
3,000 – 3,999 securities	2	6,667
4,000 – 4,999 securities	8	339,333
5,000 or more securities	156	11,049,023
Unable to confirm		26,415

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	4	4,786,050

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
N/A	N/A	N/A

14.3 There are no listed securities reserved for issuance that are not included in section 14.2.

15. Executive Compensation

15.1 The following table sets forth all annual and long term compensation for services in all capacities to the Issuer for the financial years ended May 31, 2011, May 31, 2010, and May 31, 2009 in respect of the Chief Executive Officer and the Chief Financial Officer, and the other three most highly compensated executive officers of the Issuer as at May 31, 2011, May 31, 2010 and May 31, 2009 (collectively the "Named Executive Officers" or "NEOs").

Name and Principal Position	Fiscal Year Ended	Annual Compensation			Long Term Compensation			All Other Compen-sation $
					Awards		Payouts	
		Salary ($)	Bonus ($)	Other Annual Compen-sation	Securities Under Options Granted (#)	Shares/ Units Subject to Resale Restric-tions ($)	LTIP Payouts ($)	
Wolfe Weise Chief Executive Officer	May 31, 2011	Nil	Nil	Nil	Nil	Nil	Nil	$3,000
	May 31, 2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	May 31, 2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jayram Hosanee Former Chief Financial Officer,	May 31, 2011	Nil	Nil	Nil	Nil	Nil	Nil	$6,000
	May 31, 2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	May 31, 2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) The value of perquisites and other personal benefits do not exceed the lesser of $50,000 and 10% of the total of the annual salary and bonus for the Name Executive Officer.

(2) The Named Executive Officers have outstanding stock options to acquire up to an aggregate of nil Shares. No Shares are reserved under SARs. "SARs" means stock appreciation rights.

(3) During the year ended May 31, 2011, Super Nova accrued consulting fees to CEO amounting to $3,000 and to the former CFO $6,000.00, who resigned in July 2012.

(4) Mr. Hosamee was appointed CFO of Super Nova in 2008 and resigned from his position in 2012.

Long Term Incentive Plans

The Issuer does not have a long term incentive Plan pursuant to which it provides compensation intended to motivate performance over a period greater than one financial year.

Termination of Employment, Change in Responsibilities and Employment Contracts

During the most recently completed financial year, and currently, there are no employment contracts between the Issuer and a NEO, and no compensatory plans, contracts or arrangements where a NEO is entitled to receive more than $100,000 from the Issuer or its subsidiaries, including periodic payments or instalments, in the event of:

(a) the resignation, retirement or any other termination of the NEO's employment with the Issuer and its subsidiaries;

(b) a change of control of the Issuer or any of its subsidiaries; or

(c) a change in the NEO's responsibilities following a change in control.

Pension and Retirement Benefit Plans

No pension or retirement benefit plans have been instituted by the Issuer, and none are proposed at this time.

Options

The following table summarizes the share options granted to the Named Executive Officers during the fiscal year ended May 31, 2011:

Name	Options Granted (# shares)	% of Total Options Granted	Exercise Price ($/share)	Market Value of Shares Underlying Options at Date of Grant ($/share)	Expiration Date
Wolf Weise, Chief Executive Officer	Nil	Nil	Nil	Nil	Nil
Jayram Hosanee, Chief Financial Officer	Nil	Nil	Nil	Nil	Nil

The following table sets forth a summary of share options exercised by and remaining outstanding to the Named Executive Officers for the fiscal year ended May 31, 2011:

Name	Shares Acquired on Exercise (#)	Aggregate Value Realized ($)	Unexercised Options at FY-End	$ Value of Unexercised In-the-Money Options
Wolf Weise, Chief Executive Officer	Nil	Nil	Nil	Nil
	Nil	Nil	Nil	Nil

Compensation of Directors

During the most recently completed financial year, and currently, there are no standard or other arrangements pursuant to which directors were compensated by the Issuer for services provided in their capacity as directors, nor are any such arrangements currently proposed.

16. Indebtedness of Directors and Executive Officers

None of the executive officers or directors of the Issuer, or associates or affiliates of such persons:

(a) are or have been indebted to the Issuer at any time; or
(b) are or have been indebted to another entity at any time where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar.

17. Risk Factors

17.1 The common shares of the Issuer should be considered highly speculative due to the nature of the Issuer's business and the present stage of its development. In evaluating the Issuer and its business, investors should carefully consider, in addition to the other information contained in this Listing Statement, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Issuer or in connection with the Issuer's operations. There may be other risks and uncertainties that are not known to the Issuer or that the Issuer currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects. In that case, the trading price of the common shares could decline substantially, and investors may lose all or part of the value of the common shares held by them.

No Ongoing Operations and No Production History

As the Issuer is a mineral exploration company and has no operations or revenue, there are no ongoing operations and no production history.

Absence of Prior Public Market

There has been no prior public market for the common shares, and an active trading market may not develop or, if it does develop, may not be sustained. The lack of an active market may impair shareholders' ability to sell their shares at the time they wish to sell them or at a price that they consider reasonable. The lack of an active market may also reduce the fair market value and increase the volatility of the shares. An inactive market may also impair the Issuer's ability to raise capital by selling shares and to acquire other exploration properties or interests by using its shares as consideration.

Volatility of Share Prices

Share prices are subject to changes because of numerous factors beyond the Issuer's control, including reports of new information, changes in its financial situation, the sale of its shares in the market, its failure to achieve financial results in line with the expectations of analysis, or announcements by the Issuer or any of its competitors concerning results. There is no guarantee that the market price of the shares will be protected from any such fluctuations in the future.

In the past, companies have experienced volatility in their share value and have been the subject of securities class action litigation. The Issuer might become involved in securities class action litigation in the future. Such litigation often results in substantial costs and diversion of management's attention and resources and could have a negative effect on the Issuer's business and results of operation.

Limited Operating History

The Issuer has no history of earnings. There are no known commercial quantities of mineral reserves on the Issuer's properties. There is no assurance that the Issuer will ever discover any economic quantities of mineral reserves.

Requirement for Further Financing

The Issuer may need to raise additional funds to carry out exploration activities on its properties. There is no assurance the Issuer will be able to raise additional funds or will be able to raise additional funds on terms acceptable to the Issuer. If the Issuer's exploration programs are successful and favorable exploration results are obtained, the properties may be developed into commercial production. The Issuer will require additional funds to place the properties into production. The only sources of future funds presently available

to the Issuer are the sale of equity capital, debt or offering of interests in its properties to be earned by another party or parties by carrying out development work. There is no assurance that any such funds will be available to the Issuer or be available on terms acceptable to the Issuer. If funds are available, there is no assurance that such funds will be sufficient to bring the properties to commercial production. Failure to obtain additional financing on a timely basis could have a material adverse effect on the Issuer, and could cause the Issuer to forfeit its interest in its properties and reduce or terminate its operations.

Exploration

At present, there are no bodies of ore, known or inferred, on the properties and there are no known bodies of commercially recoverable ore on the properties. There is no assurance that the Issuer's mineral exploration activities will result in any discoveries of commercial bodies of ore on the properties.

Development

The business of exploration for precious metals involves a high degree of risk. Few exploration properties are ultimately developed into producing properties. The Issuer's properties are at the exploration stage.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Issuer has investigated its title to the properties for which it holds an option to acquire concessions or other mineral leases or licenses and the Issuer is satisfied with its review of the title to the properties, the Issuer cannot give an assurance that title to the properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law often are complex. A successful claim that the Issuer does not have title could cause the Issuer to lose its rights to the properties, perhaps without compensation for its prior expenditures relating to the properties.

The Issuer's properties may now or in the future be the subject of First Nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Issuer's ownership interest in the properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the areas in which the properties are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Issuer's activities. Even in the absence of such recognition, the Issuer may at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the properties.

Management

The success of the Issuer is largely dependent upon the performance of its management. The loss of the services of these persons may have a material adverse effect on the Issuer's business and prospects. There is no assurance that the Issuer can maintain the service of its management or other qualified personnel required to operate its business.

Requirement for Permits and Licenses

The Issuer will be applying for all necessary licenses and permits under applicable laws and regulations to carry on the exploration activities which it is currently planning in respect of the properties, and the Issuer believes it will comply in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to changes in regulations and in various operational circumstances. A substantial number of additional permits and licenses will be required should the Issuer proceed beyond exploration. There can be no guarantee that the Issuer will be able to obtain such licenses and permits.

Environmental Risks and other Regulatory Requirements

The current or future operations of the Issuer, including the exploration activities and commencement of production on the properties, will require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. There can be no assurance that all permits which the Issuer may require for its facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulations would not have an material adverse effect on any exploration and development project which the Issuer might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing the operations and activities of mineral companies, or more stringent enforcement thereof,

could have a material adverse impact on the Issuer and cause increases in capital expenditure or exploration and development costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

Uninsurable Risks

Exploration of mineral properties involves numerous risks, including unexpected or unusual geological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Issuer may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Issuer. The Issuer does not maintain insurance against environmental risks.

Competition

Significant and increasing competition exists for mineral opportunities in the jurisdictions in which the Issuer has mineral properties. There are a number of large established mineral exploration companies with substantial capabilities and greater financial and technical resources than the Issuer. The Issuer may be unable to acquire additional mineral properties or acquire such properties on terms it considers acceptable. Accordingly, there can be no assurance that the Issuer's exploration programs will yield any reserves or result in any commercial mineral operations.

Conflicts of Interest

Directors of the Issuer may, from time to time, serve as directors of, or participate in ventures with other companies involved in natural resource development. As a result, there may be situations that involve a conflict of interest for such directors. Each director will attempt not only to avoid dealing with such other companies in situations where conflicts might arise but will also disclose all such conflicts in accordance with the *Canada Business Corporations Act (British Columbia)* and will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Litigation

The Issuer and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit. The Issuer does not know of any such pending or actual material legal proceedings as of the date of this Listing Statement.

No Cash Dividends are Expected to be Paid in the Foreseeable Future.

The Issuer has not declared any cash dividends to date. The Issuer intends to retain any future earnings to finance its business operations and any future growth. Therefore, the Issuer does not anticipate declaring any cash dividends in the foreseeable future.

Ore Reserves and Reserve Estimates

The Issuer's business relies upon the ability to determine whether a given property has commercial quantities of recoverable minerals. No assurance can be given that any discovered mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling and, consequently, are uncertain because the samples may not be representative. Mineral reserve and resource estimates may require revision (either up or down) based on actual production experience.

18. Promoters

Wolfe Weise is considered a promoter of the Issuer. Please refer to the chart under the heading "Section 13 Directors and Officers" for information with respect to Mr. Wiese's share holdings and any history with regard to securities that have been ceased traded. Mr. Weise will not receive any consideration for acting as promoter.

19. Legal Proceedings

The Issuer is not a party to or subject to any outstanding judgments, lawsuits, or proceedings and there are no pending lawsuits or proceedings.

20. Interest of Management and Others in Material Transactions

Management and others have no interest in material transactions of the Issuer.

21. Auditors, Transfer Agents and Registrars

21.1 Auditors:

Davidson and Company
1200-609 Granville Street
P.O. Box 10372, Pacific Centre
Vancouver, BC, V7Y 1G6

21.2 Transfer Agents and Registrars:

Computershare Trust Company
510 Burrard Street
3rd Floor
Vancouver, BC, V6C 3B9

22. Material Contracts

22.1 1. Amalgamation agreement between BC0922519 and Super Nova Minerals Corp. dated May 2, 2012.

2. Canadian Agency and License Agreement Between BC0922519 and Ole Global Clean Ltd. dated 19 April 2012.

3. Canadian Agency and License Agreement Between BC0922519 and Artvest Publishing Limited dated June 1, 2012.

4. Iron Ridge Mineral Property Purchase Agreement between BC0922519 and Fayz Yacoub dated March 28, 2011.

5. Marbridge Mineral Property Purchase Agreement between BC0922519 and Fayz Yacoub dated March 28, 2011.

23 Interest of Experts

There are no direct or indirect interests in the properties of the Issuer or of a related person of the Issuer received or to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of the Listing Statement or prepared or certified a report or valuation described or included in the Listing Statement.

24. Other Material Facts

24.1 There is no other material fact about the Issuer and its securities that are not disclosed under the preceding items and are necessary in order for the Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.

25. Financial Statements

Enclosed is a copy of the audited financial statements of Super Nova Minerals Corp. for the years ended May 21, 2011, May 31, 2010, and May 31, 2009,; a copy of the unaudited interim financial statements and MD&A of BC0922519 for

the period from incorporation on October 11, 2011 to December 30, 2011; and pro-forma unaudited balance sheet of BC0922519 as at February 29, 2012.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Super Nova Minerals Corp., hereby applies for the listing of the above mentioned securities on CNSX. The foregoing contains full, true and plain disclosure of all material information relating to (full legal name of the Issuer). It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, BC

this 4th day of October, 2012.

"Wolf Wiese"	*"Derek Liu"*
Chief Executive Officer, Director	Chief Financial Officer
Wolfe Wiese	Derek Liu
	"Frank Wright"
Promoter (if applicable)	Director
	Frank Wright