RockBridge RESOURCES Inc.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED JUNE 30, 2014

Management discussion and analysis ("MD&A")
(To be read in conjunction with the financial statements and notes)

Forward-looking Statements

The following Management Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the accompanying consolidated financial statements and notes included in this report. Certain statements contained in this MD&A constitute forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. These forward-looking statements speak only as of the date of this MD&A and subject to the requirements of applicable securities legislation, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise.

1.1 Date

August 28, 2014

1.2 Overall Performance

Description of Business

RockBridge Energy Inc. was incorporated under the Business Corporations Act (British Columbia) on November 20, 2007. RockBridge Energy Inc. subsequently changed its name to RockBridge Resources Inc. on April 6, 2010.

Its wholly owned subsidiary, RockBridge Energy Alberta Inc. was incorporated under the Business Corporations Act (Alberta) on May 27, 2008.

Effective October 1, 2011 the Corporation adopted International Financial Reporting Standards ("IFRS") with a transition date of October 1, 2010. In 2010, the CICA Handbook was revised to incorporate IFRS, and require publically accountable enterprises to apply IFRS standards effective for years beginning on or after January 1, 2011. Accordingly, the Corporation has commenced reporting on this basis and in this MD&A, the term "Canadian GAAP" refers to Canadian GAAP before the adoption of IFRS. This MD&A should be read in conjunction with the audited Canadian GAAP financial statements and notes thereto for the years ended

September 30, 2011 and 2010 and the audited financial statements and notes thereto for the years ended September 30, 2012 and 2011. All amounts are stated in Canadian dollars unless indicated otherwise.

The principal business carried on and intended to be carried on by the Company is the acquisition and development of oil and natural gas properties.

Oil and Gas Properties Update

In February 2012, the Company entered into an agreement with Crimson Energy Ltd. of Calgary concering four sections in the Knopcik area. The joint venture projects include Crimson's 100% working interest in a Knopcik area gas property, in which RockBridge, has acquired 50%, and is to pay 100% of certain costs to frac, test and equip the existing well and tie it in to the gas gathering system servicing sweet gas production in the area.

As at September 30, 2012, the available for sale asset consisted solely of the Pembina oil & gas properties, which included the land, leases, wells and petroleum and natural gas rights. Effective October 1, 2012 the company sold the Pembina oil and gas property asset to Spartan Oil Corp. for $625,000 subject to adjustments. This sale closed on October 30, 2012 with an effective date of October 1, 2012.

On July 9, 2013, the Company acquired certain assets of Avatar Energy Ltd of Calgary effective April 1, 2013. The acquisition included working interests from 25% to 95% in 5 wells producing a net of approximately 36 BOEPD, weighted 35% to crude oil and natural gas liquids and 65% to natural gas. The purchase also included one gas property with a shut in well awaiting tie in. As a condition to the acquisition, the receiver required that RockBridge also acquire and take responsibility for a further 8 abandoned wells and their reclamation.

Overall performance

Overall, the Company's performance increased for the nine months ended June 30, 2014 compared to 2013 as the company increased operating revenue and increased operating costs. The company expensed it's Violet Grove - Exploration and Evaluation property on March 31, 2014 after the cancellation of the crown lease on this project.

For the nine months ended June 30, 2014, cash increased by $69,767 as a result of Investing, Financing and Operating activities. Operating revenue increased by $286,285 or 283.449% for the period. Revenues were $387,288 compared to $101,003 for the period ended June 30, 2014 and June 30, 2013, respectively.

Revenues have increased due to the addition of the new oil wells from the Avatar asset purchase effective April 1, 2013. Operating expenses increased also as a result of this purchase and the expenditure of $221,227 for Exploration costs due to the expiration of the crown lease to the Violet Grove - Exploration & Evaluation property.

(all figures in Canadian dollars unless otherwise indicated)

1.3 Selected Annual Information

Not required for interim MD&A.

1.4 Results of Operations

The Company earns its revenues through the sale of oil and gas through third party operators. Operations are contracted out through management and consultants agreements. Revenue are higher as the company has acquired additional oil and gas wells in July 2013.

Expenses

For the nine months ended June 30, 2014 general and administrative expenses totaled $199,247 for 2014 and $169,681 in 2013. Operating expenses for the nine months ended June 30, 2014 totaled $441,354 and $61,379 in 2013. Depletion totaling $9,000 for the nine months ended June 30, 2014 and $9,000 in 2013 was incurred for the operation of the wells. Operating expenses are higher due to the addition of the Avatar asset oil and gas oil wells, and the expenditure of $221,227 in Exploration costs as a result of the expiration of the lease for the Exploration and Evaluation property.

Income taxes

The Company has available a non-capital loss of $2,655,000 which may be carried forward to reduce taxable income in future years. The non-capital loss expires as follows:

Expiry Date	Amount
2028	$ 258,000
2029	$ 522,000
2030	$ 559,000
2031	$ 502,000
2032	$ 511,000
2033	$ 303,000

(all figures in Canadian dollars unless otherwise indicated)

1.5 Summary of Quarterly Results

	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS
	30-Jun-14	31-Mar-14	31-Dec-13	30-Sep-13	30-Jun-13	31-Mar-13	30-Dec-12	30-Sep-12
Total Revenue	$ 153,826	$ 144,549	$ 88,913	$ 279,470	$ 50,404	$ 24,536	$ 26,063	$ 71,067
Net Comprehensive Gain(Loss)	2,155	(247,076)	(102,478)	250,404	(84,517)	(46,471)	(79,377)	190,220
Basic and diluted Earning (loss) per share	$ 0.00	$ (0.02)	$ (0.01)	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Total Assets	$ 625,405	$ 624,726	$ 919,817	$ 837,414	$ 752,741	$ 751,889	$ 841,002	$1,776,041
Total Liabilities	$ (190,230)	$ (191,705)	$ (242,731)	$ (234,927)	$ (280,247)	$ (295,247)	$ (295,247)	$ (832,866)
Cash dividends declared per share for each class of share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

1.6 Liquidity

For the nine months ended June 30, 2014, the Company experienced a net increase in cash of $69,767 from the operation of wells, investing and financing activities and expenses. $155,000 was raised from the private placement of 3,100,000 units at $0.05 per unit. The Company will require additional financing in order to conduct its planned work programs on petroleum and natural gas properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. Sources of financing will come from future share issuances.

1.7 Capital Resources Update

On October 25, 2013, the Company issued 3,100,000 units at $0.05 per unit to Westlake Capital Ltd. Each unit consisted of one common share and one share purchase warrant exercisable for one year at $0.10 per share, all on a post consolidation basis. These units form part of Westlake's Qualifying Transaction pursuant to the capital pool company policy of the Exchange and were distributed to the Westlake shareholders. Westlake was delisted from the Exchange and dissolved. Any RockBridge Units distributed to the shareholders of Westlake who are currently holding their shares of Westlake in escrow, will continue to be held in escrow.

The Westlake Private Placement and Westlake's Qualifying Transaction were non-arm's length transactions for the purposes of the Exchange as the parties have 2 common directors and officers, being Steve Mathiesen, a director and the CEO of both Westlake and RockBridge, and Gary Mathiesen, a director of Westlake and the CFO of both Westlake and RockBridge.

The Company has no commitments for capital expenditures. All properties are in good standing and operational expenses maintain the properties.

1.8 Off-balance sheet arrangements

None

1.9 Related Party Transactions

The required disclosure is produced in Note 10 of the accompanying financial statements.

1.10 Third Quarter

For the quarter ended June 30, 2014, Oil & Gas Revenue was $153,826 (2013 $50,404). Operating expenses for the quarter ended June 30, 2014 were $76,349 and $21,741 in the comparable period in 2013.

1.11 Proposed Transactions

None

1.12 Critical Accounting Estimates

Not required as the Company is a venture issuer.

1.13 Changes in Accounting Policies including Initial Adoption

The required disclosure is provided in Note 3 of the accompanying financial statements.

1.14 Financial Instruments and Other Instruments

The carrying values of cash and cash equivalent, accounts receivable, accounts payable, and advances payable as reflected in the balance sheet, approximate their respective fair values because of the demand or short-term maturity of these instruments.

Financial instruments which potentially subject the Company to credit risk consist of bank deposits, and accounts receivable. Cash and investments are deposited with high credit quality financial institutions. Accounts receivable consist of amounts receivable from a related party. The Company does not require collateral or other securities to support accounts receivable. The Company has not recorded an allowance for doubtful accounts.

(all figures in Canadian dollars unless otherwise indicated)

1.15 Other MDA Requirements

Disclosure of Outstanding Share Data

a) Authorized:

Unlimited common shares without par value

b) Issued:

	Number	Amount	Contributed Surplus
Balance, August 28, 2014	15,993,414	$5,603,539	$ 1,414,102

Share Purchase Warrants

	Number	W/A Exercise Price
Balance, August 28, 2014	8,100,000	$0.14

Share Purchase Options

As at August 28, 2014, the following options were outstanding and exercisable:

Number of Options	Exercise Price Per Post-Consolidated Share	Number of Post-Consolidated Shares to be Issued on Exercise	Expiry Date
1,125,000	$0.07	1,125,000	September 30, 2018
135,000	$0.08	135,000	July 24, 2019
1,260,000		1,260,000	

Convertible Debentures

Refer to Note 13 of the accompanying financial statements.

Additional Disclosure for Venture Issuers without significant Revenue

During the nine months ended June 30, 2014 and 2013, our company incurred expenses including the following:

	2014	**2013**
Depletion	$ 9,000	$ 9,000
General & administrative costs	$ 199,247	$169,681

Risks and Uncertainties

Dilution - There are a number of outstanding securities and agreements pursuant to which common shares of the Corporation may be issued in the future. This will result in further dilution to the Corporation's shareholders.

Business Risks – Exploration and production for oil and gas is very capital intensive. As a result, the Corporation relies on equity markets as a source of new capital. Funds from operation also are a source for funding capital expenditures. Equity and debt capital are subject to market conditions and availability may increase or decrease from time to time. Operating funds also fluctuate with changing commodity prices.

Environmental Risks - The oil and natural gas industry is subject to provincial and federal environmental regulations. Such legislation provides for restrictions and prohibitions on the release or emission of various substances produced in association with certain oil and natural gas operations. In addition, such legislation requires that well and facility sites are abandoned and reclaimed to the satisfaction of provincial authorities. Compliance with such legislation can require significant expenditures and breach of such requirements may result in the suspension or revocation of necessary licenses and authorizations, civil liability for pollution damage, and the imposition of material fines and penalties

Other Business Activities of Directors and Officers - Our directors and officers are involved in other business activities. As a result of their other business endeavours, our directors and officers will exercise their fiduciary duties and duty of care but nonetheless may not be able to devote sufficient time to our business affairs, which may negatively affect our ability to conduct our ongoing operations and our ability to generate revenues. In addition, the management of our company may be periodically interrupted or delayed as a result of our officers' other business interests.

Risks relating to our common stock

A decline in the price of our common stock could affect our ability to raise further working capital and adversely impact our ability to continue operations.

A prolonged decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital. Because a significant portion of our operations have been and will be financed through the continued sale of equity securities, a decline in the price of our common stock could be especially detrimental to our liquidity and our operations. Such reductions may force us to reallocate funds from other planned uses and may have a significant negative effect on our business plan and operations, including our ability to continue our current operations. If our stock price declines, we can offer no assurance that we will be able to raise additional capital or generate funds from operations sufficient to meet our obligations. If we are unable to raise sufficient capital in the future, we may not be able to have the resources to continue our normal operations or become insolvent. The market price for our common stock may also be affected by our ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of our common stock and our operations as a result.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Information provided in this MD&A, and in the accompanying financial statements, is the responsibility of management. In the preparation of this MD&A and the financial statements, estimates are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

1.16 Subsequent Events

On July 24, 2014 the Company announced it signed an Offer to Purchase for certain producing gas properties located in northeastern British Columbia, subject to customary conditions including due diligence, signing a formal purchase agreement and regulatory approval. The Company is well into the due diligence process and the purchase is expected to close in September 2014.

The Company announced a private placement offering of 6,000,000 Units at $0.05 each, on a non-brokered basis, subject to regulatory approval. Each Unit is to consist of one regular common share and one share purchase warrant exercisable at $0.08 per share for one year. Finder's fees of 10% will be paid on the financing to qualified finders, and 10% brokers' warrants to brokers, with each warrant exercisable for one year at $0.08 per share.
Due to market condition, the offering has been deferred until September 2014.