Sparta Capital Ltd.

("Sparta" or "Corporation")

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") for the Three and Six Months ended March 31, 2015 and the Three and Six Months ended March 31, 2014.

The following discussion and analysis should be read in conjunction with the audited financial statements of the Corporation for the year ended September 30, 2014 and the unaudited condensed interim financial statements of the Corporation for the three and six months ended March 31, 2015 prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar figures included therein and in the following discussion and analysis are quoted in Canadian dollars which is the Corporation's functional and reporting currency.

This management's discussion and analysis is dated April 30, 2015 and is in respect of the three and six months ended March 31, 2015. The discussion in this management's discussion and analysis focuses on this period. Further information about the Company and its operations can be obtained on www.sedar.com

Forward Looking Statements and Risks

Certain statements included in this discussion may constitute forward-looking statements that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Corporation, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include changes in government regulations, general economic conditions and business conditions, ability to raise debt or equity financing as required to fund operations, ability to convert long term investments into cash through the sale of all or part of investments, foreign currency exposure, supplier constraints, transportation constraints, emissions standards, fuel prices, product quality and safety, alternative and competing products, protection of intellectual property, the findings resultant to due diligence programs, the results of product certification testing, the ability to attract and retain employees, sales agents and service personnel in Canada and in international markets, the actions of current and future competitors, future claims or litigation, the speculative nature of product research and development, and other factors that may affect demand for the Corporation's products and services and the ability of the Corporation to implement its business strategy and/or generate profit.

The words "may", "would", "could", "will", "likely", "estimate", "believe", "expect", "plan", "forecast", "is to be", "intend", "anticipate" and similar expressions are intended to identify forward-looking statements. Although Sparta has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Sparta does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

Going concern

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") accounting principles applicable to a going concern which assumes that the Corporation will realize its assets and discharge its liabilities in the normal course of business.

As the Corporation continues to focus on developing a market for its products, it has incurred a net loss from continuing operations of $196,530 (March 31, 2014 - $84,572) and negative cash flow from operations of $105,245 (March 31, 2014 - $8,106) for the six month period ending March 31, 2015. As at March 31, 2015, the Corporation has a shareholders' deficit of $36,927 (September 30, 2014 - $347,343).

At March 31, 2015 the Corporation had working capital of $388,073 which is mainly due to a unit issuance for net proceeds of $62,544 during the period. In order to meet the Corporation's future working capital requirements it will be required to attract additional funds through the issue of debt or equity to further the development of the Corporation's products and to provide sufficient working capital. The Corporation's management will continue to consider various alternatives to finance the Corporation's operations and activities within the context of existing market conditions.

There can be no assurance that capital will be available as necessary to meet these continuing development costs or, if the capital is available, that it will be on terms acceptable to the Corporation. The issuances of additional equity securities by the Corporation may result in significant dilution to the equity interests of its current shareholders. If the Corporation is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected, thus giving rise to doubt about the Corporation's ability to continue as a going concern.

Additional capital requirements are dependent on uncertain future events, including but not limited to the results of the evaluation of other business growth opportunities, the level of growth in product sales and distribution. If the going concern assumption were not appropriate for these financial statements, then adjustments would be necessary to the carrying values of assets and liabilities, and the balance sheet classifications used which could be material.

Overview

The Corporation's common shares are listed and posted for trading on the NEX board of the TSX Venture Exchange under the symbol "SAY.H".

The Corporation seeks to leverage its expertise in product development, manufacturing, distribution, sales and service across a growing range of complementary technologies designed to achieve reduced emissions and increased operating efficiency of carbon fuel powered equipment and in the process, monetize resulting carbon credits to help children around the globe. In that regard the Corporation continues to identify and evaluate further business growth opportunities.

The Corporation holds the exclusive world-wide manufacturing and distribution license to an automated fuel additive injection system subject to certain sales performance criteria.

Sparta continues to seek further opportunities to utilize its distribution network to distribute complementary products and intends, on an ongoing basis, to assess product performance and market acceptance of other products suitable to the Corporation's established distribution network. Announcements of new products added to Sparta's distribution network will be made following the Corporation's comprehensive due diligence processes.

Overall Performance

An extensive period of research and analysis, as well as consultation with experts in a number of technology sectors has led to substantial progress in the last 12 months. Sparta has expanded its product offering and corporate relationships while enhancing their corporate profile at the same time. Brand awareness is now building and will continue to widen with an experienced marketing and communications team in place that is well versed in everything Sparta related.

Pilot studies continued with the Addeco Tech SS10L mobile fuel injector unit in Canada, the United States, South Africa and New Zealand to demonstrate performance of customer selected additives. In addition, Sparta developed a bulk tank injection system and installed the first pilot project in Mexico.

Along with the continued Addeco Tech work, the Corporation entered into negotiations with Newport Environmental Technologies Ltd. (Newport), a Canadian technology firm, who was in the process of securing a number of licenses to supply unique technologies designed to save fuel while reducing carbon emission in multiple markets. Each of the selected technologies has the ability to capture the resulting carbon credits that can be used to help fund children's hospital around the globe.

On October 28th, 2014 Sparta announced that they had entered into a share purchase agreement with the shareholders of Newport and on November 25th, 2014 Sparta completed the agreement. Newport includes an extensive team of professionals with strong marketing, sales, legal, financial, engineering and business development skills. Together they bring a host of potential supply agreements in such market verticals as transportation, mining, commercial, industrial, residential and power generation. Combining Newport's skill sets and experience with Sparta's longstanding reputation and corporate structure is expected to culminate in rapid expansion of the Sparta offering and powerful brand awareness.

On March 26, 2016 the Corporation endorsed an exclusive ten (10) year licensing agreement with SuperNova Performance Technologies Ltd. for their unique TreeFrog Transport Optimization™ systems. The TreeFrog has been designed to deliver significant fuel savings, provide valuable operations data to fleet owners and help reduce Greenhouse Gas emissions. The exclusive agreement is such that SuperNova retains all of the intellectual property rights in connection with the product and will share the gross revenues on a pay for performance shared savings model with Sparta.

On February 25, 2015 the Corporation announced the incorporation of a new mining division - Sparta Technologies 4 Mining Ltd. Sparta Technologies 4 Mining Ltd. has been set up as a Canadian controlled corporation with majority interest held by the Corporation and a significant minority of the shares to be held by a consortium of key mining experts, to be named at a later date.

With this expanded team, Sparta will continue to seek further opportunities to leverage its sales and marketing channels to distribute complementary products. As well, the Company intends, on an ongoing basis, to assess product performance and market acceptance of other technologies suitable to the Corporation's established distribution network and executive team. Announcements about new Sparta products will be made following the Corporation's comprehensive due diligence processes.

Selected Financial Information

The following table is a summary of selected financial information derived from the Corporation's audited financial statements for the years ended September 30, 2014, 2013 and 2012 prepared in accordance with IFRS:

	2014	**2013**	**2012**
	$	$	$
Total Assets	24,587	75,662	69,453
Total Non-Current Financial Liabilities	-	-	(172,700)
Revenues	-	-	27,127
Net and comprehensive loss for the period	(138,218)	(660,541)	(320,180)
Basic and diluted net loss per share for the year	(0.002)	(0.013)	(0.008)

	Common Shares	Common Shares	Common Shares
Weighted average number outstanding	62,530,140	52,287,695	39,608,788

For the three and six months period ended March 31, 2015, the Corporation reported no discontinued operations and declared no cash dividends.

Summary of Quarterly Results

The quarterly financial information for the eight most recently ended quarters are as follows:

	Q2 March 31, 2015	**Q1 December 31, 2014**	**Q4 September 30, 2014**	**Q3 June 30, 2014**	**Q2 March 31, 2014**	**Q1 December 31, 2013**	**Q4 September 30, 2013**	**Q3 June 30, 2013**
Net (Loss)	(160,737)	(35,793)	(40,354)	(13,290)	(38,361)	(46,213)	(206,835)	(238,573)
(Loss) Per Share	(0.001)	(0.000)	(0.000)	(0.000)	(0.001)	(0.001)	(0.005)	(0.004)
Total Asset	666,758	355,150	24,587	52,151	52,267	56,110	75,662	156,447
Total Liabilities	703,685	736,284	371,930	359,138	345,964	311,448	284,786	347,398

Variances in net loss by quarter is not cyclical or seasonal and reflect overall corporate activity and factors which do not recur each quarter, such as travel, due diligence, professional and regulatory fees.

Results of Operations

Overall for the three and six months ended March 31, 2015 respectively the Corporation had a net and comprehensive loss of $160,737 and $196,530 compared to a net and comprehensive loss of $38,361 and $84,572 for the same time periods in 2014.

Revenue

No sales revenue was generated during the three and six months ended March 31, 2015 and 2014, while the Corporation sought to attract funding to support sales and marketing activities.

Expenses

For the three months ended March 31, 2015

The total expenses increased to $160,737 during the three months ended March 31, 2015, an increase of $122,376 representing a 319% from the $38,361 in the same period in 2014, due to the following:

Consulting fees increased to $29,000 during the three months ended March 31, 2015, an increase of $5,000 or 21% from the $24,000 incurred in the same period in 2014 due to increased fees for services provided.

Professional fees increased to $22,593 during the three months ended March 31, 2015, from $nil incurred in the same time period in 2014. This increase is primarily a result of higher legal and accounting fees during the current period.

Stock based compensation increased to $92,400 during the three months ended March 31, 2015, from the $nil incurred in the same time period in 2014.

For the six months ended March 31, 2015

The total expenses increased to $196,530 during the six months ended March 31, 2015, an increase of $111,958 representing a 132% from the $84,572 in the same period in 2014, due to the following:

Consulting fees decreased to $38,000 during the six months ended March 31, 2015, a decrease of $5,000 representing a 12% decrease from $43,000 incurred in the same period in 2014.

Professional fees increased to $40,483 during the six months ended March 31, 2015, an increase of $35,483 or 710% from $5,000 incurred in the same time period in 2014. This increase is a result of higher legal and accounting fees during the current period.

Stock based compensation increased to $92,400 during the six months ended March 31, 2015, from the $nil incurred in the same time period in 2014.

Cash Flows

The following is a summary of cash flows for the six months ended March 31:

Cash Flow Activity	2015	2014
Cash used in operating activities	($105,245)	($8,106)
Cash provided by investing activities (see Note 1)	309,239	-
Cash provided by financing activities (see Note 2)	440,044	-

Note 1 – cash provided from investing activities is due the acquisition of Newport Environmental technologies Ltd.

Note 2 – cash provided from financing activities is due to the completion of the first tranche of an 18,800,000 units offering by issuing 12,664,000 units at $.05 per unit for net proceeds of $412,544 (gross $633,200 less share issuance costs $10,656 and share issuance receivable $210,000) as well as proceeds from demand loan of $27,500.

Liquidity

The Corporation had cash balance at March 31, 2015 of $644,038 and a cash balance of $nil at September 30, 2014

At March 31, 2015 the Corporation had a working capital surplus balance of $338,073 (September 30, 2014: deficit $347,343). In order to meet the Corporation's anticipated working capital requirements it will be required to attract additional funds through the issue of debt, equity or other business means to further the development of the Corporation's products and to provide sufficient working capital. The Corporation monitors its working capital position and makes changes or reductions in expenditures to help sustain sufficient liquidity to meet liabilities on a timely basis.

Transactions with Related Parties

For the three months ended March 31, 2015, the Corporation incurred consulting fees of $11,000 (2014- $4,500) with companies controlled by the President. For the six months ended March 31, 2015, the Corporation incurred consulting fees of $15,500 (2014- $9,000) with companies controlled by the President. Included in accounts payable and accrued liabilities is $201,649 (2014-$185,664).

Financial Instruments

The carrying values of the financial assets and liabilities included in the statement of financial position are as follows:

	March 31, 2015	September 30, 2014
Financial Assets	$	$
Held for trading financial assets:		
Cash	644,038	-
Accounts receivable	12,120	-
Financial Liabilities		
Accounts payable and accrued liabilities	315,685	358,930
Loans and borrowings	13,000	13,000
Long term debt	375,000	-

The carrying value of cash, accounts receivable, accounts payable and accrued liabilities approximate their fair value due to the relatively short period to maturity of the instruments. Cash is classified as level 1, whereby fair value measurement is derived from quoted prices in active markets. The carrying value of the loans and borrowings approximates their fair value due to the relatively short period to maturity of the instruments. The carrying amount of loans and borrowings approximate fair value as the interest rates are consistent with the current market rates.

Shareholders' Equity

Authorized

The authorized share capital of the Corporation consists of an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares, issuable in series. The rights, privileges, restrictions and conditions attached to the preferred shares are to be determined by the Directors of the Corporation at time of issuance. There are no preferred shares issued or outstanding as at March 31, 2015.

The number of issued and outstanding shares is 137,194,140 as at March 31, 2015 and the date of this MD&A.

As at March 31, 2015 and the date of this MD&A the Corporation had 5,375,000 options outstanding with a range of exercise prices of $0.05 to $0.13 and a weighted average remaining contractual life of 3.86 years.

As at March 31, 2015 and the date of this MD&A the Corporation had 16,687,620 warrants outstanding, with an exercise prices between $0.05 and $0.14 per warrant and remaining contractual life of 1.0 year.

Contributed surplus totaled $612,741 at March 31, 2015. The balance comprises the cumulative stock-based compensation expenses charged since February 11, 2004 plus $14,080 resulting from the Corporation repurchasing and subsequently cancelling common shares in 1996.

Capital Management

The Corporation's objectives when managing capital is to safeguard its ability to continue as a going concern provide adequate working capital and maintain cash on hand. The Corporation defines capital as the Corporation's shareholders' equity and loans and borrowings. At March 31, 2015 shareholders' equity was at a deficit of $36,927 (September 30, 2014 – $347,343 deficit) and loans and borrowings were at $13,000 (September 30, 2014 - $13,000) and long term debt of $375,000 (September 30, 2014 - $nil). The Corporation manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Corporation may purchase shares for cancellation pursuant to normal course issuer bids, issue new shares or obtain debt financing. The Corporation is not currently subject to any externally imposed capital requirements.

Management anticipates that, based on the amount required to fund expenses associated with the execution of the Corporation's current business plan, taking into account the present working capital deficiency and the Corporation's projected level of future income, the Corporation is expected to require an injection of capital through debt or equity financing to meet its normal operating requirements for the next 12 months. Additional capital requirements are dependent on the extent of future revenues and expenses related to product development, manufacturing, sales and promotion and in consideration of results of the evaluation of other business growth opportunities and associated capital requirements. Additional liquid capital may be sourced from the issuance of share capital, debt financing or from potential government funding in support of development of export markets.

Financial Risk Management

The Corporation's risk exposures and the impact on the Corporation's financial instruments are summarized as follows:

<u>Credit Risk</u>

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Corporation's trade receivables.

<u>Liquidity Risk</u>

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with its financial liabilities. The Corporation's objective in managing liquidity risk is to maintain sufficient liquidity to meet liabilities when due by holding sufficient cash and cash equivalents to settle current liabilities and meet its anticipated 2015 working capital requirements. The Corporation's accounts payable and accrued liabilities of $315,685 and certain loans payable of $13,000 are current and due on demand, while the balance of $375,000 in loans payable has a maturity date of greater than twelve months. The Corporation had a cash balance at March 31, 2015 of $644,038 (September 30, 2013 – $Nil).

At March 31, 2015 the Corporation had a working capital surplus balance of $338,073 (September 30, 2014 – deficit 347,343). In order to meet the Corporation's anticipated working capital requirements it will be required to attract additional funds through the issue of debt, equity or other business means to further the development of the Corporation's products and to provide sufficient working capital. The Corporation monitors its working capital position and makes changes or reductions in expenditures to help sustain sufficient liquidity to meet liabilities on a timely basis.

Outlook

Sparta's is focused on expanding its product offering across the many market verticals initiated by the recent acquisition of Newport Environmental Technologies Ltd., as well as monetizing the resulting carbon credits through the Clean Air for Kids™ campaign.

In every target market there are glaring inefficiencies that can be addressed by applying Sparta's innovative technology solutions. The key values being the ability to reduce fuel consumption while reducing harmful emissions in the process. This could mean through the reduction of ventilation air systems in underground mining applications; the reduction of low-temperature heat loss in industrial and commercial applications; through the ability to better automate vocational vehicles in the transportation sector; or by helping to expand the use of high-intensity LED fixtures in commercial, industrial and urban applications. These are just a few examples, but all reduce fuel consumption and in turn reduce emissions, thus leaving behind a better planet.

The model is simple…higher quality need not cost the consumer more. The team is strong and well experienced. We look forward to an exciting 2015 and beyond.