GENERAL

The information in this Management's Discussion and Analysis ("MD&A") is intended to assist the reader in the understanding and assessment of the trends and significant changes in the results of operations and financial conditions of Northern Superior Resources Inc. (the "Company" or "Northern Superior"). This MD&A should be read in conjunction with the condensed unaudited interim financial statements of the Company, including the notes thereto, for the nine month periods ended September 30, 2013 and 2012, the audited financial statements of the Company for the years ended December 31, 2012 and 2011, the MD&A of such financial statements, and other information relating to the Company on file with the Canadian provincial securities regulatory authorities on SEDAR at www.sedar.com. The Company's condensed unaudited interim financial statements for the nine months ended September 30, 2013 and 2012, the annual audited financial statements for the years ended December 31, 2012 and 2011 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A has taken into account information available up to and including November 6, 2013.

Northern Superior is an exploration stage company engaged in the identification, evaluation, acquisition and exploration primarily of gold properties in Ontario and Québec. The Company is a reporting issuer in British Columbia, Alberta, Ontario and Québec and trades on the TSX Venture Exchange under the symbol SUP.

This MD&A contains forward-looking statements. Please refer to the cautionary language at the end of this document.

HIGHLIGHTS

The primary focus of the Company's activities throughout 2013 has been on its Croteau Est property, west-central Québec. Prior to 2013, exploration of the Croteau Est property was focused on the early discovery of the Croteau-Bouchard Shear Zone (CBSZ), a promising body of gold mineralization. In 2013, the Company expanded its attention to the mineral potential of the rest of the Croteau Est property. A number of programs were initiated, with much of the associated data and reports received during the third quarter of 2013. With regard to its other properties, the Company completed its first prospecting program on its Grizzly gold property in west-central Québec and continued to pursue option partners for its' TPK property in northwestern Ontario. Key highlights include:

- Completed compilation and interpretation of all data derived from the Croteau Est Q2 reverse circulation program, identifying several mineral targets;
- Completed the Q3 Croteau Est prospecting and bedrock mapping program, integrating this data with all previous field programs, identifying additional areas of mineral interest;
- Completed the compilation and interpretation of all Croteau Est geophysical data sets, identifying areas of promising mineralization;
- Competed the Q3 Croteau Est trenching programs over areas of mineral interest identified from the Q3 prospecting program;
- Completed the Q3 prospecting program for the Grizzly gold property;
- Completed all camp upgrades and maintenance for the TPK field camp; and
- Completed a technical report (NI 43-101 format) for the TPK property.

On October 24, 2013, the Company filed a civil lawsuit against the Government of Ontario seeking among other things, damages of $110 million consisting mainly of amounts expended to date as well as for the lost value of its properties, as a result of lost access to its Meston Lake, Rapson Bay and Thorne Lake exploration properties (the "Properties"). As at September 30, 2013, the Company incurred a write-off of $6,010,161, representing the unamortized balance of deferred exploration costs incurred in connection with its exploration of the Meston Lake, Rapson Bay and Thorne Lake properties. The decision to write-off the Properties was based on the Company's determination that it has lost the ability to access to the Properties, as well as its ability to realize the benefits of any value created from its exploration expenditures to date, due to the actions of third parties.

OUTLOOK

Northern Superior is fortunate to have excellent exploration projects and almost $6 million cash (September 30, 2013). These assets place the Company in a desirable strategic position relative to its peers, given current market conditions. Key objectives for Northern Superior include:

- Prioritize mineral targets determined from the Croteau Est 2013 exploration programs;
- Evaluate at least three mineral targets identified from the Croteau Est 2013 exploration programs through reverse circulation drilling;
- Determination of core drill-ready targets for both the Croteau Est and TPK properties;
- Complete evaluation of the mineral potential of the Grizzly Property from the 2013 prospecting program; and
- Identify an exploration partner(s) for the Company's TPK and Lac Surprise mineral properties.

Specific activities associated with each of the highlights described include:

Croteau Est Property

Understanding of the geology and mineral potential of the Company's 100% owned Croteau Est gold property in west- central Québec increased significantly from Northern Superior's exploration efforts over the first three quarters of 2013. These exploration efforts include:

- Reverse Circulation (RC) drill program:
  - ✓ 141 holes completed;
  - ✓ 635 overburden and 140 bedrock "chip" samples collected;
  - ✓ Drill program enhanced the Company's knowledge of the area's glacial geology and the application of exploration techniques associated with sampling overburden materials;
  - ✓ Developed mineral exploration targets (gold + copper) from overburden geochemistry and heavy mineral data; and
  - ✓ Continuing to develop a more comprehensive understanding of the bedrock geology from lithology descriptions, petrographic work and geochemistry of recovered bedrock chips.

- Prospecting and bedrock mapping program:
  - ✓ Developing an updated and significantly improved property-scale bedrock geology and structural geology map, comprised of 2,092 site observations made from the 2012 and 2013 prospecting programs, the RC bedrock chip data, 290 line-km of in-house geological mapping, integration of published regional and assessment file bedrock maps and geophysical interpretations;
  - ✓ Defining proximal and distal alteration from oxide data derived from 156 bedrock samples collected during the 2013 program, combined with oxide data from bedrock chips recovered from the 2013 RC program; and
  - ✓ Defining mineral targets from geochemical data derived from bedrock samples collected during the 2013 prospecting program.

- Merged airborne geophysical data sets (based on work from three independent geophysicists):

  - ✓ Produced property-scale structural interpretation;
  - ✓ Identified areas of mineral interest; and
  - ✓ Used to produce bedrock geology maps.

- Trenching programs completed over east-west portion of Faribault Fault:

  - ✓ New showing ("Grobo") discovered (grab sample returned assays of 21.7 g/t gold and 2.55 g/t silver; and
  - ✓ The trench exposure of the northern limb of a fold at Grobo may represent the small-scale manifestation of larger folds observed in geophysical interpretations elsewhere on the property, wherein the quartz-albite-tourmaline ± pyrite infilling of brittle fractures provides a critical indicator of gold mineralization processes within folds elsewhere on the property.

Completion of a limited core drill program during Q1 and Q2 2013 within the CBSZ intersected low to medium grade gold bearing material, but did not intersect a previously identified high grade shoot. To better understand the associated structures, the Company cleared a trench over the area where previous drilling had intersected a high grade shoot associated with strongly sheared and altered quartz-feldspar porphyry (QFP) dyke. This trench work produced the following results:

- Exposure of high grade shoot;
- Observations that high grade gold is associated with the QFP dykes where they enter and exit the CBSZ and specifically, where there is a dilational jog in the dyke that creates potential for a high grade shoot arrayed as a lineation that extends to depth within the CBSZ;
- Association of the QFP dykes and gold mineralization to the basalt-shear zone-tuffaceous sediments. The rheological and physiochemical contrasts appear to be critical;
- Indication that the CBSZ represents the north limb of a fold, likely pinching west at a fold "nose", folding back on itself with the mirror image of the CBSZ on a southern limb;
- Continuation of this sequence as a series of folds and possible "mirroring" of CBSZ-like mineralization may continue further to the south on the property, as suggested by observations made from the airborne geophysics; and
- Extension of the shear zone associated with the CBSZ likely continues east for another 20 km, including Gwillim Gold Mine, the Mop-II Deposit, and the Norbeau Showing, 10 km east of Lac Gwillim.

Grizzly Property

- The Company completed the 2013 prospecting and geological mapping program and is awaiting the final report.

Ti-pa-haa-kaa-ning ("TPK") Property

- Completed all upgrades and required maintenance at the camp.
- Completed a comprehensive technical report (NI 43-101 format), summarizing results derived from all phases of exploration programs completed to date.
- Completed, detailed exploration plans and budgets for three phases of proposed exploration from the interpretation of integrated data sets.

Specific activities associated with each property going forward include:

Croteau Est Property

The Company's current plan and outlook for the Croteau Est property is as follows:

- Complete the integration of all data sets, Q4, 2013;
- Complete all related geologic reports, Q1, 2014;
- Complete a NI 43-101 compliant technical report, Q1, 2014;
- Identify and prioritize mineral targets from the integration of all data sets, Q1, 2014;
- Complete the geologic and structural interpretation of the Croteau-Bouchard Shear Zone, Q4, 2013;
- Evaluate and plan next phase exploration program for 2014; and
- Complete a reverse circulation program to evaluate at least 3 mineral targets, Q1 and Q2, 2014.

Ti-pa-haa-kaa-ning ("TPK") Property

The Company's current plan and outlook for the TPK property is as follows:

- Maintain and monitor exploration camp; and
- Continue to identify and pursue exploration partner(s).

Grizzly Property

The Company's current plan and outlook for the Grizzly property is as follows:

- Complete 2013 exploration report, Q4, 2013; and
- Evaluate and determine next phase of exploration, Q4, 2013.

RESULTS OF OPERATIONS

In the nine months ended September 30, 2013, the Company incurred expenditures (before tax credits and adjustments) of $2,168,730 (2012-$6,028,356) on exploration and evaluation properties. The majority of exploration expenditures were spent on the Croteau Est project (which consists of the Croteau Est and Waconichi properties), with expenditures of $1,829,321 during the nine months ended September 30, 2013. A total of $268,526 was incurred in expenditures on the TPK property in Ontario during the nine months ended September 30, 2013. In May 2013, the Company spent $225,000 cash to acquire an outright 100% interest in the Waconichi property, and in July 2013 the Company obtained an option to acquire the Grizzly property in Québec.

A net loss of $7,236,516 was recorded for the nine months ended September 30, 2013, which includes an aggregate writedown of $6,010,161 for the Rapson Bay, Meston Lake and Thorne Lake exploration properties. These properties are the subject of the lawsuit between the Company and the Government of Ontario filed on October 24, 2013.

Year-to-date operating expenses to September 30, 2013 of $1,296,147 (2012-$1,643,859) were more than 20% lower than the same period last year, due to reductions in consulting fees, office expenses and shareholder information costs. Legal expenses increased by more than $50,000 over the same period last year, due to pre-litigation costs regarding the Company's claim against the Ontario government (see news release dated October 24, 2013).

(Expressed in Canadian dollars)

The Company reports share-based payments by expensing a portion of such costs to office expense and consulting fees, and allocating a portion of such costs to exploration properties for employees involved in exploration work. The allocation of share-based payments for the nine months ended September 30, 2013 and 2012 was as follows:

	Three Months ended September 30		Nine Months ended September 30	
	2013	2012	**2013**	2012
Consulting fees	**$ 20,009**	42,515	**$ 59,653**	$ 132,362
Office expense	**48,195**	$ 63,990	**145,167**	190,308
	68,204	106,505	**204,820**	322,670
Exploration and evaluation properties	**40,605**	99,698	**20,447**	280,354
Total share-based payments	**$ 108,809**	$ 206,203	**$ 225,267**	$ 603,024

QUARTERLY FINANCIAL INFORMATION

Fiscal Quarter ended	**Sept. 30, 2013**	Jun. 30, 2013	Mar. 31, 2013	Dec. 31, 2012
Interest income	**$ 19,868**	$ 23,285	$ 26,639	$ 29,875
Net income (loss)	**(6,416,491)**	(394,778)	(425,247)	(2,306,308)
Net income (loss) per share* - basic and diluted	**(0.03)**	(0.00)	(0.01)	(0.01)
Total Assets	**29,622,441**	35,850,626	36,737,741	39,793,736

Fiscal Quarter ended	Sept. 30, 2012	Jun. 30, 2012	Mar. 31, 2012	Dec. 31, 2011
Interest income	34,335	$ 37,901	$ 45,799	$ 56,482
Net income (loss)	(8,538)	(547,536)	(151,283)	(3,562,016)
Net income (loss) per share* - basic and diluted	(0.00)	(0.00)	(0.00)	(0.01)
Total Assets	39,282,360	39,110,166	40,424,629	40,292,058

**Basic and diluted (loss) income per share calculated based on the weighted average number of shares outstanding.*

A net loss of $6,416,491 (2012-$8,538) was recorded for the three months ended September 30, 2013, which includes a $6,010,161 writedown of the Rapson Bay, Meston Lake and Thorne Lake exploration properties during the quarter. These are the three properties which are the subject of the lawsuit between the Company and the Government of Ontario that was filed on October 24, 2013.

In the three months ended September 31, 2013, operating expenses of $426,198 (2012-$489,339) were lower primarily because of cost reductions in consulting fees and office expenses. Operating expenses for the rest of 2013 are expected to continue to be lower than last year, due to continuing cost reductions in corporate administration this year.

In the three months ended September 30, 2013, the Company incurred expenditures (before tax credits and adjustments) of $602,685 (2012-$1,469,985) on exploration and evaluation properties. The majority of exploration expenditures were spent on the Croteau Est project (which consists of the Croteau Est and Waconichi properties), with expenditures of $430,126 spent during the three months ended September 30, 2013. A total of $101,876 was incurred in expenditures on the TPK property during the three months ended September 30, 2013.

(Expressed in Canadian dollars)

In 2012, the Company's net losses in all four quarters were significantly impacted by flow-through share income as follows:

Flow-through Share Income *Fiscal quarter ended*	2012
March 31	$ 388,367
June 30	337,386
September 30	453,155
December 31	121,153
	$1,300,161

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The Company is not in commercial production on any of its mineral properties and accordingly, it does not generate cash from operations. The Company finances its activities by raising capital through the equity markets. At September 30, 2013 the Company had $5,915,945 cash and no debt, other than current trade debt. The Company's working capital as at September 30, 2013 was $5,966,422 (December 31, 2012-$9,038,791).

Cash used in operating activities during the nine months ended September 30, 2013 was $1,008,619 (2012- $1,253,731). Depreciation, share based payments and changes in non-cash working capital items make up the amounts that reconcile the statement of loss for the quarter to the statement of cash flows from operating activities.

Prepaids and receivables at September 30, 2013 include $57,709 in government sales taxes receivable, $42,971 in accrued interest income, $47,499 in prepaid insurance and expenses and $38,471 in refundable tax credits on exploration expenditures in Québec. The Company also has long-term receivables of $667,838 in refundable tax credits from eligible exploration expenditures in Québec.

The Company's principal activity is the acquisition and exploration of exploration and evaluation properties. During the nine months ended September 30, 2013, the Company incurred net expenditures of $1,500,990 (2012-$5,599,461) on exploration and evaluation properties, with $2,173,628 representing the cash portion of exploration property expenditures incurred during the period (2012-$5,855,133). The Company's investment policy is to keep its cash on deposit in an interest-bearing Canadian chartered bank account. The Company does not hold any asset-backed commercial paper.

OUTSTANDING SHARE CAPITAL

At January 1, 2013, Northern Superior had 188,501,043 outstanding common shares and at September 30, 2013 9,919,567 outstanding options to acquire Company shares. An amount of 153,846 shares of the Company were issued in August 2013 in regard to an option payment on the Croteau Est property in Québec.

(Expressed in Canadian dollars)

The following is a summary of stock options outstanding at September 30, 2013, of which 4,509,549 were exercisable:

Number of Options	Exercise Price
5,154,567	$0.10 - $0.19
2,565,000	$0.20 - $0.39
2,150,000	$0.40 - $0.59
50,000	$0.60 - $0.79
9,919,567	

RELATED PARTY TRANSACTIONS

For the purpose of this disclosure, related parties are defined as the officers and directors of the Company.

Nine months ended September 30,		2013		2012
Management and other fees	$	**249,223**	$	177,085
Salaries and wages		**466,660**		702,912
Share-based payments		**157,616**		358,151
	$	**873,499**	$	1,238,148

All related party transactions are in the normal course of operations and measured at the exchange amount agreed to between the related parties.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet financing arrangements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements 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 reporting period. Significant estimates where management's judgment is applied include asset valuation, asset retirement obligations, income taxes, contingent liabilities, share-based payments and ability to continue as a going concern. Actual results may differ from those estimates.

These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of revision and further periods if the review affects both current and future periods.

FINANCIAL INSTRUMENTS

The Company classifies all financial instruments as either available-for-sale, financial assets or liabilities at fair value through profit or loss ("FVTPL"), loans and receivables or other financial liabilities. Loans and receivables and other financial liabilities are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in accumulated other comprehensive income. These amounts will be reclassified from shareholders' equity to net income when the investment is sold or when the investment is impaired and the impairment is considered less than temporary. Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized on the statement of loss and comprehensive loss.

The Company has designated its cash as FVTPL, which is measured at fair value. Exploration advances and other receivables are classified as loans and receivables, which are measured at amortized cost. Trade payables are classified as other financial liabilities which are measured at amortized cost.

MANAGEMENT OF CAPITAL

The Company manages its cash, common shares and stock options as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The Company does not have any externally imposed capital requirements to which it is subject.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury on deposit in an interest bearing Canadian chartered bank account.

Use of Proceeds from Financings

As at September 30, 2013, all of the funds received from a $500,000 private placement completed in June 2012 have been expended on working capital for the Company.

COMMITMENTS

	Less than 1 year	1 - 5 years	5 or more years	Total
Operating lease - office lease	$ 10,931	$ 160,325	$ -	**$ 171,256**

The Company has future commitments under exploration and evaluation property option agreements to issue shares and incur exploration expenditures.

CORPORATE GOVERNANCE

The Company's Board of Directors follows corporate governance policies for public companies to ensure transparency and accountability to shareholders.

The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval. The Audit Committee, comprised of three independent directors, meets with management on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters.

CONTROLS AND PROCEDURES

Management is responsible for establishing and maintaining a system of controls and procedures over the public disclosure of financial and non-financial information regarding the Company. Management is also responsible for the design and maintenance of effective internal control over financial reporting to provide reasonable assurance regarding the integrity and reliability of the Company's financial information and the preparation of its financial statements in accordance with Canadian generally accepted accounting principles. Management maintains appropriate information systems, procedures and controls to ensure integrity of the financial statements and maintains appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete and reliable. The Company has a Disclosure Policy and a Disclosure Committee in place to mitigate risks associated with the disclosure of inaccurate or incomplete information.

FORWARD–LOOKING STATEMENTS

Some of the statements in this document constitute "forward looking statements". Where Northern Superior expresses an expectation or belief as to future events or results, including management plans and objectives, and projections of exploration results, such expectation or belief is expressed in good faith and is believed to have a reasonable basis. The Company makes no representation that reasonable business people in possession of the same information would reach the same conclusions. While these statements represent our best current judgment, they are subject to risks and uncertainties that could cause actual results to vary, the specifics of which are detailed in disclosures with the heading "Risk Factors" in the Company's periodic filings with securities regulators. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking 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. Forward-looking statements in this MD&A are made as of the date of this MD&A or, in the case of documents incorporated by reference herein, as of the date of such documents, and Northern Superior does not assume the obligation to update any forward looking statement.

QUALIFIED PERSON

Mr. Scott Parsons is currently the Company's Qualified Person ("QP") (as defined in National Instrument 43-101, "Standards of Disclosure for Mineral Projects") for all projects. As the Company's QP, Mr. Parsons has prepared or supervised the preparation of the scientific or technical information for the properties as referred to in this MD&A.

ADDITIONAL INFORMATION

Additional information is provided in the Company's audited financial statements for the year ended December 31, 2012. These documents are available on SEDAR at www.sedar.com.