

# INTERNATIONAL MONTORO RESOURCES INC.

## Form 51-102F1

### **Management's Discussion & Analysis for the 1<sup>st</sup> Quarter ended November 30, 2016 (and containing information as January 24, 2017)**

#### **OVERVIEW**

The following Management Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for International Montoro Resources Inc. ("IMT", "Montoro" or the "Company") and should be read in conjunction with the Audited Financial Statements for the Year ended August 31, 2016 and comparative for the Audited Year ended August 31, 2015 and the related notes thereto, copies of which are filed on the SEDAR website: [www.sedar.com](http://www.sedar.com).

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included herein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise noted. The financial information in the MD&A is derived from the Company's financial statements prepared in accordance with IFRS.

#### **Forward-looking Statements and Information**

This Management Discussion and Analysis ("MD&A") contains certain forward-looking statements and information relating to International Montoro Resources Inc. ("IMT", "Montoro", or the "Company") that are based on the beliefs of its management as well as assumptions made by and information currently available to IMT. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential", or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans, the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; and government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompleteness of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of Canada, the Company does not intend to update any of the forward-looking statements to confirm these statements to actual results.

**Cautionary Note to Investors Concerning Estimates of Measured and Indicated Resources.** This discussion may use the terms “measured resources” and “indicated resources”. The Company advises investors that while those terms are recognized and required by Canadian regulators, the U.S. Securities and Exchange Commission does not recognize them. **Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves.**

## **DESCRIPTION OF THE COMPANY’S BUSINESS**

The Company was incorporated January 30<sup>th</sup>, 1987 under the laws of the Province of British Columbia and is listed on the TSX Venture Exchange (“TSX-V”) as a Tier 2 mining exploration Issuer. The shares of the Company trade on the TSX-V under the symbol “IMT”.

The Company is engaged in exploration and development of mineral properties, focusing on projects in British Columbia, and Ontario, Canada. At this time, the Company does not own any operating mines and has no operating income from mineral production. Funding for operations is raised primarily through public and private share offerings. Future operations and the Company’s ability to meet its mineral interest commitments are dependent on the Company’s ability to raise sufficient funds through share offerings, debt, or operations to support current and future expenditures.

The Company’s long-term objectives will be to:

- (a) Continue exploration and development work on its existing mineral properties;
- (b) Determine if an economic mineral deposit exists on the mineral properties;
- (c) Find one or more economic mineral deposits and bring them to commercial production;
- (d) Acquire and evaluate additional complementary mineral properties to expand the Company’s portfolio; and
- (e) Deliver a return on capitalization to shareholders.

## **OVERALL PERFORMANCE AND MINERAL INTERESTS**

### **1.1 Date - January 24, 2017**

The following MD&A was approved by the Directors of the Company.

### **1.2 Mineral Interests:**

**The following are highlights of the progress on the various mineral projects, during the current year and in the past several years.**

#### **(a) Cup Lake/Donen Claims – Greenwood Mining Division – British Columbia**

**April 30, 2006**, the Company, agreed to acquire a 100% interest in two uranium prospect mineral claims (the “Ballistic Mineral Claims”) located in the Greenwood Mining District of B.C.

The total consideration payable to the vendors was \$75,000 cash (paid) and 300,000 units (issued). Each unit comprises one common share and one warrant. Each warrant was exercisable into an additional common share at an exercise price of \$0.40 in the first year and \$0.50 in the second year.

**On December 8, 2006** the Company announced it had entered into a second agreement to acquire a 100% interest in eight additional claims in the Cup Lake area, adjoining the Ballistic mineral claims. On The terms of the agreement include the issuance of a total of 6,000,000 common shares at prescribed intervals up to December 1, 2008; a total of \$1.0 million in total cash payments staged annually up

to December 1, 2009; and minimum exploration expenditures of \$800,000 over four years to December 1, 2010.

**On July 19, 2007** the Company announced that it has received and will file on SEDAR, a **NI 43-101 Technical Report (the “Report”) dated May 31, 2007, by Dr. Peter A. Christopher, PhD., P.Eng.**, on the Cup Lake/Donen (“Cup Lake”) uranium properties, located in the Greenwood Mining Division in south-central British Columbia. The Cup Lake covers 11 claims totalling 1026.2 ha. Dr. Christopher recommends a success contingent staged evaluation program for further testing the uranium mineralization. A \$250,000 Phase 1 program containing specific work is detailed in the news release dated July 19, 2007 as filed on our website and SEDAR and in the Report.

**On July 27, 2007** the TSX Venture Exchange accepted for filing documentation relating to the Purchase Agreement dated December 8, 2006 and the Company issued 2,000,000 common treasury shares (with a statutory hold period ending November 28, 2007) at an agreed price of \$0.30 per share and paid \$250,000 to the vendors as the initial agreed property payments.

**On January 4, 2008** the Company issued 2,000,000 common shares (with a hold period to May 5, 2008) at an agreed price of \$0.30 per share for the first anniversary property payments. In addition \$250,000 in cash property payments was made as due.

**On May 6, 2008** the Company reported that the British Columbia Government (the “B.C. Government”) had issued a **public notice dated April 24, 2008** imposing a ban on uranium exploration and development in the province of B.C. The Company is working with its advisors to assess the impact of the B.C. Government announcement in regards to compensation for damages caused. **On May 31, 2008** the Company notified the vendors of the property of initiating the force majeure clause and suspension of obligations including further cash, share payments, and exploration expenditures. In the interim, the Company will keep the claims in good standing until the Company can assess its legal recourse.

The ban has negatively impaired the property. **Consequently, the capitalized mineral property acquisition costs and expenditures of \$1,930,059 have been written down to a nominal value of \$1 effective August 31, 2008.**

**On July 16, 2009** the Company filed a Statement of Claim in the Supreme Court of British Columbia alleging that the Province of British Columbia in imposing a uranium and thorium reserve under the Mineral Tenure Act on April 24, 2008, has prevented the Company from exploring for, developing, or producing uranium or thorium from the Cup Lake/Donen uranium property and that the Province of B.C. has expropriated the Company’s interest in the property. Further details of the Statement of Claim can be reviewed in the **July 21, 2009** news release as filed on SEDAR and the Company’s website as well as [www.courts.gov.bc.ca](http://www.courts.gov.bc.ca) Action S-095263.

Additional costs incurred of \$5,556 during the year, in keeping the claims in good standing have been written-off effective **August 31, 2009.**

**On September 1, 2009** the Company reports that we have received a Statement of Defense from the Province of British Columbia regarding our action which alleges that the Province of B.C. has prevented the Company from exploring for, developing, or producing uranium or thorium from the Cup Lake/Donen uranium property and that the Province of B.C. has expropriated the Company’s interest in the property. Further details of the Statement of Defense and news release are filed on SEDAR and the Company’s website.

**The Company is working with the Vendor to resolve its claim for compensation from the Province of B.C. for the expropriation of the Company’s interest in the Cup Lake/Donen property.**

**(b) Serpent River – Sault Ste. Marie Mining Division – Elliot Lake – Northern Ontario**

**On December 29, 2006** the Company entered into an agreement to acquire a 100% interest in ten mining claims in the Sault Ste. Marie Mining Division, Elliot Lake area, in Northern Ontario, known as the Serpent River property.

The terms of the agreement included the issuance of a total 500,000 common shares and \$500,000 in cash payments at prescribed intervals up to December 12, 2010 (completed). In addition, there is a 2.0% net smelter return relating to the acquisition. The Company may at any time purchase 1.0% of the NSR for \$1.5 million.

From **2007 to 2011**, the Company has completed the following exploration work in a number of successive programs:

- A NI 43-101 compliant Technical Report completed by Scott Wilson Roscoe Postle Associates Inc. (“Scott Wilson RPA”) –**March 2007**
- Roadwork and access to drill sites – **August 2007**
- 12 hole NQ Diamond Drill program on the Pecors Channel (west side of the property), and 4 holes in the Whiskey Channel (east side) Total of 2755 meters –**September 2007 – January 2008**
- Petrographic Analysis of 21 Drill Core Samples –**December 2007**
- Engaged Geotech Ltd. and conducted an airborne “VTEM” electromagnetic survey over the entire property, in conjunction with surveying adjoining properties of Pele Mountain and Verbina Resources. The survey identified several high priority EM conductors – **February 2008**
- Re-assayed 71 pulps from 2007 drill program for a total suite of Rare Earth Elements (REE’s) –**November 2009**
- 5 hole (867 meters) MTW Diamond Drill program exploring a new style of mineralization not previously drilled –**April 2010**
- Geophysical Interpretation of the southern portion of the VTEM survey –**May 2010**
- Reconnaissance program to locate several holes drill by Rio Algom (1959) near the Pecors anomaly. Several holes located, particularly drill hole PW122 drilled to a depth of 450 meters located in the southwest corner of the Pecors anomaly –**June 2011**
- Geophysical Interpretation of the northwest portion of the VTEM survey – Pecors Anomaly –a 3 Dimensional Inversion Response. Further details can be reviewed in the news release as filed on SEDAR and on the Company website –**July 13, 2011**

**February 20, 2014** the Company reports recent renewed interest has been shown in the 3 upper northwest claims known as the Pecors Anomaly. Review the news release of this date on the Company website and SEDAR.

**On September 2, 2014** the Company commissioned L.E. Reed (“Reed”) Geophysical Consultant Inc. to take a further look at the VTEM survey findings to see if there were any weak bedrock AEM anomalies associated with the Pecors Magnetic anomaly (the “Pecors Anomaly”) that may have been overlooked in the first pass. Montoro has received the Reed report titled ‘Report on a Review of Airborne EM and Magnetic Surveying.....’. The report is posted on our website – Serpent River – property page. Further details can also be reviewed in the news release and filed on SEDAR.

**November 19, 2014** the Company announced receipt of the exploration permit for its Serpent River –Pecors Anomaly project.

**January 19, 2015** – the Company has secured Orbit Garant Drilling Services Inc. of Val D’Or, Quebec for a minimum of 2,000 metres of NQ core drilling for the Pecors anomaly drill program. The contract will require one (1) Heliportable drill rig. Montoro has also contracted Heli Explore Inc. of Sudbury, Ontario for the transportation of equipment, supplies, drill crew and other personnel as required. Dan Patrie Exploration Ltd. of Massey, Ontario has completed the heli-pad and drill pad cutting for Pecors Hole #1.

**March 27, 2015** - The Company has been informed that Orbit Garant Drilling Services Inc. of Val D’Or, Quebec arrived yesterday at Elliot Lake airport. The transporting by helicopter of the drill rig and materials about 9 km to the Pecors Anomaly drill site is underway and setup to commence drilling should be completed tomorrow.

**April 20, 2015** – PDH-1 stopped at 1005m. A total of 22m of core samples have been cut, and delivered to Agat Laboratories preparation facility in Sudbury before being forwarded to Mississauga, Ontario for assaying. Upon completion of drilling demobilization from PDH-1, Lamontagne Geophysics immediately moved men and materials to set up their BH UTEM 4 downhole probe and fibre-optic logging system on the site. Further details of this system can be reviewed in the news release dated April 28, 2015 on our website.

**April 22, 2015** – Drilling on PDH-2 collared approximately 650m to the northwest of PDH-1 commenced.

**May 11, 2015** – The Company reported that drilling on PDH-2 continues in gabbro and is expected to reach its capacity at 1300m.

**May 26, 2015** – The Company reported highly anomalous assay results from PDH-1 –‘Lending encouragement for the discovery of a massive sulphide deposit with economic tenors’. Detailed results of the assays for 19 sampled intervals can be reviewed in the news release as disseminated and posted on the website at [www.MontoroResources.com](http://www.MontoroResources.com) and on SEDAR.

**June 29, 2015** – Further to the Company’s news release of May 26, 2015 an expanded sampling program was undertaken on PDH-1. The zone on anomalous Cu-Ni-PGE mineralization has been extended an additional 4 metres as shown in the news release. Also, a thin section analysis was carried out by the Ontario Geological Survey (“OGS”), Sudbury Mining Division office. Further testing by the OGS is being completed.

**August 20, 2015** – The Company contracts Crone Geophysics to downhole probe PDH-2 to the bottom of the hole at 1317m. For further details on the 3-D Borehole Pulse EM System review the news release as disseminated and posted on the website and on SEDAR.

Ronacher McKenzie Geoscience of Sudbury, Ontario was also contracted to complete a petrographic analysis on PDH-1 to better understand the mineralogy and petrology of the gabbro and its contained sulphide mineralization. The detailed report is now posted on our website.

**September 16, 2015** – The Company provided an updated on the probing of PDH-2 on the Pecors Anomaly. See the news release as disseminated on our website and filed on SEDAR.

**October 20, 2015** – Results of the probing indicated that two distinct conductive anomalies were detected and modelled at a depth of about 580 to 590 metres down the hole and 975 to 1021 metres down the hole. The anomalies were between 70-75 metres from the hole.

The Company collected an additional 22 samples covering the interval from 864m to 883.7m. One sample from this interval returned anomalous results. For further details of the down hole

probing and other sample results see the news release as disseminated on our website and filed on SEDAR.

**The Company plans Titan MT geophysics on Pecors. Subject to financing the Company outlines three Options to move forward on the Pecors anomaly. Further details of the three options can be reviewed in the December 15, 2015 news release and filed on SEDAR or the Company website.**

**August 24, 2016 – Exploration completed from March 23, 2015 to May 10, 2016 and filed for assessment work purposes was accepted by the Ontario Ministry of Northern Development and Mines and the property is in good standing until November 2, 2020, with additional reserve dollars approved.**

**(c) Chuchinka Property, northeast of Prince George, B.C.**

**On January 21, 2010** the Company entered into a Property Option Agreement to acquire a 100% interest in the 1,818.6 ha (4 claims- 100 units) contiguous to and adjoining Spectrum Mining Corp's recently reported rare earth discovery, located in the Cariboo Mining District, approximately 80 km northeast of Prince George, B.C. Further details of the discovery can be reviewed in the January 26, 2010 news release as filed on SEDAR and on the Company website at [www.montororesources.com](http://www.montororesources.com)

The terms of the agreement as completed were: Total cash of \$50,000 (paid); and two tranches of 500,000 units within six months at an agreed price of \$0.05 per units (issued). Each unit comprised one common share of the Company and one share purchase warrant entitling the holder thereof to purchase one additional common share of the Company for a period of two years at a price of \$0.10 per share in the 1<sup>st</sup> year and \$0.15 per share in the 2<sup>nd</sup> year. The warrants expired at \$0.15 unexercised **February 2, 2012**.

**On February 17, 2010** the Company entered into a further Property Purchase Agreement with a non-related vendor to purchase an additional 449.0 ha (1 claim – 25 units) adjoining the Chuchinka Property. The terms of the agreement were as follows:

- The Company will issue to the vendor 200,000 common shares at an agreed price of \$0.08 per share within ten days of Exchange approval (issued);
- The Company will pay the vendor the sum of \$6,250 (paid); and
- The Company granted the vendor a warrant for the right to purchase up to an aggregate of 100,000 common shares of the Company, exercisable for two years from the Exchange approval, as follows:
  - In the first year, one warrant will be required to purchase one additional common share at a price of \$0.10 per share; and
  - In the second year, two warrants will be required to purchase one additional common share exercisable at a price of \$0.15 per share.
  - The 100,000 warrants expired unexercised at \$0.15 **February 25, 2012**.

The vendor will retain a 2% NSR royalty with a 1% buyout for \$1 million.

**On March 3, 2010** the Company announced that further to the TSX Venture Exchange bulletins of February 2<sup>nd</sup> and 25<sup>th</sup>, 2010 the Company has completed the acquisition of 100% interest in five claim blocks totaling 2,268 hectares.

**On November 17, 2010** the Company announced the receipt from Electric Metals of complete airborne geophysical survey data provided by Aeroquest Surveys Ltd. flown over the Chuchinka property. The

airborne survey consisted of 654 line kilometers of AeroTEM helicopter-borne, time domain electromagnetic plus radiometric surveying flown at high resolution 50 meter line spacing. The survey covered a 29.4 kilometer area and was successful in mapping the magnetic and conductive properties of the geology. Several magnetic and electromagnetic anomalies were identified within the northwest extension of the structural belt that contains the Wicheeda REE mineralization.

On **June 24, 2011** the Company announced the commencement of a 2011 work program on the property by our joint venture partner Electric Metals (“EMI”). Phase 1 exploration, geochemical sampling of soils and bedrock, together with ground-based geophysics in the form of precision magnetometer and scintillometer surveying, will be applied to identify the most prospective portions of this and other REE targets. The largest target, measuring over 4 km by 1 km, is located near the center of the property and is defined by a broad magnetic low associated with coincident anomalies. Further information is detailed in the news release and can be reviewed on our website and on SEDAR.

On **July 22, 2011** the Company was informed by EMI that they have filed a technical work/geophysical assessment report on our behalf respecting the claims. The assessment report was filed through the B.C. Ministry of Energy and Mines, Mineral Titles Branch and extends the property in good standing until November 14, 2014.

On **December 5, 2012** the Company gave ‘Notice of Termination’ to Electric Metals Inc. (“EMI”) as they have failed to correct, rectify or cure any of the three events of default as set forth in our October 29, 2012 Notice of Default. The Company retains 100% interest in the property.

**November 18, 2014** the Company contracted UTM Exploration Services of Smithers, B.C. to conduct a geochemical soil sampling program on a portion of its 2,268 ha Chuchinka-REE prospect. The sampling grid area approximately 1200m x 500m was chosen from the radiometric survey map created by Aeroquest and interpreted by Intrepid Geophysics in October 2010. The Results of the program were positive and warrant continued soil sampling to cover areas peripheral to the 2014 grid, infill soil sampling of the 2014 soil grid and complete regional mapping of the claims.

**August 31, 2016** the Company determined that due to difficulties in raising exploration financing, it is unlikely to conduct additional exploration on the property in the near future and as a result has recognized an impairment of \$90,928.

**September 22, 2016 - The Company paid ‘Cash in Lieu’ of exploration on the Chuchinka mineral claims which are now in good standing until March 22, 2017.**

**(d) Tacheeda Lake Property, northeast of Prince George, B.C.**

**The Company recognized and recorded an impairment of \$392,952 in the year ended August 31, 2014.**

**November 5, 2014 -** A total of 8,933 hectares in the Tacheeda Lake claim blocks were expiring November 5, 2014. The Company retained and restaked 3 claim blocks totaling 160 hectares surrounding the claim ‘Quite the Little Pit’ previously development and quarried by B.C. Railway for limestone used in railway ballast.

**The Company recognized and recorded a further impairment of \$8,264 in the year ended August 31, 2015 and have written down the property to a nominal value of \$1. The Company decided to abandon the claims and recorded an additional impairment of \$1,248 during the year ended August 31, 2016.**

(e) **Other Mineral Interests**

The Company holds certain interests in the following properties; however they are no longer management's primary focus:

- (i) **South Trend/Overtime** –Ungava, Ragland area, Quebec: Montoro holds a 1% NSR royalty (with a \$1 million buyout provision).
- (ii) **Crackingstone** –Northern Mining District, Uranium City-Saskatchewan: Montoro holds a 50/50 interest with Belmont Resources Inc. in two claim blocks comprising 982 ha. **The Companies are pursuing potential joint venture partners to continue exploration on these properties.**
- (iii) **Triangle and Orbit Lakes** –Northern Mining District, Uranium City-Saskatchewan: Montoro holds a 50/50 interest with Belmont Resources Inc. in claim blocks totaling 11,109 ha. **The Companies are pursuing potential joint venture partners to continue exploration of these properties.**

(f) **Other**

On September 29, 2006, December 14, 2006, September 11, 2007, January 4, 2008, July 22, 2008, March 25, 2009, February 28, 2010, November 22, 2010, and July 20, 2011 the President, Gary Musil conducted interviews on the Smartstox Online TV Talk show, an international Internet news portal on small-cap companies. The web-streamed CEO interview and corporate profile can be reviewed at [www.smartstox.com/interviews/imt](http://www.smartstox.com/interviews/imt) and also now available on iPad and iPhone, as well as on Twitter at <http://sstv/bv0Hb>. The Company compensated Smartstox.com for production of the materials.

**April 6, 2015** – Gary Musil, CEO/President was invited to participate in a new TSX complimentary initiative, which they have launched. The CEO video interview conducted in Toronto at The Exchange Tower can be seen on our website at [www.MontoroResources.com](http://www.MontoroResources.com) or the TSX website at <http://www.tmxmoney.com/en/news/csuite.html>

**Annual General Meeting**

**On June 3, 2016** the Company released the results of the Annual General Meeting. At the meeting the shareholders re-elected Gary Musil, Roger Agyagos, Bruce E. Bried, and Brent Griffin for the upcoming year. All other resolutions as proposed were unanimously approved. At the Directors Meeting following; the directors re-appointed Gary Musil as President/Chief Executive Officer and Brent Griffin as Corporate Secretary/Chief Financial Officer for the upcoming year. For further information review the detailed news release on our website or as filed on [www.SEDAR.com](http://www.SEDAR.com)

**June 9, 2016** – The TSX Venture Exchange (the “Exchange”) accepted for filing the Company’s annual renewal of its Rolling 10% Stock Option Plan (the “Plan”), which was approved by the Company’s shareholders at the Annual General Meeting that was held on June 3, 2016.

**Director Appointment**

**On August 25, 2016** the Company announced the appointment of Mr. Fraser Rieche of Vancouver, B.C. to the Board of Directors. Mr. Rieche has a BA in Economics and has 25 years’ experience in international project management, logistics planning and corporate finance having worked with resource-based industries and financial institutions worldwide. For further details on his experience, please review the news release as filed on SEDAR and posted on our website.



The Company has granted Mr. Rieche, two hundred thousand (200,000) stock options for the purchase of up to 200,000 common shares of the Company, pursuant to our Stock Option Plan. Each option is exercisable for a period of three years at a price of \$0.05 per common share.

### **Advisory Board**

**April 1, 2014.** The Company announced the establishment of an Advisory Board and the appointment of Thomas S. Drolet, President of Drolet and Associates Energy Services Inc. as an initial member. For further details of Mr. Drolet and his 43 year career in many phases of Energy Nuclear, Coal, Natural Gas, and Geothermal (all including commercial aspects, R&D, Engineering, Operations and Consulting), etc. review the detailed news release on our website or as filed on SEDAR.

**April 27, 2015** – Montoro announces a further addition to its Advisory Board with the appointment of Everett F. Makela, P.Geo. Mr. Makela brings over 30 years of exploration experience and solid expertise to the team. Further details of his experience and qualifications can be reviewed in the news release on our website.

**May 7, 2014.** The Company announced a further addition to its Advisory Board in the appointment of Gregory J. Campbell from Ontario. Mr. Campbell has had a 40 year career in the geological field. Greg Campbell was granted a Hon. B.Sc. in Geology, followed by a MSc. Degree from Laurentian University in Sudbury, Ontario. For additional information on Mr. Campbell's experience, review the detailed news release on our website or as filed on SEDAR.

### **Registered & Records Office**

Effective April 30, 2013, Maitland & Company closed its offices as certain partners move toward retirement. The Company has moved its Registered and Records Office to Owen Bird Law Corporation, 29<sup>th</sup> Floor, Three Bentall Centre, 595 Burrard Street, Vancouver, B. C. V7X 1J5

### **Investor Relations**

- **Effective April 1, 2014** the Company has engaged 360 Aviation Services Inc. ("360") of Vancouver to conduct investor relations services for a nine month contract. Compensation to 360 will be \$3,500 per month for the first three months and increased to \$5,000 per month for the remainder of the contract. See the May 7, 2014 news release on our website or as filed on SEDAR for further details.
- **On July 7, 2014** the TSX Venture Exchange accepted for filing the Investor Relations Agreement dated May 1, 2014 between the Company and 360 Aviation Services Inc.
- **On January 18 & 19, 2015** the Company exhibited at the 2015 Vancouver Resource Investment Conference held in Vancouver, B.C.
- **On May 27 & 28, 2015** the Company exhibited at the Canadian Mining Expo in Timmins, Ontario
- **On August 19 & 20, 2015** the Company exhibited at the North American Mining Exhibition ("NAME") in Sudbury, Ontario
- **December 15, 2015-Gary Musil, CEO/President talks with Market One Media Group <http://ow.ly/VUNXu> about our recent drilling program and options moving forward.**

### 1.3 Selected Annual Information

		<b>Year-ended August 31, 2016</b>	<b>Year-ended August 31, 2015</b>	<b>Year-ended August 31, 2014</b>
a.	Net Sales or Total Revenues	<b>\$Nil</b>	\$Nil	\$Nil
b.	Net Income or (Loss) before Other Items	<b>(\$317,583)</b>	(\$431,948)	(\$382,787)
c.	Comprehensive Income or (Loss) in total	<b>*(\$409,930)</b>	**(\$432,038)	***(\$778,978)
d.	Net Income or (Loss) per fully diluted share basis	<b>(\$0.01)</b>	(\$0.01)	(\$0.01)
e.	Total Assets	<b>\$2,026,711</b>	\$2,126,946	\$1,605,866
f.	Total long-term financial Liabilities	<b>\$Nil</b>	\$Nil	\$Nil
g.	Cash dividends declared per share	<b>N/A</b>	N/A	N/A

\*The final quarter of the year ended August 31, 2016 recorded an impairment of exploration and evaluation assets accounting for (\$92,176) compared to (\$8,264) in the previous year ended August 31, 2015. The major decrease in operating expenses for the year was related to Travel and Promotion \$47,057 compared to \$181,552 in the previous year. This was offset by an increase in the cost of issuing loan Bonus shares (\$9,000 in 2016; \$Nil in 2015); and Loan Interest expense of (\$31,638 in 2016; \$19,737 in 2015).

\*\*The final quarter of the year ended August 31, 2015 recorded an impairment of exploration and evaluation assets accounting for (\$8,264) compared to (\$392,952) in the previous year ended August 31, 2014. The major increase in operating expenses for the year was related to Travel and Promotion \$181,552 compared to \$31,651 in the previous year. This was offset by a decrease in Shared-based compensation of \$41,430 in the current year, compared to \$172,772 in the previous year (a non-cash item).

\*\*\*The final quarter of the year ended August 31, 2014 recorded an impairment on exploration and evaluation assets accounting for (\$392,952), and a Loss of Marketable Securities of (\$24,521).

### 1.4 Results of Operations up to and including the 1<sup>st</sup> Quarter Ended November 30, 2016:

The Company reports its financial statements in accordance with International Financial Reporting Standards ("IFRS"). The Company's MD&A are presented in Canadian dollars and are intended to provide a reasonable basis for the investor to evaluate the Company's development and financial situation. A significant part of the Company's value is in Resource Property Interests relating to the Serpent River-Ontario project, followed by the Chuchinka project.

For the three months ended November 30, 2016, the Company reported in its Statement of Operations a Total comprehensive loss of (\$30,661) compared to a Total comprehensive loss of (\$67,969) for the three months ended November 30, 2015. **Total operating expenses decreased by \$23,183 (approx. 35% for the three months ended November 30, 2016 compared to the three months ended November 30, 2015).**

The Company has no producing properties, and consequently no sales or revenues.

#### **Operating Expenditures for the three month period ended November 30, 2016:**

##### Increases were in:

- **Bank and Interest charges \$1,087 in 2016 (\$502 in 2015) relating to overdue charges on certain accounts payable.**

- Filing and Transfer Agent Fees \$3,385 in 2016 (\$2,564 in 2015) a marginal increase as a result of additional share issuances relating to the Shares for Debt transaction.
- Loan Interest \$8,955 accrued in 2016 (\$5,765 in 2015) as a result of the short term loan of \$50,000 USD arranged May 1, 2014; \$75,000 CDN arranged on November 11, 2015.
- General office operations and overhead including Rent, Telephone, and Office miscellaneous \$9,337 in 2016 (\$9,127 in 2015) was also a marginal increase. Fewer companies shared office space; however it was offset by cost cutting measures.
- Salaries and Benefits were \$3,544 in 2016 (\$741 in 2015). A part-time office employee was hired for several months to clear-off a number of office housekeeping matters.

**Decreases were in:**

- Bonus shares \$Nil in 2016 ( \$9,000 in 2015 – as a result of the November 11, 2015 loan arranged for \$75,000 Cdn. and 300,000 bonus shares issued).
- Professional fees of \$1,200 in 2016 (\$1,575 in 2015) due to a decrease in legal transactions.
- Travel and promotion \$802 in 2016 (\$21,663 in 2015), the largest decrease, was due to prior year’s increased advertising in various publications and investor bulletins and additional investor relations activities.

Management Fees of \$15,000 in 2016 (\$15,000 in 2015) remained the same since the increase of \$500 per month on February 1, 2012. In February 2016 the agreement was renewed for an additional two years at the same monthly fee.

The Company settled debt totaling \$48,398 with an arms-length creditor through the issuance of 980,000 units. The shares were valued at \$24,500 resulting in a gain on settlement of \$23,898. The Company also incurred \$11,249 in costs on the Chuchinka property to maintain title.

**1.5 Summary of Quarterly Results:**

The following table sets forth selected (unaudited) quarterly financial information for each of the last eight most recently completed quarters:

For the Quarterly Periods Ending on	November 30, 2016	August 31, 2016	May 31, 2016	February 29, 2016
Total Revenues	\$Nil	\$Nil	\$Nil	\$Nil
Net Income (Loss) before Other Items	(\$43,310)	(\$72,504)	(\$112,492)	(\$66,036)
Total Comprehensive Income (Loss) per quarter	(\$30,661)	(\$163,502)	(\$112,492)	(\$66,036)
Basic and diluted Net (Loss) per share	(\$0.00)	(\$0.01)	(\$0.01)	(\$0.00)

For the Quarterly Periods Ending on	November 30, 2015	August 31, 2015	May 31, 2015	February 28, 2015
Total Revenues	\$Nil	\$Nil	\$Nil	\$Nil
Net Income (Loss) before Other Items	(\$66,493)	(\$86,335)	(\$176,677)	(\$98,631)
Total Comprehensive Income (Loss) per quarter	(\$67,969)	(\$86,425)	(\$176,667)	(\$98,631)
Basic and diluted Net (Loss) per share	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)

**November 30, 2016** - the decrease is a result of the gain on debt settlement of \$23,898, no bonus shares expense, and reduced investor relations expenses. This was offset by an increase of property impairment of \$11,249 on the Chuchinka property.

**August 31, 2016**- the increase is a result of an impairment on the Chuchinka property of \$90,928 and \$39,141 relating to Loan Bonus shares and Loan Interest compared to \$17,672 in 2015. This was offset by a major decrease in Travel and promotion of \$71,624 compared to \$174,501 in 2015.

**May 31, 2016** – the major decrease in the quarter was in Travel & Promotion - \$9,109 (\$87,722 in 2015). The major increases in the quarter were in Loan interest \$8,622 (\$4,078 in 2015) and Professional Fees \$13,300(\$4,643 in 2015) as a result of private placement filings being prepared and completed during the quarter.

**February 29, 2016** – the major decreases in the quarter were in Travel & Promotion \$18,451 (\$43,625 in 2015); and Share-based payments \$Nil (\$4,003 in 2015). These decreases were offset by a Loan Interest expense of \$8,469 (\$4,078 in 2015).

## **1.6 Liquidity:**

At November 30, 2016, the Company had a working capital deficiency of (\$776,870). At August 31, 2016 the Company had a working capital deficiency of (\$770,709). It should be noted that a considerable amount of the liabilities are due to related parties (\$308,678 owing to the CEO/President as accrued salary and expenses; and \$71,938 to a Company with directors and officers in common). The amounts are non- interest bearing.

The Company has minimum working capital to continue administrative operations, and will continue to raise financing in order to provide care and maintenance on its mineral properties and further financing if available to continue developing its mineral properties. The Company also continues to search for joint venture partners in order to develop some of its mineral prospects (**See Cracklingstone/Orbit Lake, Serpent River (Uranium and Rare Earth Elements claims) and the Chuchinka Properties – previous Section 1.2 Mineral Interests**).

## **1.7 Capital Resources:**

The Company's sources of funds are derived from: (i) private placement financings (flow through and non-flow through); (ii) loans; and (iii) disposition of a portion or all of its mineral prospects. There can be no assurance, however, that the Company will be able to obtain required financing in the future on acceptable terms.

### **Financings and Share Issuances/Transactions:**

(i) **During the first quarter ended November 30, 2016 the Company issued:**

- **October 28, 2016 –980,000 common shares were issued pursuant to a Shares for Debt at a deemed price of \$0.05 per share. The creditor also received 980,000 warrants for the acquisition of shares at a price of \$0.07 up to October 28, 2017 and if not exercised on or before October 28, 2017; then the price is \$0.10 up to October 28, 2018.**

**Cash balances decreased by \$5,897 during the three months ended November 30, 2016 and decreased by \$4,773 during the comparative three months ended November 30, 2015.**

**During the three months ended November 30, 2016, net cash used in operating activities was \$33,429 compared to a net used in operating activities was \$49,886 during the three months ended November 30, 2015.**

**Net cash used in investing activities during the three months ended November 30, 2016 was \$nil compared with cash used in investing activities of \$43,038 during the three months ended November 30, 2015.**

**Cash provided from financing activities including increases due to related parties during the three months ended November 30, 2016 was \$27,532 compared with cash provided by financing activities of \$88,151 during the three months November 30, 2015.**

As of November 30, 2016, the Company had shareholders' equity of \$1,249,841. The capital to date was from proceeds of the issuance of common shares. **The Company did not have any revenues during the three months ended November 30, 2016.**

See Subsequent Events Section 1.14-A (vi) for further information.

**1.8 Off-Balance Sheet Arrangements:**

The Company has no long-term debt, does not have any used lines of credit or other arrangements in place to borrow funds, and has no undisclosed off-Balance Sheet Arrangements.

**1.9 Transactions with Related Parties:**

The Company shares office facilities and has common management and directorships with a number of public and private corporations. The Company is charged for office rentals and office services on a proportional cost basis. **Charges of \$9,841 (2015 - \$9,471) were incurred in the period with a related company.** Management believes that the methods of cost allocations and resultant costs are reasonable.

These related party transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Amounts owing to related parties is unsecured, non-interest bearing and have no specific terms for repayment.

The Company has renewed the management services agreement with the President/CEO for \$5,000 per month effective February 1, 2016, for a further two-year term. **During the three months ended November 30, 2016 a total of \$15,000 (2015 - \$15,000) was accrued/paid.**

The Company and Belmont Resources Inc. (a public company related through common directors), are 50:50 joint venture partners in the Crackingstone, and Orbit Lake- Saskatchewan Projects. Belmont is acting as the operator and incurs the expenditures for the project and invoices Montoro 50% of the costs plus 5% administration fee. **No new charges were incurred during the three months ended November 30, 2016 for exploration programs on the joint Crackingstone/Orbit properties near Uranium City, Saskatchewan.**

**Amounts due to related parties:**

	<b>November 30, 2016</b>	August 31, 2016
Gary Musil, CEO/President	\$308,678	\$ 281,269
Belmont Resources Inc.	71,938	60,567
	<b>\$308,616</b>	<b>\$ 341,836</b>

**1.10 Proposed Transactions/Commitments:**

In order for the Company to maintain its interests in its mineral properties, it will be required to make the following option payments: Nil

**1.11 Critical Accounting Estimates:**

Our financial statements have been prepared in conformity with International Financial Reporting Standards ("IFRS") and form the basis for discussion and analysis of critical accounting policies and

estimates. Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the period. Significant financial statement areas requiring the use of management estimates relate to the determination of impairment of assets and resource property interests, and their useful lives for amortization, the fair value of investments and share-based compensation. Financial results as determined by actual events could differ materially from those estimates.

Risk management:

The Company's mineral property holdings and exploration activities create potential exposure to environmental liabilities, including site reclamation. The Company is currently in the initial exploration stages on its Canadian property interests and management has not determined whether significant site reclamation costs will be required. The Company records liability for site reclamation when determinable on a systematic accrual basis in the period in which such costs can be reasonably determined.

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities as they come due. Due to current economic conditions in capital markets the Company has a high risk associated with liquidity. The Company does not hold complex financial instruments or significant long-term assets.

**1.12 Changes in Accounting Policies including Initial Adoption:**

Certain new accounting standards and interpretations have been published that are not mandatory for the **November 30, 2016** reporting period. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the new standard:

IFRS 9 Financial Instruments – IFRS 9 is a partial replacement of IAS 39 “Financial Instruments: Recognition and Measurement”. The standard will be effective for annual periods beginning on or after January 1, 2018.

**1.13 Financial & Other Instruments:**

The Company's financial instruments consist of cash, amounts due to related parties, promissory notes, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation.

**1.14 Other MD&A Requirements:**

Additional disclosure of the Company's material documents, information circulars, material change reports, news releases, and other information related to the Company can be obtained on SEDAR at [www.sedar.com](http://www.sedar.com) as well as the Company's website [www.MontoroResources.com](http://www.MontoroResources.com)

**A. SUBSEQUENT EVENTS FROM NOVEMBER 30, 2016 TO DATE:**

- (i) **Shares & Warrants Issued: 60,000 bonus common shares were issued at a deemed price of \$0.05. See December 5, 2016 transaction following.**
- (ii) **Warrants Exercised/Expired: Nil exercised. Nil expired.**

- (iii) **Options Exercised/Expired:** Nil exercised. Nil expired.
- (iv) **Grant of Options:** Nil
- (v) **Termination of Options:** Nil
- (vi) **Other Transactions and News Releases:**

**-December 5, 2016** – The Company has arranged a demand loan for \$15,000 from a non-related party.

The proceeds of the loan are to be used for audit fees, regulatory and SEDAR filing fees that require payment in order to complete its August 31, 2016 audited financial statements. The loan bears interest at 1.5% per month. In consideration for the loan, the Company has also agreed to issue 60,000 bonus common shares, at a deemed price of \$0.05 per share. On December 14, 2016, the Company issued 60,000 shares which are subject to a four month +1 day hold period from the expiring April 15, 2017.

**B. AUTHORIZED AND ISSUED SHARE CAPITAL AS AT JANUARY 24, 2017:**

**Authorized** – Unlimited common shares without par value  
**Issued and Outstanding:** 76,260,526 common shares

**C. OPTIONS, WARRANTS & CONVERTIBLE SECURITIES OUTSTANDING AS AT JANUARY 24, 2017:**

The following options, warrants, and convertible securities were outstanding as at January 24, 2017:

(i) **Options**

<b>Number</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
1,400,000	\$0.05	February 20, 2017
900,000	\$0.05	April 1, 2017
150,000	\$0.05	May 7, 2017
350,000	\$0.07	April 23, 2018
1,350,000	\$0.05	April 19, 2019
200,000	\$0.05	August 25, 2019
<b>4,350,000</b>		

**Warrants**

<b>Number</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
4,055,000	\$0.07	February 18, 2017
60,000	\$0.14	February 18, 2017
2,422,000	\$0.07	April 10, 2017
5,400	\$0.14	April 10, 2017
1,315,000	\$0.07	April 21, 2017
2,280,000	\$0.06	March 11, 2017
	\$0.10	March 11, 2018
2,390,000	\$0.06	March 29, 2017
	\$0.10	March 29, 2018
1,100,000	\$0.06	April 11, 2017
	\$0.10	April 11, 2018
980,000	\$0.07	October 28, 2018
	\$0.10	October 28, 2018
<b>14,607,400</b>		

## **D. EVALUATIONS OF DISCLOSURE CONTROLS AND PROCEDURES**

Based on our evaluation **for the quarter ended November 30, 2016**, and up to the date of this Management Discussion and Analysis, we have concluded that our disclosure controls and procedures are sufficiently effective to provide reasonable assurance that material information required to be disclosed in the Company's interim and annual filings and other reports filed or submitted under Canadian securities laws are recorded, processed, summarized and reported within the time periods specified by those laws and that the material information is accumulated and communicated to Management of the Company, including the President and Chief Financial Officer, as appropriate to allow timely disclosure regarding required disclosure.

## **E. CORPORATE GOVERNANCE DISCLOSURES**

The Company has submitted to its members and shareholders details in the Information Circular **April 28, 2016** Corporate Governance Disclosure guidelines that have been presented to the Board of Directors for period review. Some of those guidelines are: Outlining the Company's business and implementation of appropriate systems to manage any associated risks, communications with investors and the financial community and the integrity of the Company's internal control and management information systems. The Management of the Company periodically updates directors with regulatory policy changes. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. The Company's Information Circular can be reviewed on [www.Sedar.com](http://www.Sedar.com)

## **F. RISKS AND UNCERTAINTIES**

The Company'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. The Company has no producing properties, no significant source of operating cash flow and consequently no sales or revenue from operations. The Company has either not yet determined whether its mineral properties contain mineral reserves that are economically recoverable or where reserves have been determined, mining operations have not yet commenced. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish reserves.

The property interests in whom the Company has an option to earn an interest are in the exploration stages only, are without and may not result in any discoveries of commercial mineralization, and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines, the result being the Company will be forced to look for other exploration projects. The Company 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 materials and other matters.



# INTERNATIONAL MONTORO RESOURCES INC.

## CORPORATE DATA

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### Directors and Officers

Gary Musil, CEO/President/Director  
Brent A. Griffin, Geologist/CFO/Director  
Bruce E. Bried, P.Eng./Director  
Roger Agyagos, Director  
Fraser Rieche, Director

### Registrar and Transfer Agent

Computershare Investor Services  
3<sup>rd</sup> Floor, 510 Burrard Street  
Vancouver, B.C.  
V6C 3B9

### Solicitors

Owen Bird Law Corporation  
Barristers & Solicitors  
29<sup>th</sup> Floor, Three Bentall Centre  
595 Burrard Street  
Vancouver, B.C. V7X 1J5

### Auditors

Crowe MacKay LLP  
Chartered Professional Accountants  
Suite 1100,  
1177 West Hastings Street  
Vancouver, B.C. V6E 4T5

### Listings

TSX Venture Exchange  
Symbol: IMT

Frankfurt Stock Exchange  
Symbol: O4T

### Share Capitalization (November 30, 2016)

Authorized: Unlimited  
Issued & Outstanding: 76,200,526