INTERNATIONAL MONTORO RESOURCES INC.

Form 51-102F1

Management's Discussion & Analysis
for the Year Ended August 31, 2018
(and containing information as December 28, 2018)

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, 2018 and comparative for the Audited Year ended August 31, 2017 and the related notes thereto, copies of which are filed on the SEDAR website: 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 incompletion 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 30th, 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 – December 28, 2018

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) 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 100,000 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 <u>southern portion</u> 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 <u>northwest portion</u> 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**

2012 – 2016 Summary:
- **August 4, 2014 –** L.E. Reed Geophysical Consultant completes a report titled ‘Report on a Review of Airborne EM & Magnetic Surveyng on the Pecors Magnetic Anomaly’
- **April 2015 –** Orbit Garant Drilling Services Inc. (“Orbit”) of Val D’Or, Quebec completes hole PDH-1 at 1,005m. Assays for 19 sampled intervals reported highly anomalous results – See May 25, 2015 news release as filed on SEDAR.
- **May 25, 2015 –** Ronacher McKenzie Geoscience completes a Petrographic Report on the Pecors drill samples.
- **June 2015 –** Orbit collars PDH-2 approximately 650m to the northwest of PDH-1 and drilled to a depth of 1,317m
- **June 2015 –** Lamontagne Geophysics Ltd. completed a BH UTEM 4 downhole probe report on PDH-1.
- **September 2015 –** Crone Geophysics & Exploration Ltd. completed a 3-D Borehole Pulse EM survey on PDH-2. The report is posted on the Company website and highlights were posted in a news release dated October 20, 2015 along with core assay results, and filed on SEDAR.
- **September 2016** – Exploration completed from March 2015 – May 2016 was filed for assessment work purposes and accepted by the Ontario Ministry of Northern Development and Mines keeping the property in good standing until November 2, 2020, with additional reserve dollars approved.

2017 Summary:

November 7, 2017 – The Company signed a ‘Services Agreement’ with Geotech Ltd. to engage Geotech to conduct a ‘helicopter borne’ ZTEM geophysical survey over the Pecors anomaly.

2018 Activity:

June 27, 2018 – Geotech Ltd. completes ZTEM helicopter survey over Serpent River-Pecors anomaly. Further to our news release of May 28, 2018 approximately 280 line km at 200m line spacing was completed, increasing further information to depths over 2000 metres. For further information review the news release as filed on SEDAR and on our website.

See Subsequent Events Section 1.14 –A (vi) following for further information

(b) Duhamel Property – Saquenay-Lac-Sain-Jean Region -Quebec

January 26, 2018 – The Company entered into a Purchase Agreement (the "Agreement") to acquire a 100% interest in the Duhamel Property 200 km northwest of the city of Saguenay, Quebec. The Duhamel Property consists of nine (9) mineral claims comprising 500 ha located 14 km west of Arianne Phosphate Inc. – Lac a Paul open-pit phosphate mine.

<u>Geology/ Deposit type:</u> Sulphide mineralization associated to mafic magmatic intrusion.

<u>Historical Exploration:</u> Previous exploration on the property carried by Virginia Gold Mines consisted of high definition airborne mag/EM survey, geological mapping, prospecting and drilling. Some results retrieved from the Quebec Mineral Assessment files indicated drill intersections and are detailed in the news release and filed on SEDAR and the Company website.

All previous work is of a historical nature. The work was conducted prior to implementation of NI 43-101 standards and assay results cannot necessarily be relied upon. International Montoro intends to confirm the reported mineralization with the Company's own sampling program.

<u>Conclusions:</u>
The Company has staked 32 additional mineral claims adjoining the original Duhamel property.

<u>Acquisition Terms:</u>

In consideration for a 100% interest in the Duhamel Property, the Company will make the following payments:

(a) Paying to the Vendors the sum of $10,000 upon signing (paid);

(b) Issuing to the Vendors an aggregate of 1,000,000 common shares of the Company (issued at a value of $55,000);

(c) Paying to the Vendors an additional $50,000, or at the discretion of the Company, additional shares at 12 months from Exchange approval;

(d) Paying to the Vendors an additional $50,000, or at the discretion of the Company, additional shares at 24 months from Exchange approval;

(e) Incurring or funding $150,000 in Exploration on the Duhamel Property:

- (i) $25,000 on or before 12 months from Exchange approval (Incurred);
- (ii) An additional $50,000 on or before 24 months from Exchange approval; and
- (iii) An additional $75,000 on or before 36 months from Exchange approval. All common shares issued herein will be issued as fully paid and subject to such resale restrictions and hold periods as may be imposed by applicable securities legislation and the Exchange.

In connection with the acquisition, the Company has agreed to pay finder's fees in stages.

The Company is acquiring the Duhamel Property as a secondary property and will continue to focus exploration and development efforts on its wholly owned Serpent River – Pecors Ni-Cu-PGE discovery. The Company anticipates conducting a field exploration program on the Duhamel Property as soon as weather conditions permit.

In the coming weeks, the Company with the Vendors will complete a review of all historic information in advance of the proposed Duhamel Property exploration program.

February 6, 2018 – The TSX Venture Exchange has accepted for filing the Property Purchase Agreement (the "Agreement") to acquire a 100% interest in the Duhamel Property.

The Company has paid the Vendors the sum of $10,000, upon signing and have issued the following International Montoro Resources Inc. common shares at a deemed value of $0.05 per share:

(a) 500,000 common shares to Frederic Bergeron, President of Magnor Exploration Inc. ("Magnor");

(b) 500,000 common shares to Christian Tremblay of Quebec.

All common shares issued herein are issued as fully paid and subject to such resale restrictions and hold periods as imposed by applicable securities legislation and the Exchange policy until June 7, 2018.

See Subsequent Events Section 1.14 –A (vi) following for further information

(c) 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.**

(iv) **Cup Lake/Donen Claims – Greenwood Mining Division – British Columbia**
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.

(d) Other

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.

Advisory Board

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 the establishment of an 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

The Company has moved its Registered and Records Office to Owen Bird Law Corporation, 29th Floor, Three Bentall Centre, 595 Burrard Street, Vancouver, B. C. V7X 1J5

Investor Relations & Other

- **The Company currently does not have an investor relations agreement in place.**
- **January 8, 2018** the Company announced that it has been assigned the Legal Entity Identifier ("LEI") number 529900IK4FY2BJ4Q3S30. The European Union has adopted regulations that require use of the LEI as a barcode equivalent aimed at pinpointing systemic risks.

Annual General Meeting & Stock Option Plan

June 29, 2018 – The Company announces the results of its Annual General Meeting ("AGM") held on Wednesday, June 27, 2018. At the AGM the shareholders re-elected Gary Musil, Roger Agyagos, Bruce E .Bried, Brent Griffin and Fraser Rieche for the upcoming year. The scrutineer reported that there were a total of 31 shareholders holding 2,784,206 shares represented in person or by proxy at the meeting. This represents 11.15% of the total 24,957,105 shares issued and outstanding as at Record Date.

All resolutions as presented in the Information Circular were approved. Specific results can be reviewed in the news release as filed on SEDAR and on our website.

At the Directors Meeting following; the directors re-appointed Gary Musil as President/Chief Executive Officer and Fraser Rieche as Corporate Secretary/Chief Financial Officer for the upcoming year. The Audit Committee will be comprised of Gary

Musil, Roger Agyagos and Bruce E. Bried. The Directors also fixed the remuneration to be paid to the auditors for the financial year ended August 31, 2017.

July 23, 2018 – The TSX Venture 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 AGM.

1.3 Selected Annual Information

		Year-ended August 31, 2018	Year-ended August 31, 2017	Year-ended August 31, 2016
a.	Net Sales or Total Revenues	$Nil	$Nil	$Nil
b.	Net Income or (Loss) before Other Items	($388,521)	($193,524)	($317,583)
c.	Comprehensive Income or (Loss) in total	*($370,532)	**($193,339)	***($409,930)
d.	Net Income or (Loss) per fully diluted share basis	($0.02)	($0.01)	($0.03)
e.	Total Assets	$2,275,273	$2,041,998	$2,045,711
f.	Total long-term financial Liabilities	$Nil	$Nil	$Nil
g.	Cash dividends declared per share	N/A	N/A	N/A

***The final quarter of the year ended August 31, 2018 recorded share-based payment expense of $118,224 The major increase in operating expenses for the year was related to share-based payment of $118,224 ($Nil - 2017) and professional fees increased to $61,266 compared to $20,203 in 2017. A Gain on debt settlement reduced the comprehensive loss by $21,243 ($17,434 in 2017).**

****The final quarter of the year ended August 31, 2017 recorded an impairment of exploration and evaluation assets accounting for ($11,249) compared to ($92,176) in the previous year ended August 31, 2016. The major decrease in operating expenses for the year was related to Travel & Promotion $8,584 ($47,057 -2016); Professional Fees $20,203 ($38,075 – 2016) related to reduced legal and accounting transactions completed during the current year; and Consulting Fees –Nil ($16,080 in 2016).**

*******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).

1.4 Results of Operations up to and including the Year Ended August 31, 2018:

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.

For the twelve months ended August 31, 2018, the Company reported in its Statement of Operations a Total comprehensive loss of ($370,532) compared to a Total comprehensive loss of ($193,339) for the twelve months ended August 31, 2017. **Total operating expenses increased by $188,997 (approx. 94.7% for the twelve months ended August 31, 2018 compared to the twelve months ended August 31, 2017. Share-based payments (a non-cash item) totaling $118,224 ($nil in 2017) as a result of 2,005,000 options granted in January 2018; accounted for 62.6% of the total 94.7% increase.**

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

Operating Expenditures for the twelve month period ended August 31, 2018 with comparatives to August 31, 2017:

<u>**Increases**</u> **were in:**

- **Bank and Interest charges $4,742 in 2018 ($4,590 in 2017) relating to overdue charges on certain accounts payable.**
- **Bonus shares of $5,600 in 2018 ($1,200 in 2017).**
- **Consulting fees of $6,826 in 2018 ($nil in 2017) relating to additional project investigation, and financial consulting.**
- **Filing and Transfer Agent Fees $25,802 in 2018 ($20,852 in 2017), an increase due to further filing fee transactions (ie. property acquisitions and private placements); and transfer agent share issuance fees.**
- **Loan Interest $39,494 paid/accrued in 2018 ($39,306 in 2017) increased marginally as a result of a write off of accrued interest of $21,243 pursuant to a debt settlement agreement regarding the $50,000 USD loan arranged in 2014. The $21,243 in recorded in Other income(loss) as a Gain on debt settlement.**

- **Professional fees of $61,266 in 2018 ($20,203 in 2017) also a significant increase due to additional legal fees related to private placements, stock options and property acquisition filings with the regulatory authorities. Also further accounting and audit fees were incurred for the August 31, 2017 year-end.**
- **Travel and promotion $22,848 in 2018 ($8,584 in 2017) was due to increased costs relating to the corporate website and internet presence, including conference participation.**
- **Share-based payments (a non-cash item) $118,224 ($Nil in 2017) as a result of 2,005,000 options granted in January 2018 was the largest increase.**

<u>**Decreases**</u> **were in:**

- **General office operations and overhead including Rent, Telephone, and Office miscellaneous $37,765 in 2018 ($37,977 in 2017) decreased marginally although fewer companies shared office space, additional cost cutting measures reduced overheads.**
- **Salaries and Benefits were $5,954 in 2018 ($6,812 in 2017). A part-time office employee was hired for several months in the first quarter of the previous year to clear-off a number of office housekeeping matters; as well as costs incurred for the Company portion of CPP and EI deductions relating to payments of accrued management fees, also in the previous year.**

Management Fees of $60,000 in 2018 ($60,000 in 2017) 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. In February 2018 the agreement was renewed again for an additional two years.

<u>**Other Income (loss):**</u> **The Company accrued Part XII tax payable of $3,254 in 2018. The Company also incurred $11,249 in costs on the Chuchinka property to maintain title – an impairment of exploration and evaluation assets recorded in the August 31, 2017 year-end.**

1.5 <u>Summary of Quarterly Results:</u>

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	**August 31, 2018**	**May 31, 2018**	**February 28, 2018**	**November 30, 2017**
Total Revenues	$nil	$Nil	$Nil	$Nil
Net Income (Loss) before Other Items	($75,449)	($55,159)	($205,130)	($52,783)
Total Comprehensive Income (Loss) per quarter	($55,258)	($57,361)	($205,130)	($52,783)
Basic and diluted Net (Loss) per share	($0.00)	($0.00)	($0.01)	($0.00)

For the Quarterly Periods Ending on	**August 31, 2017**	**May 31, 2017**	**February 28, 2017**	**November 30, 2016**
Total Revenues	$Nil	$Nil	$Nil	$Nil
Net Income (Loss) before Other Items	($63,829)	($41,556)	($50,829)	($43,310)
Total Comprehensive Income (Loss) per quarter	($70,293)	($41,556)	($50,829)	($30,661)
Basic and diluted Net (Loss) per share	($0.01)	($0.01)	($0.01)	($0.00)

August 31, 2018 – the major increase in the final quarter was due to an increase in promotion and investor relations of $10,676 ($nil in 2017). The Company recognized a write off of accrued loan interest expense of $21,243 in the period, as a Gain on the debt settlement agreement.

May 31, 2018 – the major increase in the quarter was due to increase in professional fees of $13,546 ($1,200 in 2017).

February 28, 2018 – the major increase in the quarter was due to increase in share-based payment of $118,224 ($nil in 2017) and professional fees of $24,220 ($3,303 in 2017).

November 30, 2017 – the major increases in the quarter were in due to increase in professional fees to $7,000 ($1,200 in 2016); consulting fees of $2,400 ($nil in 2016); and additional loan interest expense of $10,446 ($8,955 in 2016).

August 31, 2017 – the major decreases in the quarter were in similar operating expenses as the previous two quarters. The Company also recognized a gain on debt settlement of $17,434.

1.6 Liquidity:

At August 31, 2018**,** the Company had a working capital deficiency of ($846,241). At August 31, 2017 the Company had a working capital deficiency of ($933,683). It should be noted that a considerable amount of the liabilities are due to related parties $240,014 owing to the CEO/President as accrued salary and expenses; and $128,706 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 Crackingstone/Orbit Lake, and Serpent River (Uranium and Rare Earth Elements claims) 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, 2017 the Company issued:

- **October 12, 2017** – Pursuant to a private placement financing 2,650,000 units were issued at $0.05 per unit for total gross proceeds of $132,500. The unit financing consisted of one common share and one transferable common share purchase warrant. One warrant will entitle the holder to purchase one additional common share of the Company at a price of $0.10 per share until October 12, 2019. Finder's fees of $3,200 cash were paid and 92,000 broker's warrants were issued. The broker's warrant has the same terms as above.

(ii) **<u>During the second quarter ended February 28, 2018 the Company issued:</u>**

- **December 27, 2017** the Company issued a total of 2,155,000 flow-through units at $0.055 per unit for total proceeds of $118,525. The unit financing consisted of one flow-through common share and one transferable common share purchase warrant. One warrant will entitle the holder to purchase one additional common share of the Company at a price of $0.10 per share until December 27, 2019. Finder's fees of $4,796 cash were paid and 87,200 non-transferable broker's warrants were issued. The warrant has the same terms as above. The majority of these flow-through funds raised will be applied against the contracted helicopter-borne ZTEM survey over the Company's Pecor's anomaly as previously described in previous Section – Mineral Interests 1.2 (a) Serpent River.

- **January 5, 2018** the Company issued a total of 3,900,000 non flow-through units at $0.05 per unit for total proceeds of $195,000. The unit financing consisted of one non flow-through common share and one transferable common share purchase warrant. One warrant will entitle the holder to purchase one additional common share of the Company at a price of $0.10 per share until January 5, 2020. Finder's fees of $5,500 cash were paid and 112,000 non-transferable broker's warrants were issued. The warrant has the same terms as above.

(iii) **<u>During the third quarter ended May 31, 2018 the Company issued</u>: Nil**

(iv) **<u>During the fourth quarter ended August 31, 2018 the Company issued</u>:**

- **July 27, 2018 the Company issued 140,000 loan bonus common shares valued at $5,600 as per the $35,000 loan entered into on July 18, 2018.**
- **August 27, 2018 the Company entered into a Debt Settlement Agreement with a creditor for $50,000 through the issuance of an aggregate of 1,000,000 common shares of the Company, at a deemed value of $0.05.**

Cash balances increased by $16,507 during the twelve months ended August 31, 2018 and decreased by $6,748 during the comparative twelve months ended August 31, 2017.

During the twelve months ended August 31, 2018, net cash used in operating activities was $246,604 compared to net cash used in operating activities of $148,726 during the twelve months ended August 31, 2017.

Net cash used in investing activities during the twelve months ended August 31, 2018 was $86,578 compared with cash used in investing activities of $11,019 during the twelve months ended August 31, 2017.

Cash provided from financing activities including decreases due to related parties during the twelve months ended August 31, 2018 was $349,689 compared with cash provided by financing activities of $152,997 during the twelve months ended August 31, 2017.

As of August 31, 2018, the Company had shareholders' equity of $1,380,549. The capital to date was from proceeds of the issuance of common shares. **The Company did not have any revenues during the twelve months ended August 31, 2018.**

See Subsequent Events Section 1.14 –A (i)) following 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 $39,492 (2017– $40,433) 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, 2018, for a further two-year term. **During the twelve months ended August 31, 2018 a total of $60,000 (2017 - $60,000) 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 has acted 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 twelve months ended August 31, 2018 for exploration programs on the joint Crackingstone/Orbit properties near Uranium City, Saskatchewan.**

Amounts due to related parties:

	August 31, 2018	August 31, 2017
Gary Musil, CEO/President	$ 240,014	$ 357,087
Belmont Resources Inc.	128,706	102,746
	$ 368,720	$ 459,833

On May 30, 2017 the Company received a loan of $20,000 from a director. Terms include interest of 12% per annum, compounded monthly and repayable on demand. On December 18, 2017 the Company repaid the loan in full. A total of $21,346 was paid, including $1,346 in accrued interest.

During the year the CEO/President assigned and decreased his amount owing in Management Fees by $100,000.

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 **August 31, 2018** 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 is effective for annual periods beginning on or after January 1, 2018 and is not expected to have a material effect on the financial statements.

IFRS 15 Revenue from Contracts with Customers - The IASB issued IFRS 15, Revenue from Contracts with Customers, which provides a single principle-based framework to be applied to all contracts with customers. IFRS 15 replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service.

IFRS 16 Leases - IFRS 16 was issued in January 2016 and specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. This standard is effective for reporting periods beginning on or after January 1, 2019.

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 as well as the Company's website www.MontoroResources.com

A. SUBSEQUENT EVENTS FROM August 31, 2018 TO DATE:

(i) Shares Issued:

- **September 13, 2018 – Pursuant to a Shares for Debt Agreement entered into on August 27, 2018; the TSX Venture Exchange accepted for filing the Company's proposal to issue 1,000,000 common shares to settle outstanding debt for $50,000. The shares were issued and have a hold period until January 14, 2019.**

- **September 18, 2018 –The Company completed the first tranche of a private placement through the sale of 1,660,000 units (the "Units") for gross proceeds of $83,000 by way a non-brokered private placement at a price of $0.05 per Unit. Each Unit consisted of one common share of the Company at one transferable share purchase warrant (a "Warrant"). Each whole warrant will entitle the holder thereof to purchase one additional share of the Company at a price of $0.06 in the first year from closing and $0.08 in the second year. No finder's fees were payable. The Common Shares and Warrants are subject to a statutory hold period of four months +one day until January 19, 2019.**

(ii) Warrants Exercised/Expired/Repriced: Nil exercised. 196,000 at a consolidated price of $0.50 expired unexercised.

- **October 18, 2018 – The TSX Venture Exchange (the "Exchange") accepted for filing the repricing of 7,905,000 transferable share purchase warrants (the "Warrants") attached to three private placements completed in 2017 and 2018. The Warrants described below will be repriced to $0.06 and $0.065 cents (the "Amended Warrants"), however the expiry date(s) of the Amended Warrants will not be extended past their 2019 and 2020 dates as follows:**

  1)October 12, 2019 – 2,250,000 warrants exercise price from $0.10 to a revised $0.065;
  2) December 27, 2019 – 2,155,000 warrants exercise price from $0.10 to a revised $0.065;
  3)January 5, 2020 – 3,500,000 warrants exercise price from $0.10 to a revised $0.06.

(iii) Options Exercised/Expired: Nil exercised. Nil expired.

(iv) Grant of Options: Nil

(v) Termination of Options: Nil

(vi) Other Transactions and News Releases:

- **September 19, 2018 – The Company received encouraging results from the completed ZTEM helicopter survey over the Pecors anomaly. Further details can be reviewed in our news release on the website and as filed on SEDAR.**

- **October 17, 2018 – The Company announced additional information from historical data recovered on the Duhamel, Quebec property. The Company also staked an additional thirty-two (32) mineral claims to the south and northwest of the original nine (9) contiguous claims. The expanded Duhamel property now totals 41 claims, approximately 2,300 ha. Further details can be reviewed in our news release on the website and as filed on SEDAR.**

B. AUTHORIZED AND ISSUED SHARE CAPITAL AS AT DECEMBER 28, 2018:

Authorized – Unlimited common shares without par value
Issued and Outstanding: 27,757,105 common shares

C. OPTIONS, WARRANTS & CONVERTIBLE SECURITIES OUTSTANDING AS AT DECEMBER 28, 2018:

The following options, warrants, and convertible securities were outstanding as at December 28, 2018:

(i) <u>Options</u>

Number	Exercise Price	Expiry Date
270,000	$0.25	April 19, 2019
40,000	$0.25	August 25, 2019
2,005,000	$0.06	January 8, 2021
2,315,000		

(ii) <u>Warrants</u>

Number	Exercise Price	Expiry Date
492,000	$0.10	October 12, 2019
2,250,000	$0.065	October 12, 2019
87,200	$0.10	December 27, 2019
2,155,000	$0.065	December 27, 2019
512,000	$0.10	January 5, 2020
3,500,000	$0.06	January 5, 2020
1,660,000	$0.06 $0.08	September 18, 2019 September 18, 2020
10,656,200		

D. EVALUATIONS OF DISCLOSURE CONTROLS AND PROCEDURES

Based on our evaluation **for the period ended August 31, 2018**, 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 of **May 23, 2018** 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

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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Listings

TSX Venture Exchange
Symbol: IMT

Frankfurt Stock Exchange
Symbol: O4T1

Share Capitalization
(August 31, 2018)

Authorized: Unlimited
Issued & Outstanding: 25,097,105