

# INTERNATIONAL MONTORO RESOURCES INC.

## Form 51-102F1

### Management's Discussion & Analysis for the 4th Quarter Ended August 31, 2019 (and containing information as December 18, 2019)

#### 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, 2019 and comparative for the year ended August 31, 2018 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 – December 18, 2019**

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 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**

#### **2012 – 2016 Summary:**

- **August 4, 2014** – L.E. Reed Geophysical Consultant completes a report titled ‘Report on a Review of Airborne EM & Magnetic Surveying 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 & 2019 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.

**September 19, 2018** – Geotech Ltd. provided the Company with a final operations report on the ZTEM survey. The ZTEM appears to identify a deep, gently east dipping and north plunging conductive layer at a depth of ~750m that coincides with the magnetic anomaly. The feature layer that is centered on our Pecors area block, also remains open to the north. These results are encouraging, and a 3D inversion processing of the data is being completed. For further information review the news release as filed on SEDAR and on our website.

**March 12, 2019** – Montoro received further positive results from the 2D ZTEM Survey & 3D Inversion on its Serpent River-Pecors (Ni-Cu-PGE) anomaly. The ZTEM appears to identify a deep, gently east dipping and north plunging conductive layer at a depth of ~750m that coincides with the magnetic anomaly. The feature layer that is centered on our Pecors area block, also remains open to the north. For further details, review the news release as filed on SEDAR and the Company website.

**September 10, 2019** – The Company has retained Mira Geoscience Ltd. to compile the exploration data from the Pecors Lake project into its Geoscience ANALYST (3D) visualization and communication platform. The data will include:

- OGS Geochemistry survey, OGS petrographic study, OGS Earthlink data for drill holes completed by previous exploration companies such as Teck Resources, Rio Tinto, BHP and other junior explorers either near or on Montoro's Serpent/Pecors Lake claims.
- Government of Canada, Gravity and Magnetic airborne surveys for a regional geological/geophysical perspective.
- Montoro's Serpent River/Pecors Lake (22) exploration drill holes, with drill core geology and assays for P15-22 and P15-23 (depicted in a below the surface interactive 3D view)
- Lamontagne Geophysics, down hole electromagnetic probe for drill hole P15-22 (1km deep)
- Cronos Geophysics down hole probe electromagnetic data for drill hole P15-23 (1.3km deep)
- Geotech's ZTEM 2018 survey, 3D inversion/interpretation data depicted in a below the surface interactive view.

**For further details, review the news release as filed on SEDAR and the Company website.**

**(b) Duhamel Property – Saguenay-Lac-Saint-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. On February 6, 2018 the TSX Venture Exchange accepted the Agreement.

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 property geology indicates sulphide mineralization associated to mafic magmatic intrusion. 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. The Company confirmed the reported mineralization with the Company's own 2018 sampling program. Due to the results of the program, the Company staked 32 additional mineral claims adjoining the original Duhamel property.

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

- Paying to the Vendors the sum of \$10,000 upon signing (**paid**);
- Issuing to the Vendors an aggregate of 1,000,000 common shares of the Company (**issued at a value of \$55,000**);
- Paying to the Vendors an additional \$50,000, or at the discretion of the Company, additional shares at 12 months from Exchange approval (**issued 1,000,000 shares valued at \$60,000**);
- Paying to the Vendors an additional \$50,000, or at the discretion of the Company, additional shares at 24 months from Exchange approval;
- Incurring or funding \$150,000 in Exploration on the Duhamel Property:
  - \$25,000 on or before 12 months from Exchange approval (**Incurred**);
  - An additional \$50,000 on or before 24 months from Exchange approval; and
  - 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.

**January 15, 2019** - The Company received a report from Magnor Exploration Inc. regarding completion of the initial fall reconnaissance and sampling program. A senior geologist and a technical assistant took samples from old and new prospective areas throughout the property as well as reviewing additional access routes into the property. A total of 12 grab samples were shipped to ALS Geochemistry Labs in Val d'Or, Quebec for a 41 element Aqua Regia ICP-AES analysis including nickel, copper, cobalt, vanadium, titanium

and chromium. Further stripping and channel sampling to follow the EM conductor and the massive magnetic band (MOX) in this area is recommended.

The Magnor compilation work located new significant sulphide mineralization in mafic and ultramafic intrusive bodies in unexplored areas in Duhamel and Houlière blocks, also comprising unexplored massive bands of iron-titanium (vanadium potential) oxides. Several other potential Ni-Cu-Co and Fe-Ti-V areas will be visited as early as possible in 2019.

The original Duhamel Property consisted of nine (9) contiguous mineral claims comprising 500 ha located 13 km west of Ariane Phosphate Inc. – Lac à Paul world class phosphate development stage deposit. Montoro has staked an additional thirty-two (32) mineral claims to the south and northwest following new data acquisition and compilation that includes the Houlière Lake Ni-Cu-Co (Ti, V, Cr) property. The expanded Duhamel Ni-Cu-Co and Titanium, Vanadium, Chromium property now totals approximately 2,300 ha.

Details of the property can be found at [www.montororesources.com/docs/Compilation-of-Historic-Works-NI-CU-CO-Duhamel-Property-2018.pdf](http://www.montororesources.com/docs/Compilation-of-Historic-Works-NI-CU-CO-Duhamel-Property-2018.pdf)

Conclusions: The Company is planning an expanded program in summer 2019 which should include: Further historical work compilation & geology reinterpretation; including verification of historical showings and drillhole locations in the field; prospecting new sulfides and MOX occurrences; geophysics; field exploration, mapping, and soil geochemistry; and trenching.

**February 19, 2019** – The Company issued 1,000,000 shares valued at \$60,000 in lieu of a \$50,000 cash payment due on the anniversary of TSX approval.

**(c) Wicheeda North – Northeast of Prince George, British Columbia**

**February 6, 2019** – The Company has entered into acquisition agreements with various vendors, to acquire claims in the Cariboo Mining Division, B.C., with one claim block adjoining the well-known Wicheeda rare earth mineral project. Details of the Wicheeda North Agreement as follows:

- Pay the Vendors an aggregate of \$50,000 as follows:
  - (i) \$25,000 upon Exchange approval (**Paid**);
  - (ii) \$25,000 within one year of signing the agreement.
- Issue to the Vendors an aggregate of 1,000,000 units upon Exchange approval. Each Unit consists of one common share of the Company and one transferable share purchase warrant (the “Warrant”) entitling the holder to acquire a further common share of the Company at a price of \$0.10 for two years from issuance (**Issued**).
- Agree to a 2% Net Smelter Return Royalty (“NSR”). The Company may acquire one-half of the NSR for \$1 million within five years of the Agreement Date.

Further details of the property; including location, geology and area discoveries can be reviewed in the news release as filed on SEDAR and on the Company website.

April 11, 2019 – Montoro expands information on Wicheeda North –Rare Earth Element (REE) project. See news release as filed on SEDAR and the Company website.

May 1, 2019 – Montoro receives NI 43-101 Report on Wicheeda North. Mr. Robert (Bob) Lane, P.Geo., reports. See news release as filed on SEDAR and the Company website. The Report can also be found on the Wicheeda North property page.

**July 24, 2019** – **The Company acquired one (1) additional claim - 131.248 ha adjoining the claim block on its northwest corner for a total of 2,137,901 ha.**

**(d) 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. **On January 14, 2019 the claims lapsed and reverted back to the Saskatchewan government. The balance of \$1 has been written-off during the year ended August 31, 2019.**
  - (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.
- (e) **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 passed away on January 24, 2019. We extend our deepest sympathies to Everett’s family.

**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, 29<sup>th</sup> Floor, Three Bentall Centre, 595 Burrard Street, Vancouver, B. C. V7X 1J5

#### **Investor Relations & Other**

**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.

**January 15, 2019.** The Company engaged 360 Aviation Services Inc. (“360”) of Vancouver, B.C. to conduct investor relations on behalf of the Company for a one year contract. Details of the services to be provided can be reviewed on SEDAR and in the news release dated February 6, 2019. Compensation to 360 will be Cdn. \$2,500 + GST per month for the first six months and increased to \$3,000 for the following six months. A \$5,000 signing bonus was also paid.

**February 12, 2019.** The Company received TSX Venture Exchange (the “Exchange”) acceptance for filing the Investor Relations Agreement with 360.

**February 6, 2019.** The Company entered into a six month Consulting Agreement with Zimtu Capital Corp. (“Zimtu”). Compensation will be \$30,000 + GST. Zimtu administers a cooperative marketing opportunity generation program, including the provision of limited strategic services, on a cost sharing basis. Further details of Zimtu services to be rendered and included in the news release as filed on SEDAR and our website on the date abovementioned.

April 15, 2019 – The TSX Venture Exchange (the “Exchange”) accepted for filing the Investor Relations Consulting Agreement dated February 6, 2019 between the Company and Zimtu Capital Corp.

### **Annual General Meeting & Stock Option Plan- 2019**

On June 27, 2019 the Company held its Annual General Meeting. All motions detailed in the Information Circular dated May 23, 2019 were approved including the appointment of the directors, Gary Musil, Roger Agyagos, Brent Griffin, and Fraser Rieche. At the Directors Meeting following, the directors re-appointed Gary Musil as President/CEO and Fraser Rieche as Corporate Secretary/CFO for the upcoming year. Further details can be reviewed in the news release as filed on SEDAR and on the website.

### **1.3 Selected Annual Information**

		<b>Year-ended August 31, 2019</b>	<b>Year-ended August 31, 2018</b>	<b>Year-ended August 31, 2017</b>
a.	Net Sales or Total Revenues	\$Nil	\$Nil	\$Nil
b.	Net Income or (Loss) before Other Items	(\$373,763)	(\$388,521)	(\$193,524)
c.	Comprehensive Income or (Loss) in total	*(373,762)	**(\$370,532)	***(\$193,339)
d.	Net Income or (Loss) per fully diluted share basis	(\$0.01)	(\$0.02)	(\$0.01)
e.	Total Assets	\$2,542,398	\$2,275,273	\$2,041,998
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, 2019 recorded a major increase in operating expenses for the year due to travel and promotion of \$92,428 (\$22,848 - 2018) and consulting fees increase to \$30,350 compared to \$6,826 in 2018.

\*\*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).

### **1.4 Results of Operations up to and including the Year ended August 31, 2019:**

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 year ended August 31, 2019, the Company reported in its Statement of Operations a Total comprehensive loss of (\$373,762) compared to a Total comprehensive loss of (\$370,532) for the year ended August 31, 2018. **Total operating expenses decreased by \$14,758 (approx. 3.8% for the year ended August 31, 2019 compared to the year ended August 31, 2018).**

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

**Operating Expenditures for the year ended August 31, 2019 with comparatives to August 31, 2018:**

**Increases were in:**

- Consulting fees of \$30,350 in 2019 (\$6,826 in 2018) relating to additional project investigation and financial consulting.
- Filing and Transfer Agent Fees \$37,416 in 2019 (\$25,802 in 2018) increased due to further filing fee transactions (ie. debt settlement, private placements, and property transactions) and related transfer agent share issuance fees.
- General office operations and overhead including Rent, Telephone, and Office miscellaneous increased to \$37,926 in 2019 (\$37,765 in 2018).
- Travel and promotion \$92,428 in 2019 (\$22,848 in 2018) was due to increased costs relating to the corporate website and internet presence, including conference participation; as well as new investors relations engagements.

**Decreases were in:**

- Bank and Interest charges \$3,655 in 2019 (\$4,742 in 2018) relating to overdue charges on certain accounts payable.
- Loan Interest \$28,799 paid/accrued in 2019 (\$39,494 in 2018) decreased as a result of a shares for debt settlement which paid down a 2014 loan.
- Professional fees of \$56,842 in 2019 (\$61,266 in 2018).
- Salaries and Benefits were \$5,383 in 2019 (\$5,954 in 2018). The Company did not pay any management fees in the current period and therefore did not incur the Company portion of CPP and EI withholdings.
- Shared-based payment (a non-cash item) decreased to \$20,963 in 2019 (\$118,224 in 2018) as a result of 450,000 options granted in 2019 compared to 2,005,000 options granted in 2018.

Management Fees of \$60,000 in 2019 (\$60,000 in 2018) remained the same since the increase of \$500 per month on February 1, 2012. In February 2016 and February 2018 the agreement was renewed for an additional two years at the same monthly fee.

**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	August 31, 2019	May 31, 2019	February 28, 2019	November 30, 2018
Total Revenues	\$Nil	\$Nil	\$Nil	\$Nil
Net Income (Loss) before Other Items	(\$89,567)	(\$92,206)	(\$134,699)	(\$57,291)
Total Comprehensive Income (Loss) per quarter	(\$89,566)	(\$92,206)	(\$134,700)	(\$57,291)
Basic and diluted Net (Loss) per share	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)

For the Quarterly Periods Ending on	August 31, 2018	May 31, 2018	February 28, 2017	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)

**August 31, 2019** – the major difference in the final quarter was due to an increase in promotion and investor relations of \$26,903 (\$10,767 in 2017).

**May 31, 2019** – the major increases in the quarter was due to promotion/investor relations of \$37,267 (\$3,804 in 2018) and filing and transfer agent fees of \$9,907(\$1,358 in 2018).

**February 28, 2019** – the major increase in the quarter was due to an increase in consulting fees of \$24,750 (\$4,426 in 2018) and promotion and investor relations of \$19,481 (\$5,869 in 2018). The major decrease was due to share-based payment of \$20,963 (\$118,224 in 2017).

**November 30, 2018** – the major increase in the quarter was due to an increase in promotion and investor relations of \$7,325 (\$1,305 in 2017) and filing/transfer agent fees of \$7,785 (\$4,697 in 2017).

## **1.6 Liquidity:**

At August 31, 2019, the Company had a working capital deficiency of (\$817,083). At August 31, 2018 the Company had a working capital deficiency of (\$846,241). It should be noted that a considerable amount of the liabilities are due to related parties comprising \$268,514 owing to the CEO/President as accrued salary and expenses; and \$120,994 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 and Serpent River (Uranium and Rare Earth Elements claims) Properties – previous Section 1.2 Mineral Interests**).

**See Subsequent Events Section 1.14-A (vi) following for further details.**

## **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, 2018 the Company issued:**

- **September 13, 2018** – The Company issued 1,000,000 common shares to settle debt in the amount of \$50,000.
- **September 18, 2018** – Pursuant to a private placement financing the Company issued 1,660,000 units were issued at \$0.05 per unit for total gross proceeds of \$83,000. 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 \$0.06 per share until September 18, 2019 or a price of \$0.08 per share until September 18, 2020.
- **October 18, 2018** – The TSX Venture Exchange accepted for filing the repricing of 4,405,000 warrants from \$0.10 to \$0.065 and 3,500,000 to \$0.06 expiring on various dates in 2019 and 2020.

#### **(ii) During the second quarter ended February 28, 2019 the Company issued:**

- **February 19, 2019** – The Company issued 1,000,000 common shares valued at \$60,000 as a property payment.

#### **(iii) During the third quarter ended May 31, 2019 the Company issued:**

- **March 15 & 20, 2019** – The Company issued 2,600,000 common shares valued at \$160,525 for the exercise of \$0.06 and \$0.065 warrants.
- **March 21, 2019** – Pursuant to a private placement financing the Company issued 2,300,000 units at \$0.05 per unit for total gross proceeds of \$115,000. 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 March 20, 2021.

- **March 21, 2019** - 450,000 common shares were issued for the exercise of options at \$0.055 for gross proceeds of \$24,750.
- **April 4, 2019** - Pursuant to a private placement financing the Company issued 2,050,000 units at \$0.05 per unit for total gross proceeds of \$102,500. 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 April 5, 2021.
- **May 29, 2019** – Pursuant to a property acquisition agreement the Company issued 1,000,000 units at \$0.05 per unit for a deemed value of \$50,000. The unit 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 May 29, 2021.

**(iv) During the fourth quarter ended August 31, 2019 the Company issued:**

- **July 24, 2019** - 100,000 common shares were issued for the exercise of options at \$0.06 for gross proceeds of \$6,000.
- **July 25, 2019** - Pursuant to a private placement financing the Company issued 950,000 units at \$0.05 per unit for total gross proceeds of \$47,500. 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 \$0.08 per share until July 25, 2021.

**Cash balances decreased by \$8,919 during the year ended August 31, 2019** and increased by \$16,507 during the comparative year ended August 31, 2018.

**During the year ended August 31, 2019, net cash used in operating activities was \$321,906** compared to net cash used in operating activities of \$246,604 during the year ended August 31, 2018.

**Net cash used in investing activities during the year ended August 31, 2019 was \$155,318** compared with cash used in investing activities of \$86,578 during the year ended August 31, 2018.

**Cash provided from financing activities including amounts due to related parties during the year ended August 31, 2019 was \$468,305** compared with cash provided by financing activities of \$349,689 during the year ended August 31, 2018.

**As of August 31, 2019, the Company had shareholders' equity of \$1,698,381.** The capital to date was from proceeds of the issuance of common shares. **The Company did not have any revenues during the year ended August 31, 2019.**

**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 \$39,622 (2018– \$39,492) were incurred in the year 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 year ended August 31, 2019 a total of \$60,000 (2018 - \$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, Saskatchewan Project. 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 nine months ended May 31, 2019 for exploration programs on the joint Crackingstone properties near Uranium City, Saskatchewan.**

**Amounts due to related parties:**

	<b>August 31, 2019</b>	<b>August 31, 2018</b>
Gary Musil, CEO/President	\$ 268,514	\$ 240,014
Belmont Resources Inc.	120,994	128,706
	<b>\$ 389,508</b>	<b>\$ 368,720</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:

- (i) **Duhamel Property, Quebec: Paying the vendors \$50,000, or at the discretion of the Company, additional shares on February 6, 2020; and incurring \$50,000 in exploration by the same date.**
- (ii) **Wicheeda North Property, B.C.: Paying the vendors \$25,000 on February 6, 2020. No exploration expenditures are required and there is no obligation to issue additional shares.**

**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 May 31, 2019 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](http://www.sedar.com) as well as the Company’s website [www.MontoroResources.com](http://www.MontoroResources.com)

### **A. SUBSEQUENT EVENTS FROM AUGUST 31, 2019 TO DATE:**

#### **(i) Warrants Exercised/Expired/Repriced:**

A total of 1,837,000 warrants exercisable at prices between \$0.065 and \$0.10 expired unexercised on October 12, 2019.

#### **(ii) Options Exercised/Expired:**

No options were exercised or expired unexercised.

#### **(iv) Grant of Options: Nil**

#### **(v) Termination of Options: Nil**

#### **(vi) Other Transactions and News Releases:**

### **Warrant Incentive Program**

On October 18, 2019 the Company announced that it would offer a warrant exercise incentive program (conditionally approved by the TSX Venture Exchange on October 24, 2019) to certain warrant holders of the Company.

In November 2017 the Company completed private placement offerings of 2,155,000 FT Units at \$0.055 and 3,900,000 NFT Units at \$0.05. Each Unit comprised of one (1) common share and one (1) share purchase warrant for two (2) years at \$0.10 from the date of issuance (the "Placement Warrants"). The Placement Warrants were repriced on October 18, 2018 from \$0.10 to \$0.065 and \$0.06 respectively expiring December 27, 2019 and January 5, 2020.

The Company has 2,155,000 Placement Warrants expiring at 6.5 cents December 27, 2019 and 2,400,000 warrants expiring at 6 cents January 5, 2020 that are available to be exercised during the Incentive Period.

Under the proposed Incentive Program, if the Placement free trading warrants are exercised prior to 4:00 p.m. (Vancouver Time) on November 18, 2019 (the "Incentive Period"), the Placement Warrant holder will receive one (1) additional warrant (an "Incentive Warrant") in consideration of the early exercise of each Placement Warrant. Each Incentive Warrant will be exercisable to acquire one (1) common share of the Company at a price of \$0.075 per share for a period of one (1) year from the date of issuance. The Company believes this will give existing Placement Warrant holders the right incentive to exercise their Placement Warrants. The Incentive Warrants and any Shares issued upon the exercise of the Incentive Warrants will be subject to a hold period expiring four months plus one day after the date of distribution of the Incentive Warrant.

In the event a Placement Warrant holder determines not to participate in the Incentive Program, then following the expiry of the Incentive Period, the Placement Warrant holder may exercise the Placement Warrants on their original terms or allow them to expire unexercised.

No Directors or Officers of the Company owns or control any of the original Placement Warrants. The Company is not aware of any potential new insider position that would be created upon the exercise of the Placement Warrants nor Incentive Warrants.

No warrant holders opted to participate in the warrant incentive program during the Incentive Period. All warrants will be subject to exercise and expiration in accordance with their original terms.

### **Camping Lake Acquisition**

On December 9, 2019 the Company entered into a Property Acquisition Agreement with Falcon Gold Corp. (TSX.V: FG) to acquire a 51% interest in five claims comprising 109 cell units (approx. 2,250 hectares/5,559 acres) known as Camping Lake in the Red Lake mining district in Northwestern Ontario.

The claims are contained within the Birch-Uchi-Confederation Lakes greenstone belt which host the world-renowned Red Lake gold deposits and includes the Dixie project currently being drilled by Great Bear Resources Ltd. The Camping Lake properties are located approximately 20 km southerly, of Great Bear Resources recent Dixie Lake high-grade gold discoveries. Great Bear Resources has recently reported exciting drill results with mineralized intersections commonly returning bonanza gold intersections in association with coarse visible gold grains. Throughout 2010 to 2013 the Camping Lake property area saw extensive programs completed by Laurentian Goldfields Ltd., Kinross Gold Corporation, and Anglo Gold which included petrographic studies; diamond drilling; rock, soil, and lake sediment samples; IP/Ground Geophysics, etc.

To earn a 51% interest, Montoro agrees to issue 1,000,000 million common shares upon TSX Venture Exchange approval and 500,000 shares on the first anniversary of Exchange approval. Montoro will also assume Falcon Gold's payments totaling \$65,000 over a four-year period.

Montoro also agrees to complete \$100,000 in exploration expenditures –on or before October 31, 2020; and a further \$200,000 (total \$300K) in exploration on or before October 31, 2021. Any additional work completed in the first year will be credited to the 2<sup>nd</sup> year work commitment. Upon Montoro acquiring the initial 51%, the Company has the option to acquire a further 24% interest (total 75%) for \$500,000 cash payment. The Agreement contains a 2% NSR, with the original vendor holding 1.5% and Falcon Gold 0.5%.

**B. AUTHORIZED AND ISSUED SHARE CAPITAL AS AT DECEMBER 18, 2019:**

**Authorized** – Unlimited common shares without par value

**Issued and Outstanding:** 38,207,105 common shares

**C. OPTIONS, WARRANTS & CONVERTIBLE SECURITIES OUTSTANDING AS AT DECEMBER 18, 2019:**

The following options, warrants, and convertible securities were outstanding as at December 18, 2019:

(i) **Options**

Number	Exercise Price	Expiry Date
75,000	\$0.06	January 24, 2020
1,830,000	\$0.06	January 8, 2021
<u>1,905,000</u>		

(ii) **Warrants**

Number	Exercise Price	Expiry Date
87,200	\$0.10	December 27, 2019
2,155,000	\$0.065	December 27, 2019
512,000	\$0.10	January 5, 2020
2,000,000	\$0.06	January 5, 2020
1,465,000	\$0.08	September 18, 2020
2,300,000	\$0.10	March 20, 2021
2,130,000	\$0.10	April 4, 2021
1,000,000	\$0.10	May 29, 2021
1,010,000	\$0.08	July 25, 2021
<u>12,659,200</u>		

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

Based on our evaluation **for the year ended August 31, 2019**, 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, 2019** 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

### HEAD OFFICE

#600 – 625 Howe Street  
Vancouver, B.C. V6C 2T6

Tel: (604) 683-6648

Fax: (604) 683-1350

E-Mail: [Montoro@telus.net](mailto:Montoro@telus.net)

Website: [www.MontoroResources.com](http://www.MontoroResources.com)

### Directors and Officers

Gary Musil, CEO/President/Director  
Fraser Rieche, CFO/Director  
Brent A. Griffin, Geologist/Director  
Roger Agyagos, 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: O4T1

### Share Capitalization (August 31, 2019)

Authorized: Unlimited  
Issued & Outstanding: 38,207,105