

TESORO MINERALS CORP.

MANAGEMENT DISCUSSION & ANALYSIS

For the period ended July 31, 2015

Directors and Officers as at September 29, 2015

Directors:

Peter Tegar, CEO
Cyrus Driver, CFO
Scott McLean
Antony Harwood

TSX Venture Exchange Symbol:

TES-TSX.V

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

1.1 Date of This Report

This management discussion and analysis of financial position and results of operations (“MD&A”) is prepared as of September 29, 2015 and should be read in conjunction with the unaudited consolidated interim financial statements for the period ended July 31, 2015 of Tesoro Minerals Corp. with the related notes thereto. These unaudited consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted.

Readers may also want to refer to the October 31, 2014 audited consolidated financial statements and the accompanying notes.

Caution on Forward-looking Information

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties which could cause actual results to vary considerably from these statements. Management’s discussion and analysis may contain forward-looking statements, including statements regarding the business and anticipated financial performance of the Company. These statements are not guarantees of the Company’s future performance. Given the uncertainties associated with forward-looking information, readers are cautioned not to put undue reliance on forward-looking information.

Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

1.2 Overall Performance

Description of Business

Tesoro Minerals Corp. is a publicly held mineral exploration company with major land positions in Colombia's leading gold camps. The Company is listed on the TSX Venture Exchange under the symbol “TES” and the Frankfurt Exchange under the symbol “NXP3.”

Management and the Board of Directors are focused on creating shareholder value, by ensuring that capital is committed towards exploration, while focusing on, and balancing the costs of operating a public company within a prospective emerging market.

Memorandum of Understanding

As of 23rd January, 2015 a Memorandum of Understanding has been signed with a third party wherein it is proposed that the Company’s remaining, greenfields mineral exploration property portfolio will be transferred in exchange for 10% of the shares of the third party (post a seed capital placement) along with a 1% Net Smelter Return royalty on each property. Under the agreement, the Company retains the right to participate in future financings of the third party, and the right of first refusal to invest in any properties of merit that the third party generates through its acquisition and exploration activities in Colombia, apart from any discovery made on properties in the above-mentioned portfolio.

El Tesoro

By an agreement dated July 26, 2010, the Company entered into an option agreement to acquire a 100% interest in the El Tesoro Gold Mine, from Minerales Del Puerto S.A., a private Colombian company. The El Tesoro licence is located in the Puerto Berrio Mining District in the Northeast Department of Antioquia, Colombia.

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

Consideration under the agreement is US\$1,000,000 cash, the issue of 600,000 post consolidation common shares of the Company and completion of US\$400,000 in exploration expenditures as follows:

- Upon completion of due diligence, the recovery of title by the vendor and TSX acceptance of a National Instrument 43-101 report ("NI 43-101") on the property (received on September 16, 2010), a payment of US\$600,000 (paid) and the issuance of 300,000 common shares (issued).
- Upon issuance of relevant environmental permits, issue a further 300,000 shares to Minerales Del Puerto S.A., and US\$200,000.
- Anniversary payments of US\$100,000 twelve months and twenty-four months after receiving the necessary environmental permits.
- Upon review of the NI 43-101 and passing technical due diligence, the Company will expend a minimum of US\$400,000 in respect of exploration and further development of the project within one year following the date of the definitive agreement.

The Company will issue a further 50,000 shares if 500,000 Troy Ounces of gold, and a further 50,000 shares if 1,000,000 Troy Ounces of gold are "measured", "indicated", or "inferred" in the NI 43-101.

The Company also paid a finder's fee of \$66,732 cash and issued 25,667 shares.

During the year ended October 31, 2012, the Company wrote down the property to a nominal value of \$1 and recorded an impairment charge of \$1,626,819 as the Company ceased exploration and decided to focus on its other mineral properties.

During the year ended October 31, 2013, the Company received \$19,584 from the acquisition costs and recorded the amount as recovery of exploration and evaluation assets.

During the year ended October 31, 2014, the Company wrote down the property to a value of \$nil as there are no further plans to explore the property.

White Gold

On July 27, 2011, the Company acquired all the issued and outstanding shares of White Gold Corporation ("White Gold"), a private Alberta corporation. White Gold, through its wholly-owned subsidiary, Oro Barracuda Ltda., a Colombian corporation, owns a 100% interest in the Tolimo & Quindio, Arboledas Gold Project and Surata Gold Project mineral property claims located in Colombia. The acquisition was completed by an amalgamation agreement with the Company's wholly-owned Alberta subsidiary, 1605139 Alberta Ltd. Consideration for the acquisition is:

- a) issuance of 2,100,000 post consolidation common shares of the Company to the former shareholders of White Gold of which 38% (798,000 common shares for a total of 15 Concession Agreements received) were released on the acquisition date and 62% (1,302,000 common shares) are to be released upon receipt of 24 Concession Agreements regarding certain of the Colombian mineral properties that were in the "Pending Concession" and "Lease Application" stages of regulatory approval in Colombia.

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

As at July 31, 2015, the schedule of shares to be issued is as follows:

	Number of common shares to be issued	Number of Concession Agreements to be received	Percentage
Balance, October 31, 2014 and July 31, 2015	817,500	15	38.93%

During the year ended October 31, 2014, the Company wrote off the White Gold properties to a value of \$nil and recorded an impairment charge of \$3,509,340 as the Company ceased exploration and decided to explore other opportunities. Accordingly, an environmental insurance provision of \$5,669 was recorded in accounts payable.

As at July 31, 2015, the Company had 817,500 (October 31, 2014 – 817,500) common shares scheduled for issuance valued at \$1.40 per share for a total value of \$1,144,502 (October 31, 2014 - \$1,144,502), which are included in equity as obligation to issue shares

- b) issuance of 90,860 share purchase options and 17,036 share purchase warrants of the Company.

In addition, the Company also issued 86,667 shares valued at a total of \$121,333 and incurred \$90,000 in cash payment for finder's fee.

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

1.3 Selected Annual Information

	For the Fiscal Year ended October 31, 2014	For the Fiscal Year ended October 31, 2013	For the Fiscal Year ended October 31, 2012
Loss	\$ 4,381,712	\$ 1,071,429	\$ 3,073,970
Comprehensive loss	\$ 4,400,805	\$ 1,047,355	\$ 3,028,521
Loss per share – basic and diluted	\$ (0.16)	\$ (0.13)	\$ (0.47)
Working capital (deficiency)	\$ 570,945	\$ (1,064,804)	\$ (557,258)
Exploration and evaluation assets	\$ -	\$ 3,417,304	\$ 3,473,791
Total assets	\$ 838,550	\$ 3,498,789	\$ 3,616,527
Deficit	\$ (39,916,856)	\$ (35,535,144)	\$ (34,463,715)
Weighted average number of shares outstanding	26,891,713	8,045,626	6,545,754

1.4 Results of Operations

Discussion of Operations and Financial Condition

Three Month Period Ended July 31, 2015

During the three month period ended July 31, 2015, the Company reported income of \$8,832 compared to a loss of \$108,773 for the comparative quarter ended July 31, 2014, an increase of \$117,605. The increase is mainly due to the receipt of a mining title refund from Colombia as title to certain pending concessions in Columbia was not granted. More significant decreases in certain categories are as below:

- Management fee recovery of \$(2,500) (2014 – expense of \$20,000) decreased mainly as a result of the Company's attempt to conserve cash. No management fees were accrued for the 3 month period ended July 31, 2015. The recovery is due to the reversal of an accrual in the previous period.

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

The Company incurred the following exploration expenditures during the three months ended July 31, 2015 and 2014:

	Three months ended July 31, 2015	Three months ended July 31, 2014	Difference
Geological consulting	(36)	1,488	(1,524)
Field work and supplies	219	219	-
Mining titles	(35,730)	-	(35,730)
Professional fees	(156)	6,448	(6,604)
Project evaluation	125	1,468	(1,343)
Travel, meals and accommodation	-	2,321	((2,321)
General exploration	25,202	119,585	(94,383)
Total exploration costs (recovery)	10,376	(131,529)	142,265

Nine Month Period Ended July 31, 2015

During the nine month period ended July 31, 2015, the Company reported a loss of \$285,492 compared to \$831,956 for the comparative period ended July 31, 2014, representing a decrease of \$546,464. The decrease in loss is primarily due to a decrease in exploration costs from \$365,760 during the nine months ended July 31, 2014 to \$131,529 during the nine months ended July 31, 2015. More significant decreases in certain categories are as below:

- Shareholder communications and travel decreased to \$21,094 (2014 - \$72,293). The change is mainly attributed to decreased activities for the Company.
- Management fees decreased to \$10,805 (2014 - \$86,348). The decrease is mainly related to decrease in compensation for key management personnel. Please refer to Section 1.8 for a breakdown of the compensations.
- Professional fees of \$116,067 (2014 – \$263,133) decreased activities and lower professional fees related to financings, etc.
- Refund of mining lease costs of \$63,912 (2014 - \$nil) is due to the receipt of a mining title refund from Colombia as title to certain pending concessions in Columbia was not granted.

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

Decrease in the loss for the nine month period ended July 31, 2015 is also impacted by exploration costs as the following:

	Nine months ended July 31, 2015	Nine months ended July 31, 2014	Difference
EXPLORATION COSTS			
Geological consulting	\$ 1,488	\$ 143,730	\$ (142,242)
Field work and supplies	219	75,962	(75,743)
Mining titles	-	-	-
Professional fees	6,448	25,372	(18,924)
Project evaluation	1,468	17,064	(15,596)
Travels, meals and accommodations	2,321	-	2,321
General exploration	119,585	-	119,585
Impairment (recovery) of exploration and evaluation assets	-	103,632	(103,632)
Total exploration costs	\$ (131,529)	\$ (365,760)	\$ (234,231)

Please refer to Section 1.2 for further discussion on the Colombian operation.

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters which have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"):

Quarterly periods	Income (loss)	Basic and diluted loss per common share
July 31, 2015	\$ 8,832	\$ 0.00
April 30, 2015	\$ (172,452)	\$ (0.00)
January 31, 2015	\$ (121,872)	\$ (0.00)
October 31, 2014	\$ (3,548,164)	\$ (0.13)
July 31, 2014	\$ (108,773)	\$ (0.00)
April 30, 2014	\$ (571,735)	\$ (0.02)
January 31, 2014	\$ (153,040)	\$ (0.01)
October 31, 2013	\$ (463,281)	\$ (0.12)

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

1.5 Liquidity

In management's view, given the uncertainty of the nature of the Company's operations, the most relevant financial information relates primarily to current liquidity, solvency and planned expenditures. The Company's financial success will be dependent upon the acquisition of an existing business or, if the Company focuses on the resource sector, the acquisition of a viable property and the discovery of economically recoverable reserves. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine.

As at July 31, 2015, the Company reported working capital surplus of \$278,216 compared to a working capital surplus of \$570,945 for the year ended October 31, 2014. The Company will require additional financing to fund further exploration at its key projects, investigations and/or evaluations of potential new acquisitions and thereafter to fund any extensive development and expansion of such acquisitions. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions will be possible at the times required or desired by the Company.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2015, the Company had a cash balance of \$533,370 (2014 – \$766,606) to settle current liabilities of \$357,283 (2014 – \$264,782). The Company is planning additional financings in the near term to raise working capital to finance its ongoing operations.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The carrying value of these instruments represents the Company's maximum exposure to credit risk. As at July 31, 2015, the Company's receivables mainly consisted of GST receivable from government authorities in Canada and cash balances were mainly held at a chartered bank in Canada. There is minimal credit risk with respect to GST recoverable as this amount is recoverable from Canadian governmental agencies. The Company believes it has no significant credit risk.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. At July 31, 2015, interest rate risks on cash and on the Company's obligations are not considered significant.

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

Foreign currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and Colombia. The Company funds cash calls to its foreign subsidiary in Colombian Peso. There is a risk in the exchange rate of the Canadian dollar relative to the Colombian Peso and a significant change in this rate could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

Assuming that all other variables remain constant, based on the Company's Colombian Peso exposure at July 31, 2015, a 10% change in the value of the Canadian dollar against the Colombian Peso would not materially affect the loss from operations.

Commitments

Aside from the commitments related to management contracts, to issue employee stock options, and share purchase warrants the Company has commitments related to the acquisition of exploration and evaluation assets (See Section 1.2).

1.6 Capital Resources

During the nine months period ended July 31, 2015, the Company did not have any share activities.

During the nine months period ended July 31, 2014, the Company:

- a) completed the first tranche private placement of 4,550,000 units at \$0.10 per unit, raising aggregate proceeds of \$455,000. Each unit consisted of one common share of the Company and one share purchase warrant with each warrant entitling the holder to acquire an additional common share of the Company at \$0.20 per share for the first year from the date of issuance and at an additional \$0.05 per share for each subsequent year until the expiry of the warrants on the fifth year. In relation to the first tranche private placement, the Company paid finder's fees of \$31,850 in cash and 7% broker warrants for a total of 318,500 broker warrants for the first tranche private placement.
- b) completed the second tranche private placement of 10,050,000 units at \$0.10 per unit, raising aggregate proceeds of \$1,005,000. Each unit consisted of one common share of the Company and one share purchase warrant with each warrant entitling the holder to acquire an additional common share of the Company at \$0.20 per share for the first year from the date of issuance and at an additional \$0.05 per share for each subsequent year until the expiry of the warrants on the fifth year. In relation to the second tranche private placement, the Company paid finder's fees of \$59,843 in cash and 7% broker warrants for a total of 647,500 broker warrants.

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

- c) completed the third and final tranche private placement of 3,400,000 units at \$0.10 per unit, raising aggregate proceeds of \$340,000. Each unit consisted of one common share of the Company and one share purchase warrant with each warrant entitling the holder to acquire an additional common share of the Company at \$0.20 per share for the first year from the date of issuance and at an additional \$0.05 per share for each subsequent year until the expiry of the warrants on the fifth year. In relation to the third tranche private placement, the Company paid finder's fees of \$2,380 in cash and 7% broker warrants for a total of 91,000 broker warrants.

1.7 Off Balance Sheet Arrangements

The Company had no off-balance sheet arrangements.

1.8 Transactions with Related Parties

During the nine month period ended July 31, 2015 and 2014, the Company was charged the following amounts by key management personnel and related parties of the Company:

		For the Nine Months Ended	For the Nine Months Ended
Nature of Transactions		July 31, 2015	July 31, 2014
Key management personnel:			
President and CEO	Management	\$ -	\$ 5,348
CFO	Management	-	25,000
COO	Management	10,000	36,000
		\$ 10,000	\$ 66,348
Related party:			
A firm of which the CFO is a partner	Professional	\$ 14,000	\$ 31,500

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

The amounts due to related parties and key management personnel included in accounts payable and accrued liabilities are as follows:

	July 31, 2015	October 31, 2014
Due to the former President, CEO and CFO ¹	\$ -	\$ 22,176
Due to former Secretary and CFO	6,720	6,720
Due to a firm of which the CFO is a partner	28,300	6,000
Due to VP Exploration and COO	121	5,086
	\$ 35,141	\$ 39,982

¹ During the period ended July 31, 2015, the Company settled all outstanding liabilities with the former President, CEO and CFO for \$14,500.

1.9 **Proposed Transactions**

As of 23rd January, 2015 a Memorandum of Understanding has been signed with a third party wherein it is proposed that the Company's remaining greenfields mineral exploration property portfolio will be transferred in exchange for 10% of the shares of the third party (post a seed capital placement) along with a 1% Net Smelter Return royalty on each property. Under the agreement, the Company retains the right to participate in future financings of the third party, and the right of first refusal to invest in any properties of merit that the third party generates through its acquisition and exploration activities in Colombia, apart from any discovery made on properties in the above-mentioned portfolio.

1.10 **Critical Accounting Estimates**

The preparation of these financial statements in conformity with IFRS requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates.

Significant accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

- i) Determination of categories of financial assets and financial liabilities which has been identified as an accounting policy which involves assessments made by management;
- ii) Determination of functional currency of the Company and its wholly-owned subsidiaries; and
- iii) Recoverability of the carrying value of the Company's exploration and evaluation assets.

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include, but are not limited to, the following:

- i) Deferred income taxes - The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives.
- ii) Share-based payment – The fair value of share-based payment is determined using a Black-Scholes Option pricing model. Such option pricing models require the input of subjective assumptions including the expected price volatility, option life, dividend yield, risk-free rate and estimated forfeitures at the initial grant.

1.11 New accounting standards and amendments to existing standards

New and amended standards adopted by the Company

The application of these amendments and standards had no material impact on current and prior year disclosures but may affect disclosures for future transactions.

- Amendments to IAS 32 - Financial Instruments: Presentation amendment provides clarification on the application of offsetting rules. This standard becomes effective for annual periods beginning on or after January 1, 2014.
- Amendments to IAS 36 – Impairment of Assets, clarifies the recoverable amount disclosures for non-financial assets, including additional disclosures about the measurement of the recoverable amount of impaired assets when the recoverable amount was based on fair value less costs of disposal. The amendments apply retrospectively for annual periods beginning on or after January 1, 2014. Earlier application is permitted except an entity shall not apply those amendments in periods (including comparative periods) in which it does not also apply IFRS 13.
- Amendments to IFRS 10, *Consolidated Financial Statements*, IFRS 12, *Disclosures of Interests in Other Entities* and IAS 27, *Separate Financial Statements*. The amendments provide for the definition of an investment entity and sets out an exception to consolidating particular subsidiaries of an investment entity. The amendments also deal with the disclosures required and preparation of separate financial statements of an investment entity. These amended standards are effective for annual periods beginning or after January 1, 2014.

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

- Amendments to IAS 24- The amendments to IAS 24 clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments will only affect disclosure and are effective for annual periods beginning on or after January 1, 2014.
- The IASB issued IFRIC 21 – Levies (“IFRIC 21”), an interpretation of IAS 37 – Provisions, Contingent Liabilities and Contingent Assets (“IAS 37”), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event (“Obligating Event”). IFRIC 21 clarifies that the Obligating Event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. IFRIC 21 is effective for annual periods commencing on or after January 1, 2014.
- Amendments to IFRS 2- *Share based payment*. The amendment clarifies vesting conditions by separately defining a performance condition and a service condition, both of which were previously incorporated within the definition of a vesting condition. The amendment is effective for share based payment transactions for which the grant date is on or after July 1, 2014. The Corporation is in the process of determining the impact of the amendment of IFRS 2 on its consolidated financial statements.

New or revised standards and amendments to existing standards not yet effective

The Company has not applied the following new, revised and amended standards that have been issued but are not yet effective for the October 31, 2015 reporting period:

- New standard IFRS 9, Financial Instruments, classification and measurement is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, “Financial Instruments: Recognition and Measurement.” IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit and loss. This standard is effective for years beginning on or after January 1, 2018.

The Company is currently assessing the impact that these standards will have on the Company’s financial statements. The Company plans to adopt these standards as soon as they become effective for the Company’s reporting period. The amendments and new standards are expected to have minimal impact on the Company’s financial statements.

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

1.12 Outlook

Exploration Update

Tesoro Minerals Corp. is a mineral exploration company that has held major greenfields land positions in Colombia's leading gold camps for the past three years including interests in two prolific gold regions: Tolima – Quindio and Santander – Norte de Santander.

The Company has pursued joint venture (JV) opportunities in order to balance exploration risk with the benefits of participation in a mineral discovery.

Objectives

The Company's business model has been to research, evaluate, acquire properties, add value through exploration, and then farm-out projects to partners.

Other Opportunities

Colombia remains a relatively new, under-explored mineral rich terrane that offers excellent potential for discovery, but the Company has shifted its focus to pursuing later stage, exploration through development opportunities in more mature mining jurisdictions in South America.

Outstanding Share Data

The Company's authorized capital is unlimited common shares without par value. As at August 29, 2015, the following share purchase warrants were outstanding:

	Number of Shares	Exercise Price	Expiry Date
Issued and Outstanding Common Shares:	36,231,809		
Warrants:			
	4,550,000	\$ 0.20	December 18, 2018
	10,050,000	\$ 0.20	January 11, 2019
	3,400,000	\$ 0.20	January 18, 2019
	4,345,000	\$ 0.20	July 30, 2019
	700,000	\$ 0.20	August 15, 2019
Agent's warrants:	318,500	\$ 0.20	December 18, 2018
	647,500	\$ 0.20	January 11, 2019
	91,000	\$ 0.20	January 18, 2019
	302,400	\$ 0.20	July 30, 2019
	<u>7,000</u>	\$ 0.20	August 15, 2019
Fully Diluted:	60,643,209		

TESORO MINERALS CORP.
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended July 31, 2015

Disclosure Controls and Procedures

It should be noted that pursuant to Multilateral Instrument 52-511 (adopted by the British Columbia Securities Commission on November 23, 2007), the officers of the Company are no longer required to certify the effectiveness of disclosure controls and procedures used by the Company, as was required in previous filings under National Instrument 52-109. Accordingly, the new forms of certificate to be signed by the Company's Chief Executive Officer and Chief Financial Officer contain the following Note to Reader:

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Additional information relating to the Company is on SEDAR at www.sedar.com.