

QUADRO RESOURCES LTD.

(the “Company” or “Quadro”)

FORM 51-102F1

MANAGEMENT DISCUSSION & ANALYSIS

FOR THE YEAR ENDED JULY 31, 2015

The following management discussion and analysis (“MD&A”) has been prepared by management as of November 27, 2015, and should be read in conjunction with the audited financial statements of the Company and related notes for the year ended July 31, 2015. The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). All amounts are stated in Canadian dollars unless otherwise indicated.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions as at the date of this MD&A. The words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential”, “interprets”, “may”, “will” and similar expressions identify forward-looking statements. Information concerning the interpretation of drill results may also be considered a forward-looking statement; as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. The forward-looking statements reflect the current beliefs of the management of the Company, and are based on currently available information. Readers are cautioned not to place undue reliance on these statements as they are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, such forward-looking statements. The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

OVERVIEW

Quadro Resources Ltd. was incorporated under the laws of British Columbia and currently trades on the NEX board of the TSX Venture Exchange (the “TSX-V”). The Company's principal business activity is the exploration and development of mineral properties. As of the date of this MD&A, the Company has no mineral property interest. The Company continues to evaluate mineral projects for option or acquisition.

EXPLORATION ACTIVITIES

Brookmere Property

On February 19, 2013 (and as amended on February 10, 2015), the Company entered into an option agreement with Vatic Ventures Corp. (“Vatic”) whereby the Company has an option to acquire a 51% interest in certain mineral claims known as the Brookmere Property located in the Spences Bridge Gold Belt District, British Columbia, Canada.

During the year ended July 31, 2015, the Company wrote off the carrying amount of \$27,449 as management of the Company has no further interest in pursuing the claims.

SELECTED ANNUAL INFORMATION

The following table sets out selected financial information for the Company which has been derived from the Company's audited financial statements for the fiscal years ended July 31, 2015, 2014 and 2013.

	Fiscal 2015 (\$)	Fiscal 2014 (\$)	Fiscal 2013 (\$)

Revenues	-	-	-
Income (loss) from continuing operations	(72,982)	(128,142)	(174,025)
Net income (loss)	(72,982)	(128,142)	(174,025)
Income (loss) from continuing operations per share - basic and diluted	(0.01)	(0.02)	(0.02)
Net loss (loss) per share - basic and diluted	(0.01)	(0.02)	(0.02)
Total assets	28,983	109,367	269,428
Total non-current liabilities	-	-	-
Dividends	-	-	-

Factors That Affect the Comparability of the Annual Financial Data Disclosed Above

During fiscal 2015, 2014 and 2013, the Company incurred net losses of \$72,982, \$128,142 and \$174,025, respectively. The decrease in losses was mainly due to management's efforts to reduce costs. The total assets have decreased as a result of a decrease in cash balance and an absence of capital raised in the last three years.

DISCUSSION OF OPERATIONS

The Company is an exploration stage company and has no operating revenue. Expenditures related to mineral exploration assets are capitalized. Minimal exploration work was done during the year ended July 31, 2015, mainly related to soil sampling. A breakdown of the exploration expenses was provided in Note 5 to the financial statements.

During the year ended July 31, 2015, the Company incurred a net loss of \$72,982 compared to a net loss of \$128,142 for the year ended July 31, 2014. The loss in 2015 is mainly attributable to general operating expenses of \$71,109 (2014 - \$146,142) and write-off of exploration and evaluation assets of \$27,449 (2014 - \$nil), partially mitigated by a gain of \$25,564 on forgiveness of related party payable (2014 - \$18,000 on extinguishment of trade payable). The write-off of exploration and evaluation assets is a result of management's impairment assessment of the Company's mineral properties.

The general operating expenses have decreased significantly from fiscal 2014 mainly due to management's efforts to reduce costs and reduction in monthly consulting fees to the Chief Financial Officer of the Company from \$3,750 to \$nil effective December 2013. Some of the significant expense items are as follows:

- Accounting and audit of \$14,786 (2014 - \$8,486) are higher than the comparative period because the audit fee accrual set up in fiscal 2013 exceeded the actual audit fee and resulted an adjustment of \$7,014 in fiscal 2014.
- Rent of \$17,762 (2014 - \$23,752) relates to the lease payment for the Company's office premises and is lower than the comparative period as a result of the Company moving to a new office premises with lower rent.
- Transfer agent and regulatory fees of \$13,038 (2014 - \$13,433) relate to regulatory filing and maintenance costs.
- Travel and promotion of \$11,772 (2014 - \$26,198) have decreased from the prior period due to a reduction in promotional activities in general.

the actual legal fees for fiscal 2010 in excess of the original accrual

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected unaudited financial information for the Company's eight most recent quarters ending with the last quarter for the three months ended on July 31, 2015.

	For the Three Months Ending							
	Fiscal 2015				Fiscal 2014			
	Jul. 31, 2015	Apr. 30, 2015	Jan. 31, 2015	Oct. 31, 2014	Jul. 31, 2014	Apr. 30, 2014	Jan. 31, 2014	Oct. 31, 2013
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)

Total revenues	-	-	-	-	-	-	-	-
Income (loss) from continuing operations	(21,823)	(16,005)	(15,205)	(19,949)	(29,128)	(26,405)	(35,098)	(37,511)
Net income (loss)	(21,823)	(16,005)	(15,205)	(19,949)	(29,128)	(26,405)	(35,098)	(37,511)
Income (loss) from continuing operations per share - basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)
Net income (loss) per share - basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)

FOURTH QUARTER

In the fourth quarter ended July 31, 2015, the Company incurred a net loss of \$21,823 (2014 - \$29,128). The net loss in the fourth quarter mainly includes general operating expenses of \$19,938 (2014 - \$47,128) and write-off of exploration and evaluation assets of \$27,449, partially mitigated by a gain of \$25,564 on forgiveness of related party payable (2014 - \$18,000 on extinguishment of trade payable). Factors affecting the general operating expenses for the current quarter are similar to those explained under the “Discussion of Operations” Section.

LIQUIDITY AND CAPITAL RESOURCES

As at July 31, 2015, the Company had a cash balance of \$22,913 compared to \$76,332 as at July 31, 2014. The Company had working capital deficiency of \$224,011 as at July 31, 2015 compared to working capital deficiency of \$166,970 as at July 31, 2014.

During the year ended on July 31, 2015, the cash balance decreased by \$53,419 (2014 - \$157,795). The Company used \$47,754 (2014 - \$143,442) in operating activities. The Company spent \$7,843 (2014 - \$14,353) on its exploration assets and recovered \$2,178 (2014 - \$nil) of BC mining exploration tax credit refund from the BC provincial government.

At present, the Company does not have sufficient capital resources to pay for its operating expense for the next 12 months. The Company intends to obtain financing through private placements sometime in 2016 to fund its operating and capital expenditure requirements.

Going Concern

At present, the Company’s operations do not generate cash flow and its financial success is dependent on management’s ability to continue to raise adequate financing on reasonable terms and to commence profitable operations in the future. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company’s ability to continue as a going concern. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheets. The Company’s financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Accounts payable to related parties of \$216,094 (July 31, 2014 - 232,114) were for services rendered to the Company by companies controlled by its directors and officers and are unsecured, non-interest bearing, and have no specific terms of repayment.

As at July 31, 2014, receivables included \$7,095 in amounts owing from Vatic, a company with directors in common with the Company. During the year ended July 31, 2015, the Company received \$4,838 from Vatic and wrote off the remaining balance of \$2,257 to exploration and evaluation assets.

Key management includes directors (executive and non-executive) and officers of the Company. There are no short-term employee benefits and share-based payments paid or payable to key management personnel during the years ended July 31, 2015 and 2014.

The Company entered into the following related party transactions during the year ended July 31, 2015:

- Paid or accrued exploration expenditures of \$13,137 to Mammoth Geological Ltd., a company controlled by Timothy Henneberry, a director of the Company for exploration services.

The Company entered into the following related party transactions during the year ended July 31, 2014:

- Paid or accrued consulting fees of \$16,573 to CWA Consultants Ltd., a company controlled by Tom Wilson, the Chief Financial Officer of the Company for management consulting services.
- Paid or accrued geological consulting fees of \$7,258 to Mammoth Geological Ltd., a company controlled by Timothy Henneberry, a director of the company for exploration services.

SUMMARY OF OUTSTANDING SHARE DATA

The Company's issued and outstanding share capital as at the date of this report is as follows:

- (1) Authorized: Unlimited common shares without par value.
- (2) As at November 27, 2015, the Company has 7,106,162 common shares and no warrants and options issued and outstanding.

CRITICAL ACCOUNTING ESTIMATES

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Significant areas requiring the use of management estimates include:

- i) The determination of the fair value of stock options and warrants using stock pricing models, require the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate; therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options and warrants.
- ii) The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

FINANCIAL INSTRUMENTS

The Company classified its financial instruments as follows: cash is classified as fair value through profit or loss, receivables as loans and receivables, trade and other payables and accounts payable to related parties as other financial liabilities and are measured at amortized cost. Information on certain types of financial instruments is included elsewhere in these financial statements as follows: receivables (Note 6); trade and other payables (Note 7); and accounts payable to related parties (Note 8).

The carrying amount of cash, receivables, trade and other payables, and accounts payable to related parties carried at amortized cost is a reasonable approximation of fair value due to the relatively short period to maturity of these financial

instruments.

Financial risk management

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, and interest rate risk. The Company's exposures to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with its cash and receivables. The credit risk with respect to its cash is minimal as they are held with high-credit quality financial institutions. The Company's receivables mainly consist of goods and services tax ("GST") due from Canadian governments. Management does not expect these counterparties to fail to meet their obligations.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. 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 \$22,913 to settle trade payable and accrued liabilities of \$31,552. The Company's trade payable and accrued liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at July 31, 2015, the Company also had accounts payable to related parties of \$216,094 owing to companies controlled by directors and officers of the Company with no specific terms of repayment.

At present, the Company's operations do not generate positive cash flows. The Company's primary source of funding has been the issuance of equity securities through private placements and the exercise of stock options and warrants. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions. The interest rate risks on cash are not considered significant due to their short-term nature and maturity.

RISKS AND UNCERTAINTIES

Exploration of mineral properties involves a high degree of risk and the successful achievement of a profitable operation cannot be assured. Costs of finding and evaluating an ore body are substantial, and may take several years to complete. The Company must overcome many risks associated with an early stage exploration property. Specific items include, but are not limited to, identification and quantification of a commercially viable ore body, confirmation of the Company's interest in the underlying claims and leases, completion of a feasibility study, funding of all costs related to a commercial operating venture, completion of the permitting process, detailed engineering and the procurement of a processing plant, and constructing a facility to support the property. Construction and operational risks including, but not limited to, equipment and plant performance, metallurgical, environmental, cost estimation accuracy, and workforce performance and dependability will all affect the profitability of an operating property.

External financing, primarily through the issuance of common shares will be required to fund its activities. There can be no assurance that it will be able to do so in the future.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Future changes in accounting standards

A number of new standards and amendments to existing standards have been issued by the IASB that are mandatory for accounting periods beginning on or after January 1, 2015, or later periods. The Company has not applied these new standards in preparing these consolidated financial statements. The following pronouncement is considered by the Company to be the

most significant of several pronouncements that may affect the consolidated financial statements in future periods.

- New standard IFRS 9 *Financial Instruments* (“IFRS 9”) has been issued by IASB to replace IAS 39 *Financial Instruments: Recognition and Measurement*. IFRS 9 has two measurement categories: amortized cost and fair value. The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact of adopting IFRS 9 on its financial statements.

ADDITIONAL INFORMATION

Additional information is available concerning the Company and its operations on SEDAR at www.sedar.com and on the Company web site at www.quadroresources.ca.

APPROVAL

The Board of Directors of Quadro Resources Ltd. has approved the contents of this management discussion and analysis on November 27, 2015. A copy of this MD&A together with the audited financial statements for the year ended July 31, 2015 will be provided to anyone who requests it.