

GREATBANKS RESOURCES LTD.

**REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS
OF THE FINANCIAL POSITION AND RESULTS OF OPERATIONS**

FOR THE YEAR ENDED 31 JULY 2016

Dated: November 24, 2016

GREATBANKS RESOURCES LTD.

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MANAGEMENT DISCUSSION AND ANALYSIS

TO OUR SHAREHOLDERS:

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the financial statements of Greatbanks Resources Ltd. ("Greatbanks" or the "Company") and the notes thereto for the year ended July 31, 2016. Consequently, the following discussion and analysis of the financial condition and results of operations for the Company should be read in conjunction with the financial statements for the year ended July 31, 2016, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), consistently applied.

Discussion of the Company, its operations and associated risks is further described in the Company's filings, available for viewing at www.sedar.com. A copy of this MD&A will be provided to any applicant upon request.

Forward looking statements

Certain statements contained in the following MD&A and elsewhere constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth in the Company's filings and herein.

The table below sets forth the significant forward-looking information included in this MD&A:

Forward-Looking Information	Key Assumptions	Most Relevant Risk Factors
Future funding for ongoing operations	The Company will be able to raise these funds.	Failure to raise these funds will materially impact the Company's ability to continue as a going concern

General

The Company was incorporated in the Province of British Columbia on December 20, 1996. The Company's Registered and Records Office is at Suite 41st Floor – 66 Wellington Street West, Toronto, Ontario, Canada.

Highlights, significant events and transactions

In June 2016 the Company completed the acquisition of a mineral property, the Windy Claims which comprise 1,319.08 hectares and is located in the Cassiar District of the Province of British Columbia. See "Windy Property" below.

In March 2016, the Company repaid the \$50,000 short term loan it has received in the previous year.

During the year, the Company announced initiated a private placement of 17,224,468 units at \$0.03 per unit for proceeds of \$516,734. Of this amount, \$447,020 was received to July 31, 2016.

During the year, trading of the Company's shares was moved from the TSX Venture Exchange to the NEX board.

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Events subsequent to July 31, 2016

Subsequent to the year-end the Company closed a private placement of 17,224,468 units at \$0.03 per unit for proceeds of \$516,734. Of this amount, \$447,020 was received to July 31, 2016 and recorded on the financial statements as share subscriptions.

In October 2016, trading of the Company's shares was moved from the NEX board to the TSX Venture Exchange.

Subsequent to the year-end, the Company entered into a consulting agreement with a company controlled by a Director. If the contract is terminated by the Company without cause, the Company is obligated to pay a termination fee of \$78,336.

Windy Property

In June 2016 the Company completed the acquisition of a mineral property, the Windy Claims which comprise 1,319.08 hectares and is located in the Cassiar District of the Province of British Columbia. Based on the Company's review of historical data and technical analysis, the Company has concluded that the Windy Claims were worthy of further exploratory work, and recently completed a National Instrument 43-101 compliant technical report.

The Company issued 2,000,000 shares at a fair value of \$0.03 per share for a total of \$60,000. The vendors of the property retain a 2% net smelter royalty.

The claim is located approximately 15 km north of the old town site of Cassiar, British Columbia). The claim lies northwest of the historical Cassiar Asbestos Mine. Access to the claim group is via an all-weather paved road from Highway 37 west to the old town site of Cassiar B.C.

The property is an early stage exploration. It is the opinion of the author that the favorable geological setting and results of the work done to date by previous parties show that the Windy Property has the potential to host economic mineralization.

The suggested work program includes compilation of all the historical geological, geophysical and geochemical data available for the Windy Property, and rendering this data into a digital database in GIS formats for further interpretation. This work will include georeferencing historical survey grids, samples, trenches, geophysical survey locations, and detailed property geological maps.

The fieldwork component will include geophysical surveying, geological mapping, and trenching and sampling as warranted. The intent of this work would be to re-define the relationship of known skarn and investigate any of soil geochemical anomalies with the underlying and exposed bedrock mineralization. A 20-line kilometer geophysics magnetometer over the known mineralization. The expected cost of the program is \$85,165.

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Selected annual information

	July 2016	July 2015	July 2014
Fiscal Year Ended (Rounded)			
Exploration and evaluation – acquisition costs	\$ 67,150	\$ -	\$ -
Exploration and evaluation – expense	25,000	-	-
Exploration and evaluation – write down	-	-	-
Administration expenditures, net	469,000	509,000	185,000
Stock-based compensation	-	-	-
Comprehensive loss	450,000	468,000	185,000
Loss per share	0.03	0.08	0.03
Total assets	420,000	88,000	9,000

The decreased loss for the year ended July 31, 2016 is due to no impairment provision being recorded on available-for-sale investments during the year compared with \$70,000 for the year ended July 31, 2015. Losses were higher in 2016 and 2015 as a result of the new management team commencing efforts to revitalize the Company resulting in higher management fees. There was also a forfeiture of some management fees in the prior year. The two prior years were focused on divesting the Company of its resource properties.

The losses for the years ended July 31, 2013 and 2014 were resulting mainly from maintenance of the Company and final divestiture of its resource properties.

Results of operations

The comprehensive loss for the fiscal year ended July 31, 2016 was \$449,720 which compares to a comprehensive loss of \$467,661 during the same period in 2015. The main fluctuations in costs are as follows:

Management fees (Rounded)	12 months 2016	12 months 2015	3 months 2016	3 months 2015
Variance (decrease)	\$ 324,000	\$ 302,000	\$ 81,000	\$ 93,000
	\$ 22,000		\$ (12,000)	

The increase in management fees is due to the cancellation of a management contract during the year.

Professional fees (Rounded)	12 months 2016	12 months 2015	3 months 2016	3 months 2015
Variance (decrease) increase	\$ 70,000	\$ 88,000	\$ 29,000	\$ 42,000
	\$ (18,000)		\$ (13,000)	

The decrease in professional fees is as a result of lower legal fees over 2015 when significant costs were incurred for organizing the company, continuing it in Alberta. Also, fees related to review of possible contracts for acquisition of resource properties offset some of the decrease in legal fees.

Transfer agent and filing fees (Rounded)	12 months 2016	12 months 2015	3 months 2016	3 months 2015
Variance (decrease) increase	\$ 19,000	\$ 35,000	\$ 13,000	\$ 16,000
	\$ (16,000)		\$ (3,000)	

The decrease in transfer agent and filing fees is due to lower private placement fees being incurred in 2015 and none in 2016 and costs associated with reorganizing the Company in 2015.

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Interest on long-term debt (Rounded)	12 months 2016	12 months 2015	3 months 2016	3 months 2015
	\$ 2,000	\$ 14,000	\$ -	\$ 4,000
Variance (decrease) increase	\$ (12,000)		\$ (4,000)	

The decrease is due to the payout of some debentures during the year ended July 31, 2015.

Summary of quarterly results

The following table sets out selected unaudited quarterly financial information of the Company and is derived from the unaudited interim financial statements prepared by management. The Company's interim financial statements are prepared in accordance with Canadian generally accepted accounting principles and are expressed in Canadian dollars.

Financial data for last eight quarters

Three Months Ended	Jul-16	Apr-16	Jan-16	Oct-15	Jul-15	Apr-15	Jan-15	Oct-14
Total revenues	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Loss (gain) and comprehensive loss	\$115,272	\$91,886	\$120,076	\$122,486	\$257,242	\$16,711	\$168,477	\$25,231
(Earnings) loss per share	\$0.01	\$0.01	\$0.01	\$0.01	\$0.05	\$0.00	\$0.03	\$0.00

The decreased loss realized during the twelve month period ended July 31, 2016 is due to lower professional fees, transfer agent fees and interest on long-term debt. There was no impairment of available-for-sale investments during the year and only a small forgiveness of debt.

The losses incurred during the preceding seven fiscal quarters result primarily from management and compliance related fees.

Outstanding shares

As at July 31, 2016 the Company had 14,934,545 shares outstanding and as at July 31, 2015 the Company had 12,934,545 common shares issued and outstanding. As at 31 July 2016, the fully diluted amount of 21,800,745 represents no options and warrants of 6,866,200.

Liquidity and capital resources

The Company's working capital deficiency at July 31, 2016 was \$489,487, compared with \$454,637 at July 31, 2015.

Cash used in investing activities during the year ended July 31, 2016 totaled \$7,150 (2015 – \$100,000).

Cash used in operating activities during the year ended July 31, 2016 totaled \$162,278 (2015 – \$229,387).

Cash generated in financing activities during the year ended July 31, 2016 totaled \$397,020 (2015 – \$371,518).

The Company has no recent history of profitable operations. Therefore, it is subject to many risks common to comparable companies, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources as well as a lack of adequate revenues.

It will be necessary for the Company to arrange for additional financing to meet its ongoing requirements.

Management believes it will be able to raise equity capital as required in the long term, but recognizes the risks attached thereto. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favorable.

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The following table summarized the Company's significant remaining contractual maturities for financial liabilities as at July 31, 2016 and July 31, 2015:

	Less than 3 months	Between 3 12 months	Over 12 months	Total
As at July 31, 2016				
Trade and other payables	\$ 389,854	\$ 415,454	\$ -	\$ 805,308
Debentures payable	-	12,000	-	12,000
	\$ 389,854	\$ 427,454	\$ -	\$ 817,308
As at July 31, 2015				
Trade and other payables	\$ 479,360	\$ -	\$ -	\$ 479,360
Debentures payable	-	10,426	-	10,426
Loan payable	52,500	-	-	52,500
	\$ 531,860	\$ 10,426	\$ -	\$ 542,286

CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of exploration and evaluation properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is in the business of exploration and evaluation and has no source of operating revenue. Operations are financed through the issuance of capital stock. Capital raised is held in cash in an interest bearing bank account and in guaranteed investment certificates until such time as it is required to pay operating expenses or exploration and evaluation costs. The Company is not subject to any externally imposed capital restrictions. Its objectives in managing its capital are to safeguard its cash and its ability to continue as a going concern, and to utilize as much of its available capital as possible for exploration activities.

RISK FACTORS

Companies face many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical. Following is the risk factor most applicable to the Company.

ENVIRONMENTAL

Exploration and development projects are subject to the environmental laws and regulations of the jurisdictions within which the Company is conducting its operations. As such laws are subject to change, the Company carefully monitors proposed and potential changes, and ensures that it is and will be in strict compliance.

Various non-governmental organizations dedicated to environmental protection monitors, amongst others, the mining industry. These organizations have in the past commenced actions with the regulatory agencies or the courts to prevent or delay resource extraction activities.

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RELATED PARTY TRANSACTIONS

Related party transactions and balances not disclosed elsewhere in the financial statements are as follows:

Name and Principal Position		July 31 Remuneration of fees (1)	Share-based Awards	Included in Accounts Payable
A Company controlled by the President and CEO - Management fees	2016 \$	120,000	\$ -	\$ 95,000
	2015 \$	95,000	\$ -	\$ 30,100
A Company controlled by the Corporate Secretary and CFO - Management fees	2016 \$	96,000	\$ -	\$ 67,000
	2015 \$	76,000	\$ -	\$ 26,600
A Company controlled by the Chairman - Management fees	2016 \$	12,000	\$ -	\$ 21,500
	2015 \$	19,500	\$ -	\$ 9,500
A Company controlled by the Vice-President - Management fees	2016 \$	96,000	\$ -	\$ 120,000
	2015 \$	76,000	\$ -	\$ 24,000
A current director of the Company	2016 \$	-	\$ -	\$ 3,350
	2015 \$	-	\$ -	\$ 3,350

(1) Amounts disclosed were paid or accrued to the related party during the years ended July 31, 2016 and July 31, 2015.

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include executive and non-executive directors. During the year ended July 31, 2016 aggregate remuneration of \$324,000 (2015 - \$280,500) was paid or accrued to key management personnel. During the year ended July 31, 2016, certain management fees were forgiven and the Company recorded a gain of \$9,250. No share based payments were granted to key management personnel during the years ended July 31, 2016 and 2015.

Included in accounts payable are advances from the President and CEO and a director of the Company of \$Nil (2015 - \$3,450). The amounts owed are non-interest bearing and payable on demand.

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OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amount and classification of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revisions affect only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

The following are the critical judgments and areas involving estimates, that management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognized in the financial statements: Carrying value of mineral property and, market risk of available-for-sale investments.

INVESTOR RELATIONS ACTIVITIES

With respect to public relations, the Company's policy is to provide information from its corporate offices to investors and brokers directly.

APPROVAL

The Board of Directors of Greatbanks has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

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ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Greatbanks' general and administrative expenses is provided in the Company's Audited Statements of Financial Position, Comprehensive Loss, Changes in Deficit and Cash flows contained in its Annual Audited Financial Statements for July 31, 2016 and July 31, 2015. This information is available on its SEDAR page site accessed through www.sedar.com.

A Cautionary Tale

This document contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company, its subsidiaries and its projects, the future supply, demand, inventory, production and price of mineral resources, the estimation of reserves and resources, the realization of reserve estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of resources; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the resource industry; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Respectfully submitted

On Behalf of the Board of Directors

"Andrew Male"

Andrew Male, President and CEO