

**GREATBANKS RESOURCES LTD.**

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

**FOR THE THREE MONTHS ENDED OCTOBER 31, 2016**

Dated: December 30, 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 three month period ended October 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 condensed interim financial statements for the period ended October 31, 2016 and the audited 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](http://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:

<b>Forward-Looking Information</b>	<b>Key Assumptions</b>	<b>Most Relevant Risk Factors</b>
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 41<sup>st</sup> Floor – 66 Wellington Street West, Toronto, Ontario, Canada.

#### Highlights, significant events and transactions

In October 2016 the Company's shares were 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.

#### Events subsequent to October 31, 2016

No significant events have occurred subsequent to October 31, 2016.

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### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **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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### MANAGEMENT DISCUSSION AND ANALYSIS

#### RESULTS OF OPERATIONS

The increased loss for the period ended October 31, 2016 is due to the increased size of the management team and resulting in additional management fees and also higher legal fees associated with re-listed on the TSX Venture Exchange.

##### Results of operations

The comprehensive loss for the period ended October 31, 2016 was \$153,848 which compares to a comprehensive loss of \$122,486 during the same period in 2016. The main fluctuations in costs are as follows:

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	3 Months 2016	3 Months 2015
<b>Management Fees (Rounded)</b>	<b>\$ 121,233</b>	\$ 93,000
Variance - increase (decrease)	<b>\$ 28,233</b>	

The increase in management fees compared to the prior period is the result of an addition to the management team.

	3 Months 2016	3 Months 2015
<b>Professional Fees (Rounded)</b>	<b>\$ 20,000</b>	\$ 8,000
Variance - increase (decrease)	<b>\$ 12,000</b>	

The increase in professional fees compared to the prior period is due to legal fees associated with the Company's efforts to re-list on the TSX Venture Exchange.

	3 Months 2016	3 Months 2015
<b>Travel and promotion</b>	<b>\$ 25,034</b>	\$ 4,492
Variance - increase (decrease)	<b>\$ 20,542</b>	

The increase in travel and promotion during the period results from management arranging financing and reviewing addition mineral properties in its efforts to expand the Company.

	3 Months 2016	3 Months 2015
<b>Transfer agent and filing fees (Rounded)</b>	<b>\$ 7,951</b>	\$ 4,536
Variance - increase (decrease)	<b>\$ 3,415</b>	

The increase in transfer agent and filing fees during the period is the result of additional activity associated with regulatory fees in efforts to reactivate the Company.

	3 Months 2016	3 Months 2015
<b>Valuation adjustments - Available-for-sale investments</b>	<b>\$ 20,000</b>	\$ (10,000)
Variance - increase (decrease)	<b>\$ 30,000</b>	

There was an increase in the market value of the Company's investments compared to a decrease in the prior year.

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### MANAGEMENT DISCUSSION AND ANALYSIS

#### 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	Oct-16	Jul-16	Apr-16	Jan-16	Oct-15	Jul-15	Apr-15	Jan-15
Total revenues	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(Gain) loss and comprehensive loss	\$ 153,848	\$ 115,272	\$ 91,886	\$ 120,076	\$ 122,486	\$ 257,242	\$ 16,711	\$ 168,477
(Earnings) loss per share	\$ 0.06	\$ 0.01	\$ 0.05	\$ -	\$ 0.03	\$ -	\$ 0.01	\$ -

The losses incurred during the 2015 fiscal year result primarily from management and compliance related fees.

#### Outstanding shares

As at October 31, 2016 the Company had 32,159,013 shares outstanding and as at July 31, 2016 the Company had 14,934,545 common shares issued and outstanding. As at October 31, 2016, the fully diluted amount of 56,249,681 represents no options and warrants of 24,090,668.

#### Liquidity and capital resources

The Company's working capital deficiency at October 31, 2016 was \$582,122, compared with \$489,487 at July 31, 2016.

Cash used in investing activities during the period ended October 31, 2016 totaled \$Nil (2015 – \$Nil).

Cash used in operating activities during the period ended October 31, 2016 totaled \$259,218 (2015 – \$33,186).

Cash generated in financing activities during the period ended October 31, 2016 totaled \$32,213 (2015 – \$Nil).

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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### MANAGEMENT DISCUSSION AND ANALYSIS

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

	Less than 3 months	Between 3 and 12 months	Over 12 months	Total
<b>October 31, 2016</b>				
Trade and other payables	\$ 258,958	\$ 243,000	\$ 202,219	\$ 704,177
Debentures payable	-	-	-	-
	\$ 258,958	\$ 243,000	\$ 202,219	\$ 704,177
<b>July 31, 2016</b>				
Trade and other payables	\$ 389,854	\$ 415,454	\$ -	\$ 805,308
Debentures payable	-	12,000	-	12,000
	\$ 389,854	\$ 427,454	\$ -	\$ 817,308

### 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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### MANAGEMENT DISCUSSION AND ANALYSIS

#### RELATED PARTY TRANSACTIONS

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

Name and Principal Position		October 31 Remuneration of fees (1)	Share-based Awards	Included in Accounts Payable
A Company controlled by the President and CEO - Management fees	2016	\$ 30,000	\$ -	\$ 150,000
	2015	\$ 30,000	\$ -	\$ 30,000
A Company controlled by the Corporate Secretary and CFO - Management fees	2016	\$ 24,000	\$ -	\$ 96,000
	2015	\$ 24,000	\$ -	\$ 48,000
A Company controlled by the Chairman - Management fees	2016	\$ 3,000	\$ -	\$ 3,000
	2015	\$ 3,000	\$ -	\$ 9,000
A Company controlled by the Vice-President - Management fees	2016	\$ 24,000	\$ -	\$ 144,000
	2015	\$ 24,000	\$ -	\$ 48,000
A current director of the Company	2016	\$ -	\$ -	\$ -
	2015	\$ -	\$ -	\$ 3,350
A current director of the Company	2016	\$ 40,233	\$ -	\$ 40,233
	2015	\$ -	\$ -	\$ -

<sup>(1)</sup> Amounts disclosed were paid or accrued to the related party during the period ended October 31, 2016 and 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 period ended October 31, 2016 aggregate remuneration of \$121,233 (2015 - \$81,000) was paid or accrued to key management personnel. No share based payments were granted to key management personnel during the periods ended October 31, 2016 and 2015.

There were no payments during the year for short-term employee benefits, post-employment benefits, long-term benefits, termination benefits and share-based payments.

The above transactions are measured at their exchange amount, which is the amount of consideration established and agreed to by the related parties. Amounts due to related parties are unsecured, non-interest bearing and have no fixed term of repayment.

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### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **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.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Additional disclosure concerning Greatbanks' general and administrative expenses is provided in the Company's Condensed Interim Statements of Financial Position, Comprehensive Loss, Changes in Deficit and Cash flows contained in its Condensed Interim Financial Statements for October 31, 2016 and October 31, 2015. This information is available on its SEDAR page site accessed through [www.sedar.com](http://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