MUNDORO

Condensed Interim Consolidated Financial Statements

(Unaudited)

March 31, 2017

Expressed in Canadian Dollars

Reader's Note:

These unaudited condensed interim consolidated financial statements of Mundoro Capital Inc. have been prepared by management and have not been reviewed by the Company's auditors.

Mundoro Capital Inc.

(An exploration stage company)

Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

As at		March 31, 2017		December 31, 2016
		(Unaudited)		
ASSETS				
Current assets				
Cash and cash equivalents	$	**2,053,986**	$	1,567,762
Short-term investments		**2,015,732**		3,012,427
Amounts receivable (note 5)		**102,237**		166,722
Deposits		**32,101**		31,826
Prepaid expenses		**199,584**		88,599
	$	**4,403,640**	$	4,867,336
Non-current assets				
Restricted cash (note 4)	$	**407,713**	$	348,482
Investments (note 6)		**344,364**		344,364
Equipment and vehicles (note 7)		**143,491**		121,380
Mineral interests (note 8)		**438,921**		433,374
		1,334,489		1,247,600
TOTAL ASSETS	$	**5,738,129**	$	6,114,936
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities (notes 10 & 12)	$	**306,765**	$	353,209
TOTAL LIABILITIES	$	**306,765**	$	353,209
EQUITY				
Share capital (note 11)	$	**46,725,684**	$	46,725,684
Contributed surplus		**8,865,334**		8,865,334
Stock options reserve		**720,606**		683,513
Accumulated Other Comprehensive Income		**50,668**		49,983
Deficit		**(50,930,928)**		(50,562,787)
TOTAL EQUITY	$	**5,431,364**	$	5,761,727
TOTAL EQUITY AND LIABILITIES	$	**5,738,129**	$	6,114,936

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

These consolidated financial statements are authorized for issue by the Board of Directors on May 26, 2017.

They are signed on the Company's behalf by:

/s/ Michael Calyniuk Director */s/ Teo Dechev Director*

Mundoro Capital Inc.

(An exploration stage company)

Consolidated Statements of Loss and Comprehensive Loss

(Unaudited)

(Expressed in Canadian Dollars)

	For the three months ended March 31, 2017	March 31, 2016
Exploration and project evaluation (note 9)	**$ 649,737**	$ 354,000
Less: recoveries	**(546,576)**	(81,324)
	103,161	272,676
EXPENSES		
Corporate governance	**77,155**	57,680
General and administrative	**19,512**	9,518
Accounting and audit	**35,245**	36,347
Corporate communication	**69,269**	14,773
	201,181	118,318
LOSS BEFORE OTHER EXPENSES	**304,342**	390,994
OTHER (INCOME) EXPENSES		
Interest income	**(8,424)**	(17,370)
Share-based payments (note 11(c))	**37,093**	1,977
Depreciation (note 7)	**11,618**	7,155
Foreign exchange loss	**24,326**	44,832
Gain on disposal of fixed assets	**(814)**	-
	63,799	36,594
NET LOSS FOR THE YEAR	**368,141**	427,588
OTHER COMPREHENSIVE (INCOME) LOSS WHICH MAY BE RE-CLASSIFIED TO PROFIT OR LOSS IN SUBSEQUENT PERIODS		
Foreign currency translation differences for foreign operations	**(685)**	55,978
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	**$ 367,456**	$ 483,566
Loss per share		
Basic and diluted loss per share:	**$ (0.01)**	**$ (0.01)**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Mundoro Capital Inc.

(An exploration stage company)

Consolidated Statements of Change in Equity

(Unaudited)

(Expressed in Canadian Dollars)

	Share capital		Reserves				
	Number of shares	Amount	Contributed Surplus	Stock options reserve	Accum. Other Comprehensive Income	Deficit	Total
Balance at December 31, 2015	**43,786,776**	**$ 45,801,709**	**$ 8,865,334**	**$ 631,139**	**$ 131,314**	**$ (48,737,706)**	**$ 6,691,790**
Share-based payments (Note 11(c))	-	-	-	1,977	-	-	1,977
Net comprehensive loss for the period	-	-	-	-	(55,978)	(427,588)	(483,566)
Balance at March 31, 2016	**43,786,776**	**$ 45,801,709**	**$ 8,865,334**	**$ 633,116**	**$ 75,336**	**$ (49,165,294)**	**$ 6,210,201**
Balance at December 31, 2016	**52,120,109**	**$ 46,725,684**	**$ 8,865,334**	**$ 683,513**	**$ 49,983**	**$ (50,562,787)**	**$ 5,761,727**
Units issued for cash - private placement			-	-	-	-	-
Share-based payments (Note 11(c))	-	-	-	37,093	-	-	37,093
Net comprehensive loss for the period	-	-	-	-	685	(368,141)	(367,456)
Balance at March 31, 2017	**52,120,109**	**$ 46,725,684**	**$ 8,865,334**	**$ 720,606**	**$ 50,668**	**$ (50,930,928)**	**$ 5,431,364**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Mundoro Capital Inc.
(An exploration stage company)
Consolidated Statements of Cash Flows
(Unaudited)
(Expressed in Canadian Dollars)

		For the three months ended March 31, 2017		March 31, 2016
Cash flows provided from (used in):				
OPERATING ACTIVITIES				
Net loss for the period	**$**	**(368,141)**	$	(427,588)
Adjustments for items not affecting cash:				
Depreciation		11,618		7,156
Share-based payments		37,093		1,977
(Gain) loss on disposal of equipment		(814)		-
		(320,244)		(418,455)
Net changes in non-cash working capital items:				
Amounts receivable		66,548		1,712
Prepaid expenses		(110,323)		(21,263)
Deposits		(122)		(364)
Accounts payable and accrued liabilities		(48,530)		48,715
Net cash used in operating activities		**(412,671)**		(389,655)
INVESTING ACTIVITIES				
Expenditures on resource properties		(1,725)		(405)
Net proceeds on redemption and purchase of short-term investments, net of interest earned		996,695		350,462
Purchase of equipment		(34,821)		(2,186)
Restricted Cash		(58,105)		-
Proceeds on disposition of asset		3,080		-
Net cash flows from investing activities		**905,124**		347,871
Effects of exchange rate changes on cash and cash equivalents		**(6,229)**		(17,897)
Net increase (decrease) in cash and cash equivalents		**486,224**		(59,681)
Cash and cash equivalents, beginning of the period		**1,567,762**		495,553
Cash and cash equivalents, end of the period	**$**	**2,053,986**	$	435,872

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

1. NATURE OF OPERATIONS

Mundoro Capital Inc. (the "Company" or "MCI" or "Mundoro") is an exploration, development and investment company operating in the mineral resource sector. The Company's current exploration activity is focused on the Tethyan Belt of Serbia and Bulgaria in Southeastern Europe. The business of exploration and development involves a high degree of risk and there can be no assurance that current exploration and development programs will result in discovery or future profitable operations.

The Company was incorporated on March 6, 2008 under the Business Corporations Act of the Province of British Columbia for the purpose of acquiring all of the shares of Mundoro Mining Inc. ("MMI"), through a Plan of Arrangement. The Company's common stock is quoted on the TSX Venture Exchange ("TSXV") under the symbol MUN.

The Company's head office and principal address is 15th floor - 1040 West Georgia Street, Vancouver, British Columbia, Canada V6E 4H1.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

a) Statement of compliance with International Financial Reporting Standards

These unaudited condensed interim consolidated financial statements of the Company have been prepared in accordance with International Accounting Standard 34 – Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is, therefore, recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2016. The accounting policies applied by the Company in these financial statements are consistent with those of the previous financial years.

b) Basis of preparation

These unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

c) Management judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments are regularly evaluated and are based on management's experience and other factors including expectations about future events that are believed to be reasonable under the circumstances.

In preparing these condensed interim consolidated financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainties were the same as those applied for the year ended December 31, 2016.

(Expressed in Canadian Dollars)

3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, and amendments to standards, will become effective subsequent to March 31, 2017. Those that are expected to be applicable to the Company are discussed below.

IFRS 9 – Financial Instruments. This standard and its consequential amendments will replace *IAS 39 Financial Instruments*: *Recognition and Measurement*. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IFRS 2, Share Based Payments: The IASB issued amendments to IFRS 2 Share-Based Payments that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled. On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and other criteria are met. The amendments are effective for annual periods beginning on or after January 1, 2018, with early application permitted.

IFRS 16 – Leases. This standard and its consequential amendments will replace *IAS 17 – Leases* and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. IFRS 16 is effective for annual periods beginning on or after January 1, 2019.

The Company has not adopted these standards early and is currently assessing the impact they will have on the consolidated financial statements. There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

4. RESTRICTED CASH

		March 31, 2017		December 31, 2016
Mineral Property Guarantee Deposits	$	204,478	$	348,482
Joint Venture Related Payments (Note 8)		203,235		-
Restricted Cash	**$**	**407,713**	$	348,482

(Expressed in Canadian Dollars)

5. AMOUNTS RECEIVABLE

		March 31, 2017		December 31, 2016
Amounts Receivable				
VAT/GST Receivable	$	94,521	$	120,084
Other Receivable (note 8)		7,716		46,638
	$	**102,237**	**$**	**166,722**

6. INVESTMENTS

China

On October 11, 2011, the Company completed a strategic transaction with China National Gold Group Hong Kong Limited ("CNGHK"). Pursuant to the share purchase agreement, CNGHK acquired 95% of the issued and outstanding shares of MMI, the Company's previously wholly-owned subsidiary, for a cash purchase price of $13,800,000, with the Company retaining 5% of the issued and outstanding shares of MMI.

The Company has not been informed by MMI (a private Canadian Company controlled by CNGHK) of any change in (i) status of the licenses for the Maoling Gold Project or (ii) any loan or guarantee provided by CNGHK to MMI. The investment represents the retained 5% ownership interest in MMI. As at March 31, 2017, the balance of the investment was $63,511 (December 31, 2016 - $63,511).

Bulgaria

On June 10, 2013, the Company, through a 100%-owned subsidiary, acquired at a cost of $280,853, a 2.9% equity interest in a privately held gold producing company in Bulgaria that operates adjacent to the Company's Zvezda license. As at March 31, 2017, the Company performed an impairment assessment and did not identify any indication that the carrying value of the investment is impaired.

Available for Sale Investments		March 31, 2017		December 31, 2016
Investment in China	$	63,511	$	63,511
Investment in Bulgaria		280,853		280,853
	$	**344,364**	**$**	**344,364**

(Expressed in Canadian Dollars)

7. EQUIPMENT AND VEHICLES

	Office Equipment	Field equipment	Total
Cost			
As at December 31, 2015	**$ 51,259**	**$ 154,615**	**$ 205,874**
Additions	2,186	84,680	86,866
Disposals	-	(28,154)	(28,154)
Effect of movements in exchange rates	(460)	(13,718)	(14,178)
As at December 31, 2016	**$ 52,985**	**$ 197,423**	**$ 250,408**
Additions	1,553	33,268	34,821
Disposals	-	(12,109)	(12,109)
Effect of movements in exchange rates	63	1,909	1,972
At March 31, 2017	**$ 54,601**	**$ 220,491**	**$ 275,092**
Accumulated depreciation			
As at December 31, 2015	**$ (34,409)**	**$ (92,335)**	**$ (126,744)**
Depreciation for the period	(6,295)	(24,490)	(30,785)
Disposals	-	21,144	21,144
Effect of movements in exchange rates	369	6,988	7,357
As at December 31, 2016	**$ (40,335)**	**$ (88,693)**	**$ (129,028)**
Depreciation for the period	(1,229)	(10,389)	(11,618)
Disposals	-	9,842	9,842
Effect of movements in exchange rates	(43)	(754)	(797)
At March 31, 2017	**$ (41,607)**	**$ (89,994)**	**$ (131,601)**
Net book amount			
As at December 31, 2016	$ 12,650	$ 108,730	$ 121,380
At March 31, 2017	**$ 12,994**	**$ 130,497**	**$ 143,491**

8. MINERAL INTERESTS

	European Projects	Mexico Projects	Total
Balance as at December 31, 2016	**$ 427,812**	**$ 5,562**	**$ 433,374**
Acquisition costs	1,725	-	1,725
Effect of movements in exchange rates	3,274	548	3,822
Balance at March 31, 2017	**$ 432,811**	**$ 6,110**	**$ 438,921**

(Expressed in Canadian Dollars)

8. MINERAL INTERESTS (continued)

	European Projects	Mexico Projects	Total
Balance as at December 31, 2015	**$ 452,753**	**$ 6,870**	**$ 459,623**
Acquisition costs	6,173	-	6,173
Effect of movements in exchange rates	(31,114)	(1,308)	(32,422)
Balance at December 31, 2016	**$ 427,812**	**$ 5,562**	**$ 433,374**

Serbian Properties

The Company holds eight 100%-owned exploration licenses which include: (i) Zeleznik, (ii) Padina, (iii) Borsko Jezero, (iv) Savinac, (v) Bacevica, (vi) Osnic, (vii) Sumrakovac, and (viii) Dubrava-Ostrelj. These properties are located in Northeastern Serbia east of Belgrade and are held in the name of Stara Planina d.o.o., Mundoro's 100%-owned Serbian company. To maintain title to the exploration licenses in Serbia, the Company has ongoing annual exploration expenditure commitments and is obligated to pay annual property taxes and other related costs associated with holding the properties. During the period ended March 31, 2017, such holding costs amounted to $57,934 (2016 - $12,458).

On July 27, 2016, the Company amended its binding interim agreement (the "Interim Agreement") with Japan Oil, Gas and Metals National Corporation ("JOGMEC") and granted to JOGMEC an earn-in option on four of Mundoro's exploration licenses: Dubrava, Padina, Zeleznik and Borsko Jezero (the "Timok North Projects") located within the Timok Magmatic Complex in northeastern Serbia. JOGMEC has the option to earn a 51% interest in the Timok North Projects by making US$4 million in expenditures within three years (March 2019) ("Stage One Earn-in"). JOGMEC has completed its commitment to expend US$1 million of this amount by March 2017. Following the Stage One Earn-in, JOGMEC has a right to acquire an additional 24% interest in the Timok North Projects, for a total of 75% interest, by funding the completion of a Feasibility Study (up to US$32 million) by the eighth anniversary of the Interim Agreement (March 2024) ("Stage Two Earn-in"). On completing the Stage Two Earn-In, JOGMEC will have a right, exercisable for a period of 60 days, to purchase an additional 5% interest in the Timok North Projects from Mundoro, for a total of 80% interest. The purchase price for the 5% interest will be determined by an independent appraisal of fair market value. JOGMEC will be responsible for future expenditures on the Timok North Projects through to production if it completes Stage Two Earn-in, including Mundoro's share of capital expenditures. Mundoro's portion of capital expenditures shall be repaid from 50% of the cash flow that Mundoro would otherwise be entitled to receive on a pro rata basis from the joint venture. If either party dilutes below 10%, their interest will convert into a 2% NSR of which up to 1% NSR will be re-purchasable for a total of US$4 million. Mundoro is the initial operator of the Timok North Projects. A management committee has been formed and is comprised of two representatives from each of Mundoro and JOGMEC.

Amounts received from JOGMEC per the Interim Agreement are netted against the exploration expenditures on the Timok Norh Projects, recognized in the Company's statement of loss. As at March 31, 2017, the excess funds received from JOGMEC of $203,235 were reserved for future exploration and recognized as restricted cash.

Bulgarian Properties

The Company holds two 100%-owned exploration licenses which include: (i) Zvezda and (ii) Byalo. The Zvezda and Byalo licenses are located in southeastern Bulgaria known as the Rhodopes region. To maintain title to the exploration licenses in Bulgaria, the Company has ongoing annual exploration expenditure commitments and is obligated to pay annual property taxes and related costs associated with holding the properties. During the period ended March 31, 2017, the Company paid $8,753 (2016 - $5,747) for this purpose. The Zvezda and the Byalo exploration licenses have been extended to April 2018 and January 2019, respectively.

(Expressed in Canadian Dollars)

8. MINERAL INTERESTS (continued)

Mexico Properties

As of March 31, 2017, the Company had filed relinquishment applications for all its Mexican properties except for Camarago, which the Company believes has the potential for porphyry gold-copper style mineralization. To maintain the Camargo mineral concession, the Company has an ongoing annual exploration expenditure commitment and is obligated to pay approximately $4,000 semi-annually in government property tax payments. The Company is maintaining the Camargo concession in good standing and preparing the property for joint ventures or another form of transaction. The Company has a database of the geological information which is being used for joint venture discussions.

9. EXPLORATION AND PROJECT EVALUATION

The following is a summary of expenditures incurred on the Company's projects during the periods:

	Europe			Other Project	
	Serbia	Bulgaria	Mexico	Evaluation	Total
For the three months ended March 31, 2017					
Corporate [(1)]	$ 26,721	$ 40,261	$ 2,362	$ -	$ 69,344
Land holding [(2)]	57,934	8,753	7,001	-	73,688
Government and community relations [(3)]	7,094	63	-	-	7,157
Field related [(4)]	25,364	10,583	-	-	35,947
Personnel [(5)]	150,990	31,740	-	-	182,730
Technical Services [(6)]	207,080	29,613	-	-	236,693
Project evaluation [(7)]	27,674	3,087	-	13,417	44,178
Total expenditures	502,857	124,100	9,363	13,417	649,737
Less: recoveries	(546,576)	-	-	-	(546,576)
	$ (43,719)	$ 124,100	$ 9,363	$ 13,417	$ 103,161

	Europe			Other Project	
	Serbia	Bulgaria	Mexico	Evaluation	Total
For the three months ended March 31, 2016					
Corporate [(1)]	$ 12,219	$ 12,493	$ 10,333	$ -	$ 35,045
Land holding [(2)]	12,458	5,747	3,931	-	22,136
Government and community relations [(3)]	2,262	490	-	-	2,752
Field related [(4)]	99,515	2,694	-	-	102,209
Personnel [(5)]	100,527	17,131	-	-	117,658
Technical Services [(6)]	8,864	1,855	-	-	10,719
Project evaluation [(7)]	32,078	3,091	-	28,312	63,481
Total expenditures	267,923	43,501	14,264	28,312	354,000
Less: recoveries	(81,324)	-	-	-	(81,324)
	$ 186,599	$ 43,501	$ 14,264	$ 28,312	$ 272,676

(Expressed in Canadian Dollars)

9. EXPLORATION AND PROJECT EVALUATION (continued)

1) Corporate expenses include legal fees, and general and administrative costs related to the projects.
2) Land holding costs include property taxes and related costs associated with holding the properties.
3) Government and community relations relates to the costs of communicating with governing bodies in the local jurisdictions.
4) Field related expenses include items such as field equipment costs, and lodging for field personnel.
5) Personnel costs for conducting exploration work include consultants and employees, full-time and allocated.
6) Technical Services expenditures include activities such as geochemical sampling and assaying, geophysical surveys and interpretation, and drilling and assaying.
7) Project evaluation expenditures capture those costs incurred in analysis of existing mineral projects and evaluating new mineral project opportunities.

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31, 2017	December 31, 2016
Trade payables	$ 239,509	$ 285,678
Accrued liabilities	67,256	67,531
	$ 306,765	**$ 353,209**

11. SHARE CAPITAL

a) *Authorized share capital*

Unlimited number of common shares without par value.

b) *Issued share capital*

At March 31, 2017, there were 52,120,109 issued and fully paid common shares (December 31, 2016 – 52,120,109).

c) *Stock options*

At the Company's 2009 Annual General Meeting ("AGM"), the shareholders approved a stock option plan for the Company's directors, officers, employees and consultants. The stock option plan was approved by shareholders on May 27, 2011, and amended by the Board on March 26, 2012 and on January 18, 2017.

The changes in options during the period were as follows:

	March 31, 2017		December 31, 2016	
	Number outstanding	**Weighted average exercise price**	**Number outstanding**	**Weighted average exercise price**
Opening Balance	**3,087,500**	**$ 0.24**	2,815,000	$ 0.35
Granted	938,000	0.13	1,107,500	0.13
Expired	(272,500)	0.47	(700,000)	0.47
Forfeited	-	-	(135,000)	0.33
Closing Balance	**3,753,000**	**$ 0.20**	3,087,500	$ 0.24

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

c) *Stock options (continued)*

The following summarizes information about stock options outstanding and exercisable at March 31, 2017:

Expiry date	Options outstanding	Options exercisable	Exercise price ($)	Weighted average remaining contractual life (in years)
April 3, 2017*	225,000	225,000	0.37	0.01
May 21, 2017*	250,000	250,000	0.38	0.14
November 14, 2017	70,000	70,000	0.34	0.62
April 3, 2018	162,500	162,500	0.28	1.01
December 2, 2018	547,500	747,500	0.30	1.67
January 13, 2020	452,500	325,000	0.21	2.79
June 27, 2021	1,107,500	369,166	0.13	4.24
January 18, 2022	938,000	312,660	0.13	4.81
	3,753,000	**2,461,826**	**0.20**	**3.10**

- Expired unexercised subsequent to the period ended March 31, 2017.

On January 18, 2017, the Company granted stock options to directors, officers, employees and contractors to purchase up to 938,000 common shares of the Company at an exercise price of $0.13 per share, over a five-year term.

On June 28, 2016, the Company granted incentive stock options to certain directors, officers, and staff to purchase up to 1,107,500 common shares of the Company at an exercise price of $0.125 per share, over a five-year term.

These incentive stock options are subject to vesting such that 1/3rd vest at the time of the grant, 1/3rd vest after 12 months from the date of the grant and remaining 1/3rd vest after 24 months from the date of the grant.

The estimated value of the options granted during the three months ended March 31, 2017 and the year ended December 31, 2017, was calculated using the Black-Scholes Option Pricing Model with the following assumptions:

	March 31, 2017	December 31, 2016
Risk-free interest rate	1.01%	0.62%
Expected annual volatility	72.61%	78.74%
Expected life (in years)	4.00	4.00
Expected dividend yield	0.00%	0.00%
Grant date fair value per option	$0.07	$0.08

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (continued)

d) Warrants

The Company has the following warrants outstanding:

Warrants outstanding	Price per Share	Expiry Date
4,166,667	**$ 0.20**	**September 7, 2018**

The expiry of the warrants may be accelerated if the closing price of the Company's shares equals or exceeds C$0.30 for 15 consecutive trading days.

12. RELATED PARTY TRANSACTIONS AND BALANCES

a) Related party balances

The balances due to related parties included in accounts payables and accrued liabilities were $17,584 as at March 31, 2017 (December 31, 2016 – $41,352). These amounts are for reimbursement of expenses and service fees.

b) Related party transactions

	For the three months ended	
Expenses by nature:	**March 31, 2017**	**March 31, 2016**
Directors' fees	**$ 16,100**	$ 17,231
Short-term management salaries and benefits	**66,247**	66,448
Share based payments - Directors	**11,445**	1,236
Share based payments - Management	**13,881**	405
	$ 107,673	$ 85,320

13. COMMITMENTS

Office Lease

In December of 2014, the Company entered into a 3-year lease agreement ending March 31, 2018. In August 2015, the Company signed a sublease agreement over the remaining period of the lease to cover 85% of the lease costs and entered into a month-to-month agreement to rent office space at a lower rate. The Company also has leased offices in Serbia and Bulgaria and rented storage space in Mexico. The Mexican storage and Bulgarian office can be terminated with 30 days' notice while the lease agreement for the office in Serbia can be terminated with 60 days' notice. As of March 31, 2017, the minimum obligations under these leases are as follows:

	Canada
2017	**$ 54,694**
2018	**18,231**
	$ 72,925

During the three months ended March 31, 2017, the Company paid $18,475 (2016 - $12,114) for such longer-term lease commitment.

(Expressed in Canadian Dollars)

14. SEGMENTED INFORMATION

The Company has the following geographic segments: the Mexico exploration program ("Mexico"), the Serbian and Bulgarian exploration programs ("Europe") and, corporate administrative functions in Canada. The Company's total assets and net losses by geographic segment are as follows:

		Canada		Mexico		Europe		Total
Assets								
At March 31, 2017								
Non-current	$	294,885	$	6,110	$	1,033,494	**$**	**1,334,489**
Current		3,746,350		32,474		624,816		**4,403,640**
Total Assets	$	4,041,235	$	38,584	$	1,658,310	**$**	**5,738,129**
As at December 31, 2016								
Non-current	$	92,613	$	5,562	$	1,149,425	**$**	**1,247,600**
Current		4,280,612		38,846		547,878		**4,867,336**
Total Assets	$	4,373,225	$	44,408	$	1,697,303	**$**	**6,114,936**
Net loss for the year:								
For the three months ended March 31, 2017	$	425,843	$	9,363	$	(67,065)	**$**	**368,141**
For the three months ended March 31, 2016	$	242,216	$	14,264	$	171,108	**$**	**427,588**

15. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company continuously reviews the shareholders' equity, cash and cash equivalents. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, and acquire or dispose of assets to adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including but not limited to source and use of capital and general industry conditions.

The Company expects its current capital resources will be sufficient to carry its activities through the current operating period.

16. FINANCIAL INSTRUMENTS

a) *Financial Risk Management*

The Company is exposed to a variety of financial instrument related risks. The types of risk exposure and the way in which such exposure is managed are as follows:

Credit risk

The Company is exposed to credit risk with respect to its cash, cash equivalents, short-term investments and amounts receivable. Cash, cash equivalents and short-term investments have been placed on deposit with major Canadian financial institutions and the Company's receivable primarily consists of sales taxes receivable from the governments.

16. FINANCIAL INSTRUMENTS (continued)

a) *Financial Risk Management (continued)*

The risk arises from the non-performance of counter parties of contractual financial obligations. The Company manages credit risk, in respect of cash, cash equivalents and, short-term investments by purchasing highly liquid, short-term investment-grade securities held at a major Canadian financial institution. The Company deems the credit risk to be low.

Concentration of credit risk exists as the majority of cash and short-term investments are held at a single Canadian financial institution.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk requirements for its exploration, development and other corporate activities, and ensuring that it has sufficient cash and cash equivalents on hand to meet its short-term business requirements. Management and the Board of Directors annually review, plan and approve annual budgets and significant expenditures and commitments. The Company believes that it has sufficient cash, cash equivalents and short-term investments to meet its short-term business requirements. In the long-term, the Company may have to raise funds through the issuance of equity, assumption of debt, or other financing alternatives to complete development of its current projects and any projects acquired by the Company in the future. There are no assurances that the Company would be successful in its efforts to secure any required future financing.

The Company maintained sufficient cash and cash equivalents, and short-term investments at March 31, 2017 in the amount of $2,053,986 and $2,015,732 respectively, in order to meet short-term business requirements. At March 31, 2017, the Company had accounts payable and accrued liabilities of $306,765, which are expected to be paid within three months.

Market Risk
The significant market risks to which the Company is exposed are interest rate risk and currency risk.

Interest Rate Risk
Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash, cash equivalents and, short-term investments primarily include highly liquid investments that earn interest at market rates that are fixed to maturity. The Company also holds a portion of cash and cash equivalents in bank accounts that earn variable interest rates. Because of the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of March 31, 2017. As at March 31, 2017, the Company holds $4,272,953 in short-term investments and interest bearing cash deposits. Based on this net exposure as at March 31, 2017, and assuming that all other variables remain constant, a 10% change in the interest rate the Company is currently receiving would result in an increase or decrease of approximately $2,900 in the Company's net loss.

Currency risk
The Company primarily operates in Canada, Mexico, Serbia, Bulgaria and The Netherlands, and its expenses are incurred in CAD$, US$, MXN, EUR, BGN and RSD, whereas the functional currency of the Canadian entity, Mexican entity, Bulgarian entity and Serbian entity are the CAD$, MXN, BGN and RSD, respectively. The Company is affected by currency transaction risk, which may affect the Company's operating results as exchange rates fluctuate. The Company has not hedged its exposure to currency risk.

The Company maintains its funds in Canadian dollars and purchases foreign currencies to meet current operating needs.

MANAGEMENT DISCUSSION AND ANALYSIS

March 31, 2017
Expressed in Canadian Dollars

1. INTRODUCTION

Mundoro Capital Inc. ("Company", "MCI", and "Mundoro") is a Canadian based mineral acquisition, exploration and development company (see discussion under "Summary of Activities"). The Company's common stock is quoted on the TSX Venture Exchange ("TSXV") under the symbol MUN.

This management discussion and analysis ("MD&A") should be read in conjunction with the Company's consolidated financial statements and supporting notes for the period ended March 31, 2017, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

This document has been reviewed by the Audit Committee of the Board of Directors of the Company and has been approved by the Board of Directors on May 26, 2017. All amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information relating to Mundoro is available on our website at www.mundoro.com and on the Canadian Securities Administrator's website at www.sedar.com.

2. FORWARD LOOKING STATEMENTS

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "plans", "intends", "anticipates", "should", "estimates", "expects", "believes", "indicates", "suggests" and similar expressions.

This MD&A and in particular the "Outlook" section, contains forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of May 26, 2017.

- Readers are cautioned not to place undue reliance on these forward-looking statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.

- Subject to applicable laws, 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.

The material assumptions that were applied in making the forward-looking statements in this MD&A include: expectations as to the Company's future strategy and business plan; and execution of the Company's existing plans, which may change due to changes in the views of the Company or if new information arises which makes it prudent to change such plans.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risks and Uncertainties".

3. SUMMARY OF ACTIVITIES

Overview and Outlook

Mundoro is a Canadian mineral exploration and development public company focused on building value for its shareholders through directly investing in mineral projects that have the ability to generate future returns for shareholders. Mundoro has generated an attractive mineral project pipeline in Serbia and Bulgaria, in order to drive long-term growth and achieve shareholder return. Potential future returns for our shareholders from our invested mineral properties can be in various forms such as discovery of mineral resources, royalties, an interest in commercial production, dividend payments or sale of our interest in the mineral property.

In Serbia, Mundoro methodically staked a district-scale land position in the prolific Timok mining camp which hosts significant Gold-Copper deposits. The Serbian exploration properties are all located near the town of Bor, a thriving mining community which services the current government owned and operated mining operations, both open pit and underground, as well as a smelting and processing facility. The area has good infrastructure, well serviced roads and grid power. Mundoro has signed a binding Interim Agreement (the "**Interim Agreement**") with Japan Oil, Gas and Metals National Corporation ("**JOGMEC**") in which it has granted to JOGMEC an earn-in option on four of eight of Mundoro's Serbian exploration licenses: Dubrava, Padina, Borsko Jezero and Zeleznik located within the Timok Magmatic Complex in northeastern Serbia. This Interim Agreement represents the Company's second strategic partnership in the last couple of years, which reinforces the strategic location of Mundoro's land package in the Tethyan belt. In 2015, Mundoro had optioned the four southern projects to First Quantum for a period of 6 months.

In Bulgaria, Mundoro proactively staked a 400 sqkm land position in an under explored region of the Rhodopes known for precious metal deposits. Mundoro has generated drill targets on this land package for further exploration. Mundoro also has a minority investment in a private gold mining company.

In Mexico, Mundoro holds investments in mineral projects that we are seeking to monetize or joint venture.

Serbia Exploration Program

The Company's mineral exploration license areas in the Republic of Serbia ("**Serbia**") total 561.6 square kilometers (sq.km) and are located in Northeastern Serbia, approximately 100 km east of Belgrade, the capital of the country. The mineral exploration licenses are within the well-known Timok Magmatic Complex ("**TMC**"), a segment of the Tethyan Metallogenic Belt which runs from Eastern Europe to Asia. The TMC hosts significant gold (Au) – copper (Cu) porphyry deposits (Bor, Majdanpek, Veliki Kreveli, etc.) and related Cu-Au epithermal deposits (Chukaru Peki, Chelopech, etc.). The mineral exploration licenses are held through the Company's 100%-owned subsidiary Stara Planina Resources EAD, and are: (i) Zeleznik, (ii) Padina, (iii) Borsko Jezero ("Borkso"), (iv) Savinac, (v) Bacevica, (vi) Osnic, (vii) Sumrakovac, and (viii) Dubrava-Ostrelj ("Dubrava").

On August 2, 2016, the Company reported that it had entered into an amendment to the March 4, 2016 binding Interim Agreement with JOGMEC, in which Mundoro has granted to JOGMEC an earn-in option on four of Mundoro's exploration licenses: Dubrava, Padina, Zeleznik and Borsko (the "**Timok North Projects**") located within the Timok Magmatic Complex in northeastern Serbia.

Summary of activity:

Northern Licenses under JOGMEC Agreement

Zeleznik license

- Zeleznik is a 45 sq.km area located directly north of the Majdanpek mine and 45 km northwest of the Bor Mine Complex. At the southern end of the property, the Company has identified anomalous copper (Cu) – molybdenum (Mo) – gold (Au) geochemical results related to two andesite-diorite porphyry intrusions: (i) the western anomaly is 600 m x 450 m and is open to the north and south, and (ii) the eastern anomaly is 300 m x 300 m dipping under a limestone cap to the northeast. In 2015, the Company applied and was granted a 2-year extension of Zeleznik exploration license.

- No field work was carried out during Q1 on the Zeleznik license. However the analyzed the drill data from the program completed in Q4 2016 and prepared a work program for additional geochemical and geophysical surveys and a follow up fence drill program over the East and West zones which is anticipated to start in Q3-2017.

Dubrava license

- Dubrava totals 51 sq.km and wrapping around the eastern side of the Bor Mine Complex and the Veliki Kreveli open pit mining operation, in the highly prospective, world-class TMC. The 2015 exploration activity consisted of a CSAMT geophysical survey over the southern portion of the license in order to follow up on the hydrothermal breccia intersected in drillhole BJ04 from the 2013 drilling program and continue along strike of regional structures controlling the Bor and Krivelj Cu-Au epithermal and porphyry orebodies. The results highlighted a low resistivity anomaly in the vicinity of drillhole BJ04 which is 250 m wide and open to the west. The low resistivity anomaly may be associated with fractured and clayey volcanic rocks or hydrothermal volcanic breccia within the NNW fault zone.

- No field work was carried out during Q1 2017.

- The Company will be conducting structural analysis over the central licenses which will be combined with detailed interpretation of all results obtained to date in order to prioritize the next phase of exploration.

Padina license

- Padina is located 4km east of the Bor Mine Complex and totals 12 sq.km with the potential to host sediment hosted epithermal Au and Cu-Au porphyry style mineralization. In 2015, the Company completed a CSAMT geophysical survey over the southwestern portion of the license in order to assess the area and generate drill targets related to the regional Krivelj fault known to control the Veliki Krivelj Cu-Au porphyry orebody which has been interpreted to continue along strike through both the Padina and Dubrava licenses.

- No field work was carried out during Q1 2017.

- The Company is planning structural interpretation of this license area along with the Dubrava license area.

Borsko Jezero license

- Borsko Jezero license ("Borsko") is a 35 sq.km area located near the central portion of the Timok Magmatic Complex. Borsko is directly adjacent to the west of the producing Bor copper porphyry mine which is directly west of the Veliki Krivelj copper-gold porphyry mine.

- Structural analysis was completed over the license utilizing the available geophysical, geochemical and geology data generated by the Company's systematic exploration programs as well as stereoscopic images. As a result, four structurally favorable areas were identified for follow-up work.

- Drill target generation using the structural targets with the rest of the available data, generated six drill targets which were ranked according to criteria.

- Drilling started in February 2017 by testing the first prioritized target ("**Target 1**"). Target 1 was collared on a copper soil anomaly coincident with an argillic altered andesite dyke and structure mapped on surface and a strong resistivity geophysical anomaly. Drill hole BJ_06 on Target 1 was completed to 821.6m.

- The alteration and mineralization identified in this drill hole encouraged the Company and JOGMEC to increase the initially planned 600 m in one drill hole to 2821 meters over three diamond drill holes.

- At the end of Q1 2017 two additional drill holes were started at Borsko: BJ_07 which was a follow up drill hole to

BJ_06 to test Target 1 and BJ_08 to test Target 2. Logging and sampling are ongoing with the anticipation to have assay results with a brief description of mineralization and alteration from all three holes to be announced by the end of Q2 2017.

South Timok Licenses available for JV

The four southern licenses Savinac, Sumrakovac, Bacevica and Osnic ("South Timok Licenses") are available for partnership with third parties. Mundoro has been approached by third parties regarding the opportunity to joint venture these properties. Although there are discussions, the Company cannot provide assurance that a transaction will be concluded as a result of these discussions. The ongoing interest in the Company's exploration properties by third parties validates the exploration potential of these projects.

Sumrakovac license

- Sumrakovac license is a 106 sq.km area located 5 km southwest of the Bor Mine Complex and is adjacent on the west side to the Freeport-Nevsun Timok JV license.
- The Company has completed a 1020.6 m drill program at Skorusa copper-gold porphyry target during Q4-2016. During Q1-2017, work continued with data analysis and prioritization of targets.
- The mineralization at Skorusa porphyry appears open to the west and our recent data compilation and interpretation has identified several additional drill targets over the Skorusa system as well as a newly identified parallel alteration trend.

Savinac license

- During Q1 2017 the Company continued to analyze the drilling data from the Tilva Rosh gold prospect as well as carry out structural interpretation. Diamond drilling in 2014 in six holes totalling 917.8 m tested the vertical extent of the gold mineralisation confirmed the high-grade trench results of 12 m with 30g/t Au and 171g/t Ag. The drilling identified a zone of structurally controlled hydrothermal breccia and associated gold-silver mineralisation, along strike for about 100m that remained open along strike and at depth.
- Based on analysis of the prior drilling results, the Company prepared a 1260 m drilling program over sixteen drill holes. Eight of those are proposed to be short holes with depth of about 50m each and are aiming to test the lateral continuation of the mineralisation for about 400m along strike. The holes are collared next to the partly exposed at surface brecciated zone that returned anomalous gold grades from the trench sampling and are expecting to intersect mineralisation within the first 20m of drilling. In addition step-out drilling is planned as part of the drilling program to test the down dip extension of the mineralisation. Previous drilling carried out confirmed such extension in drillhole SAV-03 where an interval of 5 m with 2.5 g/t Au was intersected as down dip continuation of the near surface mineralisation found in drill hole SAV-01.

Bulgaria Exploration Program

The Company's mineral exploration licenses in the Republic of Bulgaria ("**Bulgaria**"), which are held through its 100%-owned subsidiary Bulgaria Alpha EAD, are: (i) Zvezda and, (ii) Byalo. The Zvezda and Byalo licenses are located in the Southeastern Rhodopes region which is a well-known mineral district that has been underexplored for epithermal low sulphidation Au-Ag veins, as well as disseminated, sediment hosted gold and porphyry Cu-Au deposits. Key deposits in this area are Chala, Kumovgrad, and Rozino. The two exploration contract areas are located over the Borovitsa Volcanic Complex which is host to a currently producing gold mine owned by a private Bulgarian company in which Mundoro, through a 100%-owned subsidiary, owns less than a 5% equity interest.

Summary of Activity:

Byalo license

The Company completed an initial drilling program over the Chuka copper-gold porphyry target which comprised of three diamond drill holes totaling 1000 m during Q4-2016. As part of the ongoing target generation program, the Company is conducting structural interpretation of the license as well as reinterpretation of the drill results to build a model of the porphyry system at Chuka and the regional setting for further porphyry systems in the license.

Zvezda License

Exploration activity during Q1-2017 at the Zvezda license was primarily to prepare the necessary applications and documents for land use permits in preparation for drilling in Q2-2017. Several prospects within the license have been evaluated, of which Angel Voyvoda ("**Angel**"), a potentially epithermal gold target was generated by systematic exploration completed by the Company in 2015-2016 and has been prioritized for drilling in Q2-2017.

At Angel, mineralized zones are hosted in Eocene sediments and are expressed on surface as discrete fault controlled breccia and veinlets. Soil geochemical anomalies highlight an area of 2.7 km x 1.5 km area anomalous in Au-Ag-Sb-As-Mo suit of elements (epithermal) and delineating at least three sets of E-W to NW-SE *en-echelon* structures. Previous work identified low-sulphidation style gold mineralization hosted in Eocene sediments resembling the Ada Tepe gold deposit and Stremci gold occurrence. Rock and soil sampling results returned 1 g/t Au to 3.3 g/t Au in rock outcrops and three gold bearing structures in soil anomalies trending NW from 1.3 km to 2.7 km long.

The apparent trend of the anomalies at Angel is coincident with the known structural trend in the region. Follow-up fieldwork, geophysical surveys and interpretation suggests that the broad nature of the anomaly is a result of steep structures which have transported gold and the associated epithermal suite of elements to surface from a deeper source at the unconformity contact of the Tertiary sediments and host metamorphic basement unit.

The targeted contact between the Eocene rocks and basement is projected to be relatively flat-lying and at approximately 150 m to 250 m depth. A reverse circulation drilling program was designed to test a broad area cost effectively. The Company has budgeted approximately 1,300 meters for this drill program.

During Q1-2017, the Company obtained all needed land use permits to execute the drill program and drill pad preparation was started.

Generative Program

In February 2017, the Company was announced as winner of a tender for the Pesnopoy exploration license. The license is expected to be granted in the second half of 2017. Pesnopoy is part of the same mineral district as Zvezda and Byalo licenses - Southeastern Rhodopes, and is historically known to be targeted for epithermal low sulphidation Au-Ag vein-type, as well as disseminated, sediment hosted gold and porphyry Cu-Au deposits. Key target unit in the license is the Rusalsko limestone formation which is believed to be part of the same mineralization suit as Ada Tepe – Angel Voivoda – Stremci deposits and occurrences.

Mexico Exploration Program

Many of the outcropping vein type deposits in Mexico have been explored for decades and in some cases for centuries, but deeper targets under cover and peripheral to outcropping vein deposits are now considered highly prospective targets. These styles of mineralization have generally been under explored in Mexico. The areas which Mundoro has staked has been explored by the Company for porphyry Au-Cu deposits, "Penasquito Type'' breccia pipe, carbonate replacement and manto type deposits, intrusion-related disseminated sulphide deposits, polymetallic (Au-Ag-Pb-Zn) intermediate sulphidation epithermal deposits and low sulphidation type epithermal deposits.

The Company had filed relinquishment applications for all its Mexican properties except for Camargo. Although the confirmation of acceptance of relinquishment has not yet been received for all the properties, under the Mining Act and its regulations, the relinquishment is effective 20 calendar days after filing. To maintain the Camargo mineral concession, the Company has an ongoing annual exploration expenditure commitment and is obligated to pay approximately $4,000 semi-annually in government property tax payments. The Company is maintaining the remaining Camargo concession in good standing and preparing the property for joint ventures or another form of transaction. The Company compiled a database of the geological information which is being used for joint venture discussions.

4. RESULTS OF OPERATIONS

The Company ended Q1-2017 with $4,272,953 in cash, cash equivalents and short term investments. Mundoro has no long-term debt.

Summary of Quarterly Results

C$ Thousands	Q1/17	Q4/16	Q3/16	Q2/16	Q1/16	Q4/15	Q3/15	Q2/15
Exploration and project evaluation	(650)	(864)	(806)	(365)	(354)	(371)	(312)	(353)
Recoveries from partners	547	499	382	283	81	12	38	-
Net Exploration and project evaluation	(103)	(365)	(424)	(82)	(273)	(359)	(274)	(353)
Corporate expenses (1)	(201)	(203)	(149)	(196)	(118)	(251)	(184)	(216)
Loss before other (expenses) income	(304)	(568)	(573)	(278)	(391)	(610)	(458)	(569)
Other income (expense) (2)	(64)	1	9	(19)	(54)	(143)	3	(24)
Loss for the period	(368)	(567)	(545)	(285)	(428)	(729)	(439)	(564)
Loss per share:								
Basic	$(0.01)	$(0.02)	$(0.01)	$(0.01)	$(0.01)	$(0.02)	$(0.01)	$(0.01)
Diluted	(0.01)	(0.02)	(0.01)	(0.01)	(0.01)	(0.02)	(0.01)	(0.01)

1. Corporate Expenses include accounting and audit, corporate governance, corporate communication, and general and administrative expenses.
2. Other income (expense) includes share-based compensation, and foreign exchange loss (gain).

Fluctuations in exploration and project evaluation costs as well as in corporate related expenditures are discussed below. The principal factors that cause fluctuations in the Company's results related to non-cash items include: (i) the timing of stock option grants; and (ii) the write-down of mineral properties.

Result of Operations

Review of Operations for the Quarter Ended March 31, 2017 Compared to the Quarter Ended March 31, 2016

For the quarter ended March 31, 2017, the Company recorded a loss of $368,141 ($0.01 per share), compared to a net loss of $427,588 ($0.01 per share) for the quarter ended March 31, 2016.

The Company's exploration activities during the quarter ended March 31, 2017 included drilling programs in Serbia and preparation for a drilling programs at Angel in Bulgaria and Tilva Rosh in Serbia. As a result, the Company's exploration costs were higher in Q1-2017 by approximately $296,000. In both periods, the Company's costs related to the Timok North Projects were funded by JOGMEC while the Company's activity on the Timok South Projects and Bulgarian projects are funded by the Company. Total exploration cost recoveries from JOGMEC during the periods ended March 31, 2017 and 2016, amounted to $546,576 and $81,324, respectively.

Given the Company's recent increase in exploration activities, Mundoro invested additional funds on corporate communication matters, including media costs and attendance at conferences. As a result, the Company's corporate expenses incurred during the quarter ended March 31, 2017 were higher in comparison to the costs incurred during the quarter ended March 31, 2016.

Mundoro also incurred higher share-based payments expense due to the granting of stock options during the quarter ended March 31, 2017, which was offset by lower foreign exchange loss incurred during Q1 2017, compared to Q1 2016.

All other costs incurred by the Company remained relatively consistent between the two periods.

(expressed in Canadian Dollars – except as noted otherwise)

Liquidity and Capital Resources

The Company's principal source of liquidity as at March 31, 2017 was cash and cash equivalents totaling $2,053,986 (December 31, 2016 – $1,567,762) and short-term investments of $2,015,732 (December 31, 2016 - $3,012,427).

During the quarter ended March 31, 2017, the Company's cash used for operating activities amounted to $412,671 compared to $389,655 during the quarter ended March 31, 2016, attributable to the Company's increased exploration and corporate communication activities, as noted above. Except for converting its short-term investments to cash and redeeming certain mineral property guarantee deposits in Bulgaria, the Company's investing and financing activities were limited in both periods.

The Company expects that with its current capital resources and the partnership with JOGMEC, it will be able to continue its activities through the next twelve months. When required, the Company will explore appropriate financing routes which may include: issuance of share capital; funding through additional joint ventures or strategic partnership; project debt; convertible securities; or other financial instruments.

With the exception of interest earned on investments, the Company does not generate any income and relies upon current cash resources to fund its ongoing business and exploration activities.

5. SHARE CAPITAL

As of March 31, 2017, the Company had one class of common shares with 52,120,109 shares issued. At the date of this MD&A, the Company has 52,120,109 common shares outstanding, 3,278,000 stock options granted at exercise prices ranging from $0.125 to $0.34, expiring between November 2017 and January 2022, and 4,166,667 share purchase warrants outstanding with exercise price of $0.20 per share and expiring in September 2018. As at the date of this MD&A, the exercise of all in-the-money stock options and warrants would result in additional cash proceeds for the Company of $1,188,736.

6. RELATED PARTY TRANSACTIONS

Under IAS 24 "Related Party Disclosures", related parties include members of the key management personnel of the reporting entity and related party transactions encompasses compensation including short-term employee benefits such as wages, salaries, social security contributions and share-based payments.

Key management personnel include members of the Board of Directors and executive officers of the Company. The Company's directors receive compensation for meeting attendance and services provided to the board, the Company and committees on which they sit. Executive officers, directors, employees and consultants of the Company also participate in the Company's share option program. The Company incurred the following expenses related to key management personnel:

	For the three months ended	
Expenses by nature:	**March 31, 2017**	**March 31, 2016**
Directors' fees	$ 16,100	$ 17,231
Short-term management salaries and benefits	66,247	66,448
Share based payments - Directors	11,445	1,236
Share based payments - Management	13,881	405
	$ 107,673	**$ 85,320**

7. OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements for the Company.

8. USE OF FINANCIAL INSTRUMENTS

The Company is not in a situation where it needs to enter into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk. The principal financial instruments affecting the Company's financial condition and results of operations are currently its cash and cash equivalents and short term investments. The Company is exposed to foreign exchange rate fluctuations in respect of cash and cash equivalents and short term investments held in foreign currencies.

The Company is exposed to insignificant interest rate risk with respect to its cash, cash equivalents and short term investments given the extremely low market interest rates. The majority of the Company's cash has been placed with a Canadian Chartered Bank and held in GICs, bankers' acceptances and other money market instruments issued by Canadian Federal and Provincial governments and other entities with a Dominion Bond Rating Service credit rating of R1M or higher.

9. CHANGES IN ACCOUNTING POLICIES

A number of new standards, amendments to standards and interpretation, will become effective subsequent to March 31, 2017. Those not applicable to the Company and have been excluded from the discussion below. Those that are expected to be applicable to the consolidated financial statements of the Company are discussed below. The Company intends to adopt those standards when they become effective. As at March 31, 2017, the Company had not early adopted these standards and is currently assessing the impact they will have on the consolidated financial statements.

IFRS 9 – Financial Instruments. This standard and its consequential amendments will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

IFRS 2, Share Based Payment: The IASB issued amendments to IFRS 2 Share-Based Payments that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding tax obligations; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash settled to equity settled. On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if elected for all three amendments and other criteria are met. The amendments are effective for annual periods beginning on or after January 1, 2018, with early application permitted.

IFRS 16 – Leases. This standard and its consequential amendments will replace *IAS 17 – Leases* and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted for entities that apply IFRS 15.

10. DISCLOSURE CONTROLS AND PROCEDURES UPDATE

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by Mundoro is accumulated and communicated to management, as appropriate, to allow for timely decisions regarding required disclosure. The Company has concluded, based on its evaluation as of the end of the period that the disclosure controls and procedures are effective to provide reasonable assurance that material information related to Mundoro, including the consolidated subsidiaries, is made known to them by others within all entities in the group. It should be noted that while the Company believes that the disclosure controls and procedures provide a reasonable level of assurance and that they are effective, it does not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

11. INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company is responsible for designing internal controls over financial reporting or causing them to be designed under the supervision of the CEO and CFO in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company's CEO and CFO are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a TSX-V issuer to design and implement on a cost-effective basis disclosure controls and procedures as well as internal controls over financial reporting 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.

Although potential weaknesses exist in the Company's internal controls, due to the lack of segregation of incompatible duties, management and the board of directors work to mitigate the risk of a material misstatement in financial reporting. However, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement occurring.

12. RISKS AND UNCERTAINTIES

The Company is a mineral acquisition, exploration, development and investment company and is exposed to a number of risks and uncertainties that are common to other companies in the same business. An investment in the securities of the Company is speculative due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. Risk factors relating to the Company could materially affect the Company's future results and could cause them to differ materially from estimates described in forward-looking statements made by the Company. Prospective investors should carefully consider these risk factors as it is not always possible to fully insure against some or any of the risk factors. Risks to be considered include but are not limited to:

Exploration & Development

Exploration is highly speculative in nature and exploration projects involve many risks that even a combination of careful evaluation, experience and knowledge utilized by the Company may not eliminate. Once a site with mineralisation is discovered, it may take several years from the initial phases of drilling until production is possible. Substantial expenditures are normally required to locate and establish mineral reserves and to permit and construct mining and processing facilities. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines.

The commercial viability of any mineral deposit depends on many factors, not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations all have an impact on the economic viability of a mineral deposit. The Company has no production of minerals and its properties are all currently at the exploration stage. There is no assurance that a commercially viable mineral deposit exists on any of the Company's properties, and substantial additional work will be required in order to determine the presence of any such deposit.

It is impossible to ensure that the current exploration and development programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of its exploration and development programs which may be affected by a number of factors. Development projects are subject to the completion of successful feasibility studies and environmental assessments, issuance of necessary governmental permits and receipt of adequate financing. They typically require a number of years and significant expenditures during the development phase before production is possible. The economic feasibility of development projects is based on many factors such as: estimation of reserves; anticipated metallurgical recoveries; environmental considerations and permitting; future gold prices; and anticipated capital and operating costs.

Future development and operations in foreign countries may be affected in varying degrees by such factors as government regulations (or changes thereto) with respect to the restrictions on production, export controls, income taxes, expropriation of property, repatriation of profits, environmental legislation, land use, water use, land claims of local people, mine safety and receipt of necessary permits. The effect of these factors cannot be accurately predicted.

Global Financial Condition

Financial conditions globally continue to experience significant volatility following the U.S. led financial crisis in 2008, which impacted numerous financial institutions globally, and more recently the escalating financial turmoil in Europe. Each has created considerable uncertainty as a result of excessive government debt levels and the unprecedented steps being taken to avert a full blown global crisis. These factors may impact the ability of the Company to issue debt and equity in the future and to issue it on terms that are reasonable to the Company. Although there have been certain signs of economic recovery, these increased levels of volatility and market turmoil may continue and, as a result, the Company's business, financial condition, results of operations and share price could be adversely impacted.

Environmental Laws and Regulations

The Company's operations are subject to extensive environmental, health and safety regulations in the various jurisdictions in which it operates. Mundoro minimizes these risks by complying with all applicable and international environmental, health and safety standards and regulations. Environmental legislation may change and make the mining and processing of ore uneconomic or result in significant environmental or reclamation costs. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. In addition, certain types of operations require the submission of environmental impact statements and approval by government authorities. Environmental legislation is evolving towards stricter standards, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors, officers and employees. Any future changes to these laws could adversely affect our financial condition, liquidity or results of operations. Permits from a variety of regulatory authorities are required for many aspects of mineral exploitation activities, including closure and reclamation.

Future environmental legislation could cause additional expense, capital expenditures, restrictions, liabilities and delays in the development of the Company's properties, the extent of which cannot be predicted. The Company's business may be affected by amendments or changes to environmental laws, regulations and requirements in the host country. At any time, a number of draft environmental laws may be proposed. It is not possible to predict when or if a draft environmental bill will be enacted into law or what the final provisions of such law will be, if enacted. It is possible that the host country government will issue further decrees or otherwise attempt to modify existing environmental rights or other laws affecting the Company, its properties and its ability to operate in the host country. Any changes to host country environmental law may adversely affect the Company's ability to develop and operate its properties in the host country. Globally, environmental legislation is evolving towards stricter standards and enforcement, more stringent environmental impact assessments of new mining projects and increasing liability exposure for companies and their directors and officers. There is no assurance that future environmental regulations will not adversely affect Mundoro's operations.

Permits and Licensing

Exploration, development and operation of a mineral property are subject to laws and regulations governing health and worker safety, employment standards, environmental matters, mine development, project development, mineral production, permitting and maintenance of title, exports, taxes, labour standards, reclamation obligations, heritage and historic matters and other matters. The Company is required to have a wide variety of permits from government and regulatory authorities to carry out its activities. These permits relate to virtually every aspect of the Company's exploration and exploitation activities. The owners and operators of the properties in which Mundoro holds an interest require licenses and permits from various governmental authorities in order to conduct their operations. Future changes in such licenses and permits could have a material adverse impact on the costs Mundoro incurs. Such licenses and permits are subject to change in various circumstances and are required to be kept in good standing through a variety of means, including cash payments and satisfaction of conditions of issue. There can be no guarantee that Mundoro or the operators of those properties in which Mundoro holds an interest, will be able to obtain on a timely basis or maintain all necessary licenses and permits in good standing that may be required to explore, develop and operate the properties, commence construction or operation of mining operations that economically justify the cost. Any failure to comply with applicable laws and regulations, permits and licenses, or to maintain permits and licenses in good standing, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or fines, penalties or other liabilities accruing to the owner or operator of the project. Any such occurrence could cause the termination of operations on the property, and thereby have a material and adverse effect on Mundoro's results of operation and financial condition.

Competition

The mining industry is competitive with many companies competing for the limited number of mineral resource acquisition and exploration opportunities. The Company faces competition from other mining companies in connection with the acquisition of properties. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. Many companies are engaged in the search for and the acquisition of mineral interests, and there is a limited supply of desirable mineral interests. As a result of this competition, there can be no assurance that the Company will be able to acquire or maintain attractive mineral properties or operations on economically acceptable terms. Consequently, the Company's business, results of operations and financial condition could be materially adversely affected.

Hiring of Key Personnel

The success of Mundoro will be largely dependent on the performance of its management team. The loss of the services of these persons would have a materially adverse effect on Mundoro's business and prospects. There is no assurance Mundoro can retain the services of its officers or other qualified personnel required to operate its business. Mundoro's success depends on attracting and retaining qualified personnel in a competitive labour environment. The Company's operations are based in Mexico, Serbia and Bulgaria and finding or hiring qualified people or obtaining all necessary services for the Company's operations may be difficult.

Commodities

Mundoro's revenues, if any, are expected to be in large part derived from the sale of natural resource assets. The price of natural resource assets fluctuates widely and is affected by factors beyond the Company's control including, but not limited to, international economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of precious metals due to new mine developments, mine closures as well as advances in various production and use technologies of precious metals. All of these factors will have impacts on the viability of Mundoro's exploration projects that are impossible to predict.

Foreign Exchange

By virtue of its international operations, the Company incurs costs and expenses in a number of foreign currencies. The Company reports in Canadian dollars while the majority of operating and capital expenditures are denominated in the Mexican peso, Canadian dollar, U.S. dollar, Serbian dinar and the Bulgarian lev, which is pegged to the Euro. Fluctuations in exchange rates between the U.S. dollar and the Euro, the Canadian dollar and the Serbian dinar and Bulgarian lev, the Canadian dollar and the U.S. dollar, and the Canadian dollar and the Mexican Peso give rise to foreign exchange exposures, either favourable or unfavourable, which could have a material impact on the Company's results of operations and financial condition. The Company does not anticipate entering into hedging or derivative arrangements to manage its foreign exchange risk.

Financing

Mundoro has finite financial resources, has no source of operating income and has no assurance that additional funding will be available to it for further exploration and development of its projects. There can be no assurance that Mundoro will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further business activities and may result in a material adverse effect on Mundoro's profitability, results of operation and financial condition.

Price Volatility

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the common shares will be subject to market trends generally, notwithstanding any potential success of Mundoro in creating revenues, cash flows or earnings. The value of Mundoro's common shares will be affected by such volatility.

Dilution to Common Shares

During the life of the Company's outstanding stock options granted under its share based compensation plans, the holders are given an opportunity to profit from an increase in the market price of the common shares with a resulting dilution in the interest of shareholders. The holders of stock options may exercise such securities at a time when the Company may have been able to obtain any needed capital by a new offering of securities on terms more favourable than those provided by the outstanding rights. The increase in the number of common shares in the market, if all or part of these outstanding rights were exercised, and the possibility of sales of these additional shares may have a depressive effect on the price of the common shares.

Investments

The Company from time to time, intends to participate in a limited number of investments and, as a consequence, the aggregate return of the Company may be substantially adversely affected by the unfavourable performance of even a single investment. In addition, as the Company's investments are expected to be concentrated in the resource sector, the Company's performance will be disproportionately subject to adverse developments in the resource sector.

Conflicts of Interest

Certain of the directors of Mundoro also serve as directors or officers, or have significant shareholdings in, other companies involved in mineral property investments and, to the extent that such other companies may participate in ventures which Mundoro may participate in, a conflict may arise. The Company expects that any decision made by any of such directors and officers will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders, but there can be no assurance in this regard. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in applicable laws.

Insured and Uninsured Risks

The Company's business is subject to numerous risks and hazards, including severe climatic conditions, industrial accidents, equipment failures, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and other natural events such as earthquakes. Such occurrences could result in damage to mineral properties or facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in operations, monetary losses and possible legal liability. In order to eliminate or reduce certain risks, the Company purchases and maintains insurance coverage, subject to limits and deductibles that are considered reasonable and prudent. This insurance does not cover all potential risks because of customary exclusions and/or limited availability, and in some instances, the Company's view that the cost of certain insurance coverage is excessive in relation to the risk or risks being covered. Further, there can be no assurance insurance coverage will continue to be available on commercially reasonable terms, that such coverage will ultimately be sufficient, or that insurers will be able to fulfill their obligations should a claim be made. Losses arising from any such events that are not fully insured may cause the Company to incur significant costs that could have a material adverse effect on its business, financial condition and results of operations.

Mineral Resources and Reserves Estimates

The mineral reserves and resources identified on properties are estimates only, and no assurance can be given that the estimated reserves and resources are accurate or that the indicated level of minerals will be produced. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralisation or formations may be different from those predicted. Further, it may take many years from the initial phase of drilling before production is possible, and during that time the economic feasibility of exploiting a discovery may change. Resource estimates in particular must be considered with caution. Resource estimates for properties that have not commenced production are based, in many instances, on limited and widely spaced drill holes or other limited information, which is not necessarily indicative of the conditions between and around drill holes. Accordingly, such resource estimates may require revision as more drilling or other exploration information becomes available or as actual production experience is gained. Further, resources may not have demonstrated economic viability and may never be extracted by the operator of a property. It should not be assumed that any part or all of the mineral resources on properties constitute or will be converted into reserves. Market price fluctuations of the applicable commodity, as well as increased production and capital costs or reduced recovery rates, may render the proven and probable reserves on properties unprofitable to develop at a particular site or sites for periods of time or may render reserves containing relatively lower grade mineralisation uneconomic. Moreover, short-term operating factors relating to the reserves, such as the need for the orderly development of ore bodies or the processing of new or different ore grades, may cause reserves to be reduced or not extracted. Estimated reserves may have to be recalculated based on actual production experience. Any of these factors may require the operators to reduce their reserves and resources, which may result in a material and adverse effect on Mundoro's results of operation and financial condition.

Title to Properties

A defect in the chain of title to any of the underlying properties in which Mundoro may have an interest may arise to defeat the claim of the operator to a property. To the extent an owner or operator is not entitled to title on the property, it may be required to cease operations or transfer operational control to another party. As a result, known title defects, as well as unforeseen and unknown title defects may impact operations at a project in which Mundoro has an interest and may result in a material and adverse effect on Mundoro's results of operation and financial condition.

Foreign Operations

The Company's operations consist of the acquisition, exploration, development and investment in mineral resource properties. The majority of the Company's operations and business are outside of Canada, and as such, the Company's operations are exposed to various political and other risks and uncertainties. The Company conducts its operations through foreign subsidiaries and substantially all of its assets are held in such entities. Accordingly, any limitation on the transfer of cash or other assets between or among Mundoro and such entities could restrict or impact the Company's ability to fund its operations. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company's business, financial condition and results of operations.

Foreign Country Political Environment

Mundoro operates in foreign countries and the Company's operations in these foreign jurisdictions may be subject to geopolitical, economic and other risks, as evidenced in Eastern Europe, China and Mexico, that may affect the Company's future operations and financial position. There is sovereign risk in investing in foreign countries, including the risk that the resource concessions may be susceptible to revision or cancellation by new laws or changes in direction by the government in question. It is possible that changes in applicable laws, regulations, or changes in their enforcement or regulatory interpretation could result in adverse changes to mineral operations. These are matters over which Mundoro has no control. There is no assurance that future political and economic conditions in such countries will not result in the adoption of different policies or attitudes respecting the development and ownership of resources. Any such changes in policy or attitudes may result in changes in laws affecting ownership of assets, land tenure and resource concessions, taxation, royalties, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, which may affect both the ability to undertake exploration and development on the properties on which Mundoro holds royalty or other interests. In certain areas in which Mundoro has an interest, the regulatory environment is in a state of continuing change, and new laws, regulations and requirements may be retroactive in their effect and implementation. Any changes in governmental laws, regulations, economic conditions or shifts in political attitudes or stability are beyond the control of Mundoro and such changes may result in a material and adverse effect on Mundoro's results of operation and financial condition. Investors should assess the political risks of investing in a foreign country. Any variation from the current regulatory, economic and political climate could have an adverse effect on the affairs of the Company. In addition, the enforcement by the Company of its legal rights to exploit its properties may not be recognized by the government of the foreign country or by its court system.

Security and Safety

The Company has projects located in the State of Chihuahua, Mexico. Although the Company has curtailed exploration activity in Mexico, we still maintain one concession. Criminal activities in the region or the perception that such activities are likely, may disrupt the Company's exploration programs, hamper the Company's ability to hire and keep qualified personnel, and impair the Company's access to sources of capital. Risks associated with conducting business in the region include risks relating to the safety of personnel and assets. Such risks may include, but are not limited to: kidnappings of employees and contractors, exposure of employees and contractors to local crime related activity and disturbances, exposure of employees and contractors to drug trade activity, and damage or theft of Company or personal assets. These risks may result in serious adverse consequences including personal injuries, kidnappings or death, property damage or theft, limiting or disrupting exploration programs, restricting the movement of funds, impairing contractual rights, or causing the Company to shut down operations, all of which may expose the Company to costs as well as potential liability. Such events could have a material adverse effect on the Company's cash flows, earnings, results of operations and financial condition and make it more difficult for the Company to obtain required financing. Although the Company has developed precautions regarding these risks, due to the unpredictable nature of criminal activities, there is no assurance that the Company's efforts are able to effectively mitigate risks and safeguard personnel and Company's property effectively.

Litigation

All industries, including mining, are subject to legal claims that can be with and without merit. Defense and settlement costs can be substantial, even for claims that have no merit. Potential litigation may arise with respect to a property in which Mundoro is in the process of evaluating as a strategic investment and/or holds an interest directly or indirectly in an exploring, developing and/or operating mineral property now or in the future (for example, litigation between joint venture partners or original property owners). Mundoro might not generally have any influence on the litigation nor will it necessarily have access to data. To the extent that litigation results in the cessation or reduction of production from a property (whether temporary or permanent), it could have a material and adverse effect on Mundoro's results of operations and financial condition. The litigation process is inherently uncertain, so there can be no assurance that the resolution of a legal proceeding will not have a material adverse effect on our future cash flow, results of operations or financial condition.

Future Plans

As part of its overall business strategy, the Company examines, from time to time, opportunities to acquire and/or develop new mineral projects and businesses. A number of risks and uncertainties are associated with these potential transactions and Mundoro may not realize all of the anticipated benefits. The acquisition and the development of new projects and businesses are subject to numerous risks, including political, regulatory, design, construction, labour, operating, technical, and technological risks, as well as uncertainties relating to the availability and cost of capital. Failure to successfully realize the anticipated benefits associated with one or more of these initiatives successfully could have an adverse effect on the Company's business, financial condition and results of operations.

China Related Risks

Through the Company's minority interest, it has rights to a 79% interest in Tianli for the Maoling Gold project located in Liaoning Province, China. Due to its 5% holding, the Company's ability to effect change is limited.

China's economy differs from the economies of most developed countries in many respects, including government intervention; foreign investment; domestic sales of commodities; level of development; growth rate; control of foreign exchange; allocation of resources; and legal recourse. Some of these measures benefit the overall economy of China, but may have a negative effect on Mundoro. Regardless of the economic viability of the Maoling Gold Project, factors such as political instability, terrorism, expropriation by governments or the imposition of new regulations or tax laws may prevent or restrict mining or exploration of the Maoling Gold Project.

The activities of foreign-invested mining companies in China are subject to extensive laws and regulations at the national, provincial and local level, including the Mineral Resources Law of China and regulations thereunder; laws and regulations governing foreign investment enterprises in China; and various rules and policies of the Ministry of Land and Resources. Operations of foreign-invested mining companies may be affected by such government regulations and restrictions on production as import and export controls, taxes, maintenance of claims, environmental legislation, land use, water use and safety regulations. The effect of these factors cannot be accurately predicted.

Foreign-invested mining companies are required to work within a framework which is different to that imposed on local companies. Current Chinese regulations permit foreign investment in some mineral sectors but not all. If the Chinese government should impose greater restrictions on foreign investment and on the operations of foreign-invested mining companies, Mundoro's business and future earnings could be negatively affected. Mechanisms are in place to allow for repatriation of profits and capital from certain foreign-invested mining companies, however there is no certainty that some or all future local currency or capital can be repatriated.

Foreign exchange transactions under Mundoro's capital account, including principal payments in respect of foreign currency-denominated obligations, continue to be subject to significant foreign exchange controls and require the approval of the State Administration of Foreign Exchange. These limitations could affect Mundoro's ability to obtain foreign exchange through debt or equity financing, or to obtain foreign exchange for capital expenditures. Any appreciation of the Chinese Yuan ("RMB") may adversely affect Mundoro's earnings, through higher foreign currency denominated operating costs.

The Chinese legal system is a system based on written statutes and their interpretation by the Supreme People's Court. Prior court decisions may be cited for reference but have limited precedential value. Since 1979, the Chinese government has been developing a comprehensive system of commercial laws, and considerable progress has been made in introducing laws and regulations dealing with economic matters such as foreign investment, corporate organization and governance, commerce, taxation and trade. Because these laws and regulations are relatively new, and because of the limited volume of published cases and their non-binding nature, interpretation and enforcement of these laws and regulations involve uncertainties. In addition, as the Chinese legal system develops, changes in such laws and regulations, their interpretation or their enforcement may have a material adverse effect on Mundoro's business operations since the Maoling Gold Project is located in China and, consequently, if a dispute were to arise between Mundoro and its joint venture partners or any third party Mundoro would be obliged to depend on the courts of China for adjudication.

The legal rights of Mundoro to participate in the joint venture are predicated on the Company being able to enforce its rights under the Joint Venture Contract governed by the laws of the People's Republic of China ("PRC"). Should it become necessary for Mundoro to seek to enforce its legal rights under the Joint Venture Contract, it would need to do so in accordance with the laws of at least the PRC and perhaps other jurisdictions. There can be no assurance that should it become necessary for Mundoro to take such legal action, it will be possible to obtain the legal remedies that are being sought.

13. QUALIFIED PERSONS & INFORMATION CONCERNING ESTIMATES OF RESOURCES

On April 15, 2013, Mundoro announced the completion of the NI 43-101 compliant technical report on the Company's 100%-owned Borsko Jezero Property in Bor, Serbia (the "Borsko Jezero Technical Report"). The Borsko Jezero Property is located in Northeastern Serbia and covers (46 sq.km). The Borsko Jezero Technical Report was prepared by D. Power-Fardy, P. Geo., EurGeol and Senior Geologist with Watts, Griffis and McOuat Limited, Consulting Geologists and Engineers of Toronto, Canada, and G. Magaranov, P. Geo., EurGeol and Senior Exploration Manager, SE Europe for Mundoro, both of whom are a Qualified Person as defined by NI 43-101

This management discussion and analysis of financial results uses the terms "measured resources", 'indicated resources' and 'inferred resources'. The Company advises investors that although these terms are recognized and required by Canadian regulations (under NI 43-101 Standards of Disclosure for Mineral Projects), the U.S. Securities and Exchange Commission does not recognize them. Investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into reserves. In addition, 'inferred resources' have a great amount of uncertainty as to their existence and economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, or economic studies except for Preliminary Assessments as defined under NI 43-101. Investors are cautioned not to assume that part or all of an inferred resource exists, or is economically or legally mineable. Mineral resources that are not classified as mineral reserves do not have demonstrated economic viability.