



## **NEW OROPERU RESOURCES INC.**

### **CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Expressed in Canadian dollars)**

**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015**

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**Notice to Reader:**

These condensed consolidated interim financial statements of New Oropuru Resources Inc. (the “Company”) have been prepared by management and reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors of the Company. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed these condensed interim financial statements, notes to financial statements and the related quarterly Management Discussion and Analysis.

**NEW OROPERU RESOURCES INC.**  
**Condensed Consolidated Statements of Financial Position**  
**(Expressed in Canadian dollars)**

	September 30 2016	December 31 2015
<b>Assets</b>		
<b>Current</b>		
Cash	\$ 211,033	\$ 295,253
Receivables	16,108	9,704
Prepaid expenses	10,417	7,679
	<b>237,558</b>	<b>312,636</b>
<b>Non-current</b>		
Exploration and evaluation properties (Note 4)	1	89,261
	<b>\$ 237,559</b>	<b>\$ 401,897</b>
<b>Liabilities</b>		
<b>Current</b>		
Trade payables and accrued liabilities	\$ 16,849	\$ 21,136
Due to related parties (Note 6)	-	62,284
	<b>16,849</b>	<b>83,420</b>
<b>Equity</b>		
Share capital (Note 5)	33,051,480	33,041,480
Reserves - Stock option (Note 5c)	1,293,832	1,293,832
Reserves - Warrants (Note 5d)	108,417	108,417
Deficit	(34,233,019)	(34,125,252)
	<b>220,710</b>	<b>318,477</b>
	<b>\$ 237,559</b>	<b>\$ 401,897</b>

Approved and Authorized for Issue by the Board on November 22, 2016:

"K. Wayne Livingstone"  
..... Director

"Maynard E. Brown"  
..... Director

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

**NEW OROPERU RESOURCES INC.**  
**Condensed Consolidated Statements of Loss and Comprehensive Loss**  
**(Expressed in Canadian dollars)**  
**Three and Nine Months ended September 30, 2016 and 2015**

	Three months ended		Nine months ended	
	September 30	September 30	September 30	September 30
	2016	2015	2016	2015
<b>Expenses</b>				
Consulting fees	\$ 29,357	\$ 28,104	\$ 89,635	\$ 84,312
Directors fees	11,283	8,310	29,462	26,839
General and administration	25,252	20,052	64,798	54,765
Insurance	3,181	3,180	10,767	10,378
Interest	-	-	-	7,417
Legal and audit	4,538	4,479	18,846	19,520
Property maintenance	-	192	4,165	15,174
Regulatory fees	1,037	230	9,200	8,104
Rent	1,500	1,435	4,500	4,470
	(76,148)	(65,983)	(231,373)	(230,979)
<b>Other</b>				
Gain (loss) on exploration and evaluation property (Note 4a)	(7,824)	-	129,856	-
Foreign exchange gain (loss)	8,425	(623)	(2,321)	10,842
Write-off of receivables	-	-	(400)	(656)
Loss on de-recognition of subsidiary (Note 3b)	-	-	(3,530)	-
<b>Net Income (Loss) and Comprehensive Income (Loss) for the Period</b>	\$ (75,546)	\$ (66,606)	\$ (107,767)	\$ (220,793)
<b>Income (Loss) Per Share, Basic and Diluted</b>	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)
<b>Weighted Average Number of Common Shares Outstanding</b>	20,890,788	19,932,231	20,890,788	19,932,231

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

**NEW OROPERU RESOURCES INC.**  
**Condensed Consolidated Statements of Changes in Equity**  
**(Expressed in Canadian dollars)**  
**Nine Months ended September 30, 2016 and 2015**

	Share Capital		Reserves			Total Equity
	Number of Shares	Amount	Stock options	Warrants	Deficit	
<b>Balance, December 31, 2014</b>	16,538,318	\$ 32,509,528	\$ 1,618,354	\$ -	\$ (34,165,003)	\$ (37,121)
Shares issued for private placement financing (Note 5b)	4,336,667	650,500	-	-	-	650,500
Residual value of warrants issued (Note 5d)	-	(108,417)	-	108,417	-	-
Cost of financing (Note 5b)	-	(10,131)	-	-	-	(10,131)
Net loss for the period	-	-	-	-	(220,793)	(220,793)
<b>Balance, September 30, 2015</b>	<b>20,874,985</b>	<b>\$ 33,041,480</b>	<b>\$ 1,618,354</b>	<b>108,417</b>	<b>\$ (34,385,796)</b>	<b>\$ 382,455</b>
Share-based payments (Note 5c)	-	-	67,833	-	-	67,833
Expiry of stock options	-	-	(392,355)	-	392,355	-
Net loss for the period	-	-	-	-	(131,811)	(131,811)
<b>Balance, December 31, 2015</b>	<b>20,874,985</b>	<b>\$ 33,041,480</b>	<b>\$ 1,293,832</b>	<b>\$ 108,417</b>	<b>\$ (34,125,252)</b>	<b>\$ 318,477</b>
Warrants exercised	50,000	10,000	-	-	-	10,000
Net loss for the period	-	-	-	-	(107,767)	(107,767)
<b>Balance, September 30, 2016</b>	<b>20,924,985</b>	<b>\$ 33,051,480</b>	<b>\$ 1,293,832</b>	<b>\$ 108,417</b>	<b>\$ (34,233,019)</b>	<b>\$ 220,710</b>

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

**NEW OROPERU RESOURCES INC.**  
**Condensed Consolidated Statements of Cash Flows**  
**(Expressed in Canadian dollars)**  
**Nine Months ended September 30, 2016 and 2015**

	September 30 2016	September 30 2015
<b>Operating activities</b>		
Net loss	\$ (107,767)	\$ (220,793)
Items not involving cash:		
Interest expense on loan financing	-	(7,417)
Gain on exploration and evaluation properties (Note 4a)	(129,856)	-
Write-off exploration property (Note 4a)	1	-
Write-off of receivable	400	656
Changes in non-cash working capital:		
Accounts receivables	(6,804)	210
Prepaid expenses	(2,738)	(1,500)
Due to related parties (Note 6)	(62,284)	(131,929)
Trade accounts payable and accrued liabilities	(4,287)	(5,621)
<b>Cash Used in Operating Activities</b>	<b>(313,335)</b>	<b>(366,394)</b>
<b>Investing Activities</b>		
Proceeds from property option payment (Note 4a)	226,939	218,586
Expenditures on exploration and evaluation property (Note 4a)	(7,824)	-
<b>Cash Provided (used) by Investing Activities</b>	<b>219,115</b>	<b>218,586</b>
<b>Financing Activities</b>		
Warrants exercised (Note 5b)	10,000	-
Repayment of loans payable (Note 5)	-	(190,426)
Private placement	-	650,500
Cost of private placement financing	-	(10,131)
<b>Cash used by Financing Activities</b>	<b>10,000</b>	<b>(200,557)</b>
<b>Increase (Decrease) in Cash</b>	<b>(84,220)</b>	<b>(348,365)</b>
<b>Cash and Cash Equivalents, Beginning of Year</b>	<b>295,253</b>	<b>46,276</b>
<b>Cash, End of Period</b>	<b>\$ 211,033</b>	<b>\$ (302,088)</b>
<b>Supplemental Cash Flow Information</b>		
Interest paid	\$ -	\$ 17,369
Income taxes paid	\$ -	\$ -

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

## **NEW OROPERU RESOURCES INC.**

### **Notes to Condensed Consolidated Financial Statements**

**(Expressed in Canadian dollars)**

**Three and Nine Months ended September 30, 2016 and 2015**

#### **1. NATURE OF OPERATIONS AND GOING CONCERN**

New Oroperu Resources Inc. (the "Company") was incorporated under the laws of British Columbia on October 12, 1994. The Company is in the business of acquiring and exploring mineral properties in Peru and Canada, and has not yet determined whether its properties contain ore reserves that are economically recoverable. The Company is listed on the TSX Venture Exchange and is a reporting issuer in Ontario, Alberta and British Columbia.

The head office and principal address of the Company is situated at Suite 320–800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company is not generating any operating revenue, has never paid any dividends, and is unlikely to pay dividends or generate earnings from operations in the immediate or foreseeable future. As at September 30, 2016, the Company has an accumulated deficit of \$34,233,019 (December 31, 2015-\$34,125,252), working capital of \$220,710 (December 31, 2015-\$229,216), and a loss of \$107,767 (2015-\$220,793) for the nine months ended September 30, 2016. The continuation of the Company as a going concern is dependent upon the ability of the Company to obtain the necessary financing to continue operations, determine the existence and successful exploitation of economically recoverable reserves in its exploration and evaluation properties, confirmation of the Company's interests in the underlying properties and the attainment of profitable operations, or the realization of proceeds from their sale.

The Company is dependent on raising funds through the issuance of shares and/or obtaining debt financing. Management believes that additional financing is available and may be sourced in time to allow the Company to continue its current planned activities in the normal course. There can, however, be no assurance the Company will be able to raise funds in the future on acceptable terms. These matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

#### **2. BASIS OF PRESENTATION**

##### **a) Statement of Compliance**

These condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. These condensed consolidated financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2015, which have been prepared in accordance with IFRS issued by the IASB.

These condensed interim financial statements have been prepared on a historical cost basis. In addition, these condensed consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the December 31, 2015 annual financial report.

##### **b) Approval of Condensed Consolidated Financial Statements**

The condensed consolidated financial statements of the Company for the three and nine months ended September 30, 2016 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 22, 2016.

**NEW OROPERU RESOURCES INC.**  
**Notes to Condensed Consolidated Financial Statements**  
**(Expressed in Canadian dollars)**  
**Three and Nine Months ended September 30, 2016 and 2015**

**3. SIGNIFICANT ACCOUNTING POLICIES**

**a) Basis of Consolidation**

The consolidated financial statements include the accounts of the Company and its controlled entities. Details of controlled entities are as follows:

		Percentage owned	
		September 30 2016	December 31 2015
S.A. Mining Ventures Ltd.	Canada (B.C.)	100%	100%
Angelica Mining Inc.	Canada (B.C.)	100%	100%
T.C. Mining Inc.	Canada (B.C.)	100%	100%
687211 B.C. Ltd.	Canada (B.C.)	100%	100%
Aurifera Tres Cruces S.A.	Peru	100%	100%
Minera Angelica S.A.C. (Note 3b)	Peru	0%	100%

Intercompany balances and transactions are eliminated on consolidation.

**b) De-Recognition of Subsidiary**

On April 1, 2016, the Company shut down the operation of its subsidiary, Minera Angelica S.A.C. and wrote off its investment in the company.

These condensed consolidated financial statements include the results of operations of Minera Angelica S.A.C. to April 1, 2016. The Company de-recognized the assets and liabilities of Mineral Angelica S.A.C. as of April 1, 2016, resulting in a loss of \$3,530.

	April 1, 2016
Cash	\$ 3,971
Exploration and evaluation properties	1
Accounts payable and accrued liabilities	442
Net assets at the date of disposition	\$ 3,530
Net loss on de-recognition of net assets	\$ 3,530

**c) Functional and presentation currency**

Effective July 1, 2015, the Company changed its functional currency to the Canadian dollar (CAD) from the United States dollar (USD). This was the result of the Company's increased exposure to the CAD through increased operations and financing being concentrated in Canadian dollars. As a result, the Company determined that its functional currency effective July 1, 2015 was the CAD.

**d) Judgments and estimates**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates where management's judgment is applied include asset valuation, asset retirement obligations, income taxes, share-based payments and ability to continue as a going concern. Actual results may differ from those estimates and judgements.



**NEW OROPERU RESOURCES INC.**  
**Notes to Condensed Consolidated Financial Statements**  
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**Three and Nine Months ended September 30, 2016 and 2015**

**4. EXPLORATION AND EVALUATION PROPERTIES**

	Tres Cruces (Note 4a)	Estrella (Note 4b)	Other Mineral Properties (Note 4c)	Total
Balance, December 31, 2014	\$ 307,845	\$ 1	\$ 1	\$ 307,847
Option payment received	(218,586)	-	-	(218,586)
Balance, December 31, 2015	89,259	1	1	89,261
Administrative costs	7,824	-	-	7,824
Option payment received	(226,939)	-	-	(226,939)
Gain on exploration property (Note 4a)	129,856	-	-	129,856
Write-off exploration property	-	(1)	-	(1)
Balance, September 30, 2016	\$ -	\$ -	\$ 1	\$ 1

**a) Tres Cruces Project, Peru**

In September 2003, the Company entered into an option agreement with Minera Barrick Misquichilca S.A. ("Barrick") for Barrick to acquire up to a 70% interest in Aurifera Tres Cruces S.A. subject to:

- (i) Barrick incurring US\$1,700,000 in exploration expenditures by December 31, 2005 (incurred);
- (ii) Barrick making payment to the Company of: US\$400,000 on execution of the option agreement (paid); US\$200,000 per year until completion of the US\$1,700,000 in exploration expenditures (paid); followed by annual payments of US\$250,000 (US\$175,000, net of Peruvian withholding taxes) per year until a production decision is made; and
- (iii) Barrick making a production decision on or before December 31, 2020.

All exploration expenditures are payable by Barrick until a production decision is made. Upon making a production decision, Barrick must pay the Company a US\$1,000,000 advance royalty and, following such production decision, the Company, through Aurifera, would retain a 30% interest subject to certain payback provisions and would also retain a 2% royalty interest.

The Company received \$226,939 (US\$175,000) from Barrick in May 2016, which had the effect of reducing its net investment in the property to zero, and the remaining amount of \$129,856 was recorded as a gain on exploration and evaluation property.

**b) Estrella Project, Peru**

The Company abandoned its rights to the Estrella project in April 2016, when it wrote its investment in Minera Angelica S.A.C. and in the Estrella property.

**c) Other exploration and evaluation properties**

The Company continues to maintain a 100% interest in one mineral property located in Ontario, Canada, which is carried at a nominal value of \$1.

**NEW OROPERU RESOURCES INC.**  
**Notes to Condensed Consolidated Financial Statements**  
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**Three and Nine Months ended September 30, 2016 and 2015**

**5. SHARE CAPITAL**

**a) Authorized**

Unlimited number of common shares without par value

**b) Issued**

In July 2016, proceeds of \$8,000 were received from the exercise of 40,000 warrants at \$0.20 each, resulting in the issuance of 40,000 shares of the Company.

In June 2016, proceeds of \$2,000 were received from the exercise of 10,000 warrants at \$0.20 each, resulting in the issuance of 10,000 shares of the Company.

On July 20, 2015, the Company completed a private placement for gross proceeds of \$650,500, which consisted of 4,336,667 units at a price of \$0.15 per unit. Each unit consisted of one common share of the Company and one-half of a transferable share purchase warrant of the Company (Note 6d). The Company recorded \$10,131 in costs of financing for the private placement.

**c) Stock options**

The Company has a stock option plan that authorizes the Board of Directors to grant options for the purchase of up to 3,279,663 common shares pursuant to a 20% fixed stock option plan. Options granted under the plan vest according to the terms and conditions established by the compensation committee of the Company, subject also to regulatory vesting requirements where applicable in the case of investor relations options. All of the Company's currently outstanding options were issued with vesting periods ranging from zero to eighteen months from the date of issue.

Stock options to purchase common shares have been granted to directors, employees and consultants at exercise prices determined by reference to the market value on the date of grant.

On October 30, 2015, the Company granted an aggregate amount of 1,100,000 stock options to directors, officers, employees and consultants of the Company, exercisable at a price of \$0.17 per option for the purchase of 1,100,000 common shares of the Company for a period of five years from the date of issue.

A summary of the status of the Company's stock options outstanding as at September 30, 2016 and December 31, 2015 and changes during the periods is as follows:

	September 30, 2016		December 31, 2015	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	3,100,000	\$0.38	3,200,000	\$ 0.49
Granted during the period	-	-	1,100,000	\$0.17
Expired during the period	-	-	(1,200,000)	\$0.45
Outstanding, end of period	3,100,000	\$ 0.38	3,100,000	\$ 0.38
Options exercisable	3,100,000	\$ 0.38	3,100,000	\$ 0.38

**NEW OROPERU RESOURCES INC.**  
**Notes to Condensed Consolidated Financial Statements**  
**(Expressed in Canadian dollars)**  
**Three and Nine Months ended September 30, 2016 and 2015**

Stock options outstanding and exercisable as at September 30, 2016 are as follows:

Number of Options		Exercise Price	Expiry Date	Weighted Average Contractual Life of Options Remaining in Years
Outstanding	Exercisable			
2,000,000	2,000,000	\$ 0.50	October 26, 2017	1.07
1,100,000	1,100,000	\$ 0.17	October 30, 2020	4.09
3,100,000	3,100,000			

Stock options outstanding and exercisable as at December 31, 2015 are as follows:

Number of Options		Exercise Price	Expiry Date	Weighted Average Contractual Life of Options Remaining in Years
Outstanding	Exercisable			
2,000,000	2,000,000	\$ 0.50	October 26, 2017	1.82
1,100,000	1,000,000	\$ 0.17	October 30, 2020	4.84
3,100,000	3,100,000			

On October 30, 2015, share-based compensation expense of \$67,833 (2014 - \$Nil) was recognized in connection with the issuance of 1,100,000 options. The fair value of each option granted to employees was estimated as at the date of grant using the Black-Scholes option pricing model, with the following weighted average assumptions and resulting fair value:

Risk-free interest rate	0.70%
Expected life of the options in years	5 years
Annualized volatility	58%
Dividend rate	0.00%
Grant date fair value	\$0.14

**d) Warrants**

On July 20, 2015 the Company issued 2,168,334 transferable share purchase warrants in connection with a private placement financing of the same date. Each warrant is exercisable to acquire one common share at an exercise price of \$0.20 for a period of five years from the date of issue. The Company allocated a portion of the proceeds from the financing (\$108,417) to warrants reserve, using the residual method of accounting.

**6. RELATED PARTY TRANSACTIONS**

The president and CFO of the Company provide management, technical consulting, accounting and administrative services to the Company through their consulting services corporations. Two directors also receive or accrue fees for their services as directors.

Key management compensation consists of the following:

The Company paid or accrued fees of \$103,705 to NS Star Enterprises Ltd., a company controlled by the president, for technical, management and administration services during the nine months ended September 30, 2016 (2015-\$95,553). The Company paid Morfopoulos Consulting Associates Ltd., a company 50% owned by the CFO, \$31,500 for accounting, management and administration services during the nine months ended September 30, 2016 (2015-\$31,500). Director fees totaling \$27,000 (2015-\$27,000) were paid to two directors.

**NEW OROPERU RESOURCES INC.**  
**Notes to Condensed Consolidated Financial Statements**  
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**Three and Nine Months ended September 30, 2016 and 2015**

**7. MANAGEMENT OF CAPITAL**

The Company's equity is considered to be capital under management. There has been no change in the nature of the Company's capital structure during the nine months ended September 30, 2016. 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 mineral properties and to maintain a flexible capital structure at an acceptable risk.

The Board of Directors manages the capital structure and makes adjustments to its plan, based on economic and market conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, issue debt and may acquire or dispose of assets.

In order to facilitate the management of capital, the Company prepares expenditure budgets that are updated as necessary depending on factors determined by the Board of Directors.

The Company is not subject to any external capital restrictions.

**8. FINANCIAL INSTRUMENTS**

The Company has classified its cash, as held-for-trading; and trade payables and accrued liabilities, due to related parties and loans payable, as other financial liabilities.

The Company's risk exposure and the impact on the Company's financial instruments are as follows:

**a) Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations.

The Company is exposed to concentration of credit risk with respect to its cash; however, the risk is minimized as cash is placed with major Canadian financial institutions.

**b) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company's approach to managing liquidity risk is to plan that it will have sufficient assets and cash flows to meet liabilities when due. As at September 30, 2016, the Company has working capital of \$220,710 (December 31, 2015-\$229,216). As at September 30, 2016, the Company has accounts payable and accrued liabilities totalling \$16,849 (December 31, 2015-\$83,420), which are due within the next twelve months.

**c) Market risk**

Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates and equity prices. Management closely monitors individual interest rates and foreign currency movements to determine the appropriate course of action to be taken by the Company.

**(i) Interest rate risk**

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is not exposed to material interest rate risk.

**NEW OROPERU RESOURCES INC.**  
**Notes to Condensed Consolidated Financial Statements**  
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**Three and Nine Months ended September 30, 2016 and 2015**

**(ii) Foreign currency risk**

The Company has certain assets and liabilities denominated in US dollars that expose it to currency risk, as follows:

	September 30 2016	December 31 2015
Cash	\$ 158,285	\$ 140,083
Amounts due to related parties	-	45,000
Net foreign exposure to US dollars	\$ 158,285	\$ 185,083

The Company does not utilize derivatives or other techniques to manage foreign currency risk.

Based on the above net foreign currency exposure as at September 30, 2016 and assuming all other variables remain constant, a 10% weakening or strengthening of the US dollar against the Canadian dollar would not result in a material increase/decrease in the Company's consolidated statements of loss and comprehensive loss.

**(iii) Other price risk**

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to any significant other price risk.

**9. SEGMENTED DISCLOSURE**

The Company has one operating segment, mineral exploration and development. The Company's non-current assets by geographical location are as follows as of the dates shown:

	September 30 2016	December 31 2015
Canada	\$ 1	\$ 1
Peru	-	89,260
Total	\$ 1	\$ 89,261

# NEW OROPERU RESOURCES INC.

## MANAGEMENT DISCUSSION & ANALYSIS For the nine months ended September 30, 2016 (Expressed in Canadian dollars)

### General

The information in this Management's Discussion and Analysis ("MD&A") is intended to assist the reader in the understanding and assessment of the trends and significant changes in the results of operations and financial conditions of New Oroperu Resources Inc (the "Company" or "New Oroperu"). This MD&A should be read in conjunction with the unaudited condensed interim financial statements of the Company, including the notes thereto, for the nine months ended September 30, 2016 and 2015 and the audited financial statements of the Company for the years ended December 31, 2015 and 2014, and MD&A of such financial statements, and other information relating to the Company on file with the Canadian provincial securities regulatory authorities on SEDAR at [www.sedar.com](http://www.sedar.com). The Company's audited financial statements for the years ended December 31, 2015 and 2014 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A has taken into account information available up to and including November 22, 2016. All monetary units herein are expressed in Canadian dollars unless otherwise noted.

New Oroperu is an exploration stage company engaged in the identification, evaluation, acquisition and exploration primarily of gold properties in Peru. The Company is a reporting issuer in British Columbia, Alberta and Ontario and trades on the TSX Venture Exchange under the symbol ORO.

This MD&A contains forward-looking statements. Please refer to the cautionary language at the end of this document.

### Company Overview

The Company continues to maintain its 100% interest in the Tres Cruces gold project in north central Peru, which has been under an option to purchase agreement with a subsidiary of Barrick Gold Corp. (Minera Barrick Misquichilca S.A.) ("Barrick"). Barrick did not conduct any material amount of field work on the Tres Cruces project in the past year, and the Company is not aware of any plans that Barrick may have for exploration or development work on the Tres Cruces project for the remainder of 2016.

#### *Tres Cruces Gold Project*

The Tres Cruces project has been under an option to purchase agreement with Barrick since 2003. To maintain its option, Barrick must make a payment to the Company of US\$250,000 a year. The Company received Barrick's US\$250,000 payment for the current year (less 30% Peruvian withholding tax) in May 2016. Under the terms of its option agreement, all exploration expenditures deemed necessary by Barrick to make a production decision will be paid by Barrick at no cost to the Company. Following a production decision, the Company would retain a 30% fully financed interest in Aurifera, a 2% royalty interest and receive a US\$1,000,000 advance royalty payment.

In October 2012, the Company announced the completion of an independent technical report which expanded the property's mineral resource estimate, based on Barrick's and the Company's own exploration data and analysis. The technical report was a milestone for the Company and contains an estimate of 2.6 million oz. of gold in the measured and indicated category at a 0.6 g/t gold cut-off (see news release dated October 16, 2012).

This estimate was based on 359 drill holes and nearly 74,000 meters of drilling and represents a substantial increase from an earlier historical resource estimate of 1.7 million oz of gold. There is also an inferred resource in areas immediately adjacent to the deposit and at depth which may be converted to a higher category with additional drilling. The gold mineralized system is open to depth with some drill holes bottoming in mineralization. Further exploration is warranted to define the full extent of mineralization.

# NEW OROPERU RESOURCES INC.

## MANAGEMENT DISCUSSION & ANALYSIS For the nine months ended September 30, 2016 (Expressed in Canadian dollars)

At present, the development of the Tres Cruces project is dependent on Barrick's plans and decisions relating to its option and ultimately to bringing the project into production. Although there is no certainty that it will continue, Barrick has maintained the option since 2003, and New Oroperu anticipates that Barrick will continue to do so and will eventually advance the project to a production decision.

### The Tres Cruces Gold Project

The Tres Cruces project is under option to Barrick, whereby Barrick can earn a 70% interest in Aurifera Tres Cruces S.A, the Company's Peruvian subsidiary, subject to an underlying 1.5% royalty and a 2% royalty payable to the Company.

Nearby the Tres Cruces project, about 10 km to the north, Barrick has invested an estimated \$340 million in the development of its Lagunas Norte deposit, where production started in June 2005. Since then the Lagunas Norte project has reported several years of production greater than 1 million oz. of gold per year and, most recently in 2015, Barrick reported production of 560,000 oz. gold at an all-in sustaining cost of US\$509/oz. Barrick also reported proven and probable oxide reserves of 1.9 million oz. gold and 1.9 million oz. gold in sulphide reserves at Lagunas Norte as of December 31, 2015. The 2016 production forecast for the year is 410,000-450,000 oz. gold.

On February 22, 2016, Barrick announced the results of its review for processing sulphidic material unsuited for heap leaching at its Lagunas Norte mining operations. This study described in a Barrick NI 43-101 technical report (dated March 21, 2016) contemplates using a new grinding-flotation-autoclave processing facility for sulphidic ores.

Prior metallurgical test work on Tres Cruces mineralization described in the Company's NI 43-101 Report by Peter A. Lacroix, described below, indicates good recoveries for a CIL floatation process. The Company believes that this potential addition of a grinding-flotation-autoclave circuit to extend the life of Barrick's Lagunas Norte mine could enhance the development opportunity for Tres Cruces because of the proximal advantages of Tres Cruces to Barrick's operations.

New Oroperu has a NI 43-101 technical report on the Tres Cruces project entitled "Technical Report on the Tres Cruces Project, North Central Peru", dated September 28, 2012, by Peter A. Lacroix, P. Eng. of Lacroix & Associates, which updated mineral resource estimates for the Tres Cruces project based on all available information to that date. According to the report, the Tres Cruces mineral resource is estimated to contain 2.6 million oz. of gold at a 0.6 g/t Au cut-off in the measured and indicated category.

A complete copy of the report is available at [www.sedar.com](http://www.sedar.com) or through the Company's website at [www.oroferu.com](http://www.oroferu.com).

The estimates are based on a three dimensional (3D) block model with grade interpolation domains created using lithology and alteration models. Grades were estimated using ordinary kriging. A grade envelope created by indicator kriging at a 0.2 g/t gold cut-off was used to constrain the estimate, which is tabulated in the following table:

### MINERAL RESOURCE ESTIMATES, 0.6 G/T AU CUT-OFF New Oroperu Resources Inc. – Tres Cruces Project

	<u>Kt</u>	<u>g/t Au</u>	<u>Koz Au</u>
Measured	4,961	1.52	242
Indicated	61,068	1.20	2,365
Total Measured + Indicated	66,029	1.23	2,608
Inferred	19,552	0.97	611

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### Notes:

1. CIM definitions were followed for Mineral Resources.
2. Mineral Resources are reported at a cut-off grade of 0.6 g/t Au.
3. Mineral Resources are estimated using an average gold price of US\$1,500 per ounce and metallurgical recovery of 82% of the contained gold.
4. Excludes Barrick claims.
5. Totals may not agree due to rounding.

The Tres Cruces project is a grass roots discovery made by the Company. New Oroperu has an agreement with Barrick granting them an option to acquire up to a 70% interest in Aurifera Tres Cruces S.A., the subsidiary that holds the Tres Cruces project.

Barrick has completed certain engineering and piezometric studies and continues to monitor its environmental work required for the permitting process.

### Results of Operations

The Company's operating expenses for the nine months ended September 30, 2016 were \$231,373, consistent with the same period for the preceding year (2015-\$230,979). During the nine months ended September 30, 2016, the Company recorded a \$129,856 gain on recovery of exploration costs from proceeds of the \$226,939 (US\$175,000) Tres Cruces property option received from Barrick. The latest Barrick option payment had the effect of offsetting the Company's investment in the Tres Cruces property to a zero balance, with the remainder of \$129,856 being recorded as a gain on exploration and evaluation property. The carrying costs of the Tres Cruces project have now been fully recovered through option payments received.

Barrick has continued to cover project costs related to exploration and maintenance of the Tres Cruces property in 2016, as per the terms of its exploration and option agreement with the Company, and the Company only incurred costs of \$7,824 related to the project.

In April 2016, the Company shut down operation of its subsidiary, Minera Angelica S.A.C. ("Minera Angelica") and wrote off its investment in the company. The Company de-recognized the assets and liabilities of Minera Angelica as of April 1, 2016, which resulted in a loss of \$3,530 during the period. The termination of the operation of Minera Angelica will result in reduction of future operating costs associated with the Company's operations in Peru.



# NEW OROPERU RESOURCES INC.

## MANAGEMENT DISCUSSION & ANALYSIS For the nine months ended September 30, 2016 (Expressed in Canadian dollars)

### Summary of Quarterly Results

Results for the eight most recent quarters ending with the last quarter ended September 30, 2016:

For the quarterly periods ending	September 30 2016	June 30 2016	March 31 2016	December 31 2015
Income (loss) for the quarter	(\$75,546)	\$44,084	(\$76,305)	(\$131,811)
Basic income (loss) per share	(\$0.00)	\$0.00	(\$0.00)	(\$0.00)
For the quarterly periods ending	September 30 2015	June 30 2015	March 31 2015	December 31 2014
Loss for the quarter	(\$70,489)	(\$75,505)	(\$78,682)	(\$59,573)
Basic loss per share	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)

The Company recorded a net loss of \$75,546 during the three months ended September 30, 2016. Its \$76,148 of operating costs during the quarter (2015-\$65,983) remained low and consistent with preceding quarters. Operating costs are projected to continue at a similar level for the last quarter of this year.

### Financial Condition, Liquidity and Capital Resources

In the nine months ended September 30, 2016, New Oroperu's cash position decreased by \$84,220 since December 31, 2015. In the past year, New Oroperu's sources of cash were from the \$226,939 (US\$175,000, net of withholding tax) property option payment received from Barrick in regard to the Tres Cruces project option agreement and the exercise of warrants (\$10,000).

The Company's cash position at September 30, 2016 was \$211,033 (December 31, 2015-\$295,253). New Oroperu's working capital position at September 30, 2016 was \$220,710, compared to working capital of \$229,216 at December 31, 2015.

The Company is dependent on raising funds through the issuance of shares, obtaining debt financing, receiving the annual option payment from Barrick, and/or attracting joint venture partners in order to undertake further exploration and development of its mineral properties. Management believes that additional financing may be available and may be sourced when needed to allow the Company to continue its planned activities in the normal course. There can, however, be no assurance the Company will be able to raise additional funds in the near future.

The Company is not in commercial production on any of its mineral properties and accordingly, it does not generate cash from operations.

### Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet financing arrangements.

### Proposed Transactions

There are no proposed transactions.

# NEW OROPERU RESOURCES INC.

## MANAGEMENT DISCUSSION & ANALYSIS For the nine months ended September 30, 2016 (Expressed in Canadian dollars)

### Outstanding Share Data

There were 20,934,985 shares of the Company outstanding at September 30, 2016 and as of the date of this MD&A.

The following stock options are outstanding as at December 31, 2015 and as of the date of this report:

No. of Options	Price per Share	Expiry Date
2,000,000	\$0.50	October 26, 2017
1,200,000	\$0.17	October 30, 2020
3,100,000		

### Related Party Transactions

The president and CFO of the Company provide management, technical consulting, accounting and administrative services to the Company through their consulting services corporations. Two directors also receive or accrue fees for their services as directors.

Key management compensation consists of the following:

The Company paid or accrued fees of \$103,705 to NS Star Enterprises Ltd., a company controlled by the president, for technical, management and administration services during the nine months ended September 30, 2016 (2015-\$95,553). The Company paid Morfopoulos Consulting Associates Ltd., a company 50% owned by the CFO, \$31,500 for accounting, management and administration services during the nine months ended September 30, 2016 (2015-\$31,500). Director fees totaling \$27,000 (2015-\$27,000) were paid to two directors.

In the quarter ended September 30, 2016, the Company paid an account payable of \$62,284 to a company owned by the president of the Company for outstanding technical fees.

### Management of Capital

The Company's equity is considered to be capital under management. There has been no change in the nature of the Company's capital structure during the nine months ended September 30, 2016. 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 mineral properties and to maintain a flexible capital structure at an acceptable risk.

The Board of Directors manages the capital structure and makes adjustments to its plan based on economic and market conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, issue debt and may acquire or dispose of assets.

In order to facilitate the management of capital, the Company prepares expenditure budgets that are updated as necessary depending on factors determined by the Board of Directors.

The Company is not subject to any external capital restrictions.

The Company does not expect to pay out dividends in the foreseeable future. The Company's investment policy is to keep its cash on deposit in an interest bearing major Canadian chartered bank account.

# NEW OROPERU RESOURCES INC.

## MANAGEMENT DISCUSSION & ANALYSIS For the nine months ended September 30, 2016 (Expressed in Canadian dollars)

### Use of Judgments and Estimates

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### *Critical accounting estimates*

Critical accounting estimates are estimates and assumptions made by management in the preparation of these consolidated financial statements that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

#### Share-based payments

The fair value of share-based payments are subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

### Financial Instruments

The Company classifies its financial assets in the following categories: held-to-maturity, fair value through profit or loss ("FVTPL"), loans and receivables, and available-for-sale ("AFS"). The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

#### *Held-to-maturity*

Held-to-maturity financial assets are recognized on a trade-date basis and are initially measured at fair value using the effective interest rate method. The Company has no assets classified as held-to-maturity.

#### *Financial assets at fair value through profit or loss*

Financial assets at FVTPL are initially recognized at fair value with changes in fair value recorded through income. Cash is included in this category of financial assets.

#### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date. Loans and receivables are carried at amortized cost less any impairment.

# NEW OROPERU RESOURCES INC.

## MANAGEMENT DISCUSSION & ANALYSIS For the nine months ended September 30, 2016 (Expressed in Canadian dollars)

### *Borrowings and other financial liabilities*

Borrowings and other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in the statement of loss over the period to maturity using the effective interest method.

Borrowings and other financial liabilities are classified as current or non-current based on their maturity date. Financial liabilities include trade payables and accrued liabilities, due to related parties and loans payable.

The Company's risk exposure and the impact on the Company's financial instruments are as follows:

a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations.

The Company is exposed to concentration of credit risk with respect to its cash; however, the risk is minimized as cash is placed with major Canadian financial institutions.

b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company's approach to managing liquidity risk is to plan that it will have sufficient assets and cash flows to meet liabilities when due. As at September 30, 2016, the Company has working capital of \$220,710 (December 31, 2015-\$229,216). As at September 30, 2016, the Company has accounts payable and accrued liabilities totalling \$16,849 (December 31, 2015-\$83,420), which are due within the next twelve months.

c) Market Risk

Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and equity prices. Management closely monitors individual interest rate and foreign currency movements to determine the appropriate course of action to be taken by the Company.

d) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company is not exposed to significant interest rate risk.

e) Foreign currency risk

As at September 30, 2016, the Company has certain assets and liabilities denominated in United States dollars that expose it to currency risk, as follows:

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## MANAGEMENT DISCUSSION & ANALYSIS For the nine months ended September 30, 2016 (Expressed in Canadian dollars)

	September 30 2016	December 31 2015
Cash	\$ 158,285	\$ 140,083
Amounts due to related parties	-	45,000
Net foreign exposure	\$ 158,285	\$ 185,083

The Company does not utilize derivatives or other techniques to manage foreign currency risk.

Based on the above net foreign currency exposure as at September 30, 2016 and assuming all other variables remain constant, a 10% weakening or strengthening of the US dollar against the Canadian dollar would not result in a material change in the Company's consolidated statement of loss and comprehensive loss.

f) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to any significant price risk.

### Risk Factors

Companies operating in the mining industry face many and varied kind of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical. Following are the risk factors most applicable to the Company.

#### *Financial*

The Company has not generated any revenue since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. As at September 30, 2016, the Company has incurred losses since inception and has an accumulated operating deficit of \$34,233,019. The continuation and long-term viability of the Company remains dependent upon its ability to obtain necessary equity financing to continue operations and to determine the existence, discovery and successful exploitation of economically recoverable reserves in its resource properties, confirmation of the Company's interests in the underlying properties, and the attainment of profitable operations.

#### *Industry*

Exploring and developing mineral resource projects bears a high potential for a variety of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is not feasible or practical to proceed.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

# NEW OROPERU RESOURCES INC.

## MANAGEMENT DISCUSSION & ANALYSIS For the nine months ended September 30, 2016 (Expressed in Canadian dollars)

### *Metal Prices*

The principal activity of the Company is the exploration and development of gold resource properties. The feasible development of such properties is highly dependent upon the price of gold. A sustained and substantial decline in commodity gold prices could result in the write-down, termination of exploration and development work or loss of its interests in identified resource properties. Although such prices cannot be forecasted with certainty, the Company carefully monitors factors which could affect gold commodity prices in order to assess the feasibility of its resource projects.

### *Political Risk*

The resource properties on which the Company is pursuing its exploration and development activities are all located in Peru, South America. While the political climate is considered by the Company to be stable, there can be no assurances that this will continue indefinitely. To alleviate such risk, the Company funds its Peru operations on an as-needed basis. The Company does not presently maintain political risk insurance for its foreign exploration projects.

### *Environmental*

Exploration and development projects are subject to the environmental laws and regulations of the country within which the Company is conducting its operations. As such laws are subject to change, the Company carefully monitors proposed and potential changes and management believes the Company remains in compliance with current environmental regulations in the relevant jurisdictions.

Based on management's knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be materially affected by credit risk, liquidity risk or market risk.

## **FORWARD-LOOKING STATEMENTS**

Some of the statements in this document constitute "forward looking statements". Where New Oroperu expresses an expectation or belief as to future events or results, management plans and objectives, and projections of exploration results, such expectation or belief is expressed in good faith and is believed to have a reasonable basis. The Company makes no representation that reasonable business people in possession of the same information would reach the same conclusions. While these statements represent our best current judgment, they are subject to risks and uncertainties that could cause actual results to vary, the specifics of which are detailed in disclosures with the heading "Risk Factors" in the Company's periodic filings with securities regulators. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Forward-looking statements in this MD&A are made as of the date of this MD&A or, in the case of documents incorporated by reference herein, as of the date of such documents, and New Oroperu does not assume the obligation to update any forward looking statement.

This MD&A includes, but is not limited to, forward-looking statements regarding the Company's exploration properties in Peru, and the Company's ability to meet its working capital needs for the rest of this calendar year.

### **Approvals**

# **NEW OROPERU RESOURCES INC.**

## **MANAGEMENT DISCUSSION & ANALYSIS For the nine months ended September 30, 2016 (Expressed in Canadian dollars)**

Peter A. Lacroix, P. Eng., and a qualified person as defined by Canadian National Instrument 43-101, has reviewed the Tres Cruces property technical information contained in this MD&A.

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

### **Additional Information**

Additional information about the Company may be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).