

## **Introduction**

The following interim Management Discussion & Analysis (“Interim MD&A”) of Inventus Mining Corp. (“Inventus” or the “Company”) for the three and nine months ended September 30, 2016 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis (“Annual MD&A”) for the fiscal year ended December 31, 2015. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual consolidated financial statements for the years ended December 31, 2015, and December 31, 2014, together with the notes thereto, and unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2016, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed consolidated interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of November 15, 2016, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the “Board”), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Caution Note Regarding Forward-Looking Statements**

Certain statements contained in this Interim MD&A and in certain documents incorporated by reference in this Interim MD&A, constitute forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The

**Inventus Mining Corp.**  
**Interim Management’s Discussion & Analysis – Quarterly Highlights**  
**For the Three and Nine Months Ended September 30, 2016**  
**Discussion dated: November 15, 2016**

---

forward-looking statements in this Interim MD&A speak only as of the date of (i) this Interim MD&A or (ii) as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this Interim MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

<b>Forward-looking statements</b>	<b>Assumptions</b>	<b>Risk factors</b>
The Company will be able to continue its business activities.	The Company has anticipated all material costs and the operating activities of the Company, and such costs and activities will be consistent with the Company’s current expectations; the Company will be able to obtain equity funding when required.	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; and capital markets not being favourable for funding resulting in the Company not being able to obtain financing when required or on acceptable terms.
The Company will be able to carry out anticipated business plans.	The operating activities of the Company for the twelve months ending September 30, 2017, will be consistent with the Company’s current expectations.	Sufficient funds not being available; increases in costs; the Company may be unable to retain key personnel; government regulations will change in a negative manner towards exploration activities for junior mining companies.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company’s ability to predict or control. Please also make reference to those risk factors referenced in the “Risk Factors” section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

**Description of Business**

The principal business of the Company is the acquisition and advancement of mineral projects which conform to geological models for world class gold deposits and or magmatic sulphide deposits. To date, the Company has not earned any revenue from operations.

The principal mineral asset of the Company at the date of this Interim MD&A is the Pardo Property located north-east of Sudbury, Ontario.

On May 1, 2015, the Company announced that it changed its name from Ginguro Exploration Inc. to Inventus Mining Corp. The Company is a reporting issuer in British Columbia, Alberta and Ontario and has traded on the TSX Venture Exchange ("TSXV") under the symbol "IVS" since May 5, 2015.

## **Operational Highlights**

### **Corporate**

On April 11, 2016, the Company completed a non-brokered private placement of \$1.3 million in principal amount of senior secured convertible debentures (the "Offering") at a price of \$100,000 and integral multiples thereof per debenture (the "Debentures"). The Debentures had an interest rate of 8% per year, calculated semi-annually from their date of issuance and a maturity date that is two (2) years from the date of issuance (the "Maturity Date"). At the option of the lenders, principal under the Debenture is convertible (the "Conversion") into common shares of the Company (the "Conversion Shares") at a conversion price of \$0.05 per Conversion Share until the date that is 12 months prior to the Maturity Date or at a conversion price of \$0.10 per Conversion Share thereafter, however, the lenders may only exercise their right to Conversion following completion of a share consolidation on a minimum basis of two (2) (old) common shares for one (1) (new) common share (the "Share Consolidation"), and up to or on the Maturity Date. Upon initial recognition, the equity component of the Debentures was determined to be insignificant. In connection with the Offering, Mr. Wayne Whymark, former Chairman and former Chief Executive Officer ("CEO") of the Company, acquired a flow-through special warrant (the "Special Warrant") in the amount \$250,000 exercisable at \$0.05 per Special Warrant into common shares of the Company on completion of the Share Consolidation.

At the annual and special meeting of shareholders held on May 5, 2016, shareholders of the Company approved the Share Consolidation and on May 12, 2016, the Company effected and completed the Share Consolidation on a one (1) for two (2) basis and Mr. Whymark's Special Warrant automatically converted into 5,000,000 common shares of the Company.

As part of the Share Consolidation, stock options and warrants were also consolidated and the exercise price adjusted to reflect the consolidation. The Share Consolidation has been reflected in the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2016 and Interim MD&A and all applicable references to the number of shares, stock options and warrants and their strike price and per share information have been restated.

On May 12, 2016, Eric Sprott, Evanachan Limited ("Evanachan"), a company wholly-owned by Robert R. McEwen, and Osisko Gold Royalties Ltd. ("Osisko") all exercised, in full, their right to convert their previously acquired Debentures which became convertible into common shares of the Company as a result of the completion of the Share Consolidation. Mr. Sprott converted his \$500,000 principal amount of Debentures at a price of \$0.05 per share and as a result acquired 10,000,000 common shares of the Company, Evanachan converted its \$500,000 principal amount of Debentures at a price of \$0.05 per share and as a result acquired 10,000,000 common shares of the Company, and Osisko converted its \$300,000 principal amount of Debentures at a price of \$0.05 per share and as a result acquired 6,000,000 common shares of the Company.

**Inventus Mining Corp.**  
**Interim Management's Discussion & Analysis – Quarterly Highlights**  
**For the Three and Nine Months Ended September 30, 2016**  
**Discussion dated: November 15, 2016**

---

On November 3, 2016, Inventus announced that Wayne Whymark has retired as the Chairman, CEO and a Director of the Company. Mr. Whymark will be replaced by Stefan Spears, an existing Director of the Company, in the positions of Chairman and Interim CEO effective immediately.

**Exploration update**

**JV**

The following table summarizes the Company's current plans at the Pardo JV Property, the total estimated costs, and total expenditures incurred to date.

<b>Activities Completed (Nine Months Ended September 30, 2016)</b>	<b>Plans for the Project</b>	<b>(A) Spent (approx.)</b>	<b>(B) Planned Expenditures (approx.)</b>
No significant activities occurred during the period	Two engineering studies looking at geostatistical analysis and ore sorting technologies, as well as other administrative expenditures. In addition, surveying of claims in anticipation of going to lease	\$nil	\$253,000
	Acquire from Endurance Gold Corporation ("Endurance") their 35.5% interest in the Pardo Joint Venture – Refer to Subsequent Events below	n/a	n/a
		\$3,000	\$nil
	Maintenance costs		
<b>Subtotals</b>		<b>\$3,000</b>	<b>\$253,000</b>
<b>Total (A+B)</b>			<b>\$256,000</b>

**Inventus Mining Corp.**  
**Interim Management's Discussion & Analysis – Quarterly Highlights**  
**For the Three and Nine Months Ended September 30, 2016**  
**Discussion dated: November 15, 2016**

---

**100% Owned Pardo Property**

McNish Property

The following table summarizes the Company's current plans at the McNish Property, the total estimated costs, and total expenditures incurred to date.

<b>Activities Completed (Nine Months Ended September 30, 2016)</b>	<b>Plans for the Project</b>	<b>(A) Spent (approx.)</b>	<b>(B) Planned Expenditures (approx.)</b>
Staking	No plans at this time	\$nil	\$nil
<b>Subtotals</b>		<b>\$nil</b>	<b>\$nil</b>
<b>Total (A+B)</b>			<b>\$nil</b>

Cobble Zone

The following table summarizes the Company's current plans at the Cobble Zone, the total estimated costs, and total expenditures incurred to date.

<b>Activities Completed (Nine Months Ended September 30, 2016)</b>	<b>Plans for the Project</b>	<b>(A) Spent (approx.)</b>	<b>(B) Planned Expenditures (approx.)</b>
Excavator stripping, detailed bedrock channel sampling and geological mapping	Diamond drilling and assays	\$46,000	\$55,000
<b>Subtotals</b>		<b>\$46,000</b>	<b>\$55,000</b>
<b>Total (A+B)</b>			<b>\$101,000</b>

**Transactions with Related Parties**

Related parties include the Board, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The noted transactions below are in the normal course of business.

Salaries paid, or otherwise accrued, to key management personnel (defined as the former Chairman and CEO of the Company, the former Chief Financial Officer ("CFO"), and directors) for the three and nine months ended September 30, 2016 totaled \$nil (three and nine months ended September 30, 2015 - \$55,000 and \$199,719, respectively). As at September 30, 2016, key management personnel was owed \$3,899 (December 31, 2015 - \$3,420) and these amounts were included in accounts payable and accrued liabilities.

The Company entered into a promissory note with the Chairman for the monies owing in the amount of \$266,500. The promissory note incurs an interest rate of prime plus 1% per annum and matures at the earlier of (i) the date in which a default occurs, (ii) the date of which the Company completes an equity financing or series of equity financings resulting in aggregate gross proceeds

---

**Inventus Mining Corp.**  
**Interim Management's Discussion & Analysis – Quarterly Highlights**  
**For the Three and Nine Months Ended September 30, 2016**  
**Discussion dated: November 15, 2016**

---

to the Company of not less than \$1.5M and (iii) October 30, 2017. On May 12, 2016, the Company settled the promissory note in full with cash.

In connection with the Offering, Mr. Wayne Whymark, the former Chairman and CEO of the Company, acquired a Special Warrant in the amount \$250,000 exercisable at \$0.05 per Special Warrant into common shares of the Company on completion of the Share Consolidation.

At the annual and special meeting of shareholders held on May 5, 2016, shareholders of the Company approved the Share Consolidation and on May 12, 2016, the Company effected and completed the Share Consolidation on a one (1) for two (2) basis and Mr. Whymark's Special Warrant automatically converted into 5,000,000 common shares of the Company.

During the three and nine months ended September 30, 2016, the Company paid professional fees and disbursements of \$9,733 and \$30,301, respectively (three and nine months ended September 30, 2015 - \$11,166 and \$20,221, respectively) to Marrelli Support Services Inc. ("Marrelli Support"), an organization of which Carmelo Marrelli is president. Carmelo Marrelli is the CFO of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters. All services were made on terms equivalent to those that prevail with arm's length transactions. As at September 30, 2016, Marrelli Support was owed \$nil (December 31, 2015 - \$3,550) and these amounts were included in accounts payable and accrued liabilities.

During the three and nine months ended September 30, 2016, the Company paid professional fees and disbursements of \$4,295 and \$13,730, respectively (three and nine months ended September 30, 2015 - \$3,918 and \$9,181, respectively) to DSA Corporate Services Inc. ("DSA"), an organization of which Carmelo Marrelli controls. Carmelo Marrelli is also the corporate secretary and sole director to DSA. These services were incurred in the normal course of operations of corporate secretarial matters. All services were made on terms equivalent to those that prevail with arm's length transactions. As at September 30, 2016, DSA was owed \$1,311 (December 31, 2015 - \$2,304) and these amounts were included in accounts payable and accrued liabilities.

On May 12, 2016, Eric Sprott and Evanachan, a company wholly-owned by Robert R. McEwen, all exercised, in full, their right to convert their previously acquired Debentures which became convertible into common shares of the Company as a result of the completion of the Share Consolidation. Mr. Sprott converted his \$500,000 principal amount of Debentures at a price of \$0.05 per share and as a result acquired 10,000,000 common shares of the Company and Evanachan converted its \$500,000 principal amount of Debentures at a price of \$0.05 per share and as a result acquired 10,000,000 common shares of the Company.

To the knowledge of the directors and officers of the Company, as at September 30, 2016, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all the common shares of the Company other than Robert R. McEwen that controls 18,502,500 common shares or approximately 24.73% and Eric S. Sprott that controls 13,661,333 common shares or approximately 18.26% of the shares outstanding.

**Inventus Mining Corp.**  
**Interim Management's Discussion & Analysis – Quarterly Highlights**  
**For the Three and Nine Months Ended September 30, 2016**  
**Discussion dated: November 15, 2016**

(b) Remuneration of directors and key management personnel of the Company was as follows:

	<b>Nine Months Ended September 30, 2016</b>	<b>Nine Months Ended September 30, 2015</b>
<b>Stock-based compensation</b>	<b>\$</b>	<b>\$</b>
Wayne Whymark (CEO at September 30, 2016)	53,941	12,165
Doug Hunter, Director	13,485	6,854
Robert Heatherington, Director	13,485	6,854
Mark Hall, Director	13,485	6,854
Greg Gibson, Director	13,485	nil
Carmelo Marrelli, (CFO)	10,788	8,566
Stefan Spears, Director	13,485	nil
<b>Total</b>	<b>132,154</b>	<b>41,293</b>

	<b>Three Months Ended September 30, 2016</b>	<b>Three Months Ended September 30, 2015</b>
<b>Stock-based compensation</b>	<b>\$</b>	<b>\$</b>
Wayne Whymark (CEO at September 30, 2016)	40,455	nil
Doug Hunter, Director	10,114	nil
Robert Heatherington, Director	10,114	nil
Mark Hall, Director	10,114	nil
Greg Gibson, Director	10,114	nil
Carmelo Marrelli, (CFO)	8,090	nil
Stefan Spears, Director	10,114	nil
<b>Total</b>	<b>99,115</b>	<b>nil</b>

### **Trends**

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. During the nine months ended September 30, 2016, equity markets in Canada showed signs of improvement, with equities increasing significantly during this period. Strong equity markets are favourable conditions for completing a public merger, financing or acquisition transaction. Apart from these and the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations. See "Risk Factors" below.

## **Financial Highlights**

### **Financial Performance**

The Company's net loss totaled \$251,075 for the three months ended September 30, 2016, with basic and diluted loss per share of \$0.00. This compares with a net loss of \$214,696 with basic and diluted loss per share of \$0.01 for the three months ended September 30, 2015. The increase in net loss of \$36,379 was principally because:

- The decrease in exploration and evaluation expenditures of \$70,344 for the three months ended September 30, 2016, compared to the three months ended September 30, 2015, can be attributed to decreased exploration expenditures related to the Pardo JV Property. Refer to subheading "Liquidity and Financial Position" under heading "Financial Highlights" for a summary of the Company's exploration program at the Pardo JV Property.
- Office and general expenses decreased to \$67,629 for the three months ended September 30, 2016, compared with \$74,343 for the same period in 2015 due to decreased corporate activity.
- Professional fees increased to \$32,379 for the three months ended September 30, 2016 compared with \$22,798 for the same period in 2015. The increase was primarily due to higher legal fees.
- Stock-based compensation expense increased by \$131,481 as compared to the three months ended September 30, 2015. Stock-based compensation expense will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date.
- All other expenses related to general working capital.

The Company's total assets at September 30, 2016 were \$1,201,426 (December 31, 2015 - \$85,008 against total liabilities of \$40,502 (December 31, 2015 - \$296,993). The increase in total assets of \$1,116,418 resulted from cash raised from the issue of the Special Warrant and Debentures. The Company has sufficient current assets to pay its existing liabilities of \$40,502 at September 30, 2016.

### **Cash Flow**

At September 30, 2016, the Company had cash and cash equivalents of \$1,169,679 at September 30, 2016, compared to \$58,935 at December 31, 2015. The increase in cash and cash equivalents of \$1,110,744 from the December 31, 2015 cash and cash equivalents balance of \$58,935 was as a result of cash outflow in operating activities of \$352,844. Operating activities were affected by adjustments of accrued interest of (\$1,675), stock-based compensation of \$175,308 and net change in non-cash working capital balances of \$6,010 because of an increase in prepaid expenses and other current assets of \$108, an increase in amounts receivable of \$5,566 and an increase in accounts payable and accrued liabilities of \$11,684. Financing activities increased to 1,463,588 through the issue of promissory notes in the amount of \$75,000, the issue of a Special Warrant of \$250,000 to the former CEO of the Company, the exercise of stock options of \$266,750 and the issue of Debentures of \$1,300,000, offset by share issue costs of \$86,662 and the repayment of promissory notes of \$341,500.

### **Liquidity and Financial Position**

The Company derives no income from operations, as all of its projects since inception have been exploration projects. Accordingly, the activities of the Company have been financed by cash raised through promissory notes, issue of Debentures, private placements of securities, the exercise of warrants and its initial public offering. As the Company does not expect to generate cash flows from operations in the near future, it will continue to rely primarily upon the sale of securities to raise capital. As a result, the availability of financing, as and when needed, to fund the Company's activities cannot be assured. See "Risk Factors" below.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSXV which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of September 30, 2016, the Company believes it is compliant with TSXV Policy 2.5.

During fiscal 2016, the Company's corporate head office costs are estimated to average less than \$100,000 per quarter. Head office costs include professional fees, reporting issuer costs, business development costs and general and administrative costs. Head office costs exclude project generation and evaluation costs. The cost of acquisition and work commitments on new acquisitions cannot be accurately estimated.

The Company believes it has adequate working capital for the twelve months ending September 30, 2017. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Company other than the estimated exploration budget of \$308,000 which will be spent or deferred as required. For these reasons, management considers it to be in the best interests of the Company and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed, or for other purposes, as needs arise.

See "Risk Factors" below and "Caution Note Regarding Forward-Looking Statements" above.

Additional measures have been undertaken or are under consideration to further reduce corporate overhead.

### **Outlook**

The Company intends to continue exploring the Pardo JV Property and its 100% owned Pardo Property. The Company is mindful that the gold price could fall with little or no warning. Accordingly, its plans for the near term are to monitor market fundamentals, complete its exploration program on the Pardo JV Property and Cobble Zone and to ensure that the Company is well positioned to weather any possible resurgence of a market downturn. See "Risk Factors".

### **Risk Factors**

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk

factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's Annual MD&A for the fiscal year ended December 31, 2015, available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Disclosure of Internal Controls**

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed consolidated interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed consolidated interim financial statements; and (ii) the unaudited condensed consolidated interim financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed consolidated interim financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR 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.

### **Changes in Accounting Policies**

During the year ended December 31, 2015, the Company retrospectively changed its accounting policy for exploration and evaluation expenditures. Previously, the Company capitalized acquisition costs and deferred exploration and evaluation expenditures of mineral properties to the specific mineral properties, net of recoveries received.

Under the new policy, exploration and evaluation expenditures incurred prior to the establishment of technical feasibility and commercial viability of extracting mineral resources and prior to a

**Inventus Mining Corp.**  
**Interim Management's Discussion & Analysis – Quarterly Highlights**  
**For the Three and Nine Months Ended September 30, 2016**  
**Discussion dated: November 15, 2016**

decision to proceed with mine development are charged to operations as incurred. As required by IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors, the Company included the restated consolidated statement of financial position as at December 31, 2014, restated unaudited condensed consolidated interim statement of loss and comprehensive loss for the three and nine months ended September 30, 2015 and restated unaudited condensed consolidated interim statement of cash flows for the nine months ended September 30, 2015. Management considers this accounting policy to provide more reliable and relevant information and more clearly represents the Company's activities.

The consolidated financial statement impact as at December 31, 2014 is as follows:

	<b>As previously reported (\$)</b>	<b>Effect of change in accounting policy (\$)</b>	<b>As restated (\$)</b>
<b>Statement of Financial Position</b>			
Mineral properties and deferred exploration expenditures	8,043,204	(8,043,204)	nil
Total non-current assets	10,589,879	(8,043,204)	2,546,675
Total assets	11,573,662	(8,043,204)	3,530,458
Deferred income tax liability	660,041	(660,041)	nil
Total liabilities	827,848	(660,041)	167,807
Deficit	(4,703,973)	(7,383,163)	(12,087,136)
Total shareholders' equity	10,745,814	(7,383,163)	3,362,651
Total liabilities and shareholders' equity	11,573,662	(8,043,204)	3,530,458

The consolidated financial statement impact as at September 30, 2015 and for the nine months ended September 30, 2015 is as follows:

	<b>As previously reported (\$)</b>	<b>Effect of change in accounting policy (\$)</b>	<b>As restated (\$)</b>
<b>Statement of Financial Position</b>			
Mineral properties and deferred exploration expenditures	8,369,047	(8,369,047)	nil
Total non-current assets	10,858,803	(8,369,047)	2,489,756
Total assets	11,010,131	(8,369,047)	2,641,084
Deferred income tax liability	660,041	(660,041)	nil
Total liabilities	753,001	(660,041)	92,960
Deficit	(5,247,657)	(7,709,006)	(12,956,663)
Total shareholders' equity	10,257,130	(7,709,006)	2,548,124
Total liabilities and shareholders' equity	11,010,131	(8,369,047)	2,641,084

**Inventus Mining Corp.**  
**Interim Management's Discussion & Analysis – Quarterly Highlights**  
**For the Three and Nine Months Ended September 30, 2016**  
**Discussion dated: November 15, 2016**

	<b>As previously reported</b>	<b>Effect of change in accounting policy</b>	<b>As restated</b>
<b>Statement of Loss and Comprehensive Loss</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Exploration and evaluation expenditures	nil	325,843	325,843
Net loss and comprehensive loss for the period	(543,684)	(325,843)	(869,527)
Basic and diluted loss per share	(0.01)	(0.01)	(0.02)

	<b>As previously reported</b>	<b>Effect of change in accounting policy</b>	<b>As restated</b>
<b>Statement of Cash Flows</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Net loss for the period	(543,684)	(325,843)	(869,527)
Cash flows used in operating activities	(442,516)	(325,843)	(768,359)
Deferred exploration expenditures incurred, net	(325,843)	325,843	nil
Cash flows used in investing activities	(326,453)	325,843	(610)

The consolidated financial statement impact for the three months ended September 30, 2015 is as follows:

	<b>As previously reported</b>	<b>Effect of change in accounting policy</b>	<b>As restated</b>
<b>Statement of Loss and Comprehensive Loss</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Exploration and evaluation expenditures	nil	86,671	86,671
Net loss and comprehensive loss for the period	(128,025)	(86,671)	(214,696)
Basic and diluted loss per share	(0.00)	(0.01)	(0.01)

### **Subsequent Events**

(a) On November 3, 2016, Inventus announced that Wayne Whymark has retired as the Chairman, CEO and a Director of the Company. Mr. Whymark will be replaced by Stefan Spears, an existing Director of the Company, in the positions of Chairman and Interim CEO effective immediately.

(b) On November 9, 2016, Inventus announced that it has entered into a binding arm's length letter agreement to acquire from Endurance their 35.5% interest in the Pardo Joint Venture in exchange for the issuance of 25,500,000 common shares of the Company and a cash payment of \$75,000. As a result of this transaction, if completed, Inventus will own 100% of the assets comprising the Pardo Joint Venture. The property is subject to a pre-existing 3% net smelter return royalty, of which 1.5% can be purchased for \$1.5 million at any time.

The purchase is subject to regulatory approval, definitive documentation and closing. The transaction is expected to close on or before November 30, 2016. The current arbitration process

**Inventus Mining Corp.**  
**Interim Management's Discussion & Analysis – Quarterly Highlights**  
**For the Three and Nine Months Ended September 30, 2016**  
**Discussion dated: November 15, 2016**

---

between Endurance and Inventus has been suspended without prejudice and will terminate on closing of the transaction.

Endurance does not currently own any securities of the Company. Immediately following the transaction, Endurance will own 25,500,000 common shares of the Company representing 25.4% of the issued and outstanding common shares, which is a "Control Person" as that term is defined in the policies of the TSXV. The creation of a new Control Person requires approval by the "disinterested vote" of the shareholders which will be sought by way of written consents of shareholders holding in excess of 50% of the issued and outstanding common shares of the Company. The common shares will be acquired by Endurance for investment purposes, and depending on market and other conditions, it may from time to time in the future increase or decrease its ownership, control or direction over securities of the Company through market transactions, private agreements, or otherwise.