MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016

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MANAGEMENT'S DISCUSSION AND ANALYSIS

(Expressed in Canadian Dollars)

The following is Management's Discussion and Analysis ("MD&A") of the consolidated financial condition and results of operations of Noront Resources Ltd. ("Noront" or the "Company") for the quarter ended September 30, 2016, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including International Accounting Standard ("IAS") 34, Interim Financial Reporting. This discussion should be read in conjunction with the consolidated financial statements and the notes thereto for the same period as noted above (collectively, the "Financial Statements"). Additional Company information, including the Company's most recent Financial Statements, can be accessed through the System for Electronic Document Analysis and Retrieval ("SEDAR") website at www.sedar.com and the Company's website at www.norontresources.com. Information contained on the Company's website is not incorporated herein and does not form part of this MD&A.

All financial measures are expressed in Canadian dollars unless otherwise indicated.

Ryan Weston M.Sc., MBA, P.Geo., Vice-President Exploration of Noront and a Qualified Person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"), has reviewed and is responsible for the technical information contained in this MD&A. For further information on the McFaulds Lake Project, please refer to Noront's technical report titled "Feasibility Study, McFaulds Lake Property, Eagle's Nest Project, James Bay Lowlands, Ontario, Canada" dated October 19, 2012 (effective date September 4, 2012) (the "Feasibility Study"), prepared in accordance with the requirements of NI 43-101 and available on SEDAR and the Company's website. For further information on the Black Thor, Black Label and Big Daddy chromite deposits, please refer to Noront's technical report titled "National Instrument 43-101 Technical Report – Black Thor, Black Label and Big Daddy chromite deposits, McFaulds Lake Area, Ontario, Canada, Porcupine Mining Division, NTS 43D16 Mineral Resource Estimation (the "Acquired Properties Report"), prepared in accordance with the requirements for NI 43-101 and available on SEDAR and the Company's website.

This information is current as of November 17, 2016.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes certain "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information is provided as of the information currency date referred to above or, in the case of documents incorporated by reference herein, as of the date of such documents.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Examples of such forward-looking information include information regarding financial results and expectations for fiscal year 2016, such as, but not limited to, availability of financing, interpretation of drill results, the geology, grade and continuity of mineral deposits and conclusions of economic evaluations (including those contained in the Feasibility Study), metal prices, demand for metals, currency exchange rates, cash operating margins, expenditures on property, plant and equipment, increases and decreases in exploration activity, changes in project parameters, joint venture operations, mineral resources and anticipated grades and recovery rates, information regarding planned infrastructure for the Ring of Fire Region required for the development of the Eagle's Nest Project (as hereinafter defined) and information regarding government support for such plan, approval of the Company's EA and EIS (as hereinafter defined) application for the Eagle's Nest Project and are, or may be, based on assumptions and/or estimates related to future economic, market and other factors and conditions. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company's businesses, operations, plans and other such matters are forward-looking information.

Forward-looking information is based on reasonable assumptions that have been made by the Company as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: the impact of general business and economic conditions; risks related to government

and environmental regulation, actual results of current exploration activities, conclusions of economic evaluations (including those contained in the Feasibility Study) and changes in project parameters as plans continue to be refined; problems inherent to the marketability of base and precious metals; industry conditions, including fluctuations in the price of base and precious metals, fluctuations in interest rates; government entities interpreting existing tax legislation or enacting new tax legislation in a way which adversely affects the Company; stock market volatility; competition; risk factors disclosed under the heading "Risks and Uncertainties"; risk factors disclosed under the heading "Risk Factors" in the Company's most recent Annual Information Form ("AIF") dated April 25, 2016, available electronically on SEDAR; and such other factors described or referred to elsewhere herein, including unanticipated and/or unusual events. Many of such factors are beyond Noront's ability to control or predict.

Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate as actual results and future events could differ materially from those reliant on forward-looking information.

All of the forward-looking information given in this MD&A is qualified by these cautionary statements and readers of this MD&A are cautioned not to put undue reliance on forward-looking information due to its inherent uncertainty. Noront disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, except as required by law. This forward-looking information should not be relied upon as representing the Company's views as of any date subsequent to the date of this MD&A.

NOTE TO U.S INVESTORS REGARDING MINERAL RESOURCE ESTIMATES

All mineral resource estimates contained in this MD&A have been prepared in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum Classification System in compliance with Canadian securities laws, which differ from the requirements of United States securities laws. Without limiting the foregoing, this report uses the terms "measured mineral resources", "indicated mineral resources" and "inferred mineral resources". Any U.S. Investors are advised that, while such terms are recognized and required by Canadian securities laws, the U.S. Securities and Exchange Commission ("SEC") does not recognize them. Under U.S. standards, mineralization may not be classified as a "mineral reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the mineral reserve determination is made. Any U.S. investors are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be converted into mineral reserves. Mineral resources which are not mineral reserves do not have demonstrated economic viability. Further, inferred mineral resources have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. It cannot be assumed that all or any part of the inferred mineral resources will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of an economic analysis, except in rare cases. Any U.S. investors are cautioned not to assume that all or any part of the inferred mineral resources exists, or that they can be mined legally or economically. Information concerning descriptions of mineralization and mineral resources contained in this MD&A has been prepared in accordance with Canadian requirements and may not be comparable to information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC.

COMPANY OVERVIEW

Noront is engaged in the development, exploration and acquisition of properties prospective in base and precious metals, including: nickel, copper, zinc, platinum group elements ("PGE's"), chromite, iron, titanium, vanadium, gold and silver. The Company is currently focused on the development of its 100% owned Eagle's Nest deposit, a high grade nickel, copper, platinum and palladium deposit located in the James Bay Lowlands of Ontario (the "Eagle's Nest Project"), within a geological feature (intrusion) commonly referred to as the "Ring of Fire". On September 5th, 2012, the Company released the Feasibility Study on the Eagle's Nest project demonstrating positive economic returns.

The Company has 100% ownership of the most significant chromite resources in the Ring of Fire including the Black Thor chromite deposit and the Blackbird chromite deposit as well as a 100% interest in the Black Label chromite deposit and an 85% interest in the Big Daddy chromite deposit. In addition the Company has an 85% interest in the McFauld's Lake copper-zinc deposit as well as 100% interest in two nickel-copper-platinum group metal discoveries known as "Eagle Two" and "Blue Jay"; an iron-vanadium-titanium discovery known as "Thunderbird"; a shear-hosted gold occurrence called "Triple J" and other diamond exploration properties.

On August 24, 2016 the Company purchased a 75% interest in MacDonald Mines' properties in the Ring of Fire comprised of the Butler and Sanderson properties.

Noront now holds interest, mineral, and exploration rights to approximately 123,028 hectares of ground in Ontario and 8,730 hectares in New Brunswick.

In New Brunswick, Noront holds a 49% interest in the Burnt Hill tin-tungsten-molybdenum property and a 100% interest in the Golden Ridge gold property.

QUARTER REVIEW

Objectives

The Company's primary objectives for fiscal 2016 are:

- obtain a specific commitment from the provincial / federal government on the Company's proposed East – West Access Road including a timeline for construction;
- fund an ongoing systematic exploration program in the Ring of Fire and make new discoveries focused initially on the nickel, copper and platinum group metal potential;
- develop a strategy for the Company's chromite assets and incorporate it into its development pipeline;
- rationalize its property position outside of the Ring of Fire and develop a strategy for these assets;
- seek opportunities to add high quality exploration or development properties; and
- maintain a strong treasury position to support its near and long term needs.

Corporate

During the quarter, the Company closed its purchase of a 75% interest in the MacDonald Mines Ltd.'s properties in the Ring of Fire. The Company issued $750,000 of common shares in the Company to MacDonald to earn its 75% interest. MacDonald retains a 25% carried interest until the issuance of a NI 43-101 compliant resource on one of the properties, at which time MacDonald will have the option to convert the carried interest into a 1% NSR (the Conversion Right). If MacDonald does not elect to exercise its Conversion Right, Noront can then elect to buy MacDonald's 25% interest for $3 million (the Buy-back Right), payable in cash or shares at the option of Noront. If neither the Conversion Right nor the Buy-back Rights are exercised, a Joint Venture arrangement will be formed between the parties to develop the properties.

The Company completed a prospectus financing on September 23, 2016 raising gross proceeds of $7.9 million which includes $1.5 million of flow-through funding which will be spent on qualifying exploration activity. The Company issued 19,774,350 units at a price of $0.32 per unit and 3,824,972 flow-through units at a price of $0.40 per flow-through unit. Each unit consisted of one common

share and on common share purchase warrant, each whole warrant entitling the holder to purchase one common share at a price of $0.40 per share on or before September 23, 2019. Each flow-through unit consisted of one flow-through common share and one-half of one common share purchase warrant, each whole warrant entitling the holder to purchase one common share at a price of $0.50 per share on or before September 23, 2019. The Company also closed a private placement financing for $1.0 million through the issuance of 3,000,000 units at the same pricing and composition as the units issued through the prospectus offering referenced above. Proceeds from the financings will be used to fund the Company's exploration program and its Eagle's Nest Development in the Ring of Fire as well as for working capital purposes.

Subsequent to the quarter-end, the Company closed a private placement of flow-through shares for $2.8 million to support the Company's ongoing exploration program.

Ring of Fire Development

The Company continues to work with the provincial government to garner a commitment for the funding and construction of a shared transportation corridor to the Ring of Fire. The Company's East – West Access Road Proposal is an all-season road which would provide access for the local First Nation communities to the provincial highway network as well as industrial access to the Ring of Fire. The Company expects to pay an industrial road toll based on its road traffic. A commitment by the provincial government to fund and build a shared transportation corridor on a defined timeline would prompt the Company to initiate its pre-development plan for its Eagle's Nest project, the completion of which would allow the Company to make a formal production decision.

Management was pleased to see a new mandate letter dated September 25, 2016 sent by the Premier of Ontario to the Minister of Northern Development and Mines which listed the development of the Ring of Fire as a top priority. The Premier set a target for commencing work on a shared transportation corridor to access the region by 2018 which dovetails with Noront's planned construction timetable for Eagle's Nest.

In order for the provincial government to meet their timeline for the shared transportation corridor, Noront believes that environmental assessment work must start in early 2017. The Company has developed a work plan to advance the shared transportation corridor to a "shovel ready" stage based on environmental assessment and engineering requirements. It is the Company's view that the work plan will take between twelve and eighteen months for the proponent of the shared transportation corridor to complete.

The Company's Ring of Fire development plan which was released in a press release dated August 8, 2016 has the Eagle's Nest nickel, copper, platinum group metals development as the Company's first project followed by the development of its Blackbird Chromite project which is proximal to Eagle's Nest and would share the same surface infrastructure.

Exploration

The Company completed the drilling of a geophysical platform hole to investigate a UTEM-5 anomaly identified at depth in the vicinity of the Eagle's Nest nickel-copper-platinum-palladium deposit. The drilling was conducted by CYR International in a joint venture with Webequie First Nation (WFN) and employed three WFN employees as drill helpers.

The results of the drilling indicated the presence of disseminated and/or stockwork sulfides and showed an apparent strengthening of the sulfide system to the southwest of the drilled hole. As a result the Company completed a UTEM-5 survey to the southwest to test for massive sulfide which may be connected to the conductor at depth. The results of the UTEM-5 survey did not indicate the presence of massive sulfides; this potential sulfide system will likely be followed up by drilling from future underground positions.

The Company's exploration team is currently reviewing the results of its exploration program to date along with its prior exploration data and developing its 2016/2017 exploration plan. These reviews will inform the exploration plan and field work is expected to commence in early 2017.

EAGLE'S NEST

The Company completed a Feasibility Study in accordance with the requirements of NI 43-101, with an effective date of September 4, 2012, by Independent Consultants[1] under the supervision of Micon International. In accordance with NI 43-101 the Company classifies the Eagle's Nest Deposit as a reserve and resource. The feasibility study entitled "NI 43-101 Technical Report – Feasibility Study – McFaulds Lake Property, Eagle's Nest Project, James Bay Lowlands, Ontario, Canada" is available on www.sedar.com.

The Feasibility Study is based on annual production of approximately 150,000 tonnes of high grade nickel-copper concentrate containing approximately 34 million pounds (15 thousand tonnes) of nickel, 19 million pounds (8.5 thousand tonnes) of copper, 23 thousand ounces of platinum and 89 thousand ounces of palladium with estimated operating costs (including road access fees) of $97 per tonne. The mineral reserves support a mine life of 11 years mining one million tonnes of ore per annum. Given the high-grade nature of the Eagle's Nest deposit and significant by-products of copper, platinum and palladium, the Company anticipates that Eagle's Nest, once in production, will be one of the lowest cost nickel sulphide mines in the world.

The Company plans to update its Feasibility Study and complete project permitting once the shared transportation corridor to the Ring of Fire is formally committed to by the Provincial Government of Ontario and necessary financing is arranged. Management has identified certain opportunities to reduce the capital cost related to the mine and mill project including putting the process plant on surface as opposed to underground and simplifications to the mine design.

Eagle's Nest has the following royalty obligations:

- a 1% Net Smelter Royalty (NSR) which may be purchased by the Company at any time upon payment of the sum of $500,000 and/or at the Company's option, issuance of an equivalent number of commons shares of the Company; and
- a 1% NSR, half of which may be repurchased by the Company for US$3.125 million until June 14, 2018.

[1] The feasibility study was completed by Micon International and included technical input from: Tetra Tech WEI, Cementation Canada Ltd., Knight Piesold Ltd., Penguin ASI, SGS Canada Inc., Outotec, Ausenco, Nuna Logistics, and Golder Associates.

CHROMITE PROJECTS

The Company has the following chromite resources[2]:

Deposit	Classification	Tonnes (Millions)	Cr2O3 %
Blackbird	Measured Resources	9.30	37.44
	Indicated Resources	11.20	34.36
	Meas. + Ind. Resources	20.50	35.76
	Inferred Resources	23.50	33.14
Black Thor	Measured Resources	107.60	32.20
	Indicated Resources	30.20	28.90
	Meas. + Ind. Resources	137.70	31.50
	Inferred Resources	26.80	29.30
Black Label	Measured Resources	---	---
	Indicated Resources	5.40	25.30
	Meas. + Ind. Resources	5.40	25.30
	Inferred Resources	0.90	22.80
Big Daddy	Measured Resources	23.30	32.10
	Indicated Resources	5.80	30.10
	Meas. + Ind. Resources	29.10	31.70
	Inferred Resources	3.40	28.10

A cut-off grade of 20% Cr2O3 was used in the above tables except for the Blackbird Resource which was estimated using a 30% cut-off grade

The Company has a 70% interest in the Big Daddy Chromite deposit with the other 30% held by Canada Chrome Mining Corporation, a wholly owned subsidiary of KWG Resources Inc.

The Blackbird deposit is less than 1 km from the Company's Eagle's Nest project and is conducive to bulk underground mining. The Company anticipates that the Blackbird deposit will be developed once Eagle's Nest is in production and will share the same surface infrastructure. The Company is planning for the mine to produce approximately 500,000 tonnes of ore which would produce approximately 200,000 tonnes of Ferrochrome which represents approximately 40% of the North American Market. It is anticipated that a Ferrochrome smelter will be constructed at a yet to be determined brown-fields site in Ontario.

The Black Thor, Black Label and Big Daddy Chromite deposits are 5 to 8 km away from Eagle's Nest. These deposits come to surface and are conducive for bulk mining with chromite lenses averaging between 40 and 80 metres in true width (with maximum widths at Black Thor reaching up to 130 metres).

A larger scale chromite development supported by the Black Thor and Big Daddy Deposits will follow the Blackbird Development with a timeline that is dependent upon the seaborne ferrochrome market. The larger scale project has the potential to produce up to 1.5 million tonnes of concentrate and 600,000 tonnes of ferrochrome.

The Black Thor Chromite deposit has a 3% Gross Smelter Royalty (GSR) and the Blackbird and Black Label Chromite deposits have a 2% GSR. There is no royalty on the Company's interest in the Big Daddy Chromite deposit.

[2] Resource estimates for Blackbird from "National Instrument 43-101 Technical Report Feasibility Study McFaulds Lake Property, Eagle's Nest Project, James Bay Lowlands, Ontario, Canada" dated September 4, 2012, (page 96) completed by Micon International. Resource estimates for Black Thor, Black Label and Big Daddy from "National Instrument 43-101 Technical Report, Black Thor, Black Label and Big Daddy Chromite Deposits, McFaulds Lake Area, Ontario, Canada, Porcupine Mining Division, NTS 43D16, Mineral Resource Estimation Technical Report" dated July 27th, 2015, prepared by Alan Aubut, P.Geo., of the Sibley Basin Group.

McFAULD'S LAKE VMS DEPOSITS

The two McFauld's deposits are volcanogenic massive sulphide (VMS) type occurrences and are the centerpiece of an 71 claim property held 85% by the Company and 15% held by KWG Resources. In August 2008, a NI-43-101 report was filed by Spider Resources Inc. and UC Resources Limited, former Joint Venture partners with KWG Resources Inc., with the following resources[3]:

Deposit	Classification	Tonnes	Grade (% Cu)	Grade (% Zn)
McFaulds 3	Indicated Resource	802,000	3.75	1.1
McFaulds 1	Inferred Resource	279,000	2.13	0.58

Mineral resources were estimated using a cut-off grade of 1.5% Cu

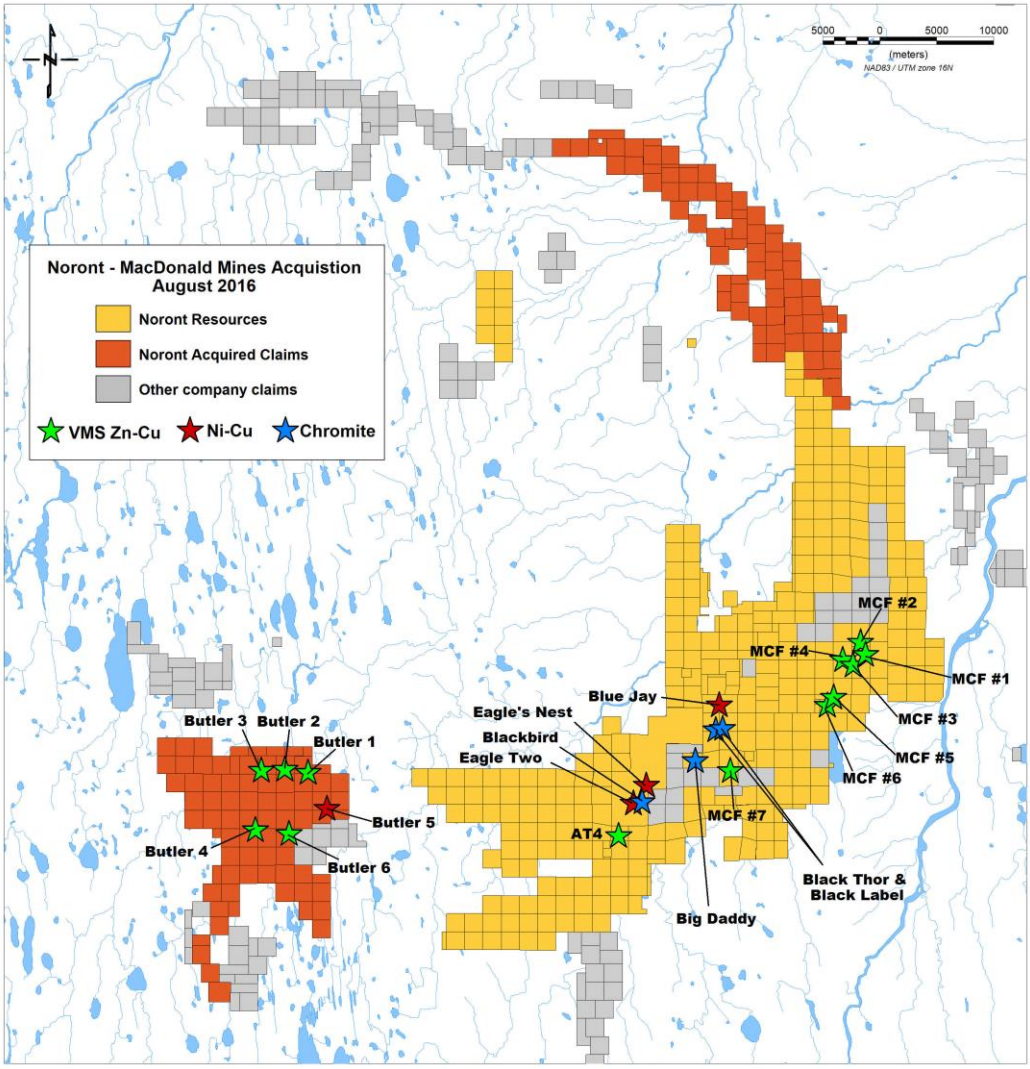
The Company believes there is significant opportunity for discovery of additional VMS mineralization along this favorable 10 km horizon.

RING OF FIRE REGIONAL EXPLORATION

The Company recently added significant exploration properties in the Ring of Fire with the acquisition of a 75% interest in the Butler and Sanderson Properties from Macdonald Mines. These properties consist of two separate blocks of claims. The Butler Property (77 claim units) covers a very prospective belt of felsic volcanic rocks which hosts four known zinc-copper rich volcanogenic massive sulphide (VMS) occurrences. The Sanderson Property (70 claim units) covers a large ferrogabbro intrusion (the "Big Mac" intrusion) and possible footwall ultramafic intrusion similar in scale to the Black Thor intrusion and which is prospective for nickel-copper as well as chromite deposits.

[3] Resource estimates from "Updated Technical Report on the McFaulds Lake Project, Porcupine Mining Division, James Bay Lowland, Ontario, Canada" dated August 30th, 2008, prepared by Deep Search Exploration Technologies Inc.

Figure 1: Noront Claim Map post MacDonald Mines Transaction



Noront believes the Butler mineralization, in conjunction with its McFaulds copper-zinc resources, represents a compelling district-wide exploration opportunity for VMS deposits. Previous work on the Butler property identified four zinc-coper VMS occurrences (Butler No. 1, 2, 3 and 4) along a 12 kilometre trend of felsic volcanic rocks. Some of the more promising drill intersections to date include:

Butler Mineralization Drill Intersections						
Area	**Hole**	**Width (m)**	**Zinc (%)**	**Copper (%)**	**Lead (%)**	**Silver (g/t)**
Butler 1	MN06-20	3.6 m	7.5	0.2		30.7
Butler 1	MN06-21	5.7 m	0.2	1.2		16.2
Butler 2	MN10-102	15.0 m	0.5	1.1		6.7
Butler 3	MN10-104	9.0 m	3.3			
Butler 3	MN10-131	7.0 m	6.2			
Butler 3	BP12-CU14	12.5 m	8.5			6.2
Butler 4	MN07-47	3.0 m	10.6	0.4	3.7	115
Butler 4	BP13-CU22	3.0 m	7.5			

Noront's exploration team has begun compilation and target generation for copper and zinc rich VMS deposits which will comprise a substantial effort for the Company over the next 18 month period. Noront has a very sizeable land package for VMS deposits. The current McFaulds VMS property plus the newly acquired Butler property have a total of 13 occurrences of VMS copper-zinc, including two deposits with a 43-101 calculated mineral resource estimate (McFaulds 1 and 3). Significant exploration work on the McFaulds property slowed after 2007 when the focus shifted to nickel-copper-platinum-palladium exploration with the discovery of the high-grade Eagles Nest deposit.

Noront is also reviewing the results of its exploration program to date to inform the exploration plan going forward in relation to its nickel, copper, platinum group metal exploration.

There is a 2% GSR on any chromite production and a 2% NSR on all other mineral production from the Company's Ring of Fire Regional Exploration properties, excluding the Company's Eagle's Nest deposit, its McFauld's Lake VMS deposit and the newly acquired Butler and Sanderson Properties.

There is a 2% NSR over six claims which comprise part of the Butler Property.

OTHER PROPERTIES

Other Ring of Fire Properties

Eagle Two

Eagle Two is a second nickel, copper sulphide occurrence located 2 kilometres southwest of Eagle's Nest. The mineralization occurs in a series of pyrrhotite – magnetite – chalcopyrite – pentlandite-bearing massive sulphide veins. No resource estimate or technical report has been released on this property;

Blue Jay (AT12)

Blue Jay is a third nickel, copper sulphide occurrence located 9.5 kilometres northeast of Eagle's Nest and is a potential feeder zone to Black Thor. This deposit contains pervasive, low grade nickel and copper occurring as finely disseminated pyrrhotite, chalcopyrite and pentlandite constrained within an ultramafic dike measuring on average 1,400 metres in length by 200 metres in width by 600 metres in breadth and plunging to the south-southwest at 65 to 70 degrees. No resource estimate or technical report has been released on this property;

Triple J Gold Zone

The Triple J Gold Zone is a zone of gold mineralization related to the sheared contact between the talc-altered peridotite hosting the Blackbird and Eagle Two discoveries and the hanging wall granodiorite. Triple J ranges in thickness from several centimetres to tens of metres with a strike length currently defined at 1 kilometre and to a depth of 300 metres. The zone is interpreted as a large, low grade gold occurrence flanking the Blackbird and Eagle Two deposits. No resource estimate or technical report has been released on this property.

Thunderbird

Thunderbird is a potential large tonnage iron-vanadium-titanium deposit, currently classified as an occurrence. The zone is located 12 kilometres northeast of the Eagle's Nest deposit, and 2 kilometres east of the Blue Jay occurrence. It is demarcated by a magnetic high which trends north-south as part of a magnetic anomaly that is 7 kilometres long, and 3 kilometres wide. No resource estimate or technical report has been released on this property;

Kyle Kimberlite

Kyle Kimberlite is a kimberlitic body that was discovered in 1993 and was acquired by Noront in 2015 through the purchase of Cliffs Natural Resources assets in the Ring of Fire. It is located approximately 70 km east of Eagle's Nest and is a joint venture between Noront (50%) and Debut Diamonds (50%). It has been tested for diamonds and was found to contain promising contents of micro- and macro-diamonds of varying carats. No resource estimate or technical report has been released on this property; and

Other Non-Ring of Fire Properties

MacFadyen Kimberlites

The MacFadyen Kimberlites are four kimberlitic bodies that were discovered between 1995 and 1996 and were acquired by Noront in 2015 through the purchase of Cliffs Natural Resources assets in the Ring of Fire. They are not located within the Ring of Fire itself, rather, they are located approximately 7 km north of the De Beers Victor Diamond Mine, and are a joint venture between Noront (30%) and Debut Diamonds (70%). All kimberlites have been tested for diamonds and were found to contain promising contents of micro- and macro-diamonds of varying carats. No resource estimate or technical report has been released on this property.

Burnt Hill, New Brunswick

The Burnt Hill Tungsten properties straddle the Southwest Miramachi River some 70 km NW of Fredericton, New Brunswick. The properties contain tungsten, molybdenum and tin mineralization mainly in quartz veins that cut argillic sediments on the periphery of granitoid plutons. The Company has a 49% interest in the property with Cadillac Ventures Inc. The Company has no activity planned for these properties for the current fiscal year.

Sungold, Ontario

The Sungold property lies just east of Quetico Provincial Park in northwestern Ontario, approximately 125km west of Thunder Bay, in the Shebandowan Greenstone Belt of the Archean Superior Province. This property was acquired as a result of the transaction with Cliffs Natural Resources and is a 100% owned property that currently consists of 30 claims covering an area of 4,736 hectares. It contains the massive sulphide Wye Lake occurrence and the southeast extension of the Hamlin IOCG (iron oxide-copper-gold-uranium) deposit, currently owned by Glencore. Exploration targets on this property include shear-hosted gold, volcanic-hosted copper-zinc (VMS), and IOCG. The Company has no activity planned for these properties for the current fiscal year.

Bull Lake, Ontario

The Bull Lake property lies within the East Bull Lake Intrusive Suite of northwestern Ontario, approximately 60km west of Sudbury, in the Archean Superior Province. This property was acquired as a result of the transaction with Cliffs Natural Resources and is a 100% owned property that consists of only 3 claims covering an area of 256 hectares. The project has exploration potential to host nickel-copper and PGE deposits. The Company has no activity planned for these properties for the current fiscal year.

Golden Ridge, New Brunswick

The Golden Ridge property is located in York County, western New Brunswick, Canada, approximately 30 kilometres south-southwest of Woodstock and 90 kilometres west of the provincial capital of Fredericton, along the Maine border. This property was acquired as a result of the transaction with Cliffs Natural Resources and the Company has a 40% interest in the property with Rockport Mining Corporation. The Golden Ridge gold deposit occurs on the property, on which a mineral resource estimate has been completed (in 2013). This deposit contains 520,200 ounces of gold at a grade of 0.91g/t, however, the deposit only contains Inferred resources. The cut-off grade is 0.35g/t. Recently, Rockport Mining Corporation and its parent corporation, Tri-Star Resource plc. (London, UK), stopped its Canadian exploration programs and most likely will divest its interest in this project. Noront has no activity planned for these properties for the current fiscal year.

SELECTED FINANCIAL INFORMATION

The following financial data are derived from the Company's financial statements for the three and nine months ended September 30, 2016 and the three and nine months ended September 30, 2015 which have been prepared in accordance with IAS 34:

(expressed in $ thousands except per share amounts)	Three months ended September 30,		Nine months ended September 30,	
(Unaudited)	2016	2015	2016	2015
Development and exploration expenditures	1,824	1,213	4,800	3,766
Office and general	674	935	1,850	3,214
Amortization	103	121	293	364
Share-based compensation	121	184	620	676
Interest income	7	4	19	14
Finance expense	1,048	1,064	3,162	2,186
Gain on sale of marketable security	-	-	-	142
Loss on loan extinguishment	-	-	3,339	-
Re-measurement of Repayment Options	3,234	3,419	5,397	(415)
Gain on sale of royalty	-	-	2,057	4,149
Accretion expense	(1,103)	(806)	(2,137)	(1,384)
Net loss	(2,008)	(3,376)	(5,824)	(11,634)
Net loss per share – basic and diluted	(0.01)	(0.01)	(0.01)	(0.05)
Cash flow used in operations	(1,881)	(2,290)	(5,994)	(6,457)
Cash and cash equivalents	11,275	2,727	11,275	2,727
Working Capital [1]	9,678	(22,633)	9,678	(22,663)

[1] Working capital includes all current assets and current liabilities, excluding non-cash repayment options.

Three and Nine Months Ended September 30, 2016 Compared to Three and Nine Months ended September 30, 2015

Development and Exploration Expenditures

(expressed in $ thousands)	Three months ended September 30,		Nine months ended September 30,	
(Unaudited)	2016	2015	2016	2015
Owner's Cost	$ 164	$ 428	$ 481	$ 1,310
Camp Operations and Exploration Expenditure	1,520	574	4,114	1,649
Permitting	140	127	205	442
Engineering /Site & Road Geotechnical	-	84	-	365
Total	$ 1,824	$ 1,213	$ 4,800	$ 3,766

Owner's Costs

During the three and nine months ended September 30, 2016, owner's costs consisted of the Company's project personnel and consultants. During the three and nine months ended September 30, 2016 these costs were significantly lower than the comparable prior year periods due to a reduction in personnel and reduction in the use of direct consultants. The comparable nine month period also included a bonus accrual of $0.2 million.

Camp Operations & Exploration Expenditure

During the three and nine months ended September 30, 2016, $0.5 million and $1.7 million was spent on camp operations in support of exploration activities and $1 million and $2.4 million was spent on direct exploration. This compared to $0.6 million and $1.6 million spent in the three and nine months ended September 30, 2015 for maintenance of the Company's camp.

Permitting and First Nation Engagement

Permitting expenses consisted of costs related to environmental base line field work and First Nation community engagement. In the prior year comparable period costs related to consultation for the Company's provincial environmental assessment and federal environmental impact statement (the "EA"). For the three months ended September 30, 2016 costs were consistent with the prior year comparable period. For the nine months ended September 30, 2016 costs were significantly lower than the comparable prior periods as the Company deferred work on the EA until the construction timeline for the access road is agreed on by stakeholders.

Engineering / Site Road Geotechnical

Engineering expenses in the prior periods primarily consist of costs associated with technical work related to mine design alternatives and geotechnical work on the Company's proposed East West Access Road. There were no Engineering/Site and Road Geotechnical costs incurred during the three and nine months ended September 30, 2016 due to a deferral of engineering work until the construction timeline of the access road is agreed on by stakeholders.

Office and General

(expressed in $ thousands)	Three months ended September 30,		Nine months ended September 30,	
(Unaudited)	2016	2015	2016	2015
General Administration	$ 522	$ 633	$ 1,420	$ 2,189
Professional fees	89	258	256	802
Communications and travel	63	44	174	223
Total	$ 674	$ 935	$ 1,850	$ 3,214

General Administration

General administration expenses were lower than the comparable periods due to a decrease in salaries and benefits as a result of a reduction in personnel, a suspension in director's fees in the first half of the year and a reduction in donation and sponsorship expenses. The prior nine month period also included bonuses of $0.1 million, whereas there were no bonuses included in the current three and nine month periods.

Professional fees

Professional fees were significantly lower for the nine months ended September 30, 2016 compared to the nine month comparable period due to a reduction in the use of general legal services and other consultants. Professional fees related to the prospectus and private placements were capitalized during the nine months ended September 30, 2016.

Professional fees include legal and audit costs related to compliance, government relations and communications consultants as well as other legal costs related to business development initiatives.

Communications and travel

For the three and nine months ended September 30, 2016, communications and travel costs were comparable in the three month period and lower than the prior nine month comparable period due to less travel.

Finance Expense

Finance expense consists of quarterly interest payments on the Company's loan facilities and other transaction costs. During the three and nine months ended September 30, 2016 the Company incurred interest expense of $1.0 million and $3.2 million of which $0.4 million and $1.2 million related to the RCF convertible loan, and $0.7 million and $1.9 million related to the long term loan with Franco-Nevada. Also included in finance expense for the three and nine months ended September 30, 2016 are transaction costs on the flow-through shares issued as a result of the prospectus offering and private placements that closed during the nine months ending September 30, 2016.

Subsequent to quarter-end the Company satisfied the payment of interest to RCF of $0.4 million through issuance of 1,331,414 common shares of the Company. The Company accrued the interest on the loan with Franco-Nevada in accordance with the loan agreement. Interest on the Franco-Nevada loan is accrued and not payable until the end of the loan term being April 15, 2020. For the nine months ended September 30, 2016 the Company satisfied the payment of interest of $1.3 million to RCF by delivery of 3,712,253, common shares of the Company.

SUMMARY OF CASH FLOWS

(expressed in $ thousands)	Nine months ended September 30,	
(Unaudited)	2016	2015
Cash used in operating activities	$ (5,994)	$ (6,457)
Cash used in investing activities	63	(19,805)
Cash provided by financing activities	14,130	24,169
	$ 8,199	$ (2,093)

Operating Activities

For the nine months ended September 30, 2016, the Company had a cash outflow from operations of $6.0 million compared to a cash outflow of $6.5 million in the prior year comparable period. In the current nine month period there was a reduction in corporate expenditures and a cash inflow of $1.0 million related to the sale of the tax benefits of flow-through shares issued which was offset by an increase in exploration activity and settlement of trade payables resulting in a cash outflow from operations which was comparable to the prior year period.

Investing Activities

For the nine months ended September 30, 2016, the Company had cash inflows of $0.1 million. This is due to the sale of a 1% Net Smelter Royalty over the Eagle's Net deposit for $0.62 million offset by a cash outflow of $0.55 million for the payment of transaction costs related to the Cliff's transaction incurred in the prior year comparable period. For the nine months ended September 30, 2015, the Company had cash outflows of $19.8 million due to the acquisition of the Cliff's chromite assets offset by the sale of royalties in connection with the acquisition.

Financing Activities

For the nine months ended September 30, 2016, proceeds of $15.6 million, net of transaction costs, was provided by way of a prospectus offering and private placement financing. $1.0 million of the net financing proceeds is related to the sale of tax benefits associated with the issuance of flow-through shares and was presented in operating activities. Cash was also provided from the exercise of stock options in the amount of $0.2 million. A cash out-flow of $0.7 million in the current period was related to the payment of prior transaction costs associated with the Company's loan facilities amounting to $0.3 million and the settlement of an embedded derivative amounting to $0.4 million. For the nine months ended September 30, 2015, cash was provided primarily from the loan facilities with Franco Nevada and RCF to fund the acquisition of chromite assets and by way of a private placement to fund working capital.

SUMMARY OF QUARTERLY RESULTS AND REVIEW OF THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016

(expressed in $ thousands except per share amounts) (Unaudited)	2016 Jul-Sept	2016 Apr-Jun	2016 Jan-Mar	2015 Oct-Dec	2015 Jul-Sept	2015 Apr-Jun	2015 Jan-Mar	2014 Oct-Dec	2014 Jul-Sep
Expenses	4,873	3,929	4,059	4,627	4,323	3,187	4,080	3,080	3,999
Gain on sale of marketable securities	-	-	-	-	-	142	-	-	-
Loss on Loan Extinguishment	-	(3,339)	-	-	-	-	-	-	-
Gain on sale of royalty	-	3	2,057	-	-	4,149	-	-	-
Re-measurement of repayment options	3,235	362	1,800	(1,692)	3,419	3,727	(6,732)	637	3,989
Foreign exchange (gain) loss	633	230	2,727	(1,572)	(2,475)	(909)	(1,373)	(447)	(573)
Net loss	(2,008)	(6,467)	3,162	(7,797)	(3,376)	3,919	(12,177)	(2,696)	(561)
Net loss per share – basic	(0.01)	(0.02)	0.01	(0.03)	(0.01)	0.02	(0.05)	(0.01)	-
Net loss per share – diluted	(0.01)	(0.02)	0.00	(0.03)	(0.01)	0.00	(0.05)	(0.01)	-
Cash and cash equivalents	11,275	5,861	3,339	3,099	2,727	4,029	2,648	4,803	7,360
Working Capital[(1)]	9,678	3,743	(14,187)	(23,426)	(22,633)	(20,113)	(17,368)	(12,644)	6,462
Assets	39,335	33,102	36,031	31,872	31,578	32,777	7,098	8,816	11,065
Long-term Liabilities	48,526	49,177	25,891	26,334	24,422	22,262	1,501	1,467	18,420

[(1)] Working capital includes all current assets and current liabilities, excluding non-cash repayment options.

The quarterly variation in expenses is mainly attributable to timing of technical studies, exploration drill programs, and stock option expense which is recognized in accordance with the vesting provisions. The working capital has been negative in prior quarters due to the presentation of the convertible loan facility (the "Convertible Loan") with RCF as a current liability.

During the year, the Company amended the terms of the Convertible Loan with RCF, which is a related party of the Company by virtue of its ownership of approximately 18.85% of the Company's common shares and its right to convert the Convertible Loan into additional common shares of the Company. The term of the Convertible Loan has been extended to December 31, 2017 and can be converted into equity at the option of RCF at a price of $0.34 per share.

The Company has also recorded a gain on the re-measurement of the repayment option available under the Convertible Loan of $5.8 million for the nine month period ended September 30, 2016. This gain reflects the reductions in the fair value of the liability for the previous repayment option from $2.2 million at December 31, 2015 to nil on the date that the Convertible Loan was amended as well as a fair value adjustment to the value established at the date of the loan extension.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position (cash and cash equivalents) at September 30, 2016 was $11.3 million compared to $3.1 million as at December 31, 2015.

At September 30, 2016, the Company had not yet achieved profitable operations, had an accumulated deficit of $240.6 million since inception (December 31, 2015 – $235.2 million), expects to incur further losses in the development of its business, and has net working capital of $9.7 million. At December 31, 2015 the Company had negative working capital of $23.4 million as a result of the RCF loan being classified as current. On June 30, 2016 the Company entered into an amending agreement with RCF to extend the terms of its existing US$15.0 million loan. The maturity date of the loan has been extended to December 31, 2017 and the loan has been re-classified to non-current liabilities as at September 30, 2016.

To improve the Company's working capital position, the Company sold a 1% Net Smelter Royalty to its major shareholder Resource Capital Fund V which closed during the first quarter of 2016. Proceeds from the royalty sale were used to repay a US$2 million bridge loan and also provided US$0.5 million in working capital. The Company also settled $0.5 million in advisory fees related to the Cliffs transaction in the prior year in shares.

During the nine month period ended September 30, 2016 the Company completed prospectus offerings for gross proceeds of $14.2 million and a private placement financings for gross proceeds of $2.6 million. Proceeds from the prospectus financing and private placements are being used to fund the Company's exploration program and for working capital purposes.

Noront's financial instruments consist of cash and cash equivalents, investments, accounts payable, accrued liabilities, repayment options and long-term debt. Noront estimates that the fair value of its' financial instruments (in the case of long term debt, excluding transaction costs) approximate its carrying values.

The Company will need to raise sufficient capital to further develop its properties and projects and to repay or refinance its long-term debt. The timing and ability to do so will depend on, among others, the state of the financial markets as well as the acceptance of investors to finance resource based junior companies, in addition to the results of the Company's exploration programs and development activities and the acquisition of additional projects. At this time, the Company will rely on its ability to obtain equity or debt financing for the foreseeable future. Although the Company has been successful in the past in obtaining financing or restructuring its debt, there is no assurance that it will be able to obtain adequate financing or refinance its debt in the future or that such financing will be on terms advantageous to the Company. See also the discussion under the heading "Risks and Uncertainties" in this MD&A.

These material uncertainties cast significant doubt upon the Company's ability to realize its assets and discharge its liabilities in the normal course of business and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its ongoing corporate overhead expenditures, discharge its liabilities as they come due and advance the development of its projects in the Ring of Fire.

CONTRACTUAL OBLIGATIONS AND CONTINGENCIES

The contractual obligations for the ensuing five-year period can be summarized as follows:

Contractual Obligations

(expressed in $ thousands)

Contractual Obligations	Total	Less than 1 year	1 -3 years	4 - 5 years	After 5 years
Operating Leases	772	116	471	25	160
Provision for Environmental Expenditure	2,026	-	-	-	2,026
Other Commitments	25	25	-	-	-
Debt Agreements with Related Party	19,410	-	19,410	-	-
Long Term Debt	46,146	-	-	-	46,146
Total Contractual Obligations	68,379	141	19,881	25	48,332

Operating lease obligations represent future minimum annual rentals under non-cancellable operating leases for Noront's mining lease, office space, vehicles and equipment.

Contingencies

The Company has an obligation as at September 30, 2016 to spend $2.6 million on flow-through eligible exploration expenditures by December 31, 2017.

The Company currently has agreements with some contractors that include provisions where the contractors provide up-front work with the understanding that if the Eagle's Nest Project proceeds into the construction stage, they will be granted a contract for the agreed scope of services. In some cases, the contractor may be reimbursed for the time incurred, or an amount agreed up front, if the Project does not go ahead. As at September 30, 2016, the amount of this contingent liability is approximately $250,000.

DISCLOSURE CONTROLS AND PROCEDURES

Management has established processes, which are in place to provide them with sufficient knowledge to support management representations that they have exercised reasonable diligence that:

(i) the interim filings 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, with respect to the periods covered by the interim filings; and

(ii) the interim financial statements together with the other financial information included in the interim filings of the Company fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the interim filings.

In contrast to the certificate required of non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate which 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 the 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 financial statements for external purposes in accordance with the issuer's GAAP.

The certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer, such as the Company, 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.

CRITICAL ACCOUNTING ESTIMATES

The use of critical accounting estimates have been detailed in the Company's MD&A for the year ended December 31, 2015.

RISKS AND UNCERTAINTIES

Noront's business of exploring mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The risk factors have been detailed in the Company's MD&A for the year ended December 31, 2015 and the Company's Annual Information Form, available electronically on SEDAR at www.sedar.com. As of November 17, 2016, the Company has not identified any material changes to the risk factors affecting its business. The Company's analyses of its risks are discussed throughout this Management Discussion and Analysis; relevant sections of the MD&A should be referred to understand the likelihood of certain risks.

OUTSTANDING SHARE INFORMATION

As at November 17, 2016	
Authorized	Unlimited
Issued and outstanding shares	324,315,693
Options outstanding	18,179,587
Warrants	45,706,356
Performance Share Units outstanding	3,000,000
Restricted Share Units outstanding	335,000
Convertible Debt	59,589,706
Fully diluted	451,126,342

ADDITIONAL INFORMATION

Additional information relating to Noront is available on the Internet at the SEDAR website www.sedar.com, and is available on the Company's website located at **www.norontresources.com**.