NORONT

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 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 year ended December 31, 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 April 10, 2017.

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 7, 2017, 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 70% 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 117,824 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.

OBJECTIVES

The Company’s primary objectives for fiscal 2017 are:

- Sign project advancement agreements with local First Nations in the Ring of Fire Project Area while maximizing training and employment opportunities for their community members;
- Establish a joint vision on infrastructure with the core communities and obtain a specific commitment from government(s) on the permitting, financing and building of the all season access road to the Ring of Fire;
- Advance the Company’s chromite strategy with a focus on selection of a ferrochrome smelter site to upgrade Ring of Fire chromite ore;
- Conduct an ongoing systematic exploration program in the Ring of Fire, funded internally or through partnerships, focused initially on the nickel, copper and platinum group metal potential followed by volcanic massive sulphide and gold exploration;
- Pursue and acquire production / development stage properties and businesses that leverage the skill set of management and are complementary to the Company’s current asset base.

STRATEGY

Ring of Fire Regional Development

The conditions that are required for development of the Ring of Fire to proceed include formal support from the traditional land users in the region. The traditional land users of the mine project area are part of the Mattawa Tribal Council which has been engaged with the Provincial Government of Ontario in the negotiation of benefits which are broadly defined in a Framework Agreement. This agreement was signed between the provincial government and the communities that make up the Mattawa Tribal Council in 2013. The conclusion of these benefit agreements has taken longer than anticipated and as a result has delayed the Company’s ability to enter into support agreements with the traditional land users of the mine project area. The framework negotiation process is still ongoing and as a result certain core communities have expressed an interest in negotiating project support agreements in parallel to the government process.

The Company has recently started working with two of the primary traditional land users in the mine project area concerning project advancement agreements. The Company anticipates signing an Exploration and Project Advancement Agreement in the first half of 2017 which is expected to trigger a one year period in which to conclude a Pre-Development Agreement (PDA). The PDA will include reference to project advancement milestones and define the scope of the Impact Benefit Agreement (IBA). The Company plans to negotiate the IBA once the access road is committed to by the government and the Company is once again advancing the approval of its environmental assessment.

The most important project advancement milestone, to be included in the PDA, is the industrial component of the access road to the Ring of Fire. As part of advancing the predevelopment agreement, the Company will be working with the core communities to advance a common vision on access infrastructure. The Company believes this is required in order to obtain a specific commitment for the access road from government.

Chromite Projects

The Company has a controlling interest in all of the known Chromite resources in the Ring of Fire that have NI 43-101 measured and indicated resources. The Company's chromite resources are of a sufficient size to support mining in the region over multiple generations. The Company has developed a chromite strategy over this past year incorporating feasibility level work which was acquired from Cliffs as part of the acquisition of the chromite assets in 2015.

The Company plans to initially develop its Blackbird Chromite Deposit which is proximal to the Eagle's Nest nickel, copper, platinum, palladium deposit and can therefore share the same surface infrastructure. The Company is planning on mining between 550 – 750 thousand tonnes of high grade material per annum and direct shipping the ore to a yet to be constructed ferrochrome processing facility built by Noront in Ontario. The Company believes the ore mined will be of a sufficiently high grade to feed it directly into a ferrochrome smelter without needing to upgrade with a concentrator. It is anticipated this process will produce between 200 – 285 thousand tonnes of high grade ferrochrome which is sufficient to supply approximately half of the North American Market. Final rates will be dependent on specific marketing, technical and site selection decisions.

The upgrading of chrome ore to ferrochrome is required to serve the North American market since there are no existing ferrochrome smelters in North America. The Company is evaluating several sites in Ontario for the location of its ferrochrome furnace complex and plans to formally choose a brownfield site this year.

The Company has the ability to increase chromite production by developing its Black Thor chromite project. This expansion would supply the sea borne market primarily China and Europe and would be undertaken if market conditions are favourable.

The market for chrome ore and ferrochrome has strengthened over the past year and prices have increased to a level that the Company believes provides an estimated internal rate of return sufficient to develop its chrome projects.

Exploration

The Company firmly believes in the continued exploration prospectivity of the Ring of Fire and to this end has added considerably to its project portfolio over the past two years with the addition of Cliffs' chromite and VMS properties, and more recently with the addition of the Butler VMS and Sanderson nickel-copper-PGE properties from MacDonald Mines. Through advancing a quality pipeline of multi-commodity projects at various stages of exploration and development the company will be well positioned to remain a leader in the Ring of Fire with a sustainable future of quality development assets. During the year, the company implemented a five-year exploration plan in the Ring of Fire with a focus on three commodity groups i) nickel-copper-PGE; ii) copper-zinc; and iii) gold. Under this plan, exploration programs will be executed from compilation through to target generation through to exploration & discovery and ultimately resource delineation. With this staged approach, targets within each commodity group will be subject to a rigorous review and approval process, ensuring disciplined deployment of exploration funds.

Given our advanced understanding of nickel-copper-PGE mineralization in the Ring of Fire, the company plans to continue with active programs throughout 2017 with the aim of making a significant discovery. Field programs will rely heavily on high-resolution ground geophysical surveys in areas of favorable geology to identify possible drill targets at depth beyond the reach of traditional airborne EM systems. On our copper-zinc strategy, the company will continue to advance its targeting program throughout 2017 with airborne geophysical data acquisition, core re-logging and geological modelling on the McFaulds Lake VMS property with the aim of identifying drill targets in late 2017.

In regards to our gold strategy, the company recognizes the Ring of Fire possesses many favorable characteristics for significant gold mineralization compared with other Archean greenstone belts in the Superior Province, including the existence of regional-scale faults, an abundance of chemically reactive iron-rich host rocks (ferrogabbros, ultramafics, iron formation), which locally host gold-mineralization (e.g. Triple-J gold zone) which are indicative of a gold mineralizing event associated with regional tectonism. Given the historic success and focus on base-metal exploration in the Ring of Fire, the company believes the gold potential has been largely overlooked. In 2017 the company will begin a gold compilation exercise and consult with industry experts to identify first pass target regions which warrant further analysis.

<u>Five Year Exploration Plan</u>

<table>
<tr><th></th><th colspan="2">2016</th><th>2017</th><th colspan="2">2018</th><th colspan="2">2019</th><th>2020</th></tr>
<tr><td>Nickel-Copper-PGE</td><td colspan="4">Exploration & Discovery</td><td colspan="4">Resource Delineation</td></tr>
<tr><td>Copper-Zinc</td><td></td><td colspan="2">Target Generation</td><td colspan="4">Exploration & Discovery</td><td></td></tr>
<tr><td>Gold</td><td></td><td colspan="2">Compilation</td><td colspan="3">Target Generation</td><td colspan="2">Exploration & Discovery</td></tr>
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An added benefit of the active exploration program is the ability of the Company to engage and train a local First Nation work force. Over the past year two-thirds of the field program staff was hired from the local communities in the region providing much needed employment and a glimpse of the future benefits and opportunities afforded by the development of the Ring of Fire.

Business Development

The Company's objective is to be an owner, operator of high quality mining projects within and outside of the Ring of Fire. The Company's management team has significant experience successfully building and operating large scale base metal mines which the Company views as a competitive advantage. Management will therefore look for opportunities to acquire high quality advanced development or production assets outside the Ring of Fire that leverage the skill set of management.

SIGNIFICANT EVENTS

On January 14, 2016, the Company improved its working capital position by successfully completing the sale of a 1% net smelter return royalty (NSR) to Resource Capital Fund V (RCF) for US$2.5 million; US$2.0 million of the proceeds were used to repay the RCF US$2.0 million bridge loan facility. RCF owns approximately 18.64% of the Company's common shares and is considered to be a related party.

In March 2016, the Company closed a short-form prospectus financing for gross proceeds of $6.3 million and a private placement for gross proceeds of $1.1 million.

In April 2016, the Company settled $475 thousand in professional fees related to the prior year purchase of the Cliff's Chromite Assets in by issuing 1,403,273 common shares of the Company and raised gross proceeds of $465 thousand through the issuance of 1,162,500 flow-through shares.

In May 2016, Ryan Weston joined Noront's team as Vice-President Exploration. Ryan has a broad background in base and precious metal exploration and has filled numerous senior roles, most recently as Chief Geologist for Carlisle Goldfields and as Senior Geologist for Cliffs Natural Resources working on the Ring of Fire chromite properties.

On June 30, 2016, the Company extended the term of its US$15 million convertible debenture (the "Convertible Debenture") with Resource Capital Fund V ("RCF") to December 31, 2017. The amending agreement requires RCF to accept all interest payments in common shares of the Company with interest paid quarterly in arrears with the interest rate remaining the same at 8% per annum. The Convertible Debenture may be converted into common shares of the Company at the option of RCF at a price of $0.34 cents per share (previously $0.45 cents per share) at any time prior to December 31, 2017.

On August 24, 2016 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 has 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 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.

On September 23, 2016 The Company completed a prospectus financing 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.

On November 1, 2016, the Company closed a private placement of flow-through shares for $2.8 million to support the Company's ongoing exploration program.

Pursuant to the loan agreement entered into between Noront and RCF (a major shareholder with a 18.64% ownership position in the Company), dated February 26, 2013, the Company has satisfied the payment of interest for each quarter of calendar 2016 by delivery of the following common shares of the Company (the "Interest Shares"):

a) 1,240,846 Interest Shares to RCF on January 11, 2016, at an effective price of $0.3971 per Interest Share.

b) 29,391 Interest Shares to RCF on January 14, 2016, at an effective price of $0.3900 per Interest Share. This payment was made to satisfy interest due on the US$2.0 million RCF Bridge Loan Facility from the period January 1, 2016 to the date the facility was settled in full.

c) 1,135,708 Interest Shares to RCF on April 11, 2016 at an effective price of $0.3425 per Interest Share.

d) 2,614,616 Shares to RCF on July 11, 2016, at an effective price of $0.2968 per Interest Share in satisfaction of interest in the amount of $388,050 and an extension fee on the loan amendment of $388,050.

e) 1,331,414 Interest Shares to RCF on October 11, 2016, at an effective price of $0.2962 per Interest Share.

f) 1,636,383 Interest Shares to RCF on January 13, 2017, at an effective price of $0.2464 per Interest Share.

Ring of Fire Development

Negotiations over local community benefits continued through the Framework Agreement process between the communities which make up the Mattawa Tribal Council and the Provincial Government of Ontario. In parallel to these discussions the remote communities completed their community road study which was commissioned to SNC Lavalin in X [NTD INSERT DATE].

The Company is working with the core communities in the project mining area to get alignment on the access road and at the same time the Company is urging the province to use the various studies and proposals completed to date to present the infrastructure plan it is willing to endorse to the stakeholders in the region.

The Provincial Government of Ontario has indicated that their plan is still to have shovels in the ground on the transportation corridor by 2018. In order for the provincial government to meet their timeline for the shared transportation corridor, Noront believes that environmental assessment work must start soon. 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.

Exploration

Throughout 2016 the company continued its exploration for additional nickel-copper-PGE mineralization, with a focus along the main contact of the ultramafic sill hosting the Eagle’s Nest, Blackbird, Big Daddy and Black Thor deposits. Exploration utilized gradient IP (induced polarization) surveys as a first pass filter to screen areas of potential disseminated to massive sulfide mineralization, followed up with UTEM5 ground EM (electromagnetic) surveys to refine possible conductors at depth and to provide definitive targets for drilling. Based on these surveys a deep conductor was identified at the AT5 target which the company drill tested in August and September with a 1,300m deep hole using Cyr International in a joint venture with Webequie First Nation (WFN), employing drillers and drill helpers from the community. Borehole EM surveying identified an off-hole anomaly of low to moderate conductivity possibly indicative of disseminated to stringer-type sulfide mineralization which the company felt did not warrant follow-up wedge drilling given the probable small size, low sulfide abundance and depth of the target.

In November, an exploration strategy session was held to determine the path forward. Outside experts in nickel-copper-PGE and copper-zinc VMS exploration were brought in to provide an independent analysis of the prospectivity of the properties as well as to offer their insight on future targets. Based on the strategy session, an exploration plan was assembled for 2017 involving continued exploration for nickel-copper-PGE with a focus on the footwall environment around the Eagle’s Nest and the Sanderson deposits. A plan was also compiled to improve the company’s understanding of the copper-zinc prospectivity at its recently acquired McFaulds Lake and Butler Lake VMS properties through systematic data interrogation, core re-logging, and acquisition of high-resolution airborne magnetic data.

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 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.

[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.

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.

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 550 – 750 thousand tonnes of ore which would produce approximately 200 – 280 thousand tonnes of Ferrochrome which represents approximately 40% - 50% 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

[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.

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.

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

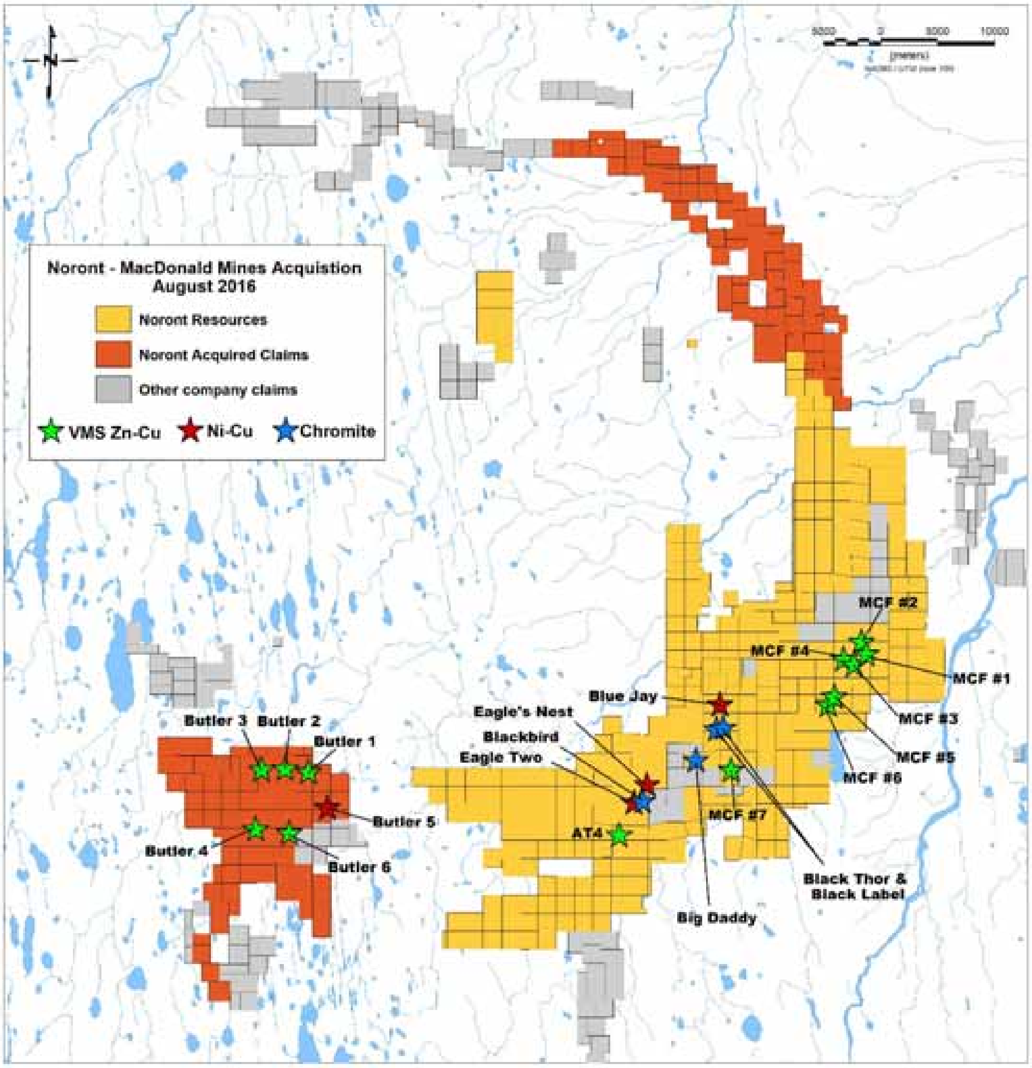
The Company believes there is significant opportunity for discovery of additional VMS mineralization along this favorable 10 km horizon.

RING OF FIRE REGIONAL EXPLORATION

The Company 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 during the year. 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-copper 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. 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. Work in 2017 will focus primarily on the McFaulds Lake property and will entail systematic re-logging of representative drill core from the known deposits with the goal of refining the geological, alteration and mineralization models ahead of additional ground-based exploration campaigns. This work will be supplemented with the acquisition of high-resolution airborne magnetics (Heli-GT) surveying over the McFaulds block to aid in reconstructing the volcanic setting and primary controls on mineralization.

Exploration for nickel-copper-PGE in 2017 will initially focus on testing discrete magnetic anomalies in the footwall to Eagle's Nest which were identified in the 2014 high resolution Heli-GT airborne magnetic survey. Given the intensity and discrete nature of these anomalies, the company believes they could represent ultramafic conduits similar to that hosting the Eagle's Nest deposit. Initial testing will involve utilizing a track-mounted Rotary-Air-Blast (RAB) drill to penetrate through overburden to depth in bedrock. Those anomalies which are confirmed to be ultramafic in source will be tested for massive sulfide mineralization using the UTEM5 ground EM system which has been proven to be able to detect Eagle's Nest type massive sulfides from distances of >500m.

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 years ended December 31, 2016 and December 31, 2015 which have been prepared in accordance with IFRS:

(expressed in $ thousands except per share amounts)	Year Ended December 31,		
	2016	**2015**	**2014**
Development and exploration expenditures	6,133	5,014	6,308
Office and general	2,852	4,128	4,009
Amortization	391	486	479
Share-based compensation	814	920	905
Interest income	35	17	98
Finance expense	(4,257)	(3,317)	(1,379)
Gain on sale of investments	-	142	-
Loss on loan extinguishment	(3,339)	-	-
Re-measurement of Repayment Options	6,952	(1,278)	31
Gain on sale of royalty	2,057	4,149	-
Accretion expense	(3,314)	(2,352)	(472)
Net loss	(9,980)	(19,431)	(14,294)
Net loss per share – basic and diluted	(0.03)	(0.08)	(0.06)
Cash flow used in operations	(7,882)	(7,961)	(10,769)
Cash and cash equivalents	11,480	3,099	4,803
Assets	39,215	31,872	8,816
Non-Current Liabilities	30,413	26,334	1,467
Working Capital [(1)]	(6,631)	(23,142)	(12,644)

[(1)] Working capital includes all current assets and current liabilities, excluding non-cash repayment options and flow-through share liability (See Non-IFRS Financial Performance Measures).

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Development and Exploration Expenditures

(expressed in $ thousands)	Year Ended December 31,	
	2016	**2015**
Owner's Cost	$ 654	$ 1,528
Camp Operations and Exploration Expenditure	5,167	2,584
Permitting and First Nation Engagement	175	500
Engineering /Site & Road Geotechnical & Other	137	402
Total	$ 6,133	$ 5,014

Owner's Costs

Owner's costs consist of the Company's project personnel and consultants. In 2016, these costs were significantly lower than the comparable year due to a reduction in personnel and reduction in the use of consultants.

Camp Operations & Exploration Expenditure

During the year ended December 31, 2016, $2.4 million was spent on camp operations in support of exploration activities and $2.7 million was spent on direct exploration. This compared to $1.7 million spent on camp operations and $0.9 spent on exploration in the prior year.

Permitting and First Nation Engagement

Permitting expenses consists 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"). In 2016, costs were significantly lower than the comparable year 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 & Other

Engineering expenses in the prior year 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 year ended December 31, 2016 due to a deferral of engineering work until the construction timeline of the access road is agreed on by stakeholders. In 2016, the clean-up of the Butler Lake property which was acquired during the year are included in these costs.

Office and General

(expressed in $ thousands)	Year Ended December 31, 2016	Year Ended December 31, 2015
General Administration	$ 2,105	$ 2,797
Professional fees	467	1,048
Communications and travel	280	283
Total	$ 2,852	$ 4,128

General Administration

General administration expenses were lower than the comparable year 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.

Professional fees

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

Professional fees were significantly lower than the comparable year 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 year.

Communications and travel

For the year ended December 31, 2016, communications and travel costs were comparable to the prior year.

Finance Expense

Finance expense consists of quarterly interest payments on the Company's loan facilities and other transaction costs. During year ended December 31, 2016, the Company satisfied the payment of interest of $1.6 million on the RCF convertible loan, the RCF bridge loan and the loan extension fee issuing of 6,351,975 common shares of the Company. Subsequent to year end, the Company satisfied the payment of interest to RCF of $0.4 million through issuance of 1,636,383 common shares of the Company.

During the year ended December 31, 2015, the Company satisfied the payment of interest of $1.6 million on the RCF convertible loan and the RCF bridge loan for the last quarter of 2014 and the first three quarters of 2015 by delivery of 4,282,470 common shares of the Company.

Also included in finance expense for the year ended December 31, 2016 are $0.1 million of transaction costs on the flow-through shares issued as a result of the prospectus offering and private placements that closed during the year.

For the year ended December 31, 2016 the company accrued $2.5 million in interest for the Long Term Loan to 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.

The Company has also recorded a gain on the re-measurement of the repayment option available under the Convertible Loan of $7.0 million for year ended December 31, 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.

SUMMARY OF CASH FLOWS

(expressed in $ thousands)	Year Ended December 31, 2016	Year Ended December 31, 2015
Cash used in operating activities	$ (7,882)	$ (7,961)
Cash used in investing activities	46	(19,805)
Cash provided by financing activities	16,223	26,044
	$ 8,387	$ (1,722)

Operating Activities

For the year ended December 31, 2016, the Company had a cash outflow from operations of $7.9 million compared to a cash outflow of $7.9 million in the prior year. In the current year there was a reduction in corporate expenditures and a cash inflow of $1.4 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 year ended December 31, 2016, the Company had cash inflows of $0.05 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 and other costs. For the year ended December 31, 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 year ended December 31, 2016 proceeds of $18.1 million, net of transaction costs, was provided by way of a prospectus offering and private placement financing. $1.4 million of the net financing proceeds is related to the sale of tax benefits associated with the issuance of flow-through shares and is presented in operating activities. Cash was also provided from the exercise of stock options in the amount of $0.3 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 year ended December 31, 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 MONTHS ENDED DECEMBER 31, 2016

(expressed in $ thousands except per share amounts)	2016 Oct-Dec	2016 Jul-Sept	2016 Apr-Jun	2016 Jan-Mar	2015 Oct-Dec	2015 Jul-Sept	2015 Apr-Jun	2015 Jan-Mar
Expenses	4,900	4,873	3,929	4,059	4,627	4,323	3,187	4,080
Gain on sale of marketable securities	-	-	-	-	-	-	142	-
Loss on Loan Extinguishment	-	-	(3,339)	-	-	-	-	-
Gain on sale of royalty	-	-	-	2,057	-	-	4,149	-
Re-measurement of repayment options	1,555	3,235	362	1,800	(1,692)	3,419	3,727	(6,732)
Foreign exchange (gain) loss	(2,312)	633	230	2,727	(1,572)	(2,475)	(909)	(1,373)
Net loss	(4,667)	(2,008)	(6,467)	3,162	(7,797)	(3,376)	3,919	(12,177)
Net loss per share – basic	(0.01)	(0.01)	(0.02)	0.01	(0.03)	(0.01)	0.02	(0.05)
Net loss per share – diluted	(0.01)	(0.01)	(0.02)	0.01	(0.03)	(0.01)	0.00	(0.05)
Cash and cash equivalents	11,480	11,275	5,861	3,339	3,099	2,727	4,029	2,648
Working Capital[(1)]	(6,631)	9,678	3,743	(14,187)	(23,426)	(22,633)	(20,113)	(17,368)
Assets	39,215	39,335	33,102	36,031	31,872	31,578	32,777	7,098
Long-term Liabilities	30,413	48,526	49,177	25,891	26,334	24,422	22,262	1,501

[(1)] Working capital includes all current assets and current liabilities, excluding non-cash repayment options and flow-through share liability (See Non-IFRS Financial Performance Measures).

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 is negative due to the presentation of the convertible loan facility (the "Convertible Loan") with RCF as a current liability. During the second and third quarters of 2016, the RCF loan was classified as a non-current liability when the terms of the Convertible Loan were extended to December 31, 2017.

The Company has also recorded a gain on the re-measurement of the repayment option available under the Convertible Loan of $7.0 million for year ended December 31, 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 December 31, 2016 was $11.5 million compared to $3.1 million as at December 31, 2015.

At December 31, 2016, the Company had not yet achieved profitable operations, had an accumulated deficit of $245.0 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 deficit of $6.6 million (December 31, 2015 – negative working capital of $23.1 million). At December 31, 2016 and December 31, 2015, the Company had negative working capital 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.

During the year ended December 31, 2016, the Company completed prospectus offerings for gross proceeds of $14.2 million and private placement financings for gross proceeds of $5.4 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	2 -3 years	4 - 5 years	After 5 years
Operating Leases	665	435	58	25	147
Provision for Environmental Expenditure	2,026	-	-	-	2,026
Other Commitments	25	25	-	-	-
Debt Agreements with Related Party	20,141	20,141	-	-	-
Long Term Debt	47,236	-	-	47,236	-
Total Contractual Obligations	**70,092**	**20,601**	**58**	**47,261**	**2,173**

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 December 31, 2016 to spend $4.2 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 December 31, 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

Deferred Mining Property Acquisition

Noront capitalizes mining property acquisition costs which are to be amortized when production is attained or the balance thereof written off should the property be disproven through exploration or abandoned. On an ongoing basis, the Company evaluates deferred expenditures relating to each property to assess whether there has been impairment in value. The Company recognizes write-downs for impairment where the carrying value of the mining property exceeds its estimated long term net recoverable value. Recoverable value is estimated based upon current exploration results and upon the Company's assessment of the future probability of positive cash flows from the property or from the sale of the property.

Future Site Restoration Costs

The Company has an obligation for future site restoration costs. The Company records the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development and/or normal use of the assets. The fair value of the liability is added to the carrying amount of the associated asset and this additional carrying amount is depreciated over the life of the asset. Subsequent to the initial measurement of the asset retirement of the asset retirement obligation, the obligation is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. If the obligation is settled for other than the carrying amount of the liability, the Company will recognize a gain or loss on settlement.

Stock Options and Warrants

The Black-Scholes option valuation model used by the Company to determine fair values for stock-based compensation was developed for use in estimating the fair value of freely traded options. This model requires input of highly subjective assumptions including future stock volatility and expected time until exercise. Changes in the subjective input assumptions can materially affect the fair value estimate.

Repayment Options

The Company's convertible debt agreement with RCF contains embedded derivatives related to the Company's prepayment option (expired in February 2014) and the lender's convertible feature ("Repayment Options"). The fair value assigned to the Repayment Options uses level 2 assumptions with the main inputs to the valuation being credit spreads of the Company, historical prices of the underlying stock, USD discount curve and CAD/USD foreign exchange rates. The most significant assumption is the probability of the loan being repaid prior to reaching the conversion date, which was estimated by obtaining credit spreads for an index of comparable companies residing in the same industry.

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 include risks summarized below, risk factors referenced at page 1 herein, and risk factors disclosed under the heading "Risk Factors" in the Company's most recent AIF, available electronically on SEDAR at www.sedar.com. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and an investment in Noront common shares should be considered speculative. The risks described herein, or in documents incorporated herein by reference, are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently considers immaterial, may also materially and adversely affect its operating results, properties, business and condition (financial or otherwise).

Mineral Exploration

The business of exploration for minerals and mining involves a high degree of risk. A relatively small proportion of properties that are explored are ultimately developed into producing mines. At present, there are no known bodies of commercial ore on any of the mineral properties in which the Company holds interest or intends to acquire an interest and the proposed exploration program is an exploratory search for ore. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the conduct of exploration programs. The Company has limited experience in the development and operation of mines and has relied on and may continue to rely upon consultants and others for exploration and operating expertise. The economics of developing gold, base metal and other mineral properties is affected by many factors including the cost of operations, variation of the grade of ore mined, and fluctuations in the price of any minerals produced.

Additional Funding Requirements and Potential Dilution

Noront has no current or foreseeable prospect of generating significant revenues. Accordingly, the success of the Company is dependent, among other things, on obtaining sufficient funding to enable the Company to explore and develop its properties. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

The Company will require new capital to continue to operate its business and to continue with exploration on its mineral properties, and there is no assurance that capital will be available when needed, if at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution, possibly substantial, to the Company’s present and prospective shareholders. The Company cannot predict the size of future issues of common shares or securities convertible into common shares.

As of April 10, 2017, the Company had 327,711,422 common shares outstanding, 21,908,004 stock options outstanding with a weighted average exercise price of $0.30 expiring between 2017 and 2022, 3,000,000 Performance Share Units with an expected life between 2 and5 years and 665,000 Restricted Share Units with an expected life of 2 years. In addition, RCF has certain conversion rights under the terms of the Convertible Loan. The issuance of common shares of the Company upon the exercise of options, Performance Share, Restricted Share Units or on conversion of the Convertible Loan will dilute the ownership of the Company’s current shareholders. Noront may also issue additional securities convertible into common shares of Noront in the future, the conversion of which would result in further dilution to the shareholders of the Company.

Debt and Liquidity

The Company's ability to make scheduled payments of the principal of, to pay interest on or to refinance its existing indebtedness (including without limitation the Facility) depends on the Company's future performance, which is subject to economic, financial, competitive and other factors many of which are not under the control of the Company. Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due, including, among others, debt repayments, interest payments and contractual commitments.

The Company may not generate cash flow (if any) from operations in the future sufficient to service its existing or future debt and make necessary capital expenditures. If the Company is unable to generate such cash flow, it may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. The Company's ability to refinance its indebtedness will depend on the capital markets and its financial condition at such time. The Company may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on its debt obligations.

The terms of the Facility and the terms of the Loan Agreement require the Company to satisfy various affirmative and negative covenants. These covenants limit, among other things, the Company's ability to incur further indebtedness, create certain liens on assets or engage in certain types of transactions. There are no assurances that, in the future, the Company will not, as a result of these covenants, be limited in its ability to respond to changes in its business or competitive activities or be restricted in its ability to engage in mergers, acquisitions or dispositions of assets. Furthermore, a failure to comply with these covenants would result in an event of default that may allow a lender to accelerate the repayment obligations or enforce its security.

Continuation of Operating Losses

The Company does not have a long historical track record of operating upon which investors may rely. Consequently, investors will have to rely on the expertise of the Company’s management. Further, the Company’s properties are in the exploration stage and are not commercially viable at this time. The Company has not commenced commercial production on any of its mineral projects. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The

Company does not have a history of earnings or the provision of return on investment, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future. The Company expects to continue to incur losses unless and until such time as it enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of any of the Company's mineral properties will require the commitment of substantial resources to conduct time-consuming development. There can be no assurance that the Company will generate any revenues or achieve profitability.

Title to Mineral Properties (Ownership Rights)

Although title to the properties has been reviewed by or on behalf of Noront, no assurances can be given that there are no title defects affecting the properties. Title insurance generally is not available for mining claims in Canada and Noront's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be limited. Noront has not conducted surveys of the claims in which it holds direct or indirect interests; therefore, the precise area and location of such claims may be in doubt. It is possible that the properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims and title may be affected by, among other things, undetected defects. In addition, Noront may be unable to operate the properties as permitted or to enforce its rights with respect to its properties.

Mineral Resource and Mineral Reserve Estimates

The mineral resources and mineral reserves presented in this document are estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the expected level of recovery will be realized. Such figures have been determined based upon assumed metal prices. Future production, if any, could differ dramatically from estimates due to mineralization or formations different from those predicted by drilling, sampling and similar examinations or declines in the market price of the metals may render the mining of some or all of the mineral resources as uneconomic.

The estimation of mineralization is a subjective process and the accuracy of estimates is a function of quantity and quality of available data, the accuracy of statistical computations, and the assumptions and judgments made in interpreting engineering and geological information. No assurance can be given that any particular level of recovery of gold or other minerals from resources will in fact be realized or that an identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be economically exploited. In particular, the inferred mineral resources included in this AIF are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and, due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration.

Adequate Infrastructure

Mining, processing, development and exploration activities depend, to a substantial degree, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants affecting capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the operations, financial condition and results of operations of the Company.

Economic

Factors beyond the control of the Company may affect the marketability of any mineral products discovered or produced. The prices of mineral products have historically fluctuated widely, are sometimes subject to rapid short-term changes and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted, but any one of, or any combination of, these factors may result in the Company not receiving an adequate return on invested capital and a loss of all or part of an investment in securities of the Company may result.

Commodity Price Risk

The ability of the Company to develop its mining properties and the future profitability of the Company is directly related to the market price of base and precious metals. Historically, commodity prices have fluctuated widely and are affected by numerous external factors beyond the Company's control, including industrial and retail demand, central bank lending, sales and purchases of gold, forward sales of gold by producers and speculators, production and cost levels in major producing regions, short-term changes in supply and demand because of speculative hedging activities, confidence in the global monetary system, expectations of the future rate of inflation, the strength of the United States dollar (the currency in which the price of gold is generally quoted), interest rates, terrorism and war, and other global or regional political or economic events. Resource prices have fluctuated widely and are sometimes subject to rapid short-term changes because of speculative activities. The exact effect of these factors cannot be accurately predicted, but any one of, or any combination of, these factors may result in the Company not receiving an adequate return on invested capital and a loss of all or part of an investment in securities of the Company may result.

Competition

The mining industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for the recruitment and retention of qualified employees, contractors and consultants. The ability of the Company to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Company will be able to compete successfully with its competitors in acquiring such properties or prospects.

Environmental

The Company's operations are subject to environmental regulations promulgated by local, provincial and federal government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards and enforcement, and fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws. In addition, environmental legislation is evolving in a manner requiring stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

Although variable, depending on location and the governing authority, land rehabilitation requirements are generally imposed on mineral exploration companies, as well as companies with mining operations, in order to minimize long term effects of land disturbance. Rehabilitation may include requirements to control dispersion of potentially deleterious effluents and to reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out rehabilitation obligations imposed on the Company in connection with its mineral exploration, the Company must allocate financial resources that might otherwise be spent on further exploration and/or development programs.

First Nations

Noront is committed to working in partnership with our local communities and First Nations in a manner which fosters active participation and mutual respect. Noront works towards minimizing negative project impacts, encouraging certain joint consultation processes, addressing certain decision making processes and towards maintaining meaningful ongoing dialogue not only for the Company but for all participants in the Ring of Fire region.

Many of Noront's contractors and suppliers live and work in the local communities. The Company regularly consults with communities proximal to the Company's exploration activities to advise them of plans and answer any questions they may have about current and future activities. The objective is to operate to the benefit of the shareholders and the local communities using the resources and the environment today without compromising the long-term capacity to support post exploration and ultimately post mining land uses.

First Nations in Ontario are increasingly making lands and rights claims in respect of existing and prospective resource projects on lands asserted to be First Nation traditional or treaty lands. Should a First Nation make such a claim in respect of the Properties and should such claim be resolved by government or the courts in favour of the First Nation, it could materially adversely affect the business of Noront. . In addition, consultation issues relating to First Nation interests and rights may impact the Company's ability to pursue exploration, development and mining at its projects and could results in costs and delays or materially restrict Noront's activities.

Government Regulations

The Company's mineral exploration and planned development activities are subject to various federal, provincial and local government laws and regulations governing, among other things, acquisition of mining interests, maintenance of claims, tenure, expropriation, prospecting, development, mining, production, price controls, taxes, labour standards, occupational health, waste disposal, toxic substances, water use, land use, treatment of indigenous peoples, environmental protection and remediation, endangered and protected species, mine safety and other matters. Although the Company's exploration and planned development activities are currently believed by the Company to be carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied or amended in a manner that could have a material adverse effect on the business, financial condition and results of operations of Noront, including changes to government mining laws and regulations or changes in taxation rates.

The operations of the Company may require licenses and permits from various local, provincial and federal governmental authorities. The costs and delays associated with obtaining and complying with necessary licences and permits as well as applicable laws and regulations could stop or materially delay or restrict Noront from proceeding with the development of an exploration project. In addition, such licenses and permits are subject to change in regulations and in various operating circumstances. Any failure to comply with applicable laws, regulations or licencing and permitting requirements, even if inadvertent, may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development, or mining operations, at its projects and there is no assurance that the Company will be able to comply with any such necessary license and permit requirements in an economically viable manner.

The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and Noront common shares should be considered speculative.

Joint Ventures and Option Agreements

Noront enters into option agreements and joint ventures as a means of gaining property interests and raising funds. Any failure of any partner to meet its obligations to Noront or other third parties, or any disputes with respect to third parties' respective rights and obligations could have a material adverse effect on such agreements. In addition, Noront may be unable to exert direct influence over strategic decisions made in respect to properties that are subject to the terms of these agreements.

Litigation

The Company is subject to litigation risks. All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's mining and project development operations.

Legal

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Noront and cause increases in expenditures or exploration or development costs or reduction in levels of activities on our exploration or development projects, or require abandonment or delays in the development of new exploration or development properties.

Uninsurable Risks

The mining industry is subject to significant risks that could result in damage to, or destruction of, mineral properties, personal injury or death, environmental damage, delays in exploration, and monetary losses and possible legal liability. Where Noront considers it practical to do so, it maintains insurance in amounts believed to be reasonable, including coverage for directors' and officers' liability and fiduciary liability and others.

Such insurance, however, contains exclusions and limitations on coverage. Accordingly, Noront's insurance policies may not provide coverage for all losses related to Noront's activities (and specifically do not cover environmental liabilities and losses). The occurrence of losses, liabilities or damage not covered by such insurance policies could have a material and adverse effect on Noront's results of operations and financial condition. Noront cannot be certain that insurance will be available to the Company, or that appropriate insurance will be available on terms and conditions acceptable to the Company. In some cases, coverage is not available or considered too expensive relative to the perceived risk.

Dependence on Key Employees, Contractors and Management

Noront is dependent on a number of key personnel, including the services of certain key employees and contractors, and certain critical resources such as industry consultants, engineering firms and technical experts. Noront does not maintain key person life insurance. Accordingly, the loss of the services of one or more of such key management personnel could have a material adverse effect on the Company.

The mining industry has been impacted by increased worldwide demand for critical resources including industry consultants, engineering firms and technical experts. These shortages have caused increased costs and delays in planned activities. Noront is also dependent upon a number of key personnel, including the services of certain key employees and contractors. Noront's ability to manage its activities, and hence its success, will depend in large part on the efforts of these individuals. Noront faces intense competition for qualified personnel, and there can be no assurance that Company will be able to attract and retain such personnel. If the Company is unable to attract or retain qualified personnel as required, it may not be able to adequately manage and implement its business plan. As the Company's business grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff for operations.

Labour and Employment

Relations between the Company and its employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities in whose jurisdictions the Company carries on business. Changes in such legislation or in the relationship between the Company and its employees may have a material adverse effect on the Company's business, results of operations and financial condition.

Conflict of Interest

Certain directors or proposed directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest, which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Share Price

The market price of a publicly traded stock is affected by many variables not directly related to the success of the Company. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration or development stage companies, has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of the Company's securities, which may result in losses to investors. In addition, there can be no assurance that an active market for the Company's securities will be sustained.

Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Current Global Financial Conditions

Current global financial conditions have been subject to increased volatility, and access to public financing, particularly for junior resource companies, has been negatively impacted. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, such financing may not be on terms favourable to the Company. If increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted, and the value and price of the Company's securities could be adversely affected.

No Guarantee of Positive Return on Investment

There is no guarantee that an investment in the securities of Noront will earn any positive return in the short term or long term. The mineral exploration business is subject to numerous inherent risks and uncertainties, and any investment in the securities of Noront should be considered a speculative investment. Past successful performance provides no assurance of any future success. The purchase of securities of Noront involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. An investment in the securities of Noront is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

Cyber Security

The Company and its operations rely heavily on various operating financial systems and data. A breach of the Company's information or operational technology systems may result in disruption of business activities, loss of confidential or proprietary data, failure of internal controls over financial reporting failure to meet obligations and reputational damage. Such a breach may also expose the Company to legal and regulatory action. Policies and procedures are maintained to ensure the security of its information technology systems, and data and system security controls are regularly tested and audited. The Company also relies on third-party service providers for the storage and processing of various data. There can be no assurance, however that the Company will not suffer a business disruption or loss or corruption of proprietary data, whether inadvertent or otherwise.

Growth Strategy

We evaluate growth opportunities and continue to consider the acquisition and disposition of exploration and development properties and mineral assets to achieve our strategy. We, from time to time, engage in discussions in respect of both acquisitions and dispositions, and other business opportunities, but there can be no assurance that any such discussions will result in a successfully completed transaction.

NON-IFRS FINANCIAL PERFORMANCE MEASURES

This MD&A contains references to "Working Capital" which is a non-IFRS financial performance measure. The Working Capital is calculated as the value of total current assets less the value of total current liabilities, excluding repayment options and flow-through share liability. The term Working Capital does not have any standardized meaning according to IFRS and therefore many not be comparable to similar measures presented by other companies. The Company believes that this measure of Working Capital provides information useful to its shareholders in the understanding the Company's performance and may assist in the evaluation of the Company's business relative to that of its peers.

OUTSTANDING SHARE INFORMATION

As at Apr 10, 2017	
Authorized	Unlimited
Issued and outstanding shares	327,711,422
Options outstanding	21,908,004
Warrants	45,706,356
Performance Share Units outstanding	3,000,000
Restricted Share Units outstanding	665,000
Convertible Debt	59,236,765
Fully diluted	458,227,547

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**.