

# **CENTRAL IRON ORE LIMITED**

## **Management Discussion and Analysis (Form 51-102F1)**

**For the quarter ended September 30, 2016**

**Information as of November 28, 2016 unless otherwise stated**

### **Note to Reader**

The following management discussion and analysis of the financial condition and results of operations of Central Iron Ore (“CIO” or “the Company”) should be read in conjunction with the Company’s annual audited financial statements for the year ended June 30, 2016, together with the notes thereto, as well as the Company’s previous financial and MD&A reports. These annual audited financial statements have been prepared in accordance with International Financial Reporting Interpretation (IFRS).

### **Forward-Looking Information**

This discussion includes certain statements that may be deemed “forward-looking statements.” All statements in this discussion, other than statements of historical facts that address future production, reserve potential, exploration drilling, exploration activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

### **Business of the Company**

Since listing on the TSX Venture Exchange (“TSX-V”) in 2007, CIO’s business has primarily involved acquiring and conducting exploration activities on prospective exploration and mining projects in Australia and Tanzania.

In recent years the Company has refocused its activities on the acquisition of projects considered to be prospective for iron ore in Australia. The Company has discontinued exploration of its Tanzanian uranium assets and has repositioned its British King and Eureka gold mines into two regional exploration and development gold prospects.

On November 10, 2015, CIO announced that it has entered into an agreement for the AUD\$1.1 million sale of its British King Gold Mine (“Project”) in Western Australia to BK Gold Mines Pty Ltd (“Purchaser”).

The consideration payable by the Purchaser for the acquisition of the Project includes a AUD\$250,000 payment on completion of the acquisition, with the balance of the consideration to be paid in three tranches upon the satisfaction of certain production

milestones from the Project, as set out below.

Tranche 1: The Purchaser must deliver to CIO 150 troy ounces of gold upon the production and sale of 5,000 troy ounces of gold from the Project, upon which the Purchaser will acquire a further 14% interest in the Project (resulting in a total interest for the Purchaser of 65%).

Tranche 2: The Purchaser must deliver to CIO 175 troy ounces of gold upon the production and sale of 7,500 troy ounces of gold from the Project, upon which the Purchaser will acquire a further 15% interest in the Project (resulting in a total interest for the Purchaser of 80%).

Tranche 3: The Purchaser must deliver to CIO 215 troy ounces of gold upon the production and sale of 10,000 troy ounces of gold from the Project, upon which the Purchaser will acquire a further 20% interest in the Project (resulting in a total interest for the Purchaser of 100%).

## Exploration and Development Update

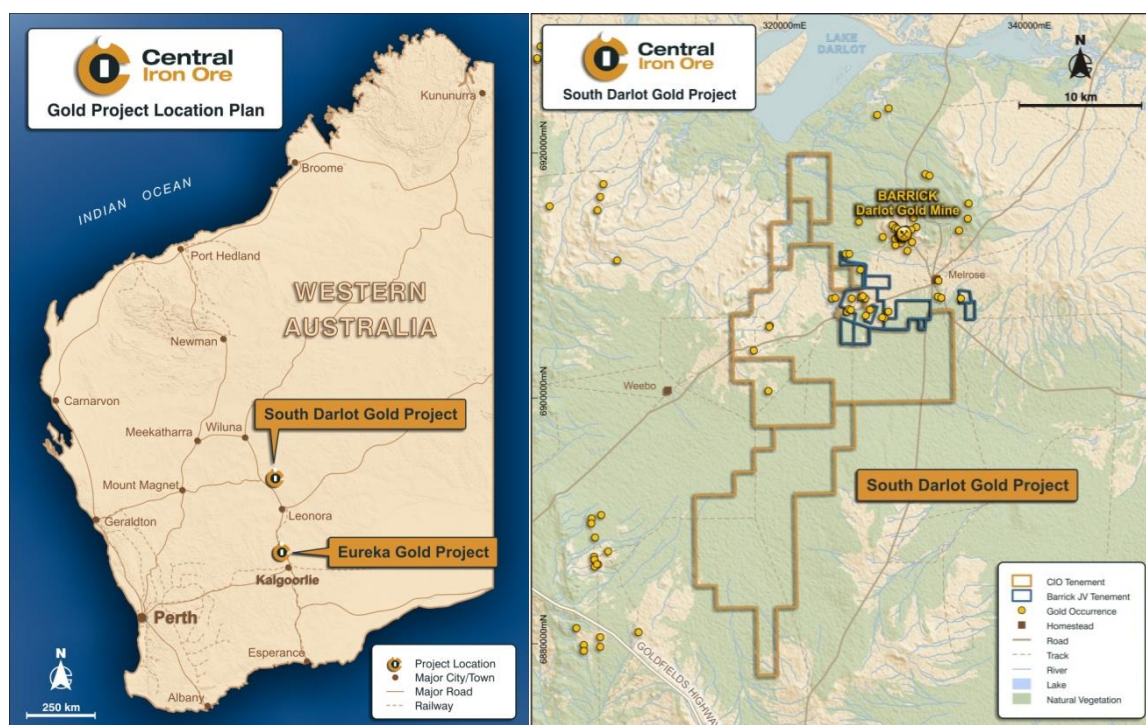
During the quarter ended 30 September 2016, the Company:

- continued its gold exploration strategy.

### SOUTH DARLOT GOLD PROJECT (Western Australia)

The Company's South Darlot Gold Project area is located approximately 320km northwest of Kalgoorlie in Western Australia and includes:

- The British King Mine which is 49% owned by the Company and which is National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI43-101”) compliant. The British King Mine is 5km southwest of Barrick Gold Corporation Limited’s Darlot Mine. The British King Mine is currently in production.
- A 100% CIO owned tenement package covering 267km<sup>2</sup>.
- A number of tenements which are subject to a joint venture with subsidiaries of Barrick Gold Corporation Limited (“Barrick”), details of which are set out below, in which CIO has earned a 70% interest.



The Company's current 100% owned South Darlot Gold Project tenement package covers 267km<sup>2</sup>. Details of the Company's 100% owned South Darlot Gold Project and British King Project tenements are set out below.

Project	Tenement	Status	Area (km <sup>2</sup> )
South Darlot	E37/882	Granted	84
South Darlot	E37/1054	Granted	33
South Darlot	E37/1085	Granted	24
South Darlot	E37/1086	Granted	3
South Darlot	E37/1106	Granted	123

Project	Tenement	Status	Area (km <sup>2</sup> )
British King	M37/30	Granted	0.1
British King	L37/162	Granted	0.1

The Company's strategy and objective in respect of the South Darlot Gold Project is to evaluate the gold prospectivity of the region, generate targets, consolidate the tenement position and acquire all necessary access approvals in order to progress to the next stage of exploration. The Company has identified seven prospective targets on its 100% owned tenements and intends to systematically evaluate those targets over the next 12 months.

### Quarterly Activity

- Annual reporting obligations for tenements.
- Geological mapping and soil sampling programs.
- Quarterly HSE inspection.

### British King Sale

On November 10, 2014, CIO announced that it has entered into an agreement for the AUD\$1.1 million sale of its British King Gold Mine ("Project") in Western Australia to BK Gold Mines Pty Ltd ("Purchaser").

The consideration payable by the Purchaser for the acquisition of the Project includes a AUD\$250,000 payment on completion of the acquisition, with the balance of the consideration to be paid in three tranches upon the satisfaction of certain production milestones from the Project, as set out below.

Tranche 1: The Purchaser must deliver to CIO 150 troy ounces of gold upon the production and sale of 5,000 troy ounces of gold from the Project, upon which the Purchaser will acquire a further 14% interest in the Project (resulting in a total interest for the Purchaser of 65%).

Tranche 2: The Purchaser must deliver to CIO 175 troy ounces of gold upon the production and sale of 7,500 troy ounces of gold from the Project, upon which the Purchaser will acquire a further 15% interest in the Project (resulting in a total interest for the Purchaser of 80%).

Tranche 3: The Purchaser must deliver to CIO 215 troy ounces of gold upon the production and sale of 10,000 troy ounces of gold from the Project, upon which the Purchaser will acquire a further 20% interest in the Project (resulting in a total interest for the Purchaser of 100%).

In the event that the Purchaser fails to make any of the payments referred to above by the date required under the agreement, the Purchaser will be required to transfer back to CIO all of its then existing percentage interest in the Project and CIO will grant to the Purchaser a

gross value royalty in respect of gold extracted from the Project. The percentage royalty interest will be determined as follows:

<b>Purchaser Project interest</b>	<b>Gross Value Royalty</b>
51%	1.25%
65%	1.625%
80%	2%
100%	2.5%

In addition to the consideration set out above, the Purchaser will pay AUD\$5,000 per month to CIO for rental of the equipment located at the Project site, until such time as the Purchaser acquires a 100% interest in the Project (subject to the earlier termination of the agreement).

Completion of the sale and purchase of the Project is conditional upon and subject to the satisfaction of a number of conditions precedent including CIO obtaining any consents, approvals, authorisations or clearances which are required for the sale and purchase of the Project (including any required TSXV approvals), the Purchaser obtaining finance for the acquisition on terms acceptable to it (acting reasonably) and the Project being free of any security interest by November 14, 2014 or by such later date as the parties may agree in writing.

#### **Barrick Joint Venture Project (Western Australia)**

The tenements set out in the table below (“Barrick JV Tenements”) are the subject of a joint venture between the Company and subsidiaries of Barrick (“Barrick JV”), and are situated southwest of Barrick’s Darlot gold mine and are contiguous with CIO’s current holdings in the area. The Barrick JV Tenements are detailed below.

<b>Project</b>	<b>Tenement</b>	<b>Status</b>	<b>Area (ha)</b>
Barrick JV	M37/421	Granted	381
Barrick JV	M37/552	Granted	200
Barrick JV	M37/631	Granted	776
Barrick JV	M37/632	Granted	595
Barrick JV	M37/709	Granted	98
Barrick JV	M37/1045	Granted	90

The Company’s strategy and objective for the Barrick JV Tenements, the strategy and objective is to evaluate their gold prospectivity and deliver on target generation and access. The Company has identified 24 prospective targets on the Barrick JV Tenements and will systematically evaluate those targets over the next 12 months, with a priority being placed on the exploration of the Mermaid and Endeavour Prospects.

As at the date of this report, the Company has earned a 70% interest in the Barrick JV Tenements in accordance with the Barrick JV and is continuing exploration on the Barrick JV Tenements.

During the year ended June 30, 2014, Barrick's interest in the Darlot region were acquired by Gold Fields Limited.

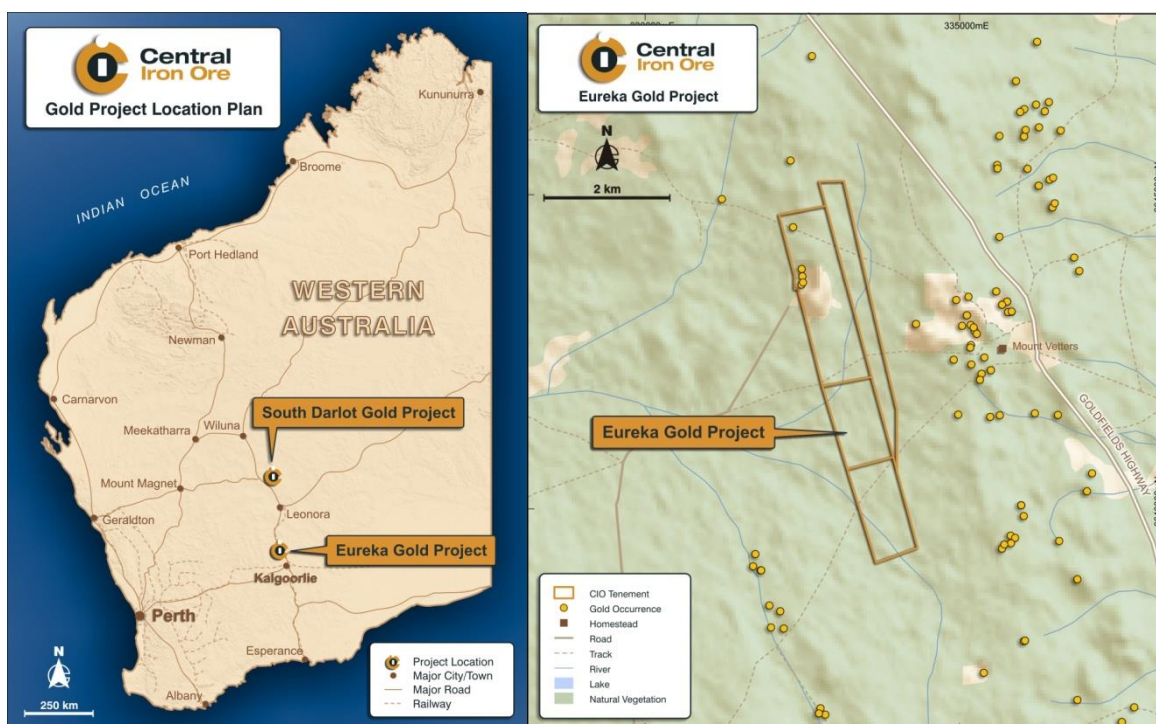
### **Quarterly Activity**

- Annual reporting obligations for tenements.
- Geological mapping and soil sampling program.
- Quarterly HSE inspection.

## EUREKA GOLD PROJECT (Western Australia)

The Eureka gold project is approximately 50km north of Kalgoorlie and includes the Eureka open pit gold mine which is 100% owned by the Company and is NI43-101 compliant. The Eureka gold mine is currently under care and maintenance. The Company's tenement package comprising the Eureka gold project covers 563 hectares.

Project	Tenement	Status	Area (ha)
Eureka Gold	M24/189	Granted	218.15
Eureka Gold	M24/584	Granted	110.5
Eureka Gold	M24/585	Granted	104.5
Eureka Gold	M24/586	Granted	130



### Quarterly Activity

- Quarterly HSE inspection
- Geological mapping and sampling program.
- Annual reporting obligations for tenements.
- Ongoing discussions and due diligence for funding of the Eureka Project.

### QUALIFIED PERSON

Mr Darryl Mapleson who is a Fellow of Australasian Institute of Mining and Metallurgy has compiled the information within this report relating to mineralisation and drill results. Mr Mapleson has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity currently being undertaken to qualify as a Competent Person as defined in National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101").

## MINERAL PROPERTIES (all amounts in Australian dollars)

Tenement	Status	Area (km <sup>2</sup> )	Grant Date	Expiry Date	Annual Rent	Expenditure
M24/189	Granted	2.18	15/02/1988	14/02/2030	\$3,035.34	\$21,900
M24/584	Granted	1.10	25/10/2000	24/10/2021	\$1,538.46	\$11,100
M24/585	Granted	1.04	25/10/2000	24/10/2021	\$1,455.30	\$10,500
M24/586	Granted	1.30	25/10/2000	24/10/2021	\$1,801.80	\$13,000
E37/882	Granted	84	26/03/2008	25/03/2017	\$8,856.21	\$84,000
E37/1054	Granted	33	1/04/2011	30/03/2018	\$1,332.21	\$20,000
E37/1085	Granted	24	12/08/2011	11/08/2016	\$1,021.50	\$20,000
E37/1086	Granted	3	12/08/2011	11/08/2016	\$273.00	\$10,000
E37/1106	Granted	123	22/06/2012	21/06/2017	\$4,784.70	\$41,000
M37/30	Granted	0.1	4/07/1984	3/07/2026	\$159.50	\$10,000
L37/162	Granted	0.1	25/10/2006	24/10/2027	\$99.33	

## Barrick JV Tenement Package

Tenement	Status	Area (ha)	Grant Date	Expiry Date	Annual Rent	Expenditure
M37/421	Granted	381	24/11/1993	23/11/2035	\$6,075.95	\$38,100
M37/552	Granted	200	5/12/2008	4/12/2029	\$3,190.00	\$20,000
M37/631	Granted	776	23/05/2007	22/05/2028	\$12,393.15	\$77,700
M37/632	Granted	595	23/05/2007	22/05/2028	\$9,490.25	\$59,500
M37/709	Granted	98	23/01/2008	22/01/2029	\$1,563.00	\$10,000
M37/1045	Granted	90	25/02/2009	24/02/2030		\$10,000

## **CORPORATE UPDATE**

### **BRITISH KING SALE**

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## **RISKS AND UNCERTAINTIES**

The Company is subject to a number of risk factors due to the nature of its business and its present stage of development. The following risk factors should be considered:

### **General**

The Company is an Australian junior mineral exploration and development company listed on the TSX-V and engaged in the exploration and development of mineral properties located in Western Australia. It has not yet determined whether all of its properties contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for resource assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties. The Company's ability to continue its operations is dependent on its ability to secure additional financing, and while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future. In order to continue developing its mineral properties, management is actively pursuing such additional sources of financing that may be required.

The Company's financial statements and discussion and analysis of the financial condition, changes in financial condition and results of operations of the Company for the year ended June 30, 2016 do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

The Company's administrative expenditure is related to the level of financing and exploration and development activities that are being conducted, which in turn may depend on the Company's recent exploration and development experience and prospects, as well as the general market conditions relating to the availability of funding for exploration and development-stage resource companies. Consequently, the Company does not acquire properties or conduct exploration and development work on them on a pre-determined basis and as a result there may not be predictable or observable trends in the Company's business activities and comparisons of financial operating results with those of prior years may not be meaningful.

### **Trends**

The Company's financial success is dependent upon the discovery of commercial mineral resources which could be economically viable to develop. The sales value of any mineralization discovered by the Company is largely dependent upon factors beyond the Company's control, such as the market value of the products produced. Other than as disclosed herein, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on the Company's sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

### **Competitive Conditions**

The resource industry is intensively competitive in all of its phases. The Company competes with other mining companies for the acquisition of mineral claims and other mining interests as well as for the recruitment and retention of qualified employees and contractors. The Company competes with many other companies that have substantially greater financial resources than the Company and its ability to compete is dependent of being able to raise additional funds as and when required.

## **Environmental Factors and Protection Requirements**

The Company currently conducts exploration and development activities in Western Australia. All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires stricter standards, enforced by increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. There is no assurance that regulatory and environmental approvals will be obtained on a timely basis, or on terms acceptable to the Company, or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of the Company's operations or to preclude entirely the economic development of a property. Environmental hazards may exist on the properties which are unknown to the Company at present which have been caused by previous or existing owners or operators of the properties. The Company is currently engaged in exploration with minimal environmental impact.

## **Mineral Exploration and Development**

The Company's properties are in the exploration and development stage. Development of the Company's properties will only proceed upon obtaining satisfactory exploration results. Mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that mineral exploration and development activities will result in the discovery of an ore body of commercial minerals on any of the Company's properties. Several years may pass between the discovery of a deposit and its exploitation. Most exploration projects do not result in the discovery of commercially mineralized deposits.

## **Operating Hazards and Risks**

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labor disruptions, flooding, explosions, landslides and the inability to obtain suitable or adequate machinery, equipment or labor are some of the risks involved in the operation of mines and the conduct of exploration programs. Although the Company will, when appropriate, secure liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liability and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

## **Economics of Developing Mineral Properties**

Substantial expenditures are required to establish reserves through drilling, to develop processes to extract minerals and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. Depending on the price of minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

## **Commodity Prices**

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of minerals or interests related thereto. The price of various minerals have fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumptive patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, availability and costs of mineral substitutes, mineral stock levels maintained by producers and others and inventory carrying costs. The effect of these factors on the price of various minerals, and therefore the economic viability of the Company's operations cannot accurately be predicted.

## **Currency Risk**

The Company's revenues and expenses are incurred in Australian dollars, though its financings are completed in Canadian dollars. Although the Company has taken certain steps to help mitigate foreign currency fluctuations, there is no assurance that these activities or products are or will continue to be effective. Accordingly, the inability of the Company to obtain or to put in place effective hedges could materially increase its exposure to fluctuations in the value of the Canadian dollar relative to the Australian dollar. This could adversely affect the Company's financial position and operating results.

## **Title**

There is no guarantee that title to properties in which the Company has a material interest will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects.

## **Governmental Regulation**

Operations, development and exploration on the Company's properties are affected to varying degrees by:

- (i) government regulations relating to such matters as environmental protection, health, safety and labour;
- (ii) mining law reform;
- (iii) restrictions on production, price controls, and tax increases;
- (iv) maintenance of claims;
- (v) tenure; and
- (vi) expropriation of property.

There is no assurance that future changes in such regulations, if any, will not adversely affect the Company's operations. Changes in such regulations could result in additional expenses and capital expenditures, availability of capital, competition, reserve uncertainty, potential conflicts of interest, title risks, dilution, and restrictions and delays in operations, the extent of which cannot be predicted. If any of the Company's projects are advanced to the development stage, those operations will also be subject to various laws and regulations concerning development, production, taxes, labour standards, environmental protection, mine safety and other matters. In addition, new laws or regulations governing operations and activities of mining companies could have a material adverse impact on any project in the mine development stage that the Company may possess.

## **Management and Directors**

The Company is dependent on a relatively small number of directors:

- Richard Homsany - Chairman
- Brett Hodgins - President / CEO
- Anthony Howland-Rose - Director
- Hugh Pinniger - COO
- David Deitz - CFO

## **Conflicts of Interest**

Certain officers and directors of the Company are officers and/or directors of, or are associated with, other natural resource companies that acquire interests in mineral properties. Such associations may give rise to conflicts of interest from time to time. The directors are required by law, however, to act honestly and in good faith with a view to the best interests of the Company and its shareholders and to disclose any personal interest which they may have in any material transaction which is proposed to be entered into with the Company and to abstain from voting as a director for the approval of any such transaction.

## **Limited Operating History: Losses**

The Company has experienced losses in previous years of its operations. There can be no assurance that the Company will operate profitably in the future, if at all. As at September 30, 2016 the Company's deficit was \$21,121,664.

## **Price Fluctuations: Share Price Volatility**

For the quarter ended September 30, 2016, the closing price of the Company's shares fluctuated from a high of \$0.025 per share to a low of \$0.01 per share. There can be no assurance that continual fluctuations in price will not occur.

## **Exploration Target**

The estimates of exploration target sizes mentioned in this document should not be misunderstood or misconstrued as estimates of mineral resources as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”). The potential quantity and grade of the exploration targets are conceptual in nature and there has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the determination of a mineral resource.

## Market Conditions

### Global Economy

Global growth is projected to slow to 3.1 percent in 2016 before recovering to 3.4 percent in 2017. The forecast, revised down by 0.1 percentage point for 2016 and 2017 relative to April, reflects a more subdued outlook for advanced economies following the June U.K. vote in favor of leaving the European Union (Brexit) and weaker-than-expected growth in the United States. These developments have put further downward pressure on global interest rates, as monetary policy is now expected to remain accommodative for longer. Although the market reaction to the Brexit shock was reassuringly orderly, the ultimate impact remains very unclear, as the fate of institutional and trade arrangements between the United Kingdom and the European Union is uncertain. Financial market sentiment toward emerging market economies has improved with expectations of lower interest rates in advanced economies, reduced concern about China's near-term prospects following policy support to growth, and some firming of commodity prices. But prospects differ sharply across countries and regions, with emerging Asia in general and India in particular showing robust growth and sub-Saharan Africa experiencing a sharp slowdown. In advanced economies, a subdued outlook subject to sizable uncertainty and downside risks may fuel further political discontent, with antiintegration policy platforms gaining more traction. Several emerging market and developing economies still face daunting policy challenges in adjusting to weaker commodity prices. These worrisome prospects make the need for a broad-based policy response to raise growth and manage vulnerabilities more urgent than ever.

The current outlook is shaped by a complex confluence of ongoing realignments, long-term trends, and new shocks. These factors imply a generally subdued baseline for growth, but also substantial uncertainty about future economic prospects. The main unforeseen development in recent months was the U.K. vote in favor of leaving the European Union. Brexit is very much an unfolding event—the long-term shape of relations between the United Kingdom and the European Union, and the extent to which their mutual trade and financial flows will be curtailed, will likely become clear only after several years. Adding to the uncertainty is the impact of the referendum results on political sentiment in other EU members, as well as on global pressure to adopt populist, inward-looking policies.

Important ongoing realignments—particularly salient for emerging market and developing economies—include rebalancing in China and the macroeconomic and structural adjustment of commodity exporters to a long-term decline in their terms of trade. Slow-moving changes that are playing an important role in the outlook for advanced economies (as well as for some emerging market economies) include demographic and labor-market trends, but also an ill-understood protracted slowdown in productivity, which is hampering income growth and contributing to political discontent.

In the World Economic Outlook (WEO) baseline scenario, global growth is projected to decline to 3.1 percent in 2016, and to rebound next year to 3.4 percent. The 2016 forecast reflects weaker-than-expected U.S. activity in the first half of the year as well as materialization of an important downside risk with the Brexit vote. Although financial market reaction to the result of the U.K. referendum has been contained, the increase in economic, political, and institutional uncertainty and the likely reduction in trade and financial flows between the United Kingdom and the rest of the European Union over the medium term is expected to have negative macroeconomic consequences, especially in the United Kingdom. As a result, the 2016 growth forecast for advanced economies has been marked down to 1.6 percent.

Growth in emerging market and developing economies is expected to strengthen slightly in 2016 to 4.2 percent after five consecutive years of decline, accounting for over three-quarters of projected world growth this year. However, the outlook for these economies is uneven and generally weaker than in the past. While external financing conditions have eased with expectations of lower interest rates in advanced economies, other factors are weighing on activity.

These include a slowdown in China, whose spillovers are magnified by its lower reliance on import- and resource-intensive investment; commodity exporters' continued adjustment to lower revenues; spillovers from persistently weak demand in advanced economies; and domestic strife, political discord, and geopolitical tensions in several countries. While growth in emerging Asia and especially India continues to be resilient, the largest economies in sub-Saharan Africa (Nigeria, South Africa, Angola) are experiencing sharp slowdowns or recessions as lower commodity prices interact with difficult domestic political and economic conditions. Brazil and Russia continue to face challenging macroeconomic conditions, but their outlook has strengthened somewhat relative to last April.

The recovery is projected to pick up in 2017 as the outlook improves for emerging market and developing economies and the U.S. economy regains some momentum, with a fading drag from inventories and a recovery in investment. Although longer-term prospects for advanced economies remain muted, given demographic headwinds and weak productivity growth, the forecast envisages a further strengthening of growth in emerging market and developing economies over the medium term. But as noted in previous WEOs, this forecast depends on a number of important assumptions:

- A gradual normalization of conditions in economies currently under stress, with a general pickup in growth in commodity exporters, albeit to levels more modest than in the past
- A gradual slowdown and rebalancing of China's economy with medium-term growth rates that—at close to 6 percent—remain higher than the average for emerging market and developing economies
- Resilient growth in other emerging market and developing economies

Both economic and noneconomic factors threaten to keep these assumptions from being realized and imperil the baseline outlook more generally. In particular, some risks flagged in recent WEOs have become more prominent in recent months. The first is political discord and inward-looking policies. The Brexit vote and the ongoing U.S. presidential election campaign have highlighted a fraying consensus about the benefits of cross-border economic integration. Concerns about the impact of foreign competition on jobs and wages in a context of weak growth have enhanced the appeal of protectionist policy approaches, with potential ramifications for global trade flows and integration more broadly. Concerns about unequal (and widening) income distribution are rising, fuelled by weak income growth as productivity dynamics remain disappointing. Uncertainty about the evolution of these trends may lead firms to defer investment and hiring decisions, thus slowing near-term activity, while an inwardlooking policy shift could also stoke further crossborder political discord.

A second risk is stagnation in advanced economies. As global growth remains sluggish, the prospect of an extended shortfall in private demand leading to permanently lower growth and low inflation becomes ever more tangible, particularly in some advanced economies where balance sheets remain impaired. At the same time, a protracted period of weak inflation in advanced economies risks unmooring inflation expectations, causing expected

real interest rates to rise and spending to decline, eventually feeding back to even weaker overall growth and inflation.

Other risks flagged in previous WEOs remain important potential influences on the outlook. China's ongoing adjustment and associated spillovers continue to be pertinent, even as near-term sentiment regarding China has appeared to recover from the acute anxiety at the start of the year. The economy's transition away from reliance on investment, industry, and exports in favor of greater dependence on consumption and services could become bumpier than expected at times, with important implications for commodity and machinery exporters as well as for countries indirectly exposed to China through financial contagion channels. That risk is heightened by the current short-term growth-promoting measures on which China is relying, as a still-rising credit-to-GDP ratio and lack of decisive progress in addressing corporate debt and governance concerns in state-owned enterprises raise the risk of a disruptive adjustment. More generally, although financial conditions in emerging markets have continued to improve in recent months, underlying vulnerabilities remain among some large emerging market economies. High corporate debt, declining profitability, weak bank balance sheets—together with the need to rebuild policy buffers, particularly in commodity exporters—leave these economies still exposed to sudden shifts in investor confidence. A range of additional noneconomic factors continues to influence the outlook in various regions—the protracted effects of a drought in eastern and southern Africa; civil war and domestic conflict in parts of the Middle East and Africa and the tragic plight of refugees in neighboring countries and in Europe; multiple acts of terror worldwide; and the spread of the Zika virus in Latin America and the Caribbean, the southern United States, and southeast Asia. If these factors intensify, they could collectively take a large toll on market sentiment, hurting demand and activity.

Upside developments include the orderly repricing in financial markets after the initial shock of the Brexit vote; sustained improvements in the U.S. labor market; and a modest recent uptick in commodity prices, which should ease some of the pressure on commodity exporters. These developments point to the possibility of a better-than-envisaged pickup in momentum, which could be even stronger if countries adopt comprehensive frameworks to lift actual and potential output.

While the baseline forecast for the global economy points to a pickup in growth over the rest of the forecast horizon from its subdued pace this year, the potential for setbacks to this outlook is high, as underscored by repeated growth markdowns in recent years. Against this backdrop, policy priorities differ across individual economies depending on the specific objectives of improving growth momentum, combating deflation pressures, or building resilience. But a common theme is that urgent action relying on all policy levers is needed to head off further growth disappointments and combat damaging perceptions that policies are ineffective in boosting growth or that the rewards accrue only to those at the higher end of the income distribution.

In advanced economies, output gaps are still negative, wage pressures are generally muted, and the risk of persistent low inflation (or deflation, in some cases) has risen. Monetary policy therefore must remain accommodative, relying on unconventional strategies as needed. But accommodative monetary policy alone cannot lift demand sufficiently, and fiscal support—calibrated to the amount of space available and oriented toward policies that protect the vulnerable and lift medium-term growth prospects—therefore remains essential for generating momentum and avoiding a lasting downshift in medium-term inflation expectations. In countries facing rising public debt and social entitlement outlays, credible commitments to medium-term consolidation can generate additional space for near-term support. And fiscal policy should concentrate outlays on uses that most strongly support

demand and longer-term potential growth. More broadly, accommodative macroeconomic policies must be accompanied by structural reforms that can counteract waning potential growth—including efforts to boost labor force participation, improve the matching process in labor markets, and promote investment in research and development and innovation. As discussed in Chapter 3 of the April 2016 WEO, comprehensive policies that combine demand support with reforms targeting a country's structural needs, anchored in coherent and well-communicated policy frameworks, can fire up both short-term activity and medium-term potential output.

Across emerging market and developing economies, the broad common policy objectives are continued convergence to higher incomes by reducing distortions in product, labor, and capital markets and giving people a better chance in life by investing wisely in education and health care. These goals can only be realized in an environment safe from financial vulnerability and the risk of reversals. Economies with large and rising nonfinancial debt, unhedged foreign liabilities, or heavy reliance on short-term borrowing to fund longer-term investments must adopt stronger risk management practices and contain currency and balance sheet mismatches.

For countries hardest hit by the slump in commodity prices, adjustment to reestablish macroeconomic stability is urgent. This implies fully allowing the exchange rate to absorb pressures for countries not relying on an exchange rate peg, tightening monetary policy where needed to tackle sharp increases in inflation, and ensuring that needed fiscal consolidation is as growth friendly as possible.

Low-income developing economies must rebuild fiscal buffers while continuing to spend on critical capital needs and social outlays, strengthen debt management, and implement structural reforms—including in education—that pave the way for economic diversification and higher productivity.

While essential at the country level, these policies for all country groups would be even more effective if adopted broadly throughout the world, with due attention to country-specific priorities.

With growth weak and policy space limited in many countries, continued multilateral effort is required in several areas to minimize risks to financial stability and sustain global improvements in living standards. This effort must proceed simultaneously on a number of fronts. Policymakers must address the backlash against global trade by refocusing the discussion on the longterm benefits of economic integration and ensuring that well-targeted social initiatives help those who are adversely affected and facilitate, through retraining, their absorption into expanding sectors. Effective banking resolution frameworks, both national and international, are vital, and emerging risks from nonbank intermediaries must be addressed. A stronger global safety net is more important than ever to protect economies with robust fundamentals that may nevertheless be vulnerable to cross-border contagion and spillovers, including strains that are not economic.

(Source: IMF World Economic Outlook, October 2016, [www.imf.org/external/pubs/ft/weo/2016/02/#front](http://www.imf.org/external/pubs/ft/weo/2016/02/#front))

## Gold Market

Investment demand of 1,064 tonnes (t) accounted for almost half of overall gold demand during the first six months of 2016. Western investors generated the bulk of this investment. Investment has witnessed exceptional growth this year: record H1 demand of 1,063.9t is 16% higher than the previous H1 high from 2009, when the market was in the midst of the global financial crisis. Consequently, for the first time on record, investment has been the largest component of gold demand for two consecutive quarters. And this has been in no small part due to demand from Western investors across the spectrum, from retail to institutional and for bars, coins and ETFs.

The speed of the upswing in investment was in no small part due to the scale of pent-up demand that had built in Western markets. We noted this phenomenon in Gold Demand Trends Q1 2016, commenting that ‘...inflows are from investors initiating or rebuilding strategic, longterm holdings after the wash-out of positions since early 2013. ...latent demand among investors who have been looking for an opportunity to re-enter the market was a key factor [driving ETF demand].’ And the trend continued in the second quarter. Investors who had been awaiting a catalyst to enter (or re-enter) the market found they had reason enough to do so.

A number of factors turned the attention of the western investor community towards gold in the opening months of the year...and brought it even more sharply into focus in the second quarter. Global monetary policy remained front and centre. Negative interest rate policies (NIRP) in Japan and Europe, combined with expectations of a slowdown in the cycle of US rate hikes, underpinned investors’ gold positive sentiment, as did a growing optimism that gold’s long term downtrend had come to an end. Heightened uncertainty has further focussed their minds. 2016 has unleashed a variety of events creating economic and political uncertainty, compounded by NIRP and further highlighting gold’s role as a high-quality, liquid asset. The US election, the UK referendum on EU membership and possible implications of the ‘Brexit’ outcome, the increasingly parlous state of Italy’s banking sector; these have proved a potent combination as far as gold investors are concerned. Add to that continued geopolitical unrest in the Middle East and the investment case for gold was cemented.

Smaller-scale investors have been very much in evidence in many Western markets: demand for US gold Eagle coins has jumped 84%<sup>1</sup> so far this year. And the UK’s Royal Mint has registered a sharp rise in profits, which it attributes partly to the launch last year of ‘Signature Gold’, an online offering allowing investors to make fractional purchases of gold bars.<sup>2</sup> The Mint also revealed a huge spike in demand for this product after the result of the UK referendum. Similarly, smaller-scale investors came out in droves in other European markets, although this was countered by some substantial profit-taking in June as the euro denominated gold price rallied to a two-year high.

But it is the ETF space that has seen the most dramatic change (Chart 1). The growth in demand for gold backed ETFs has eclipsed all other sectors in the first half. Demand for ETFs reached almost 580t, exceeding even H1 2009 when the sector saw inflows of over 458t in a single quarter. And ETFs have proved to have appeal beyond Western borders. Chinese investors continue to add to their investments in these products, taking holdings to 24.4t by the end of June – an almost four-fold increase since the end of last year. In value terms, Chinese gold-backed ETF holdings grew from US\$215mn to over US\$1bn in the first six months of 2016.

Although there is currently no indication that demand will come to a halt, there is evidence of profit-taking and it would be prudent to assume that recent momentum may be difficult to sustain. Nevertheless, the positive shift in attitudes among large-scale Western investors in particular, appears to have solid foundations. And we should see demand build on those during the quarter ahead. In particular, the after-effects of the UK Brexit decision are likely to be reflected in Q3 data, given that the referendum itself came right at the end of the second quarter.

Those effects are likely to be global. In the seven days after the vote, the search index for the keyword “Gold” compiled by China’s search engine Baidu surged 44% year-on-year. And on the very day of the referendum, the index increase threefold. Similarly, Google Trends reported a more-than 500% spike in searches for the term ‘buy gold’ on the day of the referendum.

Thanks to unbridled investment inflows, the gold price has surged since the end of 2015. But so has volatility, which has had mixed results for consumer demand.

After starting the year with a stellar 17% Q1 gain, the gold price climbed further in the second quarter to set the seal on the strongest H1 performance for more than 35 years. In US\$ terms, gold was one of the best performing investments in a basket of commodities that we monitor, behind only Brent crude (which burst higher on improving prospects for its supply dynamics)<sup>3</sup> and silver. And given that the US dollar has strengthened against a number of currencies this year, gold’s H1 performance when denominated in other currencies has been better still (Chart 2). Notable among these have been gains in the gold price expressed in pounds sterling (+37%), Indian rupees (+27%), Chinese renminbi (+27%) and Egyptian pounds (+41%).

But gold did not trace a smooth upward path: it had some pullbacks in May and June. Volatility ticked higher as a result, reaching 19.2%<sup>4</sup> for H1 compared with the longterm average of 18%.<sup>5</sup> While this played into the hands of some investors (notably in the US market, where the response has been to buy on price dips), it discouraged jewellery consumers in a number of markets. In fact, high, rising and fluctuating gold prices – at a time of fairly fragile consumer sentiment in many markets – resulted in a widespread dampening of jewellery demand.

(Source: World Gold Council, Q2 2016 Gold Demand Trends report, August, 2016, <http://www.gold.org/supply-and-demand/gold-demand-trends>)

## SELECTED FINANCIAL INFORMATION

The following table sets forth selected financial information of the Company for, and as at the end of, each of the last three financial years of the Company up to and including June 30, 2016. This financial information is derived from the financial statements of the Company. The Company prepares financial information according to IFRS and all information is reported in Australian dollars.

	June 2016	June 2015	June 2014
Income from continuing operations	57,203	40,785	6,634
Net loss for the year	52,130	(348,114)	(706,152)
Net loss per share	(0.0007)	(0.010)	(0.01)
Total Assets	3,132,237	2,904,582	3,374,754
Total Long-term financial liabilities	50,000	50,000	50,000

## RESULTS OF OPERATIONS AND FINANCIAL CONDITION

(all amounts in Australian dollars)

The Company has not recognized any revenue or incurred any loss from discontinued operations or extraordinary items since becoming a reporting issuer.

During the last three (3) financial years, the Company has consistently reported net losses. The most significant factor affecting losses during the last three financial years is continuing administrative expenses, which includes consulting, professional fees, salaries, management fees, office and miscellaneous expenses. Other factors affecting losses include amortization and exploration and development costs.

Income is predominantly derived from interest income. Interest income is dependent upon interest rates and the amount of financing raised each year by the Company (if any). Interest rates will vary due to market conditions and the Company has no control over the fluctuation of rates.

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares. The Company anticipates that all available funds will be invested to finance the growth of its business.

### Exploration and Development Expenses

For the quarter ended September 30, 2016 the Company spent \$60,459 on exploration and development activities. This compares with \$147,434 for the corresponding quarter ended September 30, 2015. These costs have decreased compared to the previous financial year owing to funding.

Expensed and capitalized exploration and development costs, on a property by property basis are as follows:

Australian \$	September 2016	June 2016	June 2015
<b>Expenses</b>			
British King mine	5,349	263,464	15,987
Eureka mine	0	56,968	7,993
Tanzania	0	0	0
Yilgarn	0	17,712	5,138
<b>Capitalized Expenses</b>			
British King mine	36,862	7,673	124,116
Eureka mine	23,597	1,918	26,604
Yilgarn Project	0	5,368	45,100

### Administrative Expenses

For the quarter ended September 30, 2016 the Company incurred administrative expenses of \$6,021 compared to \$10,758 for the quarter ended September 30, 2015.

### Income

Income is normally comprised of interest income and fees. For the quarter September 30, 2016 the Company earned income of \$25,349, compared to income of \$5,400 for the quarter ended September 30, 2015. Interest income is dependent upon interest rates and the amount of financing raised each year by the Company (if any). Interest rates vary due to factors such as market conditions and the Company has no control over the fluctuation of rates.

### Income Taxes

No provision has been made for income tax liability for the quarters ended September 30, 2016 and September 30, 2015.

### Net Losses

The net Profit for the quarter ended September 30, 2016 was \$13,979 compared with the net loss for the corresponding quarter ended September 30, 2015 of \$144,115.

### Change in Financial Position

At September 30, 2016 the Company had total assets of \$3,181,480 compared to \$2,887,049 at September 30, 2015. Net assets increased owing mainly to the use of cash. The Company had a cash balance of \$41,302 at September 30, 2016 compared to a cash balance of \$41,735 at September 30, 2015.

At September 30, 2016 the Company had a net working capital deficit of \$495,460 compared with a net working capital surplus of \$306,458 at September 30, 2015. The decrease in the Company's net working capital surplus results from exploration development costs and administration expenditure.

## SUMMARY OF QUARTERLY INFORMATION (all amounts in Australian dollars)

The following table sets out a comparison of revenues and earnings for the previous eight (8) quarters to September 30, 2016. This financial information is derived from the financial statements of the Company. The Company prepares financial information according to Canadian GAAP and all information is reported in Australian dollars.

Australian \$	Quarter to Sept 30, 2016	Quarter to Jun 30, 2016	Quarter to Mar 31, 2016	Quarter to Dec 31, 2015	Quarter to Sept 30, 2015	Quarter to Jun 30, 2015	Quarter to Mar 31, 2015	Quarter to Dec 31, 2014
Income from continuing operations	25,349	20,379	381	31,043	5,400	40,785	471	250,469
Net profit/loss for the period	13,979	(52,130)	(145,002)	(128,345)	(144,115)	(348,114)	(29,546)	187,397
Net profit/loss per basic and diluted	0.0002	(0.01)	(0.002)	(0.0018)	(0.002)	(0.0048)	0.0004	0.0026

The Company has not recognized any revenue or incurred any loss from discontinued operations or extraordinary items since becoming a reporting issuer.

During the eight quarters, the Company has consistently reported net losses. The most significant factor affecting quarterly losses during the last 8 quarters is continuing administrative expenses, which includes amortization, consulting fees, interest, professional fees, listing and filing fees, expenses office and miscellaneous, property investigation costs, salaries and management fees and travel and accommodation costs.

Income is derived from interest, income, rental and a non-refundable deposit on the entry into a sale and purchase agreement for the Eureka Gold Project. Interest income is dependent upon interest rates and the amount of financing raised each year by the Company (if any). Interest rates vary due to factors such as market conditions and the Company has no control over the fluctuation of rates.

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares. The Company anticipates that all available funds will be invested to finance the growth of its business.

## LIQUIDITY AND CAPITAL RESOURCES

The Company has limited financial resources and there is no assurance that additional funding will be available to allow the Company to acquire, explore and develop mineral properties. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration. The Company may, in the future, be unable to meet its obligations under agreements to which it is a party and the Company may consequently have its interest in the properties subject to such agreements jeopardized. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the cost required to complete recommended programs.

The Company is dependent on raising funds by the issuance of shares or disposing of interests in its mineral properties (by options, joint ventures or outright sales) in order to finance further acquisitions, undertake exploration and development of mineral properties and meet general and administrative expenses in the immediate and long term. There can be no assurance that the Company will be successful in raising their required financing.

Apart from the initiatives discussed above, the Company is not aware of any trends, commitments or events that may affect its liquidity in the foreseeable future. The Company has not made any commitments for capital expenditures. For other Commitments see Note 15 to the Interim Financial Statements for September 30, 2016. Material increases or decreases in the Company's liquidity will be substantially determined by the success or failure of raising additional funds through private placements and its planned exploration programs.

As at September 30, 2016 the Company had a net working capital deficit of \$495,460.

The Company will meet its future cash commitments through further capital raisings as and when required.

## **COMMITMENTS**

Certain future exploration activities are required to be undertaken by the Company in order to ensure it meets the minimum annual expenditure requirements for its mining tenements, as imposed by the Western Australian Department of Mines and Petroleum.

For details of the Company's Exploration and Other Commitments see Note 15 to the Financial Statements for June 30, 2016.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has not engaged in any off-balance sheet arrangements such as obligations under guarantee contracts, a retained or contingent interest in assets transferred to an unconsolidated entity, any obligation under derivative instruments or any obligation under a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the Company or engages in leasing, hedging or research and development services with the Company.

## **ACCOUNTING POLICIES**

Accounting policies are listed in Note 1 to the Financial Statements for June 30, 2016.

## **RELATED PARTY TRANSACTIONS**

The Company entered into the following transactions with related parties:

- (a) Paid or accrued \$25,940 (Sept 30, 2015 - \$116,576) in consulting fees, to directors of the Company.
- (b) Paid or accrued \$0 (Sept 30, 2015 - \$0) in accounting fees to officers of the Company.
- (c) Paid or accrued \$0 (Sept 30, 2015 – \$0) in legal fees to Cardinals Corporate Pty Ltd trading as Cardinals Lawyers and Consultants, a related party by way of common directors.

Included in non-current liabilities - loans payable at September 30, 2016 was \$Nil (September 30, 2015 - \$Nil) owed to companies owned by directors and former directors of the Company. The Company paid or accrued \$Nil (September 30, 2015 - \$Nil) in interest expense related to the loans payable due to related parties.

These transactions were in the normal course of operations and, in management's opinion, were undertaken with the same terms and conditions as transactions with unrelated parties.

## **INTERNAL CONTROLS OVER FINANCIAL REPORTING**

The Company's size and number of staff impact its internal controls. Due to the limited number of staff it is not possible to achieve complete segregation of duties. Similarly the Company must engage accounting assistance with respect to complex, non-routine accounting issues, Canadian GAAP matters, tax compliance and reporting for its international operations.

Notwithstanding these weaknesses, the Company's internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements and that information is timely and accurately disclosed consistent with Canadian securities laws and regulations.

Although the identified weaknesses may be considered to increase the risk that a material misstatement in the Company's financial statements would not be prevented or detected, neither has resulted in a material misstatement in the financial statements.

The Company's Chief Executive Officer and Chief Financial Officer oversee all material transactions and related accounting records. The audit committee of the Company, along with management, reviews the financial statements of the Company on a quarterly basis.

While management and the board of directors of the Company work to mitigate the risk of a material misstatement in the Company's financial reporting, the Company's control system, no matter how well designed or implemented, can only provide reasonable, but not absolute, assurance of detecting, preventing and deterring errors and fraud.

## FINANCIAL INSTRUMENTS

Fair value estimates of financial instruments are made at a specific point of time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matter of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of cash, receivables, and accounts payable and accrued liabilities and amounts due to related parties approximate their fair market value because of the short-term nature of these instruments.

### Outstanding Share Data As Of November 28, 2016:

Authorized and issued share capital:

<b>Class</b>	<b>Par Value</b>	<b>Authorised Common Shares (No par value)</b>	<b>Issued</b>
Common	No par value	Unlimited	72,710,741

As at November 28, 2016, there were nil stock options and nil warrants outstanding.

## QUALIFIED PERSON'S STATEMENT

Mr Darryl Mapleson who is a Fellow of Australasian Institute of Mining and Metallurgy has compiled the information within this report relating to mineralisation and drill results. Mr Mapleson has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity currently being undertaken to qualify as a Competent Person as defined in NI 43-101.

## OTHER INFORMATION

The Company's website address is [www.centralironorelimited.com](http://www.centralironorelimited.com). Other information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

## BY ORDER OF THE BOARD

*"Brett James Hodgins"*

\_\_\_\_\_  
Brett James Hodgins, Director  
President and CEO

*"Richard Homsany"*

\_\_\_\_\_  
Richard Homsany, Director  
Chairman