Condensed Consolidated Interim Financial Statements
Unaudited - Expressed in Canadian dollars

PANORO MINERALS LTD

For the three and nine months ended September 30, 2015 and 2014

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The consolidated financial statements of Panoro Minerals Ltd. ("the Company") are the responsibility of the Company's management. The condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and reflect management's best estimates and judgments based on information currently available.

Management has developed and maintains a system of internal controls to ensure that the Company's assets are safeguarded, transactions are authorized and properly recorded, and financial information is reliable.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal controls through its Audit Committee, which is comprised of non-management directors. The Audit Committee reviews the condensed consolidated interim financial statements prior to their submission to the Board of Directors for approval.

These condensed consolidated interim financial statements have not been reviewed by the Company's auditors.

"Luquman A. Shaheen" (signed)	***"William J. Boden" (signed)***
Luquman A. Shaheen	William J. Boden
President and Chief Executive Officer	Chief Financial Officer
Vancouver, British Columbia	Vancouver, British Columbia

PANORO MINERALS LTD.

An Exploration Stage Company
Condensed Consolidated Interim Balance Sheets
Unaudited - Expressed in Canadian Dollars

	Note	September 30, 2015	December 31, 2014
Assets			
Current assets			
Cash and cash equivalents		$ 1,416,035	$ 7,838,816
Short-term investment		34,500	57,500
Marketable securities	*5*	9,000	10,000
Accounts and advances receivable		228,975	276,574
Prepaid expenses		54,225	85,962
Total current assets		1,742,735	8,268,852
Non-current assets			
Exploration and evaluation assets	*6*	69,217,481	64,929,329
Equipment		101,582	140,339
Total assets		$ 71,061,798	$ 73,338,520
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable		$ 1,752,746	$ 2,080,917
Shareholders' equity			
Capital stock	*7*	86,032,839	86,032,839
Share-based expense reserve		10,091,358	10,091,358
Accumulated other comprehensive gain (loss)		(1,000)	-
Deficit		(26,814,145)	(24,866,594)
Total shareholders' equity		69,309,052	71,257,603
Total liabilities and shareholders' equity		$ 71,061,798	$ 73,338,520

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

Approved on behalf of the Board:

"Luquman A. Shaheen" (signed) **"William J. Boden" (signed)**

PANORO MINERALS LTD.

An Exploration Stage Company
Condensed Consolidated Interim Statements of Comprehensive Loss
Unaudited - Expressed in Canadian Dollars
For the three and nine months ended September 30, 2015 and 2014

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Expenses				
Salaries and benefits	$ 274,883	$ 328,875	$ 971,521	$ 947,464
Directors' fees	16,100	21,375	60,100	65,375
Share-based expense	-	67,511	-	520,869
Audit and tax	21,679	34,123	80,003	78,933
Consulting	-	8,795	24,166	35,403
Legal	12,902	1,861	60,625	59,707
Communications	15,831	39,161	76,815	100,586
Regulatory and transfer agent fees	13,975	27,920	59,622	76,007
Amortization	3,491	4,830	12,765	14,490
Professional dues and training	2,398	6,382	20,326	13,874
Travel	8,540	19,172	75,764	117,150
Investor relations	14,362	46,499	91,453	154,484
Rent and insurance	78,009	63,117	232,656	161,186
Office supplies	15,158	29,635	51,809	67,253
Bank charges	1,568	4,058	6,766	9,336
	478,896	703,314	1,824,391	2,422,117
Interest income	(2,827)	(26,802)	(36,927)	(60,616)
Foreign exchange loss	34,392	38,903	160,087	138,764
Loss for the period	510,461	715,415	1,948,551	2,500,265
Unrealized (gain)/loss on marketable securities	8,000	5,000	1,000	30,000
Comprehensive loss for the period	$ 518,461	$ 720,415	$ 1,946,551	$ 2,530,265
Loss per share, basic and fully diluted	$ 0.00	$ 0.00	$ 0.01	$ 0.01
Weighted average number of shares outstanding	220,640,818	217,939,097	220,640,818	209,235,782

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

PANORO MINERALS LTD.

An Exploration Stage Company
Condensed Consolidated Interim Statements of Cash Flows
Unaudited - Expressed in Canadian dollars
For the nine months ended September 30, 2015 and 2014

	2015	2014
Cash provided by (used for):		
Operating activities:		
Loss for the period	$ (1,947,551)	$ (2,500,265)
Items not involving the use of cash:		
Amortization	12,765	14,490
Share-based expense	-	520,869
	(1,934,786)	(1,964,906)
Changes in non-cash operating working capital:		
Accounts and advances receivable	47,599	37,608
Prepaid expenses	31,737	(18,898)
Site restoration costs	-	(45,000)
Cash used in operating activities	(1,855,450)	(1,991,196)
Investing activities:		
Exploration and evaluation expenditures	(4,479,413)	(5,056,643)
Recovery of value-added taxes	217,254	245,837
Accounts payable and accrued liabilities	(328,171)	(37,505)
Cash used in investing activities	(4,590,330)	(4,848,311)
Financing activities:		
Cash proceeds from issuance of shares	-	5,896,770
Cash proceeds from exercise of options	-	64,000
Cash provided by financing activities	-	5,960,770
Decrease in cash and cash equivalents	(6,422,781)	(878,737)
Cash and cash equivalents, beginning of period	7,838,816	9,966,279
Cash and cash equivalents, end of period	$ 1,416,035	$ 9,087,542

	2015	2014
Non-cash activities:		
Amortization capitalized to exploration and evaluation assets	$ 25,993	$ 33,450
Share-based expense capitalized to exploration and evaluation assets	-	136,007
	$ 25,993	$ 169,457

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

PANORO MINERALS LTD.

An Exploration Stage Company

Condensed Consolidated Interim Statements of Changes in Shareholders’ Equity

Unaudited - Expressed in Canadian Dollars

For the nine months ended September 30, 2015 and 2014

	Number of Shares	Capital Stock	Share-Based Expense Reserve	Accumulated Comprehensive Loss	Deficit	Total
Balance at December 31, 2013	204,705,921	$ 80,012,052	$ 9,484,847	$ (32,000)	$ (21,680,404)	$ 67,784,495
Loss for the period	-	-	-	-	(2,500,265)	(2,500,265)
Stock option grant	-	-	656,876	-	-	656,876
Other comprehensive loss	-	-	-	(30,000)	-	(30,000)
Exercise of stock options	400,000	114,365	(50,365)	-	-	64,000
Public offering	13,800,000	5,173,106	-	-	-	5,173,106
Private placement	1,734,897	723,664	-	-	-	723,664
Balance at September 30, 2014	220,640,818	$ 86,023,187	$ 10,091,358	$ (62,000)	$ (24,180,669)	$ 71,871,876
Balance at December 31, 2014	220,640,818	$ 86,032,839	$ 10,091,358	$ -	$ (24,866,594)	$ 71,257,603
Loss for the period	-	-	-	-	(1,947,551)	(1,947,551)
Other comprehensive loss	-	-	-	(1,000)	-	(1,000)
Balance at September 30, 2015	220,640,818	$ 86,032,839	$ 10,091,358	$ (1,000)	$ (26,814,145)	$ 69,309,052

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

1. Nature of operations

Panoro Minerals Ltd. (the "Company") is a publicly listed company incorporated in Canada with limited liability under the legislation of the Province of British Columbia. The Company is an exploration-stage company engaged principally in the acquisition, exploration and development of mineral properties in Perú.

These condensed consolidated interim financial statements do not reflect adjustments, which could be material, to the carrying value of assets and liabilities, which may be required should the Company be unable to continue as a going concern. Wherever necessary, the comparative figures have been changed to conform to the current period's presentation.

2. Going concern

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and settle its obligations in the normal course of business. Several material uncertainties discussed below may cast significant doubt upon the Company's ability to continue as a going concern.

The Company has no operating revenue and incurred a loss of $1,948,551 for the period ended September 30, 2015 (2014 - $2,500,265). As at September 30, 2015, the Company has an accumulated deficit of $26,814,145, cash and cash equivalents of $1,416,035 and a working capital deficit of $10,011. The ability of the Company to carry out its planned business objectives is dependent on its ability to raise adequate financing from lenders, shareholders and other investors and/or achieve operating profitability and generate positive cash flows. There can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or generate positive cash flows. If the Company is unable to obtain adequate financing, the Company will be required to curtail operations, exploration, and development activities and there would be significant uncertainty whether the Company would continue as a going concern and realize its assets and settle its liabilities and commitments in the normal course of business.

The Company is currently seeking sources of financing to further develop and explore its mineral property projects and to support general and administrative expenses. These conditions are material uncertainties that cast significant doubt about the Company's ability to continue as a going concern.

These financial statements do not reflect adjustments, which could be material to the carrying values of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

3. Basis of presentation

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors on November 24, 2015.

4. Significant accounting policies

The preparation of condensed consolidated interim financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a basis consistent with those followed for the Company's most recent annual consolidated financial statements for the year ended December 31, 2014. In the opinion of management, all adjustments considered necessary for fair presentation of the Company's financial position, results of operations and cash flows have been included. Actual results may differ from these estimates.

The functional and reporting currency of the Company and its subsidiaries is the Canadian dollar.

(a) Changes in International Financial Reporting Standards (IFRS)

The Company has not adopted any new standards or consequential amendments during the period.

(b) Changes in IFRS not yet adopted

IFRS 9 Financial Instruments

In November 2009, the IASB issued IFRS 9, Financial Instruments, as the first step in its project to replace IAS 39, Financial Instruments: Recognition and Measurement. On July 24, 2014, the IASB issued the complete IFRS 9. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity's business model and the contractual cash flows of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument.

4. Significant accounting policies (continued)

IFRS 9 amends some of the requirements of IFRS 7, Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in other comprehensive income, and guidance on the measurement of financial liabilities and de-recognition of financial instruments. The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018 with early adoption permitted, and must be applied retrospectively with some exemptions permitted. The Company is currently assessing the impact of adopting IFRS 9 on its consolidated financial statements.

IFRS 15, Revenue from Contracts with Customers

On May 28, 2014, the IASB issued IFRS 15. The new standard is effective for annual periods beginning on or after January 1, 2017 with early adoption permitted. IFRS 15 will replace IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfer of Assets from Customers and SIC 31 Revenue – Barter Transactions Involving Advertising Services.

The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have also been introduced, which may affect the amount and/or timing of revenue recognized.

The Company intends to adopt IFRS 15 in its consolidated financial statements for the annual period beginning on January 1, 2017. The extent of the impact of adoption of the standard has not yet been determined.

Amendments to IAS 1, Presentation of Financial Statements

On December 18, 2014, the IASB issued amendments to IAS 1 as part of its major initiative to improve presentation and disclosure in financial reports. The amendments are effective for annual periods beginning on or after January 1, 2016, with early adoption permitted. The Company intends to adopt these amendments in its financial statements for the annual period beginning on January 1, 2016. The extent of the impact of adoption of the amendments has not yet been determined.

5. Marketable securities

As at September 30, 2015, the Company held 100,000 common shares of Montan Mining Corp., at a cost of $10,000.

During the nine months ended September 30, 2015, Strait Minerals amalgamated with Montan Capital Corp. and 1023174 B.C. Ltd. to operate as Montan Mining Corp. after a reverse consolidation of one new for ten old common shares. At December 31, 2014, the Company held 1,000,000 common shares of Strait Minerals Ltd. (“Strait”), prior to the reverse consolidation. At September 30, 2015, the fair value of these common shares was $9,000.

6. Exploration and evaluation assets

The investment in and expenditures on mineral interests comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the confirmation of legal ownership of the properties, the attainment of successful production from the properties or from the proceeds of their disposal. Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company is in the process of exploring and developing its mineral exploration and evaluation assets and has not yet determined whether they contain resources that are economically recoverable.

Management anticipates that the Company will continue to raise adequate funding through equity or debt financings, although there is no assurance that the Company will be able to obtain adequate funding on favorable terms. The recoverability of amounts shown for exploration and evaluation assets and property and equipment is dependent upon, among other things, the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary mining and environmental permits, and future profitable production or proceeds from the disposition of the exploration and evaluation assets.

Exploration and evaluation expenditures during the periods presented are as follows:

(Unaudited - Expressed in Canadian Dollars)

6. Exploration and evaluation assets (continued)

	Antilla	Cotabambas	Other	Total
Acquisition costs:				
Balance, September 30, 2015 and December 31, 2014	$ 7,158,343	$ 4,925,035	$ 2,833,476	$14,916,854
Exploration expenditures incurred in period:				
Amortization	-	25,900	93	25,993
Camp	17,623	392,230	54,110	463,963
Community relations	1,505	674,193	12,019	687,717
Environmental	-	283,038	20,556	303,594
Geology	74,873	97,947	10,852	183,672
Geophysics	-	276,393	167,870	444,263
Legal	13,674	10,505	2,184	26,363
Preliminary economic assessment	13,395	117,937	-	131,332
Recording fees and taxes	56,415	178,820	378,310	613,545
Recovery of taxes paid	(18,763)	(198,491)	-	(217,254)
Salaries and wages	30,867	992,044	162,476	1,185,387
Sampling	-	22,204	17,114	39,318
Topography and surveys	-	69,980	248,380	318,360
Travel	1,659	51,520	28,720	81,899
Incurred during the period	191,248	2,994,220	1,102,684	4,288,152
Capitalized exploration expenditures at December 31, 2014	8,131,874	33,083,243	8,797,358	50,012,475
Capitalized exploration expenditures at September 30, 2015	8,323,122	36,077,463	9,900,042	53,300,627
Total exploration and evaluation assets at September 30, 2015	**$15,481,465**	**$41,002,498**	**$12,733,518**	**$69,217,481**

7. Capital stock

Authorized – unlimited common shares without par value.

(a) Stock options outstanding

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

(Unaudited - Expressed in Canadian Dollars)

7. Capital stock (continued)

The number of shares available for options to be granted under the Company's rolling stock option plan is 10% of the number of shares outstanding (the "Plan") as amended, at the Annual General Meeting held on June 24, 2014. Options granted under the Plan vest immediately or over a period of time at the discretion of the Board of Directors.

The following summarizes information about stock options outstanding and exercisable at September 30, 2015, and December 31, 2014.

	Number of Options	Weighted average exercise price
Outstanding at December 31, 2014	15,475,000	$ 0.56
Options expired unexercised during period	(2,325,000)	$ 0.30
Outstanding at September 30, 2015	13,150,000	$ 0.60

The following summarizes information about stock options outstanding and exercisable at September 30, 2015, and December 31, 2014:

Year of expiry	Number of options	Weighted average exercise price
2016	3,950,000	$ 0.50
2017	5,450,000	$ 0.85
2019	3,750,000	$ 0.36
	13,150,000	$ 0.60

(Unaudited - Expressed in Canadian Dollars)

7. Capital stock (continued)

(a) Stock options outstanding (continued)

The weighted average life of exercisable options outstanding as at September 30, 2015, is 2.1 years (December 31, 2014 – 2.5 years).

(b) Share purchase warrants

At September 30, 2015, and December 31, 2014, the Company had outstanding warrants to purchase an aggregate of 1,638,000 common shares expiring on March 14, 2016 as follows:

Expiry Date		Exercise Price	Outstanding at December 31, 2014	Issued	Exercised	Expired	Outstanding at September 30, 2015
March 14, 2016	Agents Warrants	$0.55	1,638,000	-	-	-	1,638,000
Total			1,638,000	-	-	-	1,638,000

8. Related party transactions

During the nine months ended September 30, 2015, there were no transactions between directors and officers and/or companies controlled by directors or officers in common with the Company. During the nine months ended September 30, 2014, $185 was expended on equipment and exploration supplies purchased from a company controlled by a director.

9. Commitments

The Company has the following commitments:

	2015	2016	2017	2018	2019	Total
Office leases	$52,417	$146,031	$ 65,811	$ -	$ -	$264,259
Warehouses	2,494	-	-	-	-	2,494
Community agreements	103,581	-	-	-	-	103,581

Vigencias (or recording fees) are not commitments, but rather the annual payments required to maintain the concessions in good standing with the Perúvian government. The actual payment for 2014 was US$647,258 (2013 - US$625,362). The ultimate amount to be paid is based on a formula and is determined separately each year by the Perúvian government. The Company estimates the annual costs to be approximately US$670,000.

The Company has two office leases in Lima and three warehouses in Cusco, and an office lease in Vancouver, Canada.

(Unaudited - Expressed in Canadian Dollars)

10. Key management personnel compensation

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management includes the Company's directors and members of the senior management group.

Details of key management personnel compensation for the nine months ended September 30, 2015 and 2014, are as follows:

	2015	2014
Salary, fees and benefits	$ 446,182	$ 474,912
Share-based expense	-	362,685
	$ 446,182	$ 837,597