GTO RESOURCES INC.

(the “Company”)

FORM 51-102F1
MANAGEMENT’S DISCUSSION AND ANALYSIS
PERIOD ENDED JULY 31, 2011

The following Management’s Discussion and Analysis, prepared as of October 19, 2011, should be read together with the unaudited interim financial statements for the period ended July 31, 2011 and the related notes attached thereto, which are prepared using International Financial Reporting Standards in accordance with IAS 34, “Interim reporting of the International Financial Reporting Standards”. All amounts are reported in Canadian dollars.

Additional information related to the Company can be accessed on the SEDAR website at www.sedar.com.

Certain statements contained in this interim management’s discussion and analysis may contain words such as "could", "should", "expect", "believe", "will" and similar expressions and statements relating to matters that are not historical facts but are forward-looking statements. Such forward-looking statements are subject to both known and unknown risks and uncertainties which may cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the receipt of required regulatory approvals, the availability of sufficient capital, the estimated cost and availability of funding for the continued exploration and development of the Company’s prospects, political and economic conditions, commodity prices and other factors.

Description of Business

GTO Resources Inc. (the “Company”) was incorporated on May 10, 2011 under the Business Corporations Act (British Columbia) Pursuant to an arrangement agreement between Firebird Resources Inc. (“Firebird”) and the Company dated May 12, 2011, the Company acquired all of Firebird’s interest in and to the Robert Creelman Property, an early stage exploration project consisting of three contiguous unpatented, unleased mining claims comprised of thirty-four claim units covering approximately five hundred and forty-four hectares in the Roberts and Creelman Townships, located approximately fifty kilometres north of Sudbury, Ontario (the “RCU Property”), and the Hyman Porter Property, comprised of seventy claims totalling approximately one thousand and one hundred and twenty hectares in the Hyman and Porter Townships, located approximately fifty kilometres west of Sudbury, Ontario (the “HPU Property”), in exchange for common shares of the Company (the “Arrangement”). Pursuant to the terms of the agreement, each Firebird shareholder as at July 27, 2011, being the effective date of the Arrangement, received one new common share in the capital of Firebird and one half of a common share of the Company for each Firebird common share then held, other than as set forth in the Arrangement. Also, pursuant to the Arrangement, holders of common share purchase warrants of Firebird received, in exchange for each Firebird warrant then held, one new common share purchase warrant of Firebird and one half of a common share purchase warrant of the Company, all of which (i) have an exercise price equal to the existing exercise price of the Firebird warrants exchanged, and (ii) have a term equal to the term remaining on the Firebird warrants exchanged, and the Firebird warrants were cancelled and terminated and cease to represent any right or claim whatsoever. The common shares of the Company commenced trading on the TSX Venture Exchange under the stock symbol GTR effective July 28, 2011.

The Company’s Board of Directors is comprised of Thomas R. Tough (President and CEO) Glen Macdonald and Ken Ralfs.

Results of Operations

The Company incurred a loss of $40 for the period from May 10, 2011 (date of inception) to July 31, 2011.

Mineral Properties

	Roberts Creelman Property, Ontario $	Hyman Porter Property, Ontario $	Total $
Acquisition costs:			
Balance, May 10, 2011 (date of inception)	–	–	–
Additions	198,340	198,340	396,680
Balance, July 31, 2011	198,340	198,340	396,680
Exploration costs:			
Balance, May 10, 2011 (date of inception)	–	–	–
Geological consulting	18,300	–	18,300
Balance, July 31, 2011	18,300	–	18,300
	216,640	198,340	414,980

Roberts Creelman Property, Ontario

Pursuant to a mineral property option agreement dated January 20, 2005, Firebird earned a 100% undivided interest in 34 claim units located in the Roberts and Creelman Townships of Sudbury, Ontario. Pursuant to the Arrangement, this undivided interest was transferred to the Company.

Hyman Porter Property, Ontario

Pursuant to the mineral property option agreement dated January 20, 2005, Firebird earned a 100% undivided interest in 70 claim units located in the Hyman and Porter Townships regions of Sudbury, Ontario. Pursuant to the Arrangement, this undivided interest was transferred to the Company.

Upon commencement of commercial production on the Roberts Creelman and Hyman Porter properties, the Company will pay a royalty payment of $0.20 per pound of uranium produced and sold from the property to the option holder. Commencing with the year ended January 28. 2010, the Company is obligated to pay a minimum royalty of $12,000 per year. The Company has the option and right to purchase and cancel the royalty payment at anytime in exchange for $1,200,000.

Summary of Quarterly Results

The Company was incorporated on May 10, 2011 and incurred a loss of $40 for the period ended July 31, 2011.

Liquidity and Capital Resources

As at July 31, 2011, the Company had working capital of $2,339. The Company has sufficient cash to fund its operating costs for the coming year as a result of the loan proceeds of $679,321 received subsequent to July 31, 2011.

Financial Instruments

(a) Fair Values

The fair values of other financial instruments, which include amounts receivable, accounts payable, and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of amounts receivable. The carrying amount of financial assets represents the maximum credit exposure. Amounts receivable consists of HST receivable which is due from the Government of Canada.

(c) Foreign Exchange Rate Risk

The Company does not have any foreign exchange rate risk.

(d) Interest Rate Risk

The Company does not have any interest rate risk.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

The Company's revenues, if any, will be derived from the extraction and sale of mineral resources, such as uranium or rare earth elements. Mineral prices have historically fluctuated widely and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased worldwide production levels due to new extraction developments and improved extraction and production methods. These factors may affect the price of minerals, and, therefore, the economic viability of any of the Company's future exploration projects cannot accurately be predicted. Readers should also refer to Management's Information Circular provided by Firebird Resources Inc. dated April 26, 2011, this may be found on www.sedar.com.

Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended July 31, 2011, and have not been applied in preparing these financial statements.

(i) Effective for annual periods beginning on or after July 1, 2011:

Amendments to IFRS 7, "Financial Instruments: Disclosures"

Increase in disclosure with regards to the transfer of financial assets, especially if there is a disproportionate amount of transfer transactions that take place around the end of a reporting period.

(ii) Effective for annual periods beginning on or after January 1, 2013:

New standard IFRS 9, "Financial Instruments"

Partial replacement of IAS 39, "Financial Instruments: Recognition and Measurement"

New standard IFRS 13, "Fair Value Measurement"

IFRS 13 replaces the fair value measurement guidance currently dispersed across different IFRS standards with a single definition of fair value and extensive application guidance. IFRS 13 provides guidance on how to measure fair value and does not introduce new requirements for when fair value is required or permitted. It also establishes disclosure requirements to provide users of the financial statements with more information about fair value measurements.

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the financial statements.

Disclosure of Outstanding Share Data

As at October 5, 2011, the Company has 22,201,907 common shares issued and outstanding.

As at October 5, 2011, the Company has the following share purchase warrants outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
913,250	1.00	January 5, 2013
1,200,000	0.25	September 25, 2014
11,000,000	0.05	November 13, 2014
5,125,000	0.05	January 8, 2014
18,238,250		

Internal Controls over Financial Reporting

The certifying officers note that there has not been any change during the period covered by the interim filings in the Company's internal control over financial reporting, however, they further note that due to the limited number of staff engaged by the Company, there is an inherent weakness in the system of internal controls due to the inability to achieve appropriate segregation of duties. The limited number of staff may also result in weaknesses with respect to accounting for complex and non-routine transactions due to a lack of technical resources, and a lack of controls governing computer systems and applications within the Company. While the Company has in place certain procedures to mitigate the risk of a material misstatement in the Company's financial reporting, it is not possible to provide absolute assurance that this risk can be eliminated.

Subsequent Event

On August 3, 2011, the Company received the $679,321 balance of its loan pursuant to the Arrangement Agreement.