Management's Discussion and Analysis

For the period ended December 31, 2014

The following management discussion and analysis, prepared by management of GWR Resources Inc. (the "Company") as at March 2, 2015, should be read in conjunction with the Company's condensed interim financial statements for the period ended December 31, 2014 and the Company's annual audited financial statements for the year ended September 30, 2014 and related notes attached thereto which are prepared in accordance with International Financial Reporting Standards. Certain statements included or incorporated by reference in this Management Discussion and Analysis ("MD&A") constitutes forward-looking statements or forward-looking information under applicable securities legislation. These forward-looking statements are not guarantees of future performance and involve risk and uncertainties, which could cause actual results to differ materially from those anticipated. The Company expressly disclaims any obligation to update forward-looking statements unless so required by applicable laws.

These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. In particular, this MD&A contains forward-looking statements, pertaining to the following:

1. capital expenditure programs;
2. development of resources;
3. expectations regarding the Company's ability to raise capital;
4. expenditures to be made by the Company to meet certain work and flow-through commitments; and
5. work plans to be completed by the Company.

With respect to forward-looking statements listed above and contained in the MD&A, the Company has made assumptions regarding, among other things:

1. the British Columbian and Quebec legislative and regulatory environment;
2. the impact of increasing competition;
3. unpredictable changes to the market prices for minerals;
4. anticipated results of exploration activities; and
5. the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A:

1. volatility in the market prices for minerals;
2. uncertainties associated with estimating resources;
3. geological, technical, drilling and processing problems;
4. incorrect assessments of the value of acquisitions;
5. unanticipated results of exploration activities; and
6. unpredictable weather conditions.

All dollar amounts are expressed in Canadian dollars unless otherwise indicated. Note that additional information related to the Company is available on SEDAR at www.sedar.com.

1. ***Nature of Operations and Overall Performance***

Description of Business

GWR Resources Inc. is incorporated under the Business Corporations Act (British Columbia) and is listed on the TSX Venture Exchange under the trading symbol "GWQ". The Company is a mineral exploration company whose principle focus is the acquisition, exploration and development of mineral properties. The Company currently has the right to exploration and development of copper and gold properties located in British Columbia. These properties are comprised of approximately 400 square kilometres of contiguous claim groups located approximately 17 kilometres north northeast of Lac La Hache in south central BC. The properties are accessed by approximately 30 kilometres of all-weather logging roads. Lac La Hache is located on BC Highway 97 approximately 65 Kilometres south of Williams Lake, and is well served by rail, road and power infrastructure. Operations on the property may be carried out 12 months of the year. The Company has accumulated the property and conducted exploration since 1988.

Exploration Program and Results

Lac La Hache Project

Nil exploration expenditures were incurred on Lac La Hache during the period. However, management continued to receive and review ongoing data compilation, data modelling, and related new exploration strategies building on those developed earlier in 2014.

GWR Resources Inc.'s Lac La Hache (LLH) Project lies within the Quesnel Trough in British Columbia, Canada's largest and most prolific porphyry copper-gold-molybdenum belt. The property hosts gold, copper, silver and magnetite within porphyry/skarn geological settings located between producing mines at Imperial Metals' Mt. Polley Copper-Gold Mine and New Gold Inc.'s New Afton Copper-Gold project (Teck-Cominco's Afton mine), and is adjacent to Woodjam Consolidated Copper – Gold Fields' Woodjam Project. Access and infrastructure are excellent, offering perhaps the best possible exploration logistics of any porphyry project in Canada.

Management believes the Lac La Hache Project offers strong potential for discovery on a property with excellent location, logistics, infrastructure, extensive core library, digital database and defined resources. Historical exploration was largely drilling-based, myopic, with little continuity between programs. During 2014, management completed a review of data on the Lac La Hache Property. This included additional compilation, 3D data GIS examination (Shives) and re-appraisal of past work on the Project, augmented by a field visit. The underexplored porphyry copper-gold potential of the southern portion of the project (the "Spout Block") stands out as the highlight.

Core relogging in 2010-2012 has shown that past drilling intersected well mineralized hydrothermal breccias associated with surface showings and/or soil geochemical anomalies at Aurizon, NK, Ann North, Peach 1, Peach 2, Harvey, and Peach Melba prospects. The breccias appear steeply plunging and at Aurizon Prospect have been drilled to a vertical depth of 600 meters. Geophysically these breccias are expressed as lows in both modeled IP chargeability and magnetic data. Relatively shallow historical drill holes testing adjacent chargeability highs were generally terminated within pyrite-rich material. GWR's technical team believes that the focus for future work should emphasize deeper drilling, following the shallow, low-chargeability breccias into deeper source rocks (cupolas?) to test for one or more large porphyry copper systems where chalcopyrite (bornite) mineralization could occur below a cap of high-chargeability pyritic rock. These concepts support a significantly new exploration strategy at Lac La Hache**.**

A detailed report authored by GWR VP of Exploration Robert Shives and former director Ron MacMillan recommends new exploration, guided by the new modeling.

A significant amount of a assessment work is required before September 2015 to hold many claims within the existing block at Lac La Hache in good standing. Management intends on carrying out this work and is actively seeking funding for a new exploration program in 2015.

Resource Property Interests – Capitalized Costs

Activities of the Company for the period ended December 31, 2014 focused on the continuing exploration work on its Lac La Hache property as indicated in the *Exploration Program and Results* described above.

Exploration and evaluation expenditures for the period December 31, 2014 2013 are detailed below:

	2014	2013
Field Supervision	-	22,500
Supplies and other	-	(1,071)
Total	**-**	**21,429**

Outlook

Over the next year, the Company's exploration objective is, subject to financing, continue to assess the Lac La Hache Project. The Company believes the property offers excellent copper, gold, silver, magnetite and possibly molybdenite potential and possesses numerous favourable criteria.

2. ***Results of Operations***

During the period ended December 31, 2014 the Company had a loss of $46,216 (2013 – $108,086). Significant activities during the period were as follows:

- **Management and consulting fees** – decreased to $15,148 (2013 - $41,719) as a result of the former CEO resigning and the appointment of a new CEO with a lower fee.

- **Office and other expenses** – decreased to $1,538 (2013 - $3,202) as the Company reduced expenses to conserve cash.

- **Professional fees** – $18,049 (2013 - $23,197) is comprised of legal fees and audit fees.

- **Exploration and evaluation expenditures** – decreased to $Nil (2013 – $21,429) as activity on the property is being reduced until a financing is completed.

- **Filing and regulatory expenses –** reduced to $1,374 (2013 - $6,370) as the Company had minimal activity, regulatory costs have been kept to a minimum.

3. ***Summary of Quarterly Results***

	March 31, 2014	June 30, 2014	September 30, 2014	December 31, 2014
Total assets	$4,081,593	$ 4,043,435	$ 3,456,576	$ 3,393,696
Working capital (deficit)	(123,816)	(113,186)	(235,693)	(271,802)
Shareholders' equity	3,273,731	3,248,193	3,104,266	3,058,050
Income (loss)	(174,419)	(26,902)	394,025	(46,216)
Income (loss) per share	(0.001)	(0.000)	(0.003)	(0.000)

	March 31, 2013	June 30, 2013	September 30, 2014	December 31, 2013
Total assets	$ 3,911,073	$3,615,301	$3,522,246	$4,094,812
Working capital	(464,760)	(477,937)	(511,616)	38,433
Shareholders' equity	3,186,861	2,621,127	2,910,720	3,448,150
Income (loss)	(126,690)	(224,734)	(197,757)	(108,086)
Income (loss) per share	(0.001)	(0.001)	(0.001)	0.003

During the three months ended September 30, 2014, the Company received its BCMETC refund of $1,110,170 less $232,114 in Part XII.6 tax and penalties of $318,981 from the CRA which resulted in a net income.

Liquidity

The Company's historical capital needs have been met by issuance of shares. As at December 31, 2014, the Company's working capital deficiency was $271,802 (September 30, 2014 – $235,693). The Company proposes to meet any additional financing requirements through equity financing, selling of non-core assets, tax refunds, and other cost reduction measures.

The Company's cash position as at December 31, 2014 was $27,078 (September 30, 2014 - $85,940). The decrease in cash was due primarily to the Company paying off its liabilities.

The Company does not have operations that generate cash flow and it is unlikely that it will generate cash flow from operations in the foreseeable future.

Cash requirements will depend primarily on the extent of future exploration programs. Subsequent phases will depend, both on cost and duration, and on results from previous phases, and it is therefore extremely difficult to predict future cash requirements. As of the date of this filing, the Company does not have the adequate funds on hand to complete its planned exploration program for the fiscal year 2015.

The Company is dependent on raising funds by the issuance of shares in order to undertake exploration and development interests and meet general and administrative expenses beyond one year in the future. There can be no assurance that the Company will be successful in obtaining their required financing.

4. ***Capital Resources***

The Company's ability to raise additional funds from the equity markets will largely depend upon general market conditions and the Company's ability to achieve certain exploration milestones.

Issue and outstanding common shares at December 31, 2014 and as at the date of this report is 149,425,542 (September 30, 2014 – 149,425,542).

Instruments and Other Instruments

The following is a summary of the accounting model the Company has elected to apply to each of its significant categories of financial instruments outstanding:

Cash	Loans and receivables
Amounts receivable	Loans and receivables
Reclamation deposit	Loans and receivables
Accounts payable and other liabilities	Other financial liabilities
Long-term debt	Other financial liabilities

Determination of Fair value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The Statement of Financial Position carrying values for: cash; receivables; finance leases; long-term debt; trade payables and other liabilities, approximates fair value due to their short-term or demand nature.

5. ***Related Party Transactions***

Key management personnel comprise of the Chief Executive Officer, Chief Financial Officer, and Directors of the Company. The remuneration of the key management personnel is as follows:

- Included in management and consulting fees was $6,000 (2013 - $30,000) for services provided by the CEO.
- Included in consulting fees as part of exploration costs of $Nil (2013 - $22,500) for services provided by the VP of Exploration.

An amount of $76,362 (2013 - $276,375) included in accounts payable is due to key management. All balances are unsecured, non-interest bearing, have no fixed repayment terms, and are due on demand.

6. ***Off-Balance Sheet Arrangements***

There is no off-balance sheet arrangement to which the Company is committed.

7. ***Proposed Transactions***

The Company has no specific proposed transactions. However, consistent with the nature of the Company’s operations, the Company is continuously reviewing potential mineral property acquisitions and is likely to acquire additional mineral properties in the future.

8. ***Critical Accounting Estimates and Judgements***

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to:

Critical accounting estimates

i. The Company has not recognized a deferred tax asset as management believes it is not probable that taxable profit will be available against which deductible temporary differences can be utilized.

ii. Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected share price volatility. Because the Company's warrants have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

Critical accounting judgments

i. The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project. Management has assessed these indicators and does not believe an impairment provision is required.

ii. Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

9. ***Disclosure Control and Procedures***

Internal Controls and Procedures

The Chief Executive Office and Chief Financial Officer are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes accordance with IFRS.

Certain weaknesses exist in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas which existed. The existence of these weaknesses is to be compensated by senior management monitoring, which exists. The officers will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue will also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company's financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and workload will enable the action.

Risk Factors

In conducting its business, the Company, like all development-stage mineral exploration companies, faces a variety of risks uncertainties. While unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible.

Exploration and Development - Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, but not limited to, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. Few exploration projects successfully achieve development due to factors that cannot be predicted or anticipated, and even one such factor may result in the economic viability o a project being detrimentally impacted such that it is neither feasible nor practical to proceed. The Company closely monitors its activities and those factors that could impact them, and employs experienced consulting to assist in its risk management and to make timely adequate decisions.

Title Risks - Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties.

Permitting Risks - The development of mineral resources in British Columbia is subject to a comprehensive review, approval and permitting process involving various provincial and regional agencies, in addition to the various First Nations groups that have jurisdiction in the Company's area of claims. There can be no assurance given for the required approvals and permits for a mining project, even if technically and economically warranted, can be obtained in a timely or cost effective manner.

Fluctuating Metal Prices - Factors beyond the control of the Company have a direct effect on global metal prices, which have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects and the Company's ability to finance the development of its projects cannot be accurately predicted and may be adversely affected by fluctuations in metal prices.

Environmental Regulations, Permits and Licenses - Environmental laws and regulation could also impact the viability of a project. The Company has ensured that it has complied with these regulations, but there can be changes in legislation outside the Company's control that could also add a risk factor to a project.

Competition - The mineral exploration industry is intensely competitive in all its phases, and the Company competes with some companies that have greater financial and technical resources. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

Future Financings - The Company's continued operation will be dependent in part upon its ability procure additional financing. To date, the Company has done so through a combination of: (i) equity financing; and (ii) cash payments received as property option payments from third parties. The current state of global equity markets has had a direct effect on the ability of exploration companies, including the Company, to finance project acquisition and development through the equity markets. There can be no assurance that forms of financing can be obtained at a future date. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in some or all of the properties or joint ventures, or reduce or terminate some or all of the operations.

Price Volatility of Publicly Traded Securities - During recent months, global securities markets have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

9. Approvals

The Board of Directors of GWR Resources Inc. has approved the disclosures contained in the Management Discussion and Analysis for the period ended December 31, 2014, prepared as at March 2, 2014.

10. Qualified person and Information regarding forward looking statements

The technical disclosures herein have been reviewed and approved by Mr. Robert Shives, PGeo, vice-president of exploration to the company and a qualified person as defined in National Instrument 43-101.

This Management's Discussion and Analysis of Financial Condition and Results of Operations contain certain forward-looking statements. Forward-looking statements include but are not limited to those with respect to the prices of gold and other metals, the estimation of mineral resources and reserves, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, Government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the actual results of current exploration activities, conclusions or economic evaluations, changes in project parameters as plans continue to be refined, possible variations in grade and or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes or other risks of the mining industry, delays in obtaining government approvals or financing or incompletion of development or construction activities, risks relating to the integration of acquisitions, to international operations, and to the prices of gold and other metals. While the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by law.