GOLD PORT RESOURCES LTD.

Management's Discussion and Analysis

For the Six Months Ended June 30, 2017

General

This management discussion and analysis of financial position and results of operations ("MD&A) is prepared as at August 30, 2017 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the six months ended June 30, 2017 and the audited financial statements for the period ended December 31, 2017. These audited consolidated financial statements, including comparatives, have been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the consolidated financial statements and Management Discussion and Analysis ("MD&A"), is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Description of Business

Gold Port Resources Ltd. (the "Company") was incorporated on November 18, 2016 under the laws of the province of British Columbia, Canada. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties in Canada and Guyana. The Company is a reporting issuer in the provinces of British Columbia and Alberta.

Plan of Arrangement

In January 2017, NRG Metals Inc. (“NRG”) completed a plan of arrangement (the “Plan of Arrangement”) under the provision of the *Business Corporations Act* (British Columbia) pursuant to which certain assets of NRG were spun-out to the Company. Under the Plan of Arrangement, NRG’s shareholders exchanged each existing common share of NRG for one “new” NRG common share and 0.25 common shares of the Company.

The fair value of the net assets contributed pursuant to the Plan of Arrangement consisted of the following:

Assets:	**$**
Cash	150,000
Exploration and evaluation assets	834,335
Total assets	984,335
Liabilities:	
Related party loans payable	(332,996)
Fair value of net assets contributed	**651,339**

Exploration and Evaluation Assets

Realization of assets

The investment in mineral properties comprise a significant portion of the Company’s assets. Realization of the Company’s investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

Groete Project, Guyana

The Company holds a 100% interest in the Groete Property located in Guyana subject to a 1.5% NSR, which may be purchased for US$3,000,000.

During the six months ended June 30, 2017, the Company incurred $27,337 of travel and field costs.

Lac Aux Bouleaux, Quebec Canada

During the year ended December 31, 2015, the Company entered into an option agreement to acquire the Lac Aux Bouleaux Graphite Property in Quebec by issuing an aggregate of 2,000,000 common shares (issued at total value of $185,000), cash payments of $60,000 (paid) and carrying out an exploration and development program of $500,000 ($102,813 incurred to date) over a two year period. The property is encumbered by a 3% net smelter royalty which the Company may purchase at $1,000,000 for each 1%.

During the six months ended June 30, 2017, the Company removed section 2.0 of the Option agreement in consideration for the issuance of 200,000 shares of the Company valued at $10,000.

During the six months ended June 30, 2017, the Company entered into a Purchase Option Agreement with Graphite Energy Corp. ("GEC"), a British Columbia Corporation, whereby GEC can earn a 100% subject to interest in the L.A.B. Graphite Project, located in Quebec Canada. Terms of the agreement are:

- Payment to the Company of $ 60,000 on or before April 28th, 2017 (received)
- Payment to the Company of $ 60,000 on the Closing Date (public listing of GEC)
- Payment to the Company of $ 60,000 six months after the Closing Date

- GEC shall issue to the Company 5,000,000 common shares, subject to restrictions
- A tonnage royalty of $ 2.00 per tonne of material for processing
- In the event of an offtake, 25% of the offtake value after repayment of costs to GEC
- GEC to incur $ 120,000 in exploration flow-through costs during 2017, to the credit of NRG Metals Inc., but managed by GEC

Results of Operations

For the six months ended June 30, 2017, the Company incurred a loss of $87,867. This is made up of director fees of $15,000, management fees of $15,000 professional fees of $18,847, property exploration costs of $32,587 and regulatory fees of $6,433. These costs are for the general care and maintenance of the Company.

Selected Quarterly Information

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements. All dollar amounts are in Canadian dollars.

Quarter Ended	Loss for the period	Loss per Share (Basic & Diluted)	Total Assets	Interest Income
June 30, 2017	$62,842	$0.00	$957,119	$Nil
March 31, 2017	$22,025	$0.00	$984,335	$Nil
December 31, 2016	$22,500	$22,500	$1	$Nil

Financial Condition, Liquidity and Capital Resources

The Company's working capital deficiency position at June 30, 2017 was $233,363 including cash of $172,784. The Company does not currently have an active business generating positive cash flows. The Company is reliant on equity financing or shareholder loans to provide the necessary cash to acquire or participate in an active business. There can be no assurance that equity financings will be available to the Company in the future that will be obtained on terms satisfactory to the Company.

The Company has not entered into any off-balance sheet arrangements.

Related Party Transactions

During the period ended June 30, 2017, the Company accrued director fees of $15,000, management fees of $15,000 and professional fees of $15,000 from directors.

As at June 30, 2017 included in accounts payable and accrued liabilities there was $67,500 (December 31, 2016 - $22,500), accrued to the directors of the Company.

As at June 30, 2017, there was $332,996 due to related parties. These amounts are unsecured and non-interest bearing, with no fixed terms of repayment.

Financial Instruments and Risk Management

Fair Values

The fair values of cash and equivalents, receivables and trade payables approximate their book values because of the short-term nature of these instruments.

(a) ***Financial Risk Management***

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

(b) ***Financial Instrument Risk Exposure***

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

Credit Risk
Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The Company's receivables consist primarily of tax receivables due from federal government agencies. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of

Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Such fluctuations may be significant.

(a) Interest rate risk
The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk
The Company is not exposed to foreign currency risk on fluctuations in exchange rates.

(c) Price risk
The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Contingencies

The Company is not aware of any contingencies or pending legal proceedings as of June 30, 2017 or as of the date of this report.

Additional share information

As at June 30, 2017 the Company had 15,575,803 common shares outstanding and as of the date of this report, the Company had 15,575,803 common shares outstanding.

As at June 30, 2017 and as at the date of this report, the Company has no stock options or warrants outstanding.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward Looking Information

Certain statements contained in this document constitute “forward-looking statements”. Such 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 expressly stated or implied by such forward-looking statements.