

# GSP RESOURCE CORP.

## Management Discussion and Analysis For the nine months ended February 29, 2020

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### DISCLAIMER FOR FORWARD-LOOKING INFORMATION

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of February 29, 2020. These assumptions, which include, management's current expectations, estimates and assumptions about the global economic environment may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) inability to locate and identify potential business acquisitions, (3) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (4) other factors beyond our control. There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. Unless otherwise required by applicable securities laws, the Issuer disclaims any obligation to update any forward-looking statements, whether as a result of new events, circumstances and information, future events or results or otherwise. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

#### **1.1 – Date and Basis of Discussion & Analysis**

This management discussion and analysis ("MD&A") is dated as of April 28, 2020 and should be read in conjunction with the unaudited interim financial statements of GSP Resources Crop for the nine months ended February 29, 2020 and the audited financial statements of GSP Resource Corp for the years ended May 31, 2019 and 2018. The condensed interim financial statements have been prepared in accordance with International Financial Reporting Standard 34 – *Interim Financial Reporting*, using accounting policies consistent with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations

Unless expressly stated otherwise, all financial information is presented in Canadian dollars.

The financial statements were approved by the Board of Directors of the Company on April 28, 2020.

#### **1.2 – Overall Performance**

##### **Nature of Business**

GSP Resource Corp. ("GSP" or the "Company") was incorporated as "GSP Resource Corp." under the Business Corporations Act (British Columbia) on February 19, 2018.

The Company's principal business activity is the exploration of mineral properties. The Company currently conducts substantially all of its operations in Canada in one business segment.

The head office and principal address of the Company is located at 1610 – 777 Dunsmuir Street, Vancouver, B.C., V7Y 1K4.

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### **Management Discussion and Analysis For the nine months ended February 29, 2020**

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#### **1.2 – Overall Performance (continued)**

On February 23, 2018 (as amended October 17, 2019), the Company entered into the Olivine Option Agreement with Platinum Belt Resources Inc., the Optionor, to acquire a 100% interest in 25 mineral claims comprising the Olivine Property located in the Similkameen Mining Division in the Province of British Columbia. The Olivine Property is the sole property of the Company.

On January 30, 2020, the Company signed an option agreement to acquire 100% of the Alwin copper-gold-silver project located in the Similkameen Mining Division, British Columbia.

The Company has never generated revenue or positive cash flows from operations. For the nine months ended February 29, 2020, the Company reported a net loss of \$181,791 (2019 - \$215,437), cash used in operating activities of \$184,070 (2019 –\$93,897), and an accumulated deficit of \$436,650.

For the fiscal year ended May 31, 2019, the Company reported a net loss of \$(225,587), cash used in operating activities of \$117,751, and an accumulated deficit of \$(253,859). For the period from incorporation on February 19, 2018 to May 31, 2018, the Company reported a net loss of (\$28,272), cash deficiency from operating activities of (\$2,158) and had an accumulated deficit of (\$28,272). This raises significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue its operations as intended are dependent on its ability to obtain necessary financing and raise capital sufficient to cover its operating costs.

Operations during the nine months ended February 29, 2020 and during the fiscal year ended May 31, 2019 were primarily related to obtaining the necessary financing, as well as conducting the exploration program. During the nine months ended February 29, 2020 the Company incurred exploration and evaluation assets expenditures in the amount of \$305,578 and cumulatively since incorporation has incurred \$673,987. See "Exploration and Evaluation Assets".

The Company has only recently commenced operations and has a history of no operating earnings. The Company had a negative operating cash flow in its most recently completed financial year and will continue to for the foreseeable future.

An investment in a natural resource company involves a significant degree of risk. The degree of risk increases substantially where the company's properties are in the exploration stage as opposed to the development stage. The mineral exploration and mining business is competitive in all of its phases.

In the event that the Company's exploration program is successful, the Company will require additional financing in order to further develop the Company's property. The Company may not have enough funds to carry out its Phase II exploration program on the Olivine Property and additional financings may be required.

The property of the Company does not contain any known body of commercial ore. The marketability of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond control of the Company. The grade of any ore ultimately mined from a mineral deposit may differ from that produced from drilling results. Mining operations generally involve a high degree of risk.

There is a degree of uncertainty attributable to the calculation of reserves, resources and corresponding grades being dedicated to future production.

See "RISK FACTORS AND UNCERTAINTIES".

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#### **1.2 – Overall Performance (continued)**

##### **Financing**

During the period from Incorporation on February 19, 2018 to May 31, 2018 the Company issued 6,550,000 common shares for net proceeds in the amount of \$364,250. See “Share Capital”.

On November 29, 2018, the Company completed an Initial Public Offering (“IPO”, “Offering”), whereby the Company issued an aggregate of 2,776,500 Common Shares of the Company (the “Shares”) at a price of \$0.20 per Share for gross proceeds of \$555,300 and 1,000,000 flow-through Common Shares of the Company (the “FT Shares”) at a price of \$0.25 per FT Share for gross proceeds of \$250,000. Each FT Share is a Common Share of the Company that qualifies as a “flow-through share” within the meaning of the Tax Act.

The Company paid the agent a cash commission of \$64,424, a corporate finance fee of \$15,000, and issued 75,000 common shares. Upon the closing of IPO, the Company also issued 302,120 warrants to the agent at fair value of \$33,512. Remaining share issue costs of \$113,190 were incurred for legal, accounting and filing fees associated with the IPO.

On February 12, 2019, the Company issued 200,000 common shares pursuant to the Olivine Option Agreement (See “Olivine Property” below).

On November 4, 2019, the Company completed an an oversubscribed non-brokered private placement offering by issuance of 1,120,000 flow-through units (“FT Unites”) at a price of \$0.15 per FT Unit for gross proceeds of \$168,000. Each FT Unit consists of one common share in the capital of the Company issued on a “CEE flow-through” basis pursuant to the Income Tax Act (Canada) and one transferable non-flow through common share purchase warrant (“Warrant”). Each whole warrant entitles the holder to purchase one non flow-through common share of the Company exercisable at a price of \$0.20 for a period of 24 months from the date of issuance (“Expiry Time”) subject to an acceleration clause, which provides that, if after four months from the date of issue, the closing price of the common shares of the Company on any stock exchange or quotation system on which the common shares are then listed or quoted is equal to or greater than \$0.40 for a period of ten (10) consecutive trading days at any time prior to the Expiry Time, the Company will have the right to accelerate the Expiry Time of the Warrants by giving notice to the holder of the Warrants by news release or other form of notice permitted by the certificate representing the Warrants that the Warrants will expire at 4:30 p.m. Vancouver time) on a date that is not less than fifteen (15) days from the date notice is given. The units issued were issued at a price lower than the market trading price on their respective issuance date. Accordingly, \$nil was allocated to contributed surplus as fair value for the warrants under the residual value method.

On November 26, 2019 the Company issued 12,705 common shares pursuant to the exercise of agent warrants at a price of \$0.20 per common share for gross proceeds of \$2,541. The fair value of the agent warrants issued was calculated using the Black-Scholes Option Pricing Model was \$3,950.

On February 11, 2020, the Company issued 200,000 common shares pursuant to the option agreement of the Alwin Project at a fair value of \$0.19 per common share

On February 11, 2020, the Company issued 75,000 common shares pursuant to the option agreement of the Olivine Mountain Property at a fair value of \$0.19 per common share.

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#### 1.2 – Overall Performance (continued)

##### Exploration and Evaluation Assets

##### Alwin Project, , Similkameen Mining Division, British Columbia

On January 30, 2020, the Company entered into an option agreement to acquire a 100% interest in 9 mining claims located in the Similkameen Mining District of British Columbia. To acquire the 100%

interest, the Company must make cash payments of \$250,000 (of which \$25,000 is paid as of February 29, 2020), issue 4,500,000 of the Company's common shares (of which 200,000 are issued as of February 29, 2020) as follows:

Date	Cash	Shares
Upon receipt of TSX Venture Exchange approval of the Option Agreement (the "Approval Date") (paid and issued)	\$ 25,000	200,000
On or before 1 <sup>st</sup> Anniversary of the Approval Date	\$ 25,000	200,000
On or before 2 <sup>nd</sup> Anniversary of the Approval Date	\$ 25,000	300,000
On or before 3 <sup>rd</sup> Anniversary of the Approval Date	\$ 50,000	400,000
On or before 4 <sup>th</sup> Anniversary of the Approval Date	\$ 50,000	500,000
On or before 5 <sup>th</sup> Anniversary of the Approval Date	\$ 75,000	900,000
On or before the earlier of a bankable feasibility study and the 8 <sup>th</sup> Anniversary of the Approval Date	\$ -	2,000,000
	<u>\$ 250,000</u>	<u>4,500,000</u>

During the term of the option, the Company is required to keep the claims in good standing.

These claims are also subject to a 1.8% Gross Smelter Return ("GSR") Royalty to the Optionors. The Company has the option to repurchase 0.8% GSR Royalty for \$1,500,000, leaving the Optionors with a 1% GSR Royalty.

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#### 1.3 – Overall Performance (continued)

##### Exploration and Evaluation Assets

##### Olivine Mountain Property, Similkameen Mining Division, British Columbia

On February 23, 2018 (as amended October 17, 2019 and further amended December 24, 2019), the Company entered into an option agreement to acquire a 100% interest in 25 mining claims located in the Similkameen Mining District of British Columbia. To acquire the 100% interest, the Company must make cash payments of \$80,000 (of which \$55,000 is paid as of February 29, 2020), issue 275,000 of the Company's common shares (of which 275,000 are issued as of February 29, 2020) and incur aggregate minimum exploration expenditure of \$300,000 on the Olivine Property (all of which has been cumulatively expended as of February 29, 2020) as follows:

Date	Cash	Shares	Minimum Exploration Expenditures
Within 10 days after execution and delivery of the Agreement (paid)	\$ 15,000	-	-
Within 10 days of the "Listing Date" (November 29, 2018), which is five days after the date of the final TSXV bulletin approving the listing of the Company's Common Shares and the acceptance by the TSXV of the Option Agreement. (paid and issued)	\$ 20,000	200,000	-
Six-month anniversary of the Listing Date (paid)	\$ 20,000	-	-
Fifteenth-month anniversary of the Listing Date (issued and incurred)	-	75,000	\$100,000
Twenty-fourth month anniversary of the Listing Date (incurred)	-	-	\$200,000
Thirtieth month anniversary of the Listing Date	\$ 25,000	-	-
	<u>\$ 105,000</u>	<u>275,000</u>	<u>\$300,000</u>

During the term of the option, the Company is required to keep the claims in good standing.

These claims are also subject to a 2% Net Smelter Return ("NSR") Royalty payable commencing from the date upon which the Property is put into commercial production, 100% of which can be acquired at a purchase price of \$1,00,000 for each one-half (50%) of the NSR Royalty, leaving the Optionor with no NSR Royalty after payment of \$2,000,000.

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**1.2 – Overall Performance (continued)**

**Exploration and Evaluation Assets**

Expenditures related to the property can be summarized as follows:

	May 31, 2019	Additions	February 29, 2020
	\$	\$	\$
<b>Acquisition costs</b>			
<b>Additions during the period</b>			
<b>Alwin Project</b>			
Property option payments - cash	-	25,000	25,000
Property option payments - shares	-	38,000	38,000
	-	63,000	63,000
<b>Olivine Property</b>			
Property option payments - cash	55,000	-	55,000
Property option payments - shares	35,000	14,250	49,250
Other claims - cash	991	-	991
	90,991	14,250	105,241
	90,991	77,250	168,241
<b>Exploration costs</b>			
<b>Additions during the period</b>			
<b>Alwin Project</b>			
Geological consulting	-	5,694	5,694
	-	5,694	5,694
<b>Olivine Property</b>			
Airborne geophysical survey	85,000	-	85,000
Assessment report	6,554	2,000	8,554
Core cutting	-	8,050	8,050
Drilling	-	122,683	122,683
Fieldwork	7,609	-	7,609
Geological consulting	5,006	14,233	19,239
Geological survey	1,375	-	1,375
Laboratory analysis	46,395	20,807	67,202
Mobilization	-	8,467	8,467
Permitting	-	3,550	3,550
Project management (Note 7)	28,109	-	28,109
Road clearing	-	1,000	1,000
Soil sampling	36,315	-	36,315
Technical report	23,792	-	23,792
Travel, supplies and field expenses	37,262	41,845	79,107
	277,417	222,635	500,052
	277,417	228,329	505,746
<b>Balance, end of period</b>	368,408	305,579	673,987

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**1.3 – Selected Annual Information**

<b>As at</b>	<b>May 31, 2019</b>	<b>May 31, 2018</b>
	\$	\$
Current Assets	551,913	250,023
Deferred finance costs	-	3,655
Exploration and Evaluation Assets	368,408	126,416
<b>Total Assets</b>	<b>920,321</b>	<b>380,104</b>
Current Liabilities	24,260	18,749
Deferred tax liability	-	25,377
<b>Total liabilities</b>	<b>24,260</b>	<b>44,126</b>
Shareholders' Capital	953,801	364,250
Reserves	196,119	-
Deficit	(253,859)	(28,272)
Shareholders' Equity	896,061	335,978
<b>Total Liabilities and Shareholders' Equity</b>	<b>920,321</b>	<b>380,104</b>

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#### 1.4 – Results of Operations

	Three Months Ended February 29 2020	Three Months Ended February 28 2019	Nine Months Ended February 29 2020	Nine Months Ended February 28 2019
	\$	\$	\$	\$
<b>General and administrative expenses</b>				
Consulting	-	-	10,000	3,000
Filing and transfer agent fees	8,491	-	27,326	328
Insurance	1,000	482	3,000	482
Management fees (Note 7)	15,000	15,000	45,000	15,000
News releases	2,400	2,488	4,888	2,488
Office and miscellaneous	2,760	3,305	8,378	5,120
Professional fees	12,209	8,337	55,988	24,785
Rent	4,500	1,500	13,500	1,500
Shareholder information	2,500	-	2,500	-
Stock based compensation	13,655	-	28,299	146,424
Travel and promotion	3,796	1,260	5,749	1,310
Website	2,422	-	2,422	3,000
Loss before income taxes	68,734	32,372	207,051	203,437
Deferred tax expense (recovery)	-	-	(24,260)	12,000
<b>Net loss and comprehensive loss for the period</b>	<b>68,734</b>	<b>32,372</b>	<b>182,791</b>	<b>215,437</b>

No cash dividends have been paid during the period from incorporation on February 19, 2018 to February 29, 2020.

There were no investor relations arrangements entered into during the nine months February 29, 2020. There were no legal proceedings, contingent liabilities, and defaults under debt or other contractual obligations, breach of any laws or special resolutions during the nine months ended February 29, 2020, other than as noted (see Related Party transactions).

During the nine months ended February 28, 2019 the Company's activities were minimal. Operating expenses for the period amounted to \$203,047 of which \$146,424 related to the non-cash provision for stock-based compensation and the remaining \$56,623 related to overhead expenditures.

Operations during the nine months ended February 29, 2020 were primarily related to obtaining the necessary financing, as well as the conducting of the exploration program on the Olivine Property. Please see disclosure under "Olivine Mountain Property, Similkameen Mining Division, British Columbia". Operating expenses for the period amounted to \$207,041 of which \$28,299 related to the non-cash provision for stock-based compensation and the remaining \$178,742 related to overhead expenditures and expenditures incurred to maintain the Company's listing on the TSX Venture Exchange.

## **GSP RESOURCE CORP.**

### **Management Discussion and Analysis For the nine months ended February 29, 2020**

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#### ***1.4 – Results of Operations (continued)***

The Company paid consulting fees in the amount of \$10,000 comprising \$5,000 paid to a business development consultant and an additional \$5,000 to Jordan Trimble (a Director of the Company) for corporate development and strategic planning (See “Related Party Transactions”).

Filing fees in the amount of \$14,045 (2019 - \$328) and transfer agent fees of \$13,280 (2019 - \$Nil) were incurred for regulatory maintenance of the Company’s listing on the TSX Venture Exchange.

The Company previously acquired Director and Officer liability insurance and expensed \$3,000 (2019 - \$482) to operations during the period.

The Company incurred management fees paid to Simon Dyakowski, the Company’s Chief Executive Officer, of \$27,000 (2019 - \$9,000) and management fees in the amount of \$18,000 (2019 - \$6,000) paid to Max Investments Inc, a company controlled by Christopher Dyakowski, a Director and Chairman of the Board. (See “Related Party Transactions”).

Fees paid to a service provider for news releases during the period amounted to \$4,888 (2019 - \$2,488).

Office and miscellaneous expenses in the amount of \$8,378 (2019 – 5,120) were incurred for bank fees, general office maintenance and telephone expenses in the period.

Professional fees included \$22,684 (2019 - \$10,700) for audit fees and related services, \$16,304 (2019 - \$4,085) for legal and legal administrative services and \$17,000 (2019 -\$10,000) paid or payable to the Company’s Chief Financial Officer for services rendered.

The Company entered into a monthly office lease agreement commencing February 1, 2019 at a rate of \$1,500 per month and incurred \$13,500 (2019 - \$1,500) during the nine months ended February 29, 2020.

Share based payments are associated with the vesting of benefits upon the granting of incentive stock options to directors, officers and consultants, in accordance with the Company’s stock option plan. The Company accrues share-based payments over vesting periods associated with each grant. During the nine-months ended February 29, 2020, stock-based compensation expense of \$28,299 was recorded (2019 - \$146,424).

The Company entered into an advertising agreement with a service provided and incurred expenses for shareholder information in the amount of \$2,500 during the period (2019 - \$Nil)

During the period the Company incurred \$5,749 (2019 - \$1,310) for travel and promotion. Included therein is \$986 for advertising and \$637 for meals and entertainment.

Fees paid for the maintenance of the Company’s website were \$2,422 (2019 - \$3,000).

During the nine months ended February 29, 2020 the company recovered \$24,260 (2019 – provided for \$12,000) for provisions for deferred income taxes that were provided for temporary timing differences between the carrying amount of assets and liabilities for financial reporting purposes and their tax values.

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### Management Discussion and Analysis For the nine months ended February 29, 2020

#### 1.5 – Summary of Quarterly Results (Unaudited)

The following table sets out selected quarterly information for the eight most recent quarters:

<b>Fiscal quarters ended in Fiscal year ended May 31, 2020</b>		<b>February 29, 2020</b> \$	<b>November 30, 2019</b> \$	<b>August 31, 2019</b> \$
Sales or Revenue		-	-	-
Income (loss)		(68,734)	(72,287)	(41,770)
Income (loss) per common share (Basic and Diluted)		(0.01)	(0.01)	(0.00)
<b>Fiscal quarters ended in Fiscal year ended May 31, 2019</b>	<b>May 31, 2019</b> \$	<b>February 28, 2019</b> \$	<b>November 30, 2018</b> \$	<b>August 31, 2018</b> \$
Sales or Revenue		-	-	-
Income (loss)	(10,149)	(32,373)	(170,822)	(12,243)
Income (loss) per common share (Basic and Diluted)	(0.00)	(0.00)	(0.03)	(0.00)
<b>Fiscal quarters ended in Fiscal year ended May 31, 2018</b>	<b>May 31, 2018</b> \$			
Sales or Revenue	-			
Income (loss)	(27,707)			
Income (loss) per common share (Basic and Diluted)	(0.01)			

#### 1.6 – Liquidity

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at February 29, 2020, the Company had a cash balance of \$248,704 to settle due to related parties, accounts payable and accrued liabilities of \$15,445. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

During the nine months ended February 29, 2020, cash used in operating activities was \$184,071, cash used in investing activities was \$261,386, cash derived from financing activities was \$170,541.

Shareholder's equity as at February 29, 2020 was \$964,360 (May 31, 2019 - \$896,061). The Company will need to raise additional sources of funding to maintain operations at the currently level. The Company has raised share capital of \$364,250 during the period from incorporation on February 19, 2018 to May 31, 2018. The Company raised \$604,551 net of share issue costs pursuant to an Initial Public Offering that closed on November 29, 2018. During the nine months ended February 29, 2020 the Company raised \$170,541 through an issuance of Flow-through Units in the amount of \$168,000 and the exercise of agent warrants in the amount of \$2,541. Although the Company has been successful in the past in raising the necessary funding to continue operations, there can be no certainty it will be able to do so in the future.

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### **Management Discussion and Analysis For the nine months ended February 29, 2020**

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#### **1.6 – Liquidity (continued)**

On February 23, 2018, (as amended October 17, 2019 and further amended December 24, 2019) the Company entered into the Olivine Option Agreement to acquire a 100% interest in 25 mining claims located in the Similkameen Mining District of British Columbia. To acquire the 100% interest, the Company must make cash payments of \$80,000 (of which \$55,000 is paid to February 29, 2020), issue 275,000 of the Company's Common Shares (of which 275,000 are issued as of February 29, 2020) and spend an aggregate of \$300,000 minimum exploration expenditures (all of which has been cumulatively expended as of February 29, 2020). See "Olivine Mountain Property".

On January 30, 2020 the Company entered into an option agreement to acquire the Alwin Project, pursuant to which the Company must make cash payments of \$250,000 (of which \$25,000 is paid as of February 29, 2020), issue 4,500,000 of the Company's common shares (of which 200,000 are issued as of February 29, 2020).

#### **1.7 – Capital Resources**

The capital resources of the Company as at February 29, 2020 are primarily its cash of \$248,704. The Company has raised sufficient funds to conduct any anticipated operating expenses, to conduct exploration programs or for future acquisitions. The Company will require additional financing to fund future projects. The Company anticipates funding future expenditures additional equity subscriptions, such as private placements or through the exercise of warrants and options. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions will be possible at the times required or for the amounts desired or that it can be obtained on terms acceptable to the Company and its shareholders.

If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced, and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's Common Shares.

#### **1.8 – Off Balance Sheet Arrangements**

As at February 29, 2020, there were no off-balance sheet arrangements to which the Company was committed.

#### **1.9 – Transactions with Related Parties**

During the nine months ended February 29, 2020, the Company had the following related party transactions and balances:

- (a) On December 1, 2018 the Company entered into a consulting agreement, with Max Investments Ltd. (a company controlled by Christopher Dyakowski, a Director and Chairman of the Board) to provide management services for \$2,000 per month effective on the date of the Agreement. During the nine months ended February 29, 2020, the Company paid \$18,000 (2019: \$6,000 )
- (b) On December 1, 2018, (as amended April 1, 2020), the Company entered into a consulting agreement with Simon Dyakowski (the Company's Chief Executive Officer) to provide management services for \$3,000 per month (amended to \$5,000 per month commencing April 1, 2020) effective on the date of the Agreement. During the nine months ended February 29, 2020 the Company paid management fees in the amount of \$27,000 (2019: \$9,000) to the Company's Chief Executive Officer.

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#### 1.9 – Transactions with Related Parties (continued)

- (c) Included in professional fees is \$17,000 (2019 - \$10,000) paid or payable to the Company's Chief Financial Officer, Kenneth Phillippe, for services rendered to the Company. Included in accounts payables and accrued liabilities as of February 29, 2020 is \$4,500 (May 31, 2019 - \$Nil).
- (d) Included in consulting fees is \$5,000 paid to Jordan Trimble (a Director of the Company) for corporate development and strategic planning.

The Company granted 900,000 incentive stock options on November 29, 2018 to directors, officers and consultants. Stock based compensation allocable to directors and officers pertaining to 800,000 of those options were as follow:

Directors and officers	Position	# of options	Stock based compensation
Simon Dyakowski	CEO & Director	300,000	\$ 52,513
Christopher Dyakowski	Director	200,000	35,009
Kenneth Phillippe	CFO	100,000	17,504
Jordan Trimble	Director	100,000	17,504
Justin Kates	Director	<u>100,000</u>	<u>17,504</u>
		800,000	\$ 140,034

These transactions are in the normal course of operations and have been valued in these financial statements at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

#### 1.10 – Fiscal Quarter ended February 29, 2020

Operations during the fiscal quarter ended February 29, 2020 were primarily related to obtaining the necessary financing, as well as the conducting of the exploration program on the Olivine Property. Please see disclosure under "Olivine Mountain Property, Similkameen Mining Division, British Columbia". Operating expenses for the period amounted to \$68,734 (2019 - \$32,372) of which \$13,655 (2019 - \$Nil) related to the noon-cash provision for stock-based compensation and the remaining \$54,438 related to overhead expenditures and expenditures incurred to maintain the Company's listing on the TSX Venture Exchange.

Filing fees in the amount of \$5,718 (2019 - \$Nil) and transfer agent fees of \$2,733 (2019 - \$nil) were incurred for regulatory maintenance of the Company's listing on the TSX Venture Exchange.

The Company previously acquired Director and Officer liability insurance and expensed \$1,000 (2019 - \$482). to operations during the period.

The Company incurred management fees paid to Simon Dyakowski, the Company's Chief Executive Officer, of \$9,000 (2019 - \$9,000) and management fees in the amount of \$6,000 (2019 - \$6,000) paid to Max Investments Inc, a company controlled by Christopher Dyakowski, a Director and Chairman of the Board. (See "Related Party Transactions").

Fees paid to a service provider for news releases during the period amounted to \$2,400 (2019 - \$2,488).

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#### ***1.10 – Fiscal Quarter ended February 29, 2020 (continued)***

Office and miscellaneous expenses in the amount of \$2,760 (2019 - \$3,305) were incurred for bank fees, general office maintenance and telephone expenses in the period.

Professional fees included \$7,209 (2019 - \$2,337) for legal and legal administrative services and \$6,000 (2019 - \$6,000) paid or payable to the Company's Chief Financial Officer for services rendered.

The Company entered into a monthly office lease agreement commencing February 1, 2019 at a rate of \$1,500 per month and incurred \$4,500 (2019 - \$1,500) during the three months ended February 29<sup>th</sup>.

Share based payments are associated with the vesting of benefits upon the granting of incentive stock options to directors, officers and consultants, in accordance with the Company's stock option plan. The Company accrues share-based payments over vesting periods associated with each grant. During the three-months ended February 29, 2020, stock-based compensation expense of \$13,655 (2019 - \$Nil) was recorded.

During the period the Company incurred \$3,796 (2019 - \$1,260) for travel and promotion

During the fiscal quarter ended February 29, 2020 the Company incurred expenses related to the update and maintenance of its website in the amount of \$2,423 (2019 - \$Nil).

#### ***1.11 – Proposed Transactions***

The Company has no pending or proposed transactions February 29, 2020..

#### ***1.12 – Critical Accounting Estimates***

The Company has outlined the basis of its critical accounting estimates in Note 3 of the February 29, 2020 Financial Statements.

#### ***1.13 – Changes in Accounting Policies – International Financial Reporting Standards (“IFRS”)***

##### **Changes in Accounting Policies**

New accounting standards effective for annual periods on or after January 1, 2018:

##### ***IFRS 16, Leases (“IFRS16”)***

IFRS 16 was issued on January 13, 2016 and replaces the current guidance in IAS 17, Leases (“IAS17”). IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from IAS17. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted. The Company does not expect the impact of such changes on the financial statements to be material, unless otherwise stated.

Other new standards or amendments are either not applicable or not expected to have a significant impact on the Company's financial statements.

## GSP RESOURCE CORP.

### Management Discussion and Analysis For the nine months ended February 29, 2020

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#### **1.14 – Financial Instruments and Other Instruments (continued)**

##### *Fair value of financial instruments*

The Company applied the following fair value hierarchy which prioritizes the inputs used in the valuation methodologies in measuring fair value into three levels:

The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company's financial instruments are cash, accounts payable and accrued liabilities and due to related parties. All these financial instruments are carried on the statements of financial position at amortized cost. The fair values of these financial instruments approximate their carrying value due to their short-term nature.

The Company's financial instruments are exposed to certain financial risks, including liquidity risk, credit risk and interest rate risk.

##### *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its financial obligations as they become due. Refer to Note 1 for further details related to the ability of the Company to continue as a going concern.

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at February 29, 2020, the Company had a cash balance of \$248,704 to settle due to related parties, accounts payable and accrued liabilities of \$15,446. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

##### *Credit risk*

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company is exposed to credit-related losses in the event of non-performance by the counterparties. The carrying amounts of financial assets best represent the maximum credit risk exposure at the reporting date.

Cash is held with reputable banks in Canada. The long-term credit rating of these banks, as determined by Standard and Poor's, was A+.

##### *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market interest rates. An immaterial amount of interest rate exposure exists in respect of cash balances on the statement of financial position. As a result, the Company is not exposed to material cash flow interest rate risk on its cash balances.

## GSP RESOURCE CORP.

### Management Discussion and Analysis For the nine months ended February 29, 2020

#### 1.15 – Other MD&A Requirements

##### Share Capital

##### Disclosure of Outstanding Share Data

- a) Authorized: Unlimited common shares without par value
- b) Issued and outstanding:

	Issue Price	Number of Shares	Gross Proceeds
	\$		\$
Incorporation	-	-	-
Private placement	0.005	1,850,000	9,250
Private Placement – flow through	0.05	2,300,000	115,000
Private Placement	0.10	2,400,000	240,000
<b>Total as at May 31, 2018</b>		<b>6,550,000</b>	<b>364,250</b>
Initial Public Offering	0.20	2,776,500	555,300
Initial Public Offering - flow through	0.25	1,000,000	250,000
Flow through premium	-	-	(50,000)
Share issue costs	-	75,000	(200,749)
Issued for Olivine Mountain Property	0.175	200,000	35,000
<b>Total as at May 31, 2019</b>		<b>10,601,500</b>	<b>953,801</b>
Flow-through units issued for cash	0.15	1,120,000	168,000
Shares issued per exercise of warrants	0.20	12,705	3,950
Issued for Olivine Mountain Property	0.19	75,000	14,250
Issued for Olivine Mountain Property	0.119	200,000	38,000
<b>Total as at February 29, 2020</b>		<b>12,009,205</b>	<b>1,178,001</b>

As at February 29, 2020, 12,009,205 (May 31, 2019 – 10,601,500) common shares with no par value were issued and outstanding.

During the nine months ended February 29, 2020 the Company issued common shares of the Company as follows:

- On November 4, 2019, the Company completed an oversubscribed non-brokered private placement offering by issuance of 1,120,000 flow-through units (“FT Units”) at a price of \$0.15 per FT Unit for gross proceeds of \$168,000. Each FT Unit consists of one common share in the capital of the Company issued on a “CEE flow-through” basis pursuant to the Income Tax Act (Canada) and one transferable non-flow through common share purchase warrant (“Warrant”). Each whole warrant entitles the holder to purchase one non flow-through common share of the Company exercisable at a price of \$0.20 for a period of 24 months from the date of issuance (“Expiry Time”) subject to an acceleration clause, which provides that, if after four months from the date of issue, the closing price of

**Management Discussion and Analysis  
For the nine months ended February 29, 2020**

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**1.15 – Other MD&A Requirements**

**Share Capital**

b) Issued and outstanding:

the common shares of the Company on any stock exchange or quotation system on which the common shares are then listed or quoted is equal to or greater than \$0.40 for a period of ten (10) consecutive trading days at any time prior to the Expiry Time, the Company will have the right to accelerate the Expiry Time of the Warrants by giving notice to the holder of the Warrants by news release or other form of notice permitted by the certificate representing the Warrants that the Warrants will expire at 4:30 p.m. Vancouver time) on a date that is not less than fifteen (15) days from the date notice is given. The units issued were issued at a price lower than the market trading price on their respective issuance date. Accordingly, \$nil was allocated to contributed surplus as fair value for the warrants under the residual value method.

- On November 26, 2019 the Company issued 12,705 common shares pursuant to the exercise of agent warrants at a price of \$0.20 per common share for gross proceeds of \$2,541. The fair value of the agent warrants issued was calculated using the Black-Scholes Option Pricing Model was \$3,950.
- On February 11, 2020, the Company issued 200,000 common shares pursuant to the option agreement of the Alwin Project at a fair value of \$0.19 per common share.
- On February 11, 2020, the Company issued 75,000 common shares pursuant to the option agreement of the Olivine Mountain Property at a fair value of \$0.19 per common share.

During the year ended May 31, 2019, the Company issued common shares of the Company as follow:

- On November 29, 2018, the Company completed an Initial Public Offering (“IPO”, “Offering”), whereby the Company issued an aggregate of 2,776,500 Shares of the Company at a price of \$0.20 per Share for gross proceeds of \$555,300 and 1,000,000 flow-through common shares of the Company (the “FT Shares”) at a price of \$0.25 per FT Share for gross proceeds of \$250,000. Each FT Share is a Share of the Company that qualifies as a “flow-through share” within the meaning of the Tax Act.
- The Company paid the agent a cash commission of \$64,424, a corporate finance fee of \$15,000, and issued 75,000 common shares. Upon the closing of IPO, the Company also issued 302,120 warrants to the agent at fair value of \$33,512. Remaining share issue costs of \$113,190 were incurred for legal, accounting and filing fees associated with the IPO.
- On February 12, 2019, the Company issued 200,000 common shares pursuant to the option agreement of the Olivine Mountain Property at a fair value of \$0.175 per common share.

**Management Discussion and Analysis  
For the nine months ended February 29, 2020**

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**1.15 – Other MD&A Requirements (continued)**

**Share Capital**

b) Issued and outstanding:

During the period from incorporation on February 19, 2018 to May 31, 2018 the Company completed the following private placements and issued Common Shares of the Company (the “Shares”) as follow:

- 1,850,000 Shares at a price of \$0.005 per Share for gross proceeds of \$9,250.
- 2,300,000 flow-through Common Shares of the Company (the “FT Shares”) at a price of \$0.05 per FT Share for gross proceeds of \$115,000. Each FT Share is a Common Share of the Company that qualifies as a “flow-through share” within the meaning of the Tax Act.
- 2,400,000 Shares at \$0.10 per Share for gross proceeds of \$240,000.

c) Escrow Shares

As at February 29, 2020 the Company has 3,930,000 common shares (May 31, 2019 - 4,912,500) held in escrow. Common shares held in escrow are released as follows:

- 10% were released on the date the Company’s securities were listed on a Canadian exchange (655,000 released on November 29, 2018); and
- 15% (982,500 common shares) released every six months thereafter, subject to acceleration provisions provided for in National Policy 46-201 – *Escrow for Initial Public Offerings*.

d) Flow-through shares

During the period from incorporation on February 19, 2018 to May 31, 2018 the Company issued 2,300,000 common shares on a flow-through basis at a price of \$0.05 per share for gross proceeds of \$115,000. The Company recognized a liability on flow-through shares of \$Nil.

The Company has incurred and renounced the total proceeds of \$115,000 as of December 31, 2018.

On November 29, 2018, the Company completed an initial public offering of its shares and issued 1,000,000 common shares on a flow-through basis at a price of \$0.25 per share for gross proceeds of \$250,000 and recognized a premium liability on flow-through shares of \$50,000.

The Company incurred and renounced \$80,000 as of December 31, 2018 and the remaining \$170,000 was renounced under look-back rule effective on December 31, 2018. As at February 29, 2020 the Company has incurred qualified expenditures of \$170,000 (May 31, 2019 - \$49,000). The Company has approximately \$Nil (May 31, 2019 - \$121,000) unspent flow-through proceeds. As at May 31, 2019 the expenditures resulted in a \$25,740 reversal of the flow-through share premium liability and the flow-through share premium liability is \$24,260. The additional expenditures incurred during the nine months ended February 29, 2020 resulted in the reversal of the remaining \$24,260 flow-through share premium liability.

## GSP RESOURCE CORP.

### Management Discussion and Analysis For the nine months ended February 29, 2020

#### 1.15 – Other MD&A Requirements (continued)

d) Flow-through shares

On November 4, 2019, the Company issued 1,120,000 common shares on a flow-through basis at a price of \$0.15 per share for gross proceeds of \$168,000 (see Note 6b). The Company renounced \$104,443 of the expenditures incurred and renounce the balance of \$63,557 unspent funds under the look-back rules as of December 31, 2019. As of February 29, 2020, the Company has incurred approximately \$112,000 of qualified expenditures. The Company has approximately \$56,000 unspent flow-through proceeds.

e) Agent warrants

The following is a summary of agents' warrant transactions for the nine months ended February 29, 2020 and for the year ended May 31, 2019:

	February 29, 2020		May 31, 2019	
	Number of warrants	Weighted average exercise price \$	Number of warrants	Weighted average exercise price \$
Warrants outstanding, beginning of the period	302,120	0.20	-	-
Issued	-	-	302,120	\$0.20
Exercised	(12,705)	\$0.20	-	-
Warrants outstanding, end of the period	289,415	0.20	302,120	\$0.20

Issuance Date	Number Outstanding	Exercise Price	Expiry Date
November 29, 2018	289,415	\$0.20	November 29, 2020

The fair value of warrant granted was calculated using Black-Sholes option pricing model for a cumulative total of \$33,512 as at the date of issue, which was recorded against contributed surplus. The following assumptions were used in the Black-Sholes model to determine the fair value of the warrants granted were as follows:

Risk-free interest rate	2.19%
Expected dividend yield	-
Expected volatility	105.50%
Expected terms in years	2 years

## GSP RESOURCE CORP.

### Management Discussion and Analysis For the nine months ended February 29, 2020

#### 1.15 – Other MD&A Requirements (continued)

f) Stock options

The Company's Plan allows the directors to grant stock options to directors, officers, employees and consultants to purchase up to a total of 10% of the issued and outstanding common shares, provided that stock options in favour of any one individual may not exceed 5% of the issued and outstanding common shares, calculated at the date of the grant. No more than an aggregate of 2% of the issued shares of the Company, calculated at the date the option is granted, may be granted to all employees, and no more than an aggregate of 2% may be granted to all employees and/or consultants conducting investor relates activities. No stock option granted under the Plan is transferable by the optionee other than by will or the laws of descent and distribution, and each stock option is exercisable during the lifetime of the optionee only by such optionee.

The exercise price of all stock options granted under the Plan must not be less than the Discounted Market Price (the last closing price of the listed shares before the date of the grant less the applicable discount), and the maximum term of each stock option may not exceed ten years. Vesting is provided at the discretion of the directors and once vested; options are exercisable at any time.

The exercise price of all stock options granted under the Plan must not be less than the Discounted Market Price (the last closing price of the listed shares before the date of the grant less the applicable discount), and the maximum term of each stock option may not exceed ten years. Vesting is provided at the discretion of the directors and once vested; options are exercisable at any time.

	February 29, 2020		May 31, 2019	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Options outstanding, beginning of the period	975,000	0.20	-	-
Granted and expiring on or before November 29, 2024	-	-	900,000	0.20
Granted and expiring on or before April 11, 2024	-	-	75,000	0.20
Cancelled and expired during fiscal 2020	(75,000)	0.20	-	-
Granted and expiring on or before October 4, 2024	50,000	0.20	-	-
Granted and expiring on or before October 30, 2024	100,000	0.20	-	-
Granted and expiring on or before January 29, 2025	75,000	0.20	-	-
Options outstanding, end of the period	1,125,000	0.20	975,000	0.20

On November 29, 2018 the Company granted 900,000 incentive stock options to directors, officers and consultants, vesting immediately and exercisable on or before November 29, 2023 at a price of \$0.20 per share.

**Management Discussion and Analysis**  
**For the nine months ended February 29, 2020**

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**1.15 – Other MD&A Requirements (continued)**

f) Stock options (continued)

The fair value of the options granted was calculated using Black-Scholes option pricing model for a cumulative total of \$157,538 at May 31, 2019, which was recorded as stock-based compensation expense in the statement of loss and comprehensive loss. The following assumptions were used in the Black-Sholes model to determine the fair value of the warrants granted were as follows:

Risk-free interest rate	2.23%
Expected dividend yield	-
Expected Volatility	134.70%
Expected terms in years	5 years

On April 11, 2019 the Company granted 75,000 incentive stock options to a consultant, exercisable on or before April 11, 2024 at a price of \$0.20 per share. 25% vested immediately and 25% vested every three months thereafter. As at May 31, 2019 – 18,750 options were exercisable. As of February 29, 2020, all 75,000 of these options were cancelled.

The fair value of the options granted was calculated using Black-Scholes option pricing model. As at May 31, 2019 the Company recorded \$5,069 as stock-based compensation expense in the statements of loss and comprehensive loss.

The following assumptions were used in the Black-Sholes option pricing model to determine the fair value of the options granted were as follows:

Risk-free interest rate	1.36% to 1.59%
Expected dividend yield	-
Expected Volatility	129.4% to 132.4%
Expected terms in years	5 years

On October 4, 2019 the Company granted 50,000 incentive stock options to a consultant, vesting immediately and exercisable on or before October 4, 2024 at a price of \$0.20 per share.

On October 30, 2019 the Company granted 100,000 incentive stock options to a consultant, exercisable on or before October 30, 2024 at a price of \$0.20 per share. 50% vested immediately and 50% vests on January 30, 2020.

On January 29, 2020, the Company granted 75,000 incentive stock options to a consultant, vesting immediately and exercisable on or before January 29, 2025 at a price of \$0.20 per share.

The following assumptions were used in the Black-Sholes model to determine the fair value of the options granted were as follows:

Risk-free interest rate	1.32% to 1.46%
Expected dividend yield	-
Expected Volatility	95.45% - 100%
Expected terms in years	5 years

During the nine months ended February 29, 2020 the Company recorded stock-based compensation in the amount of \$28,299 (2019 - \$146,424).

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### **Management Discussion and Analysis For the nine months ended February 29, 2020**

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#### **1.16 – Subsequent events**

The Company entered into a letter agreement pursuant to which Full Metal Mineral Ltd has the option to earn a 60% interest in the Company's Olivine Mountain Property. The Company holds an option in good standing to acquire 100% right, title and interest in and to the Property. The option may be exercised by Full Metal (i) incurring exploration expenditures of \$500,000 including a minimum \$75,000 within 12 months following the date upon which the Agreement is accepted by the TSX Venture Exchange. (ii) making cash payment totaling \$500,000 (\$75,000 within 12 months of the acceptance date; and (iii) issuing 250,000 common shares of Full Metal (70,000 within 12 months of the acceptance date), over the four-year Option term.

#### **1.17 – Commitments**

See "Exploration and Evaluation Assets" and "Related Party Transactions".

On October 25, 2019 the Company entered into a 12-month advertising agreement with a consultant to provide advertising services. Included in prepaid expense is \$6,514 for fees paid in advance.

### **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS OR IPO VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE AND JUNIOR ISSUERS**

See "1.2 – Overall Performance – Olivine Mountain Property" for a breakdown of the material components of exploration and evaluation assets expenditures.

See "1.4 – Results of Operations" for a breakdown of the material components of general and administrative expenditures.

### **RISK FACTORS AND UNCERTAINTIES**

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties, currently in British Columbia, Canada. Due to the nature of the Company's business and the present stage of exploration of its mineral properties (which are primarily early stage exploration properties with no known resources or reserves), many risk factors will apply. The risks described below are not the only ones facing the Company. Additional risks not presently known to the Company may also impair the business operations.

#### **Going Concern and Financing Risks**

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

#### **Insufficient Financial Resources**

The Company does not presently have sufficient financial resources to meet obligations when they become due, undertake by itself the acquisition, exploration and development of all of its planned acquisition, exploration and development programs. Future property acquisitions and the development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint

## **GSP RESOURCE CORP.**

### **Management Discussion and Analysis For the nine months ended February 29, 2020**

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venturing of projects, private placement financing, public financing, short or long term borrowings or other means. There is no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties.

#### **General Economic Conditions**

The recent events in global financial markets have had a profound impact on the global economy. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability. These factors could have a material adverse effect on the Company's financial condition and results of operations.

#### **Share Price Volatility**

There can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of our Company. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

#### **Dependence on Others and Key Personnel**

The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its mineral properties; (ii) the ability to produce minerals from any mineral deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities.

#### **Government Regulation**

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to prospecting, development, production, environmental protection, mining taxes, labor standards, 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.

#### **Competition**

The Company's business of the acquisition, exploration and development of mineral properties is intensely competitive. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. Increased competition

## **GSP RESOURCE CORP.**

### **Management Discussion and Analysis For the nine months ended February 29, 2020**

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could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

#### **Fluctuation of Metal Prices**

Even if commercial quantities of mineral deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the metals produced. There can be no assurance that the price of any commodities will be such that any of the properties in which the Company has, or has the right to acquire, an interest may be mined at a profit.

#### **Title Matters**

Although the Company has taken steps to verify the title to the mineral properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to mineral properties may be subject to unregistered prior agreements or transfers and may also be affected by undetected defects or the rights of indigenous peoples. Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties for which titles have been issued are in good standing.

#### **Uncertainty of Resource Estimates/Reserve**

Unless otherwise indicated, mineralization figures presented in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time are based upon estimates made by Company personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable.

#### **Limited Experience**

The Company has very limited experience in placing mineral resource properties into production, and its ability to do so will be dependent upon using the services of appropriately experienced personnel or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that the Company will have available to it the necessary expertise when and if it places its resource properties into production.

#### **Speculative Business**

Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. There is no known resource, and there are no known reserves, on any of the Company's properties.

#### **Permits and Licenses**

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out its projects, on reasonable terms or at all. Delays, or a failure to obtain such

## **GSP RESOURCE CORP.**

### **Management Discussion and Analysis For the nine months ended February 29, 2020**

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licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could have a material adverse effect on the Company.

#### **Dilution to the Company's Existing Shareholders**

The Company will require additional equity financing to be raised in the future. The Company may issue securities at less than favorable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

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