GK RESOURCES LTD.

Management's Discussion and Analysis

For the three and six months ended March 31, 2024 and 2023

(Expressed in Canadian dollars)

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of the financial position and results of GK Resources Ltd. (the "Company") should be read in conjunction with the Company's unaudited condensed interim financial statements as at and for the three and six months ended March 31, 2024 and 2023 and the accompanying notes therein (the "Financial Statements"). This MD&A is dated May 30, 2024, which is the date that the Board of Directors of the Company approved the disclosure contained in this MD&A. In addition, the MD&A should be read in conjunction with the audited financial statements for the years ended September 30, 2023 and 2022 (the "Annual Financial Statements"), as some disclosures from the Annual Financial Statements have been condensed or omitted.

The Financial Statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS Accounting Standards"), as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee, applicable to the preparation of interim financial statements including International Accounting Standard 34 *Interim Financial Reporting*. All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has been prepared by management and is consistent with the information contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the Financial Statements, together with the other financial information included in the filings, fairly present, in all material respects, the financial condition, financial performance and cash flows of the Company as of the date and for the periods presented in the filings.

In this MD&A, the words "we", "us", or "our", collectively refer to the Company. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The year-to-date periods ended March 31, 2024 and 2023 are referred to as "YTD 2024" and "YTD 2023", respectively. All amounts are presented in Canadian dollars, the Company's functional and presentation currency, unless otherwise stated. References to "$" are to Canadian dollars.

This MD&A provides management's comments on the Company's operations for the three and six months ended March 31, 2024 and 2023 and the Company's financial condition as at March 31, 2024, as compared with the prior fiscal year-end.

The Company's Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approve the Financial Statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

The following MD&A has been prepared by management, in accordance with the requirements of NI 51-102 *Continuous Disclosure Obligations* as of May 30, 2024 (the "MD&A Date").

FORWARD-LOOKING STATEMENTS

The MD&A, its commentary and the affiliated Financial Statements contain "forward-looking information" within the meaning of applicable Canadian securities legislation. Such forward-looking statements and information include, but are not limited to, statements regarding prospective production, timing, and expenditures to develop the Company's projects' resources, grades and recoveries, cash costs per unit, capital and operating expenditures and sustaining capital and the ability to fund development and exploration of the Company's projects. The Company does not intend to and does not assume any obligation to update such forward-looking statements or information, other than as required by applicable law.

Forward-looking statements or information involve known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company and its operations to be materially different from those expressed or implied by such statements. Such factors include, among others: ability to finance mine development, fluctuations in the prices of base meals and other commodities, changes in national and local governments, legislation, taxation, controls, regulations and political or economic developments in Canada; operating or technical difficulties in mineral exploration, development and mining activities; risks and hazards of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected geological conditions, pressures, cave-ins and flooding); inadequate insurance, or inability to obtain insurance; availability of and costs associated with mining inputs and labor; the speculative nature of mineral exploration and development, diminishing quantities or grades of mineral reserves as properties are mined; risks in obtaining necessary licenses and permits, and challenges to the Company's title to properties. See "Risks and Uncertainties" section below.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or information, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed, or intended. There can be no assurance that any forward-looking statements or information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information.

DESCRIPTION OF BUSINESS

The Company was incorporated pursuant to the Business Corporations Act of British Columbia on November 3, 2017. The Company is a publicly listed mineral property exploration company that is traded on the TSX Venture Exchange under the symbol "NIKL". The Company's head office, principal address and registered and records office is located at 1723 - 595 Burrard Street, Vancouver, British Columbia, V7X 1J1.

OVERALL PERFORMANCE AND FINANCIAL PERFORMANCE

As at March 31, 2024, the Company had total assets of $3,423 (September 30, 2023 - $10,061), comprised of cash of $942 (September 30, 2023 - $2,498), other receivables of $1,616 (September 30, 2023 - $208), and prepaid expenses of $865 (September 30, 2023 - $7,355).

As at March 31, 2024, the Company had total liabilities of $490,142 (September 30, 2023 - $461,658), comprised of accounts payable and accrued liabilities of $338,466 (September 30, 2023 - $333,052) and loans payable of $151,676 (September 30, 2023 - $128,606).

As at March 31, 2024, the Company had a working capital deficiency of $486,719 (September 30, 2023 - $451,597). Management's short-term plans are to fund the Company's day-to-day operations through debt.

As at March 31, 2024, the Company had a shareholders' deficiency of $486,719 (September 30, 2023 - $451,597), comprised of share capital of $1,173,407 (September 30, 2023 - $1,173,407), reserves of $181,529 (September 30, 2023 - $181,529), and a deficit of $1,841,655 (September 30, 2023 - $1,806,533).

The weighted average number of common shares outstanding for the three and six months ended March 31, 2024 was 17,410,211 and 17,410,211, respectively (2023 - 17,410,211 and 17,410,211, respectively). There has been no change in the weighted average number of shares as the Company has not issued any additional shares since the prior year comparable period.

The Company is an exploration stage company and engages principally in the acquisition, exploration, and development of mineral properties. The Company capitalizes, on a property-by-property basis, all acquisition and exploration costs until the property to which those costs are related is placed into production, sold, or abandoned. The decision to abandon a property is largely determined based on exploration results and management's judgment as to whether the property may be used in a potential transaction with another exploration or mining company.

The Company does not have any properties or any options to any properties. Therefore, losses are incurred due to general exploration and administrative expenses relating to the operation of the Company's business. Consequently, the Company's net loss is not a meaningful measure of its performance or potential.

The key performance drivers for the Company include securing the best geological expertise it can, acquiring and developing high potential prospective mineral properties. By hiring highly qualified staff and acquiring and exploring projects of superior technical merit, the Company increases its chances of finding and developing an economic deposit.

The Company is not anticipating profit from operations. Until such time as the Company is able to realize profits from the production and marketing of commodities from its mineral interests, the Company will report an annual deficit and will rely on its ability to obtain equity/or debt financing to fund on-going operations.

Additional financing will be required for new exploration and promotional initiatives. Due to the inherent nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities, as well as its share of obligations relating to mineral properties.

(Expressed in Canadian dollars)

RESULTS OF OPERATIONS

A summary of the Company's result of operations is as follows:

	Q2 2024	Q2 2023	**YTD 2024**	YTD 2023
	$	$	**$**	$
Operating expenses				
Filing fees	**11,028**	1,603	**12,207**	6,045
General and administrative	**4,135**	3,810	**7,906**	7,379
Management fees	**12,000**	12,000	**24,000**	24,000
Professional fees	**16,540**	14,704	**23,690**	31,519
	(43,703)	(32,117)	**(67,803)**	(68,943)
Other income (expense)				
Gain on settlement of accounts payable	**36,251**	-	**36,251**	-
Interest expense	**(2,007)**	(1,358)	**(3,570)**	(2,561)
Net loss	**(9,459)**	(33,475)	**(35,122)**	(71,504)

Q2 2024 compared to Q2 2023

The Company's net loss decreased to $9,459 compared to $33,475 in the prior year comparable period. The primary driver of the decrease in net loss was a gain on settlement of accounts payable of $36,251 due to the successful negotiation between the Company and certain vendors in the current period.

Partially offsetting the decrease in net loss was an increase to expenses as follows:

- Filing fees increased to $11,028 compared to $1,603 in the prior year comparable period due to an increase in sustaining fees and other filing service fees to maintain the Company's public listing.
- Professional fees increased to $16,540 compared to $14,704 in the prior year comparable period due to an increase of legal services associated with corporate matters.

YTD 2024 compared to YTD 2023

The Company's net loss decreased to $35,122 compared to $71,504 in the prior year comparable period. The primary drivers of the decrease in net loss were as follows:

- Professional fees decreased to $23,690 compared to $31,519 in the prior year comparable period primarily due to a reduction in audit fee and corporate secretary services.
- Gain on settlement of accounts payable increased to $36,251 compared to $nil in the prior year comparable period due to the successful negotiation between the Company and certain vendors in the current period.

Partially offsetting the decrease in net loss was an increase to expenses as follows:

- Filing fees increased to $12,207 compared to $6,045 in the prior year comparable period due to an increase in sustaining fees and other filing service fees to maintain their public listing.

(Expressed in Canadian dollars)

SUMMARY OF QUARTERLY RESULTS

A summary of the Company's quarterly financial results for the last eight most recently completed quarters is as follows:

	Q2 2024	Q1 2024	Q4 2023	Q3 2023
	$	$	$	$
Net loss	**(9,459)**	(25,663)	(31,936)	(24,376)
Basic and diluted loss per share	**(0.00)**	(0.00)	(0.00)	(0.00)
Working capital deficiency	**(486,719)**	(477,260)	(451,597)	(404,626)
Total assets	**3,423**	6,738	10,061	14,752
Total liabilities	**490,142**	483,998	461,658	434,413
Share capital	**1,173,407**	1,173,407	1,173,407	1,173,407
Reserves	**181,529**	181,529	181,529	181,529
Deficit	**1,841,655**	1,832,196	1,806,533	1,774,597

	Q2 2023	Q1 2023	Q4 2022	Q3 2022
	$	$	$	$
Net loss	(33,475)	(38,029)	(35,798)	(34,513)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Working capital deficiency	(395,285)	(361,810)	(323,781)	(287,983)
Total assets	5,669	10,766	7,453	15,395
Total liabilities	400,954	372,576	331,234	303,378
Share capital	1,173,407	1,173,407	1,173,407	1,173,407
Reserves	181,529	181,529	181,529	181,529
Deficit	1,750,221	1,716,746	1,678,717	1,642,919

Net loss decreased from Q1 2023 to Q1 2024 as management focuses on reducing costs to those integral for maintaining the Company's public listing. Net loss decreased in Q2 2024 primarily due to a gain on settlement of accounts payable of $36,251 partially offset by the increases of the fees paid to the TSX Venture Exchange and a transfer agent to support the private placement which closed on April 15, 2024 (see "Subsequent Event" section below). The quarterly trend in working capital deficiency is primarily driven by increases in accounts payable and accrued liabilities, and loans payable as the Company utilizes debt financing to fund its corporate costs.

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations primarily through the issuance of common shares and debt financing. The Company continues to seek capital through various means, including the issuance of equity and/or debt.

As the Company's current operations do not generate revenues, the Company expects to rely on equity and debt financing to meet its ongoing day-to-day operating requirements. There can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required at any time, or, if available, that it can be obtained on terms satisfactory to the Company.

As at March 31, 2024, the Company had $942 cash (September 30, 2023 - $2,498), with working capital deficiency of $486,719 (September 30, 2023 - $451,597).

During the six months ended March 31, 2024, the Company used $21,056 in operating activities (2023 - $17,377) which is primarily due to general and administrative expenses, management fees, and professional fees.

During the six months ended March 31, 2024, the Company was provided $19,500 (2023 - $20,000) from financing activities by obtaining loans from an individual lender. For additional details, please see the "Loans Payable" section below.

PROPOSED TRANSACTIONS

There are no proposed transactions under consideration as at the MD&A Date.

(Expressed in Canadian dollars)

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company as at the MD&A Date.

LOANS PAYABLE

A summary of the Company's loans payable is as follows:

	Inventa Capital Corp.	Individual lenders	Total
	$	$	$
Balance, September 30, 2022	61,779	26,299	88,078
Additions	35,000	-	35,000
Interest expense	4,278	1,250	5,528
Balance, September 30, 2023	101,057	27,549	128,606
Additions	-	19,500	19,500
Interest expense	2,500	1,070	3,570
Balance, March 31, 2024	**103,557**	**48,119**	**151,676**

On April 11, 2022, the Company entered into a loan agreement with Inventa Capital Corp. ("Inventa") for $50,000. The maturity date of the loan was April 11, 2023, and bears interest at 5.0% per annum accrued monthly and payable upon repayment of the loan, or any portion thereof. During the three and six months ended March 31, 2024, the Company has accrued $625 and $1,250 interest expense, respectively (2023 - $625 and $1,250, respectively). As at March 31, 2024, the Company is in the process of extending the terms of the loan.

On October 25, 2022, the Company entered into a loan agreement with Inventa for $10,000. The maturity date of the loan is October 25, 2023, or five calendar days following notice from Inventa, and bears interest at 7.5% per annum accrued monthly and payable upon repayment of the loan, or any portion thereof. During the three and six months ended March 31, 2024, the Company has accrued $187 and $375 interest expense, respectively (2023 - $191 and $332, respectively). As at March 31, 2024, the Company is in the process of extending the terms of the loan.

On January 16, 2023, the Company entered into a loan agreement with Inventa for $10,000. The maturity date of the loan is January 16, 2024, or five calendar days following notice from Inventa, and bears interest at 5.0% per annum accrued monthly and payable upon repayment of the loan, or any portion thereof. During the three and six months ended March 31, 2024, the Company has accrued $125 and $250 interest expense, respectively (2023 - $104 and $104, respectively). As at March 31, 2024, the Company is in the process of extending the terms of the loan.

On June 13, 2023, the Company entered into a loan agreement with Inventa for $15,000. The maturity date of the loan is June 12, 2025, or five calendar days following notice from Inventa, and bears interest at 5.0% per annum accrued monthly and payable upon repayment of the loan, or any portion thereof. During the three and six months ended March 31, 2024, the Company has accrued $188 and $375 interest expense, respectively (2023 - $nil and $nil, respectively).

On September 21, 2023, the Company entered into a loan agreement with a director of the Company for $12,000. The maturity date of the loan is the earlier of five calendar days following notice from the lender or September 20, 2025, and bears interest at 5.0% per annum accrued monthly and payable upon repayment of the loan, or any portion thereof. During the three and six months ended March 31, 2024, the Company has accrued $317 and $317 interest expense, respectively (2023 - $nil and $nil, respectively).

On November 1, 2023, the Company entered into a loan agreement with an arm's length individual lender for $5,000. The maturity date of the loan is the earlier of five calendar days following notice from the lender or October 31, 2025, and bears interest at 5.0% per annum accrued monthly and payable upon repayment of the loan, or any portion thereof. During the three and six months ended March 31, 2024, the Company has accrued $104 and $104 interest expense, respectively (2023 - $nil and $nil, respectively).

(Expressed in Canadian dollars)

On January 22, 2024, the Company entered into a loan agreement with an arm's length individual lender for $2,500. The maturity date of the loan is the earlier of five calendar days following notice from the lender or January 21, 2026, and bears interest at 5.0% per annum accrued monthly and payable upon repayment of the loan, or any portion thereof. During the three and six months ended March 31, 2024, the Company has accrued $24 and $24 interest expense, respectively (2023 - $nil and $nil, respectively).

RELATED PARTY TRANSACTIONS

Key management includes directors and officers of the Company and companies controlled by them.

A summary of the Company's related party transactions is as follows:

	Q2 2024	Q2 2023	**YTD 2024**	YTD 2023
	$	$	**$**	$
Management fees	**12,000**	12,000	**24,000**	24,000
Interest expense	**1,567**	1,045	**2,817**	1,936
	13,567	13,045	**26,817**	25,936

During the three and six months ended March 31, 2024, the Company incurred management fees of $12,000 and $24,000, respectively (2023 - $12,000 and $24,000, respectively) due to an officer of the Company and interest expense on loans payable of $1,567 and $2,817 (2023 - $1,045 and $1,936, respectively) due to a director of the Company and Inventa, a related company with a common director.

As at March 31, 2024, accounts payable and accrued liabilities included $154,336 (September 30, 2023 - $136,400) due to directors and officers of the Company. All related party amounts were incurred in the normal course of operations, bear no interest, and have no fixed terms of repayment.

As at March 31, 2024, loans payable included $103,557 (September 30, 2023 - $101,057) due to Inventa, consisting of $95,000 principal and $8,557 accrued interest (September 30, 2023 - $95,000 and $6,057, respectively).

As at March 31, 2024, loans payable included $12,317 (September 30, 2023 - $nil) due to a director of the Company, consisting of $12,000 principal and $317 accrued interest (September 30, 2023 - $nil and $nil, respectively).

SIGNIFICANT JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements under IFRS Accounting Standards requires management to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

The accounting estimates, judgements and assumptions used in the preparation of the Financial Statements are consistent with those applied and disclosed in the Annual Financial Statements.

FINANCIAL INSTRUMENTS

As at March 31, 2024, the Company's financial instruments consist of cash, accounts payable, and loans payable; all of which are classified as and measured at amortized cost.

The fair value of cash, accounts payable, and loans payable approximate their carrying value due to their short-term nature.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

(Expressed in Canadian dollars)

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to fulfill its contractual obligations. The Company's credit risk relates primarily to cash. The Company minimizes its credit risk related to cash by placing cash with major financial institutions. The Company considers the credit risk related to cash to be minimal.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk for the Company is associated with its accounts payable and accrued liabilities and loans payable. As at March 31, 2024, the Company has cash of $942 available to settle accounts payable and accrued liabilities of $338,466 and loans payable of $151,676. Accounts payable are due within 90 days of period end. The Company will be required to raise additional funding to meet its financial obligations in the near term. There is no assurance that the necessary financing will be available in a timely manner or on terms acceptable to the Company. The Company assesses liquidity risk as high. Subsequent to March 31, 2024, the Company completed a private placement financing for $200,000.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates. The Company is not exposed to significant interest rate risk on the basis that its financial liabilities bear no interest or only interest at fixed rates. The Company does not carry financial assets or liabilities that are denominated in a foreign currency and is therefore not exposed to significant foreign exchange rate risk.

OUTSTANDING SHARE DATA

A summary of the number of the Company's issued and outstanding equity instruments is as follows:

Type	March 31, 2024	MD&A Date
	#	#
Common shares [1]	17,410,211	24,076,876

(1) Authorized: Unlimited common shares without par value.

SUBSEQUENT EVENT

On April 15, 2024, the Company closed a non-brokered private placement and issued 6,666,665 common shares at a price of $0.03 per share for gross proceeds of $200,000.

RISKS AND UNCERTAINTIES

For a detailed listing of the risk factors faced by the Company, please refer to the Company's MD&A for the years ended September 30, 2023 and 2022.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.