



**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**  
**FOR THE YEAR ENDED JUNE 30, 2018**

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Date of Report: October 27, 2018

This Management's Discussion and Analysis ("MD&A") of the financial condition of GGX Gold Corp (formerly Revolver Resources Inc.) ("GGX" or the "Company") and results of operations of the Company for the year ended June 30, 2018 and should be read in conjunction with the financial statements including the notes thereto for the year ended June 30, 2018. These financial statements have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standards Board ("IASB")

The Financial Statements, together with the MD&A, are intended to provide investors with a reasonable basis for assessing the performance and potential future performance of the Company, and are not necessarily indicative of the results that may be expected in future periods. The information in the MD&A may contain forward-looking statements, and the Company cautions investors that any forward looking statements by the Company are not guarantees of future performance, as they are subject to significant risks and uncertainties that may cause projected results or events to differ materially from actual results or events

All monetary amounts are in Canadian dollars unless otherwise specified. Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Description of Business**

GGX Gold Corp. (formerly Revolver Resources Inc.) (the "Company") was incorporated on May 10, 2007 under the British Columbia Business Corporations Act. The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties. The Company is currently focusing its financial resources on conducting an exploration program British Columbia.

The Company is a reporting issuer in British Columbia and Alberta and its shares are listed on the TSX Venture Exchange under the symbol GGX.V.

The Company has incurred losses since its inception, and had an accumulated deficit of \$8,129,304 as at June 30, 2018 which has been funded primarily by the issuance of shares. The level of the Company's future operations will be determined by the availability of capital resources, which will be derived from the issuance of special warrants and future financings. In addition, The Company has no source of operating cash flows and expects to incur further losses in the exploration and development of its mineral properties.

**Overall Performance**

The Company is currently focused on its recent acquisition of the Gold Drop Project and is actively pursuing other precious metal assets particularly in the province of British Columbia.

### **Corporate Update**

On September 7, 2016, the Company announced the appointment of Mr. Dan Stuart as a President, CEO and director of the Company and Mr. Robert Birmingham stepping down as a President and CEO of the Company. On November 11, 2016, Mr. Dan Stuart was terminated as President, CEO and director and Mr. Barry Brown was appointed President and CEO of the Company.

### **Share-Consolidation**

During the year ended June 30, 2016, the Company consolidated the issued share capital on the basis of three (3) old common shares for one (1) new common share (the "Consolidation ratio"). Outstanding stock options, agent's options and warrants were adjusted by the Consolidation ratio. All common shares and per common share amounts in these financial statements have been retroactively restated to reflect the share consolidation.

### **Deposits and Prepayments**

	2018 \$	2017 \$
Equipment Rental Deposit	-	25,725
Equipment Purchase Deposit	16,328-	50,000
Administrative Services		
	<u>16,328</u>	<u>75,725</u>

On March 20, 2017 and as amended on June 23, 2017, the Company entered into an asset purchase agreement with an arm's length party to acquire a proprietary mobile ore sampler and related equipment for \$200,000, of which \$50,000 was paid in cash in December 2016 and \$150,000 was paid through the subsequent issuance of 750,000 common shares in August 2017 at an agreed deemed price of \$0.20 per share. The Company took possession of the equipment in July 2017.

A prepayment was made for administrative services. Services included office staffing and expenses, accounting and rent.

### **Investment**

The Company classifies its investments in shares of private companies as available-for-sale investments. They are carried at cost as they do not have a quoted price in an active market and their fair value cannot be reliably measured.

	2018 \$	2017 \$
J2 Syndicate (a)	-	108,900
Goliath Resources Inc. (b)	-	89,100
	<u>-</u>	<u>198,000</u>

#### **a) The J2 Syndicate**

In July 2017, the Company acquired a 9% interest in the private J2 Syndicate (the "Syndicate") for a cash payment of \$225,000. The Syndicate was formed to pool resources amongst its members, with the objective of identifying and exploring mineral properties in northwestern British Columbia, and marketing any resulting property interest with the intention to option or sell the property interests.

During the year ended June 30, 2017, the Company received \$27,000 and 891,100 units of Goliath Resources Inc with a fair value of \$89,100 for the option of four of Syndicate mineral properties. This Syndicate distribution



represented the Company’s 9% share of the option payments and was recorded as a credit against the cost of the Syndicate investment.

In fiscal 2018, the Company received a disbursement of \$54,000 from the Syndicate, along with 1,476,000 shares of Juggernaut Exploration Ltd. (formerly Ardonblue Ventures Inc.), with a value of \$221,400. The Company recorded a gain of \$269,055 for the year ended June 30, 2018.

**b) Goliath Resources Inc.**

The Company’s investment in Goliath Resources Inc. consisted of 891,000 common shares with a value of \$45,090 and 891,000 warrants with a value of \$44,010. Goliath was a private junior exploration company in British Columbia and was acquired by Bitumen Capital Inc. (“Bitumen”), with the resulting entity being Goliath Resources Ltd. (“Goliath”).

These shares and warrants were received as a result of 891,000 units of Goliath being distributed from the Syndicate during the year ended June 30, 2017 (Note 7(a)). The value of the units was determined to be \$0.10 per unit based on the most recent private placement subscription price of Goliath’s units on the date the units were issued. The unit value was first allocated to the attached warrants using the Black-Scholes option pricing model, and the balance was allocated to the shares.

On October 17, 2017, Goliath Resources Inc. completed the reverse take-over and the Company received 1,376,550 common shares with a value of \$0.10 per units and 1,376,550 of warrants with a value of \$0.10 per units. The 1,376,550 common shares and warrants are in replacement of 891,000 common shares and warrants subject to value escrow, released over 36 months, every six months in release of 10%, 15%, 15%, 15%, 15%, 15% and 15%.

**Marketable Securities**

Marketable securities consist of a portfolio of investments held for trading. The fair value of the marketable securities has been determined directly by reference to public price quotations in an active market. These marketable securities are comprised of common shares of publicly-traded companies, and are classified as fair value through profit or loss and measured at fair value with unrealized gains and losses recognized through the consolidated statement of operations.

	June 30, 2018	June 30, 2017
	\$	\$
Fair Value on Date of Receipt	226,215	-
Less: Securities Sold	(286,988)	-
Add: Securities Purchased	189,015	-
Add: Write-Up Marketable Securities to Market Value	37,500	-
	<hr/>	<hr/>
Advances from Trading Account	(24,980)	-
	<hr/>	<hr/>
	<b>140,762</b>	<b>-</b>

**Property and Equipment**

	Vehicle	Furniture and Equipment	Total
	\$	\$	\$
<b>COST</b>			
Balance, June 30, 2016	-	-	-
Additions	7,000	13,300	20,300
	<hr/>	<hr/>	<hr/>



Balance, June 30, 2017	7,000	13,300	20,300
Additions	-	200,000	200,000
Balance, June 30, 2018	7,000	213,300	220,300

**ACCUMULATED DEPRECIATION**

Balance, June 30, 2016	-	-	-
Depreciation	1,050	1,330	2,380
Balance, June 30, 2017	1,050	1,330	2,380
Depreciation	1,594	27,221	28,815
Balance, June 30, 2018	2,644	28,551	31,195

**NET BOOK VALUE**

Balance, June 30, 2016	-	-	-
Balance, June 30, 2017	5,950	11,970	17,920
Balance, June 30, 2018	4,356	184,749	189,105

**Share Issuances**

In July 2017, the Company issued 700,000 units at \$0.135 per unit for total gross proceeds of \$94,500. Each unit consists of one common share and one share purchase warrant exercisable at \$0.20 per share until July 5, 2022. Finders' fees of \$405 were paid and 3,000 agents' warrants were granted with a fair value of \$648.

In July 2017, the Company issued 750,000 common shares with a fair value of \$150,000 pursuant to the option agreement for the Gold Drop Property.

In August 2017, the Company issued 2,350,000 flow-through units at \$0.20 per unit for total gross proceeds of \$470,000. Each unit consists of one flow-through common share and one share purchase warrant exercisable at \$0.25 per share until August 17, 2022. Finders' fees of \$41,500 were paid and 207,500 agents' warrants were granted with a fair value of \$33,454.

In August 2017, the Company issued 750,000 common shares with a fair value of \$150,000 pursuant to an asset purchase agreement for mining equipment.

In December 2017, the Company issued 4,050,000 units at \$0.10 per unit for total gross proceeds of \$405,000. Each unit consists of one common share and one share purchase warrant exercisable at \$0.15 per share until December 12, 2020. The Company paid a cash commission of \$16,000 and issued 164,000 agents' warrants with a fair value of \$15,433.

In March 2018, The Company issued 2,500,000 common shares with a fair value of \$250,000 pursuant to the asset purchase agreement for the Gold Drop Property. The share issuance represented the cash equivalent payment of \$100,000 and the share issuance requirement of common shares with a fair value of \$150,000 to be made on or before July 26, 2018.



April 2018, the Company issued 2,700,000 units at \$0.10 per unit for total gross proceeds of \$270,000. Each unit consists of one common share and one share purchase warrant exercisable at \$0.15 for a period of three years expiring April 6, 2021.

May 2018, the Company issued through two separated tranches 3,296,667 units at \$0.12 per unit for total gross proceeds of \$395,600. Each unit consists of one common share and one share purchase warrant exercisable at \$0.15 for a period of three years expiring May 27, 2021 and June 4, 2021.

June 2018, The Company issued through two separate tranches 3,016,666 Flow-Through units at \$0.12 per unit for total proceeds of \$362,000. Each Flow-Through Unit consists of one common share that qualifies as a “flow-through share” as defined in subsection 66(15) of the Income Tax Act and one non-transferable common share purchase warrant exercisable at \$0.15 for a period of one year expiring on June 27, 2019 and June 28, 2019. The Company paid a cash commission of \$12,960 and issued 241,333 agents’ warrants with a fair value of \$2,733.

During the period ended June 30, 2018, the Company issued a total of 3,180,980 common shares upon the exercise of warrants for cash proceeds of \$418,596.

**Mineral Property**

**Exploration and Evaluation Assets**

The Company records its expenditures related to the acquisition, exploration, and development of mineral properties in profit or loss in the period in which they are incurred. Cumulative acquisition and exploration costs incurred by the Company to June 30, 2018 on its mineral property are summarized below.

**Gold Drop Property, British Columbia, Canada**

	\$
<b>Balance, June 30, 2016</b>	50,000
Acquisition Costs	250,000
Exploration Costs	<u>365,177</u>
<b>Balance, June 30, 2017</b>	665,177
Acquisition Costs	500,000
Exploration Costs	<u>2,160,473</u>
<b>Balance, June 30, 2018</b>	<u><b>3,325,650</b></u>

**Gold Drop, British Columbia, Canada**

On June 21, 2016, the Company entered into an option agreement with Ximen Mining Corp. (“Ximen”), a company with a common director and a common officer, to acquire a 100% interest in the Gold Drop Property located about nine kilometers northeast from Greenwood, British Columbia, in the Greenwood Gold Mining district. Pursuant to the option payments, the Company is required to make cash payments, issue shares, and meet exploration expenditure requirement as follows:



*Cash Payments*

	\$
On Execution of the Agreement (Paid)	50,000
Upon TSX-V approval on July 26, 2016 (Paid)	50,000
On or Before July 26, 2017 (Paid)	100,000
On or Before July 26, 2018 (Equivalent value in stock issued)	100,000
On or Before July 26, 2019	100,000
	400,000

*Share Issuances*

The Company issued 1,000,000 common shares with a fair value of \$200,000 on July 27, 2016 following TSX Venture approval, and issued 750,000 common shares with a fair value of \$150,000 on July 6, 2017. The Company is required to issue additional common shares with a value of \$150,000 per year on or before July 26, 2018 (issued in fiscal 2018 with a value of \$250,000) and July 26, 2019.

*Exploration Expenditures*

Work commitments of \$1,000,000 are required to be performed on or before July 26, 2019, but not less than \$150,000 on or before each of the first, second, and third anniversaries of the TSX Venture approval date.

Ximen will retain a 2.5% net smelter return royalty (the “NSR Royalty”) which the Company may buy down 1% of the NSR Royalty by paying \$1,000,000. Upon completion of the option requirements by the Company, Ximen will have a right for nine months thereafter to elect to form a joint venture by paying the Company an amount of money equal to 30% of the total amount expended on the property by the Company. If Ximen exercises this joint-venture right, the Company and Ximen will enter into a joint venture for the exploration and development of the property

Since acquiring the Gold Drop Property in 2016, the Company has conducted prospecting, rock / soil geochemical sampling, trenching and diamond drilling. The work has been focused in the Gold Drop Southwest Zone in the area of the COD and Everest gold and silver bearing quartz veins. All diamond drilling was conducted in the area of these veins. This consisted of 31 holes (1,517 meters) in 2017 and 79 holes (5,222 meters) in 2018. The trenches exposed gold bearing quartz veins. Chip samples collected in 2017 across the approximate 0.4 meter wide Everest Vein exposure returned up to 52.8 grams per tonne (g/t) gold (Au) and 377 g/t silver (Ag) while a grab sample of a quartz vein boulder broken off the outcrop by the excavator returned 81.8 g/t gold and 630 g/t silver. Numerous drill holes in the area of the trenches intersected significant mineralization. Some of the higher grade gold drilling intersections include (core length):

COD17-14:	4.59 g/t Au over 16.03 meters.
COD18-3:	14.62 g/t Au over 2.1 meters
COD18-26:	10.3 g/t Au over 1.4 meter recovered core (within 2.35 meter interval)
COD18-28:	11.3 g/t Au over 0.51 meters
COD18-33:	8.65 g/t Au over 2.98 meters
COD18-34:	6.16 g/t Au over 3.41 meters
COD18-37:	8.23 g/t Au over 3.95 meters
COD18-45:	50.1 g/t Au over 2.05 meters
COD18-46:	54.9 g/t Au over 1.47 meters
COD18-49:	9.52 g/t Au over 1.47 meters
COD18-54:	7.60 g/t Au over 1.66 meters
EVE18-5:	10.55 g/t Au over 0.45 meters
EVE18-12:	12.45 g/t Au over 0.85 meters

Prospecting during 2018 in the east region of the property yielded significant results including 297 g/t gold and 1290 g/t silver in a sample of quartz from a dump pile from what is believed to be the southern Silent Friend showing. Samples



from a mineshaft dump pile north of this exposure returned 6.98 g/t gold and 38.6 g/t silver. A sample collected from a mineshaft speculated to be the Ken mineshaft returned 4.47 g/t gold and 23.0 g/t tonne silver.

**Selected Annual Information**

The following financial data is derived from the Company’s audited financial statements for the years ended June 30, 2018, 2017 and 2016.

	2018	2017	2016
	\$	\$	\$
<b>Financial Results:</b>			
Net loss for the year	(2,992,289)	(1,803,916)	(171,154)
Basic and diluted loss per shares post-consolidation share	(0.10)	(0.12)	(0.05)
<b>Financial Position</b>			
Working Capital (Deficiency)	(118,877)	(38,647)	151,374
Total Assets	627,659	365,367	444,110
Total Liabilities	495,486	188,094	292,736
Share Capital	7,834,925	5,079,500	3,739,928
Share-Based Payment Reserve	374,040	252,559	100,500
Share Purchase Warrants Reserve	52,512	129,492	74,997
Deficit	(8,129,304)	(5,284,278 )	(3,781,551 )

**Results of Operations**

Net Gain/Loss and Operating Expenses

During the year ended June 30, 2018 the Company reported a net loss of \$2,992,289 compares to \$1,803,916 in the previous year. The increase in loss reported is due to an increase in exploration and evaluation assets during the year. The Company was very active in searching for mineral properties and raising money from private placements. Market conditions have been volatile with investor interest lagging in all sectors. The Company incurred consulting and professional fees in connection with financing and acquisition of mineral properties

Administrative and General Expenses

Expenses before other items for the year ended June 30, 2018 increased by \$1,911,722 compared to the same period in 2017. A large increase in exploration almost entirely accounts for this increase. The Company increased expenditures in other areas such as marketing, office, rent and travel but had reduced costs in the areas of consulting, management, professional fees and share based compensation. The current trend shows a major increase in their exploration activities.



(formerly Revolver Resources Inc.)

Management Discussion & Analysis  
For the Year Ended June, 2018

	Three Months Ended		Year Ended	
	2018	June 30, 2017	2018	June 30, 2017
	\$	\$	\$	\$
Advertising and Marketing	47,796	26,787	258,278	74,032
Bad Debts	-	20,000	-	20,000
Consulting	18,000	145,612	232,781	289,137
Depreciation	11,239	2,380	28,815	2,380
Exploration Expenses	1,181,993	156,473	2,660,473	615,177
Management and Administrative Fees	25,900	24,400	107,100	147,100
Office and Miscellaneous	29,418	16,516	117,958	34,469
Professional Fees	19,289	23,875	33,167	56,261
Rent	9,000	10,255	47,292	37,255
Share-Based Compensation	-	155,895	149,012	465,448
Transfer Agent and Regulatory Fees (Recovery)	20,166	(19)	33,018	30,582
Travel	5,262	17,672	47,745	32,075
	(1,368,063)	(599,846)	(3,715,638)	(1,803,916)

- Advertising and Marketing of \$258,278 (2017 - \$74,032) comprise of advertising and marketing fees.
- Consulting fees of \$232,781 (2017 - \$289,137) was paid to various consultants for strategic planning, as well as corporate financing and project evaluation. Consulting fees have increase due to increase in business activity.
- Management and administrative fees of \$107,100 (2017 - \$147,100) paid to companies for general administrative services, overseeing regulatory filings requirement, accounting fees and secretarial services.
- Office and miscellaneous of \$117,958 (2017 – 34,469) included telephone, printing, shareholder costs, miscellaneous office expenses, interest and bank charges and foreign exchange.
- The Company incurred \$2,660,473 (2017 - \$615,177) of exploration expenditures and acquisition costs on the company’s Gold Drop Property. *Exploration and Evaluation Expenditures see above.*
- Professional fees of \$33,167 (2017 - \$56,261) comprised of legal and audit accruals relating to the annual year-end audit and legal fees.
- Transfer agent and regulatory fees of \$33,018 (2017 – \$30,582) consisted of fees paid to regulatory bodies in Canada and the Company’s transfer agent, includes filing fees for private placement and share consolidation.
- Travel and accommodations expenses of \$47,745 (2017 - \$32,075). Management traveled to visit the Company’s property and attending various geological conferences and meetings.
- The Company recorded \$149,012 (2017 - \$465,448) of non-cash compensation cost due to the grant of \$800,000 stock options and during the period ended June 30, 2018.

Other Items

- BC mining exploration tax credit of \$103,299 (2017 -\$Nil) in connection with qualifying exploration expenditures incurred in the Province of BC for the year ended June 30, 2018.
- The Company has realized gains in investments and marketable securities of \$269,055 and \$313,495. The Company also wrote up existing securities to market, recording an unrealized gain of \$37,500.

### Summary of Quarterly Reports

Results for the most recent quarters ending with the last quarter for the period ended June 30, 2018:

	June 30, 2018 \$	Three Months Ended March 31, 2018 \$	December 31, 2017 \$	September 30, 2017 \$
Revenue	Nil	Nil	Nil	Nil
Net Income(Loss)	(1,074,016)	(665,675)	(762,364)	(490,234)
Basic and diluted loss per share	(0.03)	(0.02)	(0.03)	(0.02)

	June 30, 2017 \$	Three Months Ended March 31, 2017 \$	December 31, 2016 \$	September 30, 2016 \$
Revenue	Nil	Nil	Nil	Nil
Net Income(Loss)	(599,846)	(128,618)	(453,842)	(621,610)
Basic and diluted loss per share	(0.00)	(0.01)	(0.03)	(0.06)

Mineral exploration is typically a seasonal business, and accordingly, the Company's operating expenses and cash requirements will fluctuate depending upon the season and the level of activity. The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen and the Company is able to secure equity financing with favorable terms, the Company's activity levels and the size and scope of planned exploration projects will typically increase.

### Fourth Quarter

During the fourth quarter, the Company reported a net loss of \$1,074,016 compared to a loss of \$599,846 for the same quarter in 2017. A dramatic increase in exploration activity for this period makes up the difference between the two comparable quarters. The Company also had increased spending in the areas of advertising and marketing, office expense and transfer agent and regulatory fees. The Company, however, had reduced spending in the areas of consulting, professional fees and travel when comparing the fourth quarter in 2018 to the same quarter in 2017.

Differences in general administrative expenses incurred for the fourth quarter are as follows:

- Advertising and Marketing of \$47,796 (2017 - \$26,787) comprise of monthly investor relation fees, print internet advertising costs, web site updates, marketing, investment and geological conference attendance fees.
- Consulting fees of \$18,000 (2017 - \$145,612) was paid to various consultants for strategic planning, as well as corporate financing and project evaluation. Consulting fees have increase due to increase in business activity.
- Management and administrative fees of \$25,900 (2017 - \$24,400) paid to companies for general administrative services, overseeing regulatory filings requirement, accounting fees and secretarial services.
- Office and miscellaneous of \$29,418 (2017 - 16,516) included telephone, printing, shareholder costs, miscellaneous office expenses, interest and bank charges and foreign exchange.



- The Company incurred \$1,181,993 (2017 - \$156,473) of exploration expenditures and acquisition costs on the company's Gold Drop Property. *Exploration and Evaluation Expenditures see above.*
- Professional fees of \$19,289 (2017 - \$23,875) comprised of legal and audit accruals relating to the annual year-end audit and legal fees.
- Transfer agent and regulatory fees of \$20,166 (2017 - (\$19)) consisted of fees paid to regulatory bodies in Canada and the Company's transfer agent, includes filing fees for private placement and share consolidation.
- Travel and accommodations expenses of \$5,262 (2017 - \$17,672). Management traveled to visit the Company's property and attending various geological conferences and meetings.
- The Company recorded \$Nil (2017 - \$155,895) of non-cash compensation cost due to the grant of stock options and during the fourth quarter of 2018.

**Liquidity and Capital Resources**

At June 30, 2018, the Company had cash of \$189,404 and working capital deficiency of \$118,878.

	June 30, 2018 \$	June 30, 2017 \$
Total Assets	627,659	365,367
Total Liabilities	495,486	188,094
Shareholders' Equity	132,173	177,273
Working Capital (Deficiency)	118,877)	(38,647)

The Company does not generate sufficient cash flow from operations to fund its exploration activities, its acquisitions and its administration costs. The Company is reliant on equity financing to provide the necessary cash to continue its operations.

	2018 \$	2017 \$
Cash used in operating activities	(2,511,038)	(1,326,091)
Cash used in investing activities	358,233	(218,300)
Cash provided by financing activities	2,308,510	1,164,367
Change in cash	155,705	(380,024)

During the year ended June 30, 2018;

- In July 2017, the Company issued 700,000 units at \$0.135 per unit for total gross proceeds of \$94,500. Each unit consists of one common share and one share purchase warrant exercisable at \$0.20 per share until July 5, 2022. Finders' fees of \$405 were paid and 3,000 agents' warrants were granted with a fair value of \$648.



- In July 2017, the Company issued 750,000 common shares with a fair value of \$150,000 pursuant to the option agreement for the Gold Drop Property.
- In August 2017, the Company issued 2,350,000 flow-through units at \$0.20 per unit for total gross proceeds of \$470,000. Each unit consists of one flow-through common share and one share purchase warrant exercisable at \$0.25 per share until August 17, 2022. Finders' fees of \$41,500 were paid and 207,500 agents' warrants were granted with a fair value of \$33,454.
- In August 2017, the Company issued 750,000 common shares with a fair value of \$150,000 pursuant to an asset purchase agreement for mining equipment
- In December 2017, the Company issued 4,050,000 units at \$0.10 per unit for total gross proceeds of \$405,000. Each unit consists of one common share and one share purchase warrant exercisable at \$0.15 per share until December 12, 2020. The Company paid a cash commission of \$16,000 and issued 164,000 agents' warrants with a fair value of \$15,433.
- In March 2018, The Company issued 2,500,000 common shares with a fair value of \$250,000 pursuant to the asset purchase agreement for the Gold Drop Property.
- April 2018, the Company issued 2,700,000 units at \$0.10 per unit for total gross proceeds of \$270,000. Each unit consists of one common share and one share purchase warrant exercisable at \$0.15 for a period of three years expiring April 6, 2021.
- May 2018, the Company issued through two separated tranches 3,296,667 units at \$0.12 per unit for total gross proceeds of \$395,600. Each unit consists of one common share and one share purchase warrant exercisable at \$0.15 for a period of three years expiring May 27, 2021 and June 4, 2021.
- June 2018, The Company 3,016,666 Flow-Through units at \$0.12 per unit for total proceeds of \$362,000 (issued through two separate tranches).
- During the period ended June 30, 2018, the Company issued a total of 3,180,980 common shares upon the exercise of warrants for cash proceeds of \$418,596.

**Transactions with Related Parties**

At the Report Date, key management consists of Barry Brown (President and CEO and Director of the Company), Nicolette Keith (CFO of the Company), Quinn Field-Dyte and Scott Kent (independent, Directors of the Company).

**Related Party Balances**

Included in accounts payable and accrued liabilities are the following amounts owed to related parties. They are non-interest bearing, unsecured, and have no specified terms of repayment.

	2018	2017
	\$	\$
Management Fees to a Company Controlled by a Director and Officer	-	2,015
	-	2,015

Key management compensation

Bad Debt (i)	-	20,000
Management and Administrative Fees (ii)	16,000	69,000
Share-Based Compensation (iii)	46,566	198,439
Share Issuance Costs (iv)	-	36,973
	62,566	324,412
	62,566	324,412

- i) During the year ended June 30, 2017, the Company wrote off an amount of \$20,000 owed by a former director and officer, Dan Stuart, for an advance made for a business trip that was subsequently cancelled.
- ii) During the year ended June 30, 2018, the Company paid management and administrative fees of \$16,000 (2017 – \$34,000) to Barry Developments, a Company owned by Barry Brown, a director and officer, and \$35,000 in 2017 to a former director and officer.
- iii) During the year ended June 30, 2018, the Company incurred share-based compensation of \$46,566 (2017 – \$198,439) to directors and officers. A total of 250,000 stock options (2017 – 945,000) were granted to these related parties.
- iv) In connection with the private placements completed during the year ended June 30, 2017, the Company paid \$13,000 in finders’ fees and issued 71,667 agent’s warrants with a fair value of \$23,973 to a company controlled by a former director and officer (Dan Stuart (Aberdeen Bould)).

Off Balance Sheet Agreements

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

Critical Accounting Policies and Estimates

The details of GGX’s accounting policies are presented in Note 2 of the financial statements ended June 30, 2018. These policies are considered by management to be essential to understanding the processes and reasoning that go into the preparation of the Company’s financial statements and the uncertainties that could have a bearing on its financial results.

Changes in Accounting Policies and Accounting Pronouncements

Effective July 1, 2015, the Company changed its accounting policy, whereby upon the expiry or cancellation of stock options and share purchase warrants, their fair value previously recorded in reserve is transferred to deficit. Prior to this change in policy, the fair value of options and warrants remained in reserve upon expiry or cancellation.

These financial statements reflect the retroactive application of this accounting policy change. The impact of this retroactive application was as follows:

	As Reported		Adjustments		Restated	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
	\$	\$	\$	\$	\$	\$
Contributed Surplus	281,595	281,595	(281,595)	(281,595)	-	-



Stock Options Reserve	-	-	102,230	102,230	102,230	102,230
Share Purchase Warrants Reserve	-	-	-	57,333	-	57,333
Deficit	(3,814,956)	(2,598,852)	179,365	122,032	(3,635,591)	(2,476,820)

**Accounting Standard Issued but Not Yet Effective**

A number of new accounting standards, amendments to standards, and interpretations have been issued but not yet effective up to the date of issuance of the Company’s consolidated financial statements. The Company intends to adopt the following standards when they become effective.

**IFRS 9 – Financial Instruments**

IFRS 9 will replace IAS 39 “Financial Instruments: Recognition and Measurement” and applies to the classification and measurement of financial assets. The mandatory effective date is January 1, 2018 with early adoption permitted. The Company currently does not intend to early adopt IFRS 9. The Company has not yet determined the impact of this standard on its consolidated financial statements.

**IFRS 16 – Leases**

IFRS 16 provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is 12 months or less or the underlying asset has a low value. Lessor accounting remains largely unchanged from IAS 17 “Leases”, and the distinction between operating and finance leases is retained. The standard is effective for annual period beginning on or after January 1, 2019. The Company has not yet determined the impact of this standard on its consolidated financial statements.

**Financial Instruments and Risk Management**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The carrying values of cash and accounts payable and accrued liabilities approximate their fair values because of the short-term nature of these financial instruments.

**The Company’s financial instruments are exposed to the following financial risks**

*Liquidity Risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company ensures, as far as reasonably possible, that it will have sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company’s holdings of cash.

As at June 30, 2018, the Company had a cash balance of \$214,384 to settle current liabilities of \$495,486. Management expects to fund those liabilities through the issuance of common shares and loans from related parties over the coming year. There can be no assurance that the Company will be successful with generating and maintaining profitable operations or will be able to secure future debt or equity financing for its working capital and exploration activities.

### *Credit Risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. Management believes that its credit risk is not significant.

### *Interest Rate Risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's amounts due to related parties are non-interest bearing, and as such, the Company is not exposed to significant interest rate risk.

### *Foreign Currency Risk*

The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in U.S. Dollars. The Company's financial instruments denoted in U.S. Dollars are insignificant and any fluctuation in foreign currency exchange rates would have no significant impact.

### *Commodity Price Risk*

The Company is subject to price risk from fluctuations in the market prices of commodities as it relates to the possible underlying values of its commodity based mineral properties and the corresponding ability to raise funds for future operations. Management closely monitors commodity prices to determine the appropriate course of actions to be taken in its investing and financing activities. As the Company has not yet developed commercial mineral interests, it is not exposed to significant commodity price risk.

## **Capital Risk Management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to support the acquisition, exploration, and development of its exploration and evaluation assets.

The Company manages its share capital as capital, which as at June 30, 2018, was \$7,834,925 (2017 – \$5,079,500). The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue common shares or dispose of assets.

The Company does not have any externally imposed capital requirements to which it is subject. There were no changes in the Company's approach to capital management during the year ended June 30, 2018.

## **Risk and Uncertainties**

The Company's Operations and results are subject to a number of different risks at any given time. These factors, include but are not limited to disclosure regarding exploration, additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards, insurable risk and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulation risk.

- (a) the state of the capital markets, which will affect the ability of the Company to finance further mineral property acquisitions and expand its contemplated exploration programs;
- (b) the prevailing market prices for base metals and precious metals;
- (c) the consolidation and potential abandonment of the Company's property as exploration results provide further information relating to the underlying value of the property;
- (d) the ability of the Company to identify and successfully acquire additional mineral properties in which the Company may acquire an interest whether by option, joint venture or otherwise, in addition to or as an alternative to the property;

### **Internal Control over Financial Reporting**

In connection with National Instrument (“NI”) 52-109 (Certification of Disclosure in Issuer’s Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management’s Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

### **Forward-Looking Statements**

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. The words “believe”, “expect”, “anticipate”, “contemplate”, “target”, “plan”, “intends”, “continue”, “budget”, “estimate”, “may”, “will”, “schedule” and similar expressions identify forward looking statements. Forward looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets such as Canadian dollar, and U.S. dollar, fluctuations in the prices of commodities, changes in government legislation, taxation, controls, regulations and political or economic developments in Canada, the United States, or other countries in which the Company carries or may carry on business in the future, risks associated with mining or development activities, the speculative nature of exploration and development, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves. Many of these uncertainties and contingencies can affect the Company’s actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company.

Readers are cautioned that forward-looking statements are not guarantees of future performance. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those acknowledged in such statements. Specific reference is made to the Company’s most recent Annual Information Form on file with Canadian provincial securities regulatory authorities for a discussion of some of the factors underlying forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

### **Additional Information in relation to the Company**

Additional information relating to the Company is available:

- (a) On SEDAR at [www.sedar.com](http://www.sedar.com)
- (b) On the Company’s website at [www.ggxgold.com](http://www.ggxgold.com)
- (c) In the Company’s annual audited financial statements for the year ended June 30, 2018.



(formerly Revolver Resources Inc.)

Management Discussion & Analysis  
For the Year Ended June, 2018

**Outstanding Shares Data**

	Number	Exercise Price	Expiry Date
		\$	
Common Shares	45,386,942	n/a	n/a
Stock Options	95,000	0.10	March 7, 2021
Stock Options	550,000	0.265	October 27, 2021
Stock Options	850,000	0.10	April 10, 2022
Stock Options	750,000	0.20	August 1, 2022
Warrant	1,350,000	0.15	June 27, 2019
Warrant	1,666,666	0.15	June 28, 2019
Warrant	4,050,000	0.15	December 12, 2020
Warrant	120,000	0.08	February 19, 2021
Warrant	650,000	0.15	April 05, 2021
Warrant	2,700,000	0.15	April 6, 2021
Warrant	220,000	0.15	April 15, 2021
Warrant	2,809,167	0.15	May 24, 2021
Warrant	487,500	0.15	June 4, 2022
Warrant	700,000	0.20	July 5, 2022
Warrant	2,350,000	0.25	August 17, 2022
Agent's Warrant	108,000	0.15	June 27, 2019
Agent's Warrant	133,333	0.15	June 28, 2019
Agent's Warrant	164,000	0.15	December 12, 2020
Agent's Warrant	3,000	0.20	July 5, 2022
Agent's Warrant	207,500	0.25	August 27, 2022