

GSP RESOURCE CORP.

Management Discussion and Analysis For the fiscal year ended May 31, 2019

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 May 31, 2019. 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.

All capitalized terms not defined herein have the meanings ascribed to them in the long form prospectus of the Company (the "Prospectus").

1.1 – Date and Basis of Discussion & Analysis

This management discussion and analysis ("MD&A") is dated as of September 27, 2019 and should be read in conjunction with the audited financial statements of GSP Resource Corp for the year ended May 31, 2019 and for the period from incorporation on February 19, 2018 to May 31, 2018. The May 31, 2019 Financial Statements are prepared in compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board. Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. 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 September 27, 2019.

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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1.2 – Overall Performance (continued)

On February 23, 2018, 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.

The Company has never generated revenue or positive cash flows from operations. 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 fiscal year ended May 31, 2019 were primarily related to obtaining the necessary financing, as well as conducting the initial exploration program. During the period the Company incurred exploration and evaluation assets expenditures in the amount of \$241,992. See "Olivine Property, Similkameen Mining Division, British Columbia".

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".

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".

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Management Discussion and Analysis For the fiscal year ended May 31, 2019

1.2 – Overall Performance (continued)

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.

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

Olivine Property, Similkameen Mining Division, British Columbia

On February 23, 2018, 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 \$105,000, issue 200,000 of the Company’s common shares and incur aggregate minimum exploration expenditure of \$300,000 on the Olivine Property 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”, 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	-	
Twelfth-month anniversary of the Listing Date	\$ 25,000	-	\$100,000
Eighteenth anniversary of the Listing Date	\$ 25,000	-	-
Twenty-fourth month anniversary of the Listing Date	-	-	\$200,000
	<u>\$ 105,000</u>	<u>200,000</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. claims are also subject to a 2% Net Smelter Return (“NSR”) Royalty payable commencing from the date upon which the Olivine 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.

Expenditures related to the Olivine Property can be summarized as at May 31, 2019 as follows:

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1.2 – Overall Performance (continued)

	May 31, 2018	Additions	May 31, 2019
	\$	\$	\$
Acquisition costs			
Additions during the period			
Property option payments - cash	15,000	40,000	55,000
Property option payments - shares	-	35,000	35,000
Other claims - cash	-	991	991
	<u>15,000</u>	<u>75,991</u>	<u>90,991</u>
Exploration costs			
Additions during the period			
Airborne geophysical survey	85,000	-	85,000
Assessment report	-	6,554	6,554
Fieldwork	1,000	6,609	7,609
Geological consulting	-	5,006	5,006
Geological survey	-	1,375	1,375
Laboratory analysis	-	46,396	46,396
Project management	14,532	13,577	28,109
Soil sampling	-	36,315	36,315
Technical report	10,634	13,158	23,792
Travel, supplies and field expenses	250	37,012	37,262
	<u>111,416</u>	<u>166,001</u>	<u>277,417</u>
Balance, end of year	<u>126,416</u>	<u>241,992</u>	<u>368,408</u>

1.3 – Selected Annual Information

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

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1.4 – Results of Operations

	Three Months Ended May 31, 2019	Three Months Ended May 31, 2018	Year Ended May 31, 2019	Incorporation on February 19, 2018 to May 31, 2018
	\$	\$	\$	\$
General and administrative expenses				
Consulting	-	-	3,000	-
Insurance	1,000	-	1,482	-
Management fees	15,000	-	30,000	-
News releases	-	-	2,488	-
Office and miscellaneous	2,284	39	7,404	252
Professional fees	6,391	2,291	31,176	2,643
Regulatory fees	1,300	-	1,628	-
Rent	4,500	-	6,000	-
Stock based compensation	16,183	-	162,607	-
Travel and promotion	1,232	-	2,542	-
Website	-	-	3,000	-
Loss before income taxes	47,890	2,330	251,327	2,895
Deferred tax expense (recovery)	(37,741)	25,377	(25,740)	25,377
Net loss and comprehensive loss for the year	10,149	27,707	225,587	28,272

No cash dividends have been paid during the period from incorporation on February 19, 2018 to May 31, 2019.

Operations during the year ended May 31, 2019 were primarily related to obtaining the necessary financing, as well as conducting the initial exploration program on the Olivine Property. Please see disclosure under "Olivine Mountain Property, Similkameen Mining Division, British Columbia".

There were no investor relations arrangements entered into during the year ended May 31, 2019. There were no legal proceedings, contingent liabilities, and defaults under debt or other contractual obligations, breach of any laws or special resolutions during year ended May 31, 2019, other than as noted (see Related Party transactions).

The Company was incorporated on February 19, 2018. During the period from incorporation to May 31, 2018, the Company raised \$364,250 through private funding, acquired the Olivine Mountain Property for a cash payment of \$15,000 and commenced an initial exploration program pursuant to which it expended \$111,416 for exploration costs. The Company also took initial steps to acquire additional financing pursuant to an Initial Public Offering which resulted in listing of its shares on the TSX Venture Exchange as listed on November 29, 2018. During the fiscal year ended May 31, 2018, the Company's activities were minimal. Operating expenses for period from incorporation to May 31, 2018 amounted to \$2,895, of which \$252 related to office expenses and \$2,643 for professional legal services.

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1.4 – Results of Operations (continued)

For the year ended May 31, 2019, the Company incurred operating expenses of \$251,327. The Company incurred a consulting fee in the amount of \$3,000. The Company acquired Director and Officer Liability Insurance during the year and expensed \$1,482 to operations. Office and miscellaneous expenditures were incurred for bank fees and interest, general office and telephone expenses in the amount of \$7,404 in connection with the maintenance of its office. Professional fees of \$31,176 included \$10,700 incurred for audit services in connection with the Company's annual audit, fees for legal and corporate services of \$5,476 and fees paid to the Company's Chief Financial Officer for services rendered to the Company in the amount of \$15,000. Regulatory fees paid to maintain the Company's listing on the TSX Venture Exchange amounted to \$1,628. Stock based compensation is associated with the vesting of benefits upon the granting of incentive stock options to officers' directors and consultants in accordance with the Company's stock option plan. The Company accrues stock-based payments over vesting periods associated with each grant. During the fiscal periods ended May 31, 2019 and 2018, provisions for deferred income taxes were provided for temporary timing differences between the carrying amount of assets and liabilities for financial reporting purposes and their tax values.

The Company entered into a monthly office lease agreement commencing February 1, 2019 at a rate of \$1,500 per month. During fiscal year ended May 31, 2019 the Company granted 900,000 incentive stock options immediately upon the listing of the Company's shares on the TSX Ventures Exchange. The options vested immediately, and the Company recorded stock-based compensation to profit and loss in the amount of \$157,538. On April 11, 2019 the Company granted an additional 75,000 options to a consultant and recorded stock-based compensation in the amount of \$5,069 (see "Stock Options"). Travel and promotion expenditures were incurred primarily in connection with the Company's attendance at the Toronto PDAC conference. The Company also incurred \$3,000 with respect to maintaining its website. Deferred tax recovery in the amount of \$51,117 was recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The Company will undertake to incur (or be deemed to incur) sufficient CEE that qualify as "flow-through mining expenditures" (for purposes of the Tax Act), on or before December 31, 2019, so as to enable the Company to renounce, effective on or before December 31, 2018, in favour of subscribers of FT Shares, an amount equal to the aggregate purchase price for the FT Shares paid by such subscriber.

In the event that the Company does not incur (or is not deemed to have incurred) CEE on or before December 31, 2019 in an amount at least equal to the amounts renounced with respect to the FT Shares to the purchasers of FT Shares, the Company will be required to reduce the amount of CEE renounced to the Holders and the Holders' income tax returns for the years in which the CEE was claimed will be reassessed accordingly. A Holder that is an individual will not be subject to any penalties for any such reassessment and will not be subject to any interest charges for any additional taxes payable if such taxes are paid by the individual Holder on or prior to April 30, 2020.

During the three months ended May 31, 2018 the Company's operating activities were minimal. During the three months ended May 31, 2018, the Company incurred operating expenditures of \$2,330 of which \$39 pertained to office expenditures and \$2,291 for professional legal services.

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1.4 – Results of Operations (continued)

During the three months ended May 31, 2019, the Company incurred operating expenses of \$47,890 including management fees paid to Simon Dyakowski, the Company's Chief Executive Officer, of \$9,000 and management fees in the amount of \$6,000 paid to Max Investments Inc, a company controlled by Christopher Dyakowski, a Director and Chairman of the Board. The Company acquired Director and Officer liability insurance and expensed \$1,000 to operations during the period. Office and miscellaneous expenses in the amount of \$2,284 were incurred for bank fees, general office maintenance and telephone expenses in the period. Professional fees included \$1,391 for legal services and \$5,000 paid 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. Regulatory fees in the amount of \$1,300 for filing and transfer agent fees were incurred for maintenance of the Company's listing on the TSX Venture Exchange. During the period the Company incurred \$1,231 for travel and promotion. During the fiscal periods ended May 31, 2019 and 2018 provisions for deferred income taxes were provided for temporary timing differences between the carrying amount of assets and liabilities for financial reporting purposes and their tax values.

1.5 – Summary of Quarterly Results (Unaudited)

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

Fiscal quarters ended in Fiscal year ended May 31, 2019	May 31, 2019 \$	February 28, 2019 \$	November 30, 2018 \$	August 31, 2018 \$
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)
Fiscal quarters ended In Fiscal year ended May 31, 2018	May 31, 2018 \$	February 28, 2018* \$		
Sales or Revenue	-	-		
Income (loss)	(27,707)	(565)		
Income (loss) per common share (Basic and Diluted)	(0.01)	(565)		

- For the period from Incorporation on February 19, 2018 to February 28, 2018.

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 May 31, 2019, the Company had a cash balance of \$523,619 to settle due to related parties, accounts payable and accrued liabilities of \$Nil. 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.

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1.6 – Liquidity (continued)

During the fiscal year ended May 31, 2019, cash used in operating activities was \$117,751, cash used in investing activities was \$219,433, cash derived from financing activities was \$616,351.

Shareholder's equity as at May 31, 2019 was \$896,061 (May 31, 2018 - \$335,978). The Company will need to raise additional sources of funding to maintain operations at the current 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. Although the Company has been successful in the past in rising the necessary funding to continue operations, there can be no certainty it will be able to do so in the future.

On February 23, 2018, 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 \$105,000 (of which \$55,000 is paid to May 31, 2019), issue 200,000 of the Company's Common Shares (issued) and spend aggregate of \$300,000 minimum exploration expenditures of which \$277,417 has been incurred as of May 31, 2019). See "Olivine Mountain Property".

1.7 – Capital Resources

The capital resources of the Company as at May 31, 2019 are primarily its cash of \$523,619. 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 May 31, 2019, there were no off-balance sheet arrangements to which the Company was committed.

1.9 – Transactions with Related Parties

During the fiscal year ended May 31, 2019, the Company had the following related party transactions and balances:

- (a) During the year ended May 31, 2019, the Company has the following transactions with a company controlled by a Director and Chairman of the Board:
 - According to the signed consulting agreement (the "Agreement") on December 1, 2018, the Company should pay consulting fee in the amount of \$2,000 per month effective on the date of the Agreement. During the fiscal year ended May 31, 2019, the Company paid \$12,000 (2018: \$Nil)
 - During the year ended May 31, 2019, the Company paid \$155,489 for project management services and other exploration expenditures related to the Olivine Mountain Property (May 31, 2018 - \$111,416). Such amount has been included in Exploration and Evaluation Assets.

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1.9 – Transactions with Related Parties (continued)

- Included in due to related parties as at May 31, 2019 is \$Nil (May 31, 2018 - \$12,441) due to this company.
- (b) On December 1, 2018, the Company entered a consulting agreement (the “CEO Agreement”) with the Company’s Chief Executive Officer to provide management services for \$3,000 per month effective on the date of the CEO Agreement. During the fiscal year ended May 31, 2019 the Company paid management fees in the amount of \$18,000 to the Company’s Chief Executive Officer.

Included in due to related parties as at May 31, 2019 is \$Nil (May 31, 2018 - \$383) due to the Company’s Chief Executive.

- (c) Included in professional fees is \$15,000 and included in share issue costs is \$7,500 paid during the fiscal year ended May 31, 2019 to the Company’s Chief Financial Officer for services rendered to the Company (2018 - \$Nil).
- (d) During the year ended May 31, 2019, the Company granted 900,000 options to its directors and officers.

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 – Proposed Transactions

The Company has no pending or proposed transactions May 31, 2019.

1.11 – Critical Accounting Estimates

The Company has outlined the basis of its critical accounting estimates in Note 3 of the May 31, 2019 Financial Statements.

1.12 – Changes in Accounting Policies – International Financial Reporting Standards (“IFRS”)

Changes in Accounting Policies

New accounting standards effective for annual periods on or after May 31, 2019:

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.

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1.13 – Financial Instruments and Other Instruments

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 May 31, 2019, the Company had a cash balance of \$523,619 to settle due to related parties, accounts payable and accrued liabilities of \$Nil. 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.

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1.14 – Other MD&A Requirements

Share Capital

Disclosure of Outstanding Share Data

- i) Authorized: Unlimited common shares without par value
- ii) 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
Total as at May 31, 2018		6,550,000	364,250
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
Total as at May 31, 2019		10,601,500	953,801

As at May 31, 2019, 10,601,500 (May 31, 2018 – 6,550,000) common shares with no par value were issued and outstanding.

During the year ended May 31, 2019, the Company issued common shares of the Company (the “Shares”) 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. A deferred tax asset of \$25,377 was recognized in share capital.

- 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.

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1.14 – Other MD&A Requirements (continued)

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.

iii) Escrow Shares

As at May 31, 2019 the Company has 4,912,500 common shares 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*.

iii) 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 May 31, 2019, the Company has incurred approximately \$49,000 of qualified expenditures. The Company has approximately \$121,000 unspent flow-through proceeds which management expected to fully spend by December 31, 2019. The incurred expenditures resulted in a \$25,740 reversal of the flow-through share premium liability. As at May 31, 2019, the flow-through share premium liability is \$24,260.

iv) Agent warrants

The following is a summary of agents’ warrant transactions for the year ended May 31, 2019 and the period from incorporation to May 31, 2018:

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1.14 – Other MD&A Requirements (continued)

	May 31, 2019		May 31, 2018	
	Number of warrants	Weighted average exercise price \$	Number of warrants	Weighted average exercise price \$
Warrants outstanding, beginning of the period	-	-	-	-
Issued (Note 5b)	302,120	0.20	-	-
Warrants outstanding, end of the period	302,120	0.20	-	-

Issuance Date	Number Outstanding	Exercise Price	Expiry Date
November 29, 2018	302,120	\$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, 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

v) 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.

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1.14 – Other MD&A Requirements (continued)

	May 31, 2019		May 31, 2018	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Options outstanding, beginning of the period	-	-	-	-
Issued	975,000	0.20	-	-
Options outstanding, end of the period	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.

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

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	100,000	17,504
		800,000	\$ 140,034
Consultants			
Nicholas Ayling	Consultant	60,000	10,503
Ben Grant	Consultant	40,000	7,002
		900,000	\$ 157,538
Consultant			
John Kerr	Consultant	75,000	5,069
		975,000	\$162,607

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% vests every three months thereafter. As at May 31, 2019, 18,750 options are exercisable. Subsequent to May 31, 2019, 37,500 options have been cancelled.

GSP RESOURCE CORP.

Management Discussion and Analysis For the fiscal year ended May 31, 2019

1.14 – Other MD&A Requirements (continued)

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. See subsequent events.

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

	May 31, 2019
Risk-free interest rate	1.36% to 1.59%
Expected dividend yield	-
Expected Volatility	129.40% to 132.40%
Expected terms in years	5 years

See “1.16 – Subsequent Event”.

1.15 – Subsequent events

On August 6, 2019, upon the termination of a consulting agreement, the Company cancelled 37,500 of the 75,000 options that were exercisable on or before April 11, 2024 at a price of \$0.20 per share. The remaining 37,500 options that had previously vested remain exercisable by the consultant for a period of 90 days thereafter, expiring as of November 4, 2019. See “Stock Options”.

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.

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For the fiscal year ended May 31, 2019**

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 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.

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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 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.

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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 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.