

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

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 August 31, 2024. These assumptions, which include management's current expectations, estimates and assumptions about the global economic environment may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) inability to locate and identify potential business acquisitions, (3) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (4) other factors beyond our control. There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. Unless otherwise required by applicable securities laws, the Issuer disclaims any obligation to update any forward-looking statements, whether as a result of new events, circumstances and information, future events or results or otherwise. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

1.1 – Date and Basis of Discussion & Analysis

This management discussion and analysis ("MD&A") has been prepared based on information available to the Company as of October 25, 2024, and should be read in conjunction with the unaudited condensed interim financial statements of GSP Resources Corp for the Three months August 31, 2024, and the audited financial statements of GSP Resource Corp for the years ended May 31, 2024, and May 31, 2023. The unaudited condensed interim financial statements are prepared in compliance with International Financial Reporting Standard 34 – Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Unless expressly stated otherwise, all financial information is presented in Canadian dollars.

Readers are encouraged to read the Forward-Looking Statement disclaimer included with this MD&A. All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

This MD&A has been prepared based on information available to the Company as of October 25, 2024.

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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 1030 – 505 Burrard Street, Vancouver, B.C., V7Y M53 PO Box 55.

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.

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

On April 15, 2024, the Company entered into an acquisition agreement to acquire a 100% interest in the Mer Claims in the Highland Valley Copper Camp of British Columbia. The two Mer claims are comprised of 185 hectares in the Kamloops Mining Division. See “Exploration and Evaluation Assets”.

The Company has never generated revenue or positive cash flows from operations. For the three months ended August 31, 2024, the Company reported a net loss of \$(74,361), cash used in operating activities of \$(70,113), and an accumulated deficit of \$(2,277,534). For the Fiscal year ended May 31, 2024, the Company reported a net loss of \$(557,950), cash used in operating activities of \$(439,822), and an accumulated deficit of \$(2,202,903).. The Company’s ability to continue its operations as intended is dependent on its ability to obtain necessary financing and raise capital sufficient to cover its operating costs.

Operations during the three months ended August 31, 2024, and during the fiscal year ended May 31, 2023, were primarily related to obtaining the necessary financing, as well as conducting exploration programs on the Alwin Property.

During the three months ended August 31, 2024, the Company incurred exploration and evaluation assets expenditures in the amount of \$85,557, and during the fiscal year ended May 31, 2024, the Company incurred exploration and evaluation assets expenditures in the amount of \$418,814. See “Exploration and Evaluation Assets”.

The Company 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 financing may be required.

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Management Discussion and Analysis For the Three Months ended August 31, 2024

1.2 – Overall Performance (cont'd...)

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 the 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 three months ending August 31, 2024, the Company issued 300,000 common shares pursuant to the exercise of incentive stock options. During the Fiscal year ended May 31, 2024, the Company issued common shares of the Company pursuant to private placements of flow through and non-flowthrough common shares, for the acquisition of mineral interests, and for the exercise of warrants. See “Share Capital”. Subsequent to August 31, 2024, the Company issued 6,500,000 non-flow-through units at a price of \$0.10 per unit (See Subsequent Events).

Exploration and evaluation assets

Alwin Property, Kamloops Mining Division, British Columbia

On January 30, 2020 (as amended November 27, 2020, December 16, 2022, June 29, 2023, February 01, 2024, and July 30, 2024), the Company entered into an option agreement to acquire a 100% interest in 9 mining claims located in the Similkameen Mining District of British Columbia.

On July 30, 2024, the Company signed an option agreement amendment between itself and Alwin Mineral Property Optionor. The Optionor agreed to extend the \$50,000 cash payment that was originally due on August 05, 2024, to the 5th Anniversary of the Approval Date, in exchange for additional consideration of 900,000 share issuance on or before the 5th Anniversary of the Approval Date. (Approval date is February 11, 2020).

To acquire the 100% interest, the Company must make cash payments of \$200,000 (of which \$75,000 is paid as of May 31, 2024), and issue 4,833,332 of the Company's common shares (of which 1,933,332 are issued as of May 31, 2024) as follows:

Date	Cash	Shares
Upon receipt of TSX Venture Exchange approval of the Option Agreement (the “Approval Date”) (paid and issued)	\$ 25,000	200,000
On or before 1 st Anniversary of the Approval Date (paid and issued)	\$ 25,000	200,000
On or before 2 nd Anniversary of the Approval Date (paid and issued)	\$ 25,000	300,000
On or before 3 rd Anniversary of the Approval Date (issued)	\$ -	400,000
On or before August 5, 2023 (s amended December 16, 2022) (issued)	\$ -	333,332
On or before 4 th Anniversary of the Approval Date (issued)	\$ -	500,000
On or before 5 th Anniversary of the Approval Date	\$ 125,000	900,000
On or before the earlier of a bankable feasibility study and the 8 th Anniversary of the Approval Date	\$ -	2,000,000
	<u>\$ 200,000</u>	<u>4,833,332</u>

During the term of the option, the Company is required to keep the claims in good standing. These claims are also subject to a 1.8% Gross Smelter Return (“GSR”) Royalty to the Optionors. The Company has the option to repurchase 0.8% GSR Royalty for \$1,500,000, leaving the Optionors with a 1% GSR Royalty.

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Management Discussion and Analysis For the Three Months ended August 31, 2024

1.2 – Overall Performance (cont'd...)

Exploration and evaluation Assets (cont'd...)

Olivine Mountain Property, Similkameen Mining Division, British Columbia

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

	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, (paid and issued)	\$ 20,000	200,000	-
Six-month anniversary of the Listing Date (paid)	\$ 20,000	-	-
Fifteenth-month anniversary of the Listing Date (issued and incurred)	\$ -	75,000	\$100,000
Twenty-fourth month anniversary of the Listing Date (incurred)	\$ -	-	\$200,000
Thirtieth month anniversary of the Listing Date (paid)	\$ 25,000	-	-
	<u>\$ 80,000</u>	<u>275,000</u>	<u>\$300,000</u>

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

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

Agreement with Full Metal Minerals Ltd.

The TSX Venture Exchange accepted for filing an option agreement dated February 24, 2020 (as amended on Jul. 30, 2020, Aug. 28, 2020, Dec. 15, 2020, Feb. 1, 2021, March 12, 2021 and April 15, 2023), between Full Metal Minerals Ltd. and the Company, whereby Full Metal Minerals Ltd. has been granted an option to acquire 60 per cent of the Company's right, title and interest in and to the Olivine Mountain property in British Columbia for consideration in the amount of \$535,000 in cash (of which \$110,000 is paid) and the issuance of 380,000 shares (of which 200,000 are issued) over four years. The exploration expenditures will be \$1,125,000 over four years (of which \$75,000 is spent).

On April 15, 2023, the Company agreed to extend the terms of an option agreement between itself and Full Metal Minerals Ltd., whereby for consideration in the amount of \$20,000 and the issuance to the Company of 30,000 Full Metal Minerals Ltd. common shares (both of which were received during the year ended May 31, 2024), the Company agreed to extend certain terms of payment and exploration expenditure commitments.

During the year ended May 31, 2024, the Company received 30,000 Full Metal Minerals Ltd. common shares at a fair value of \$1,200 as partial consideration for the disposition of Olivine Property. As of May 31, 2023, the Company held 70,000 shares at a fair value of \$5,600. As of May 31, 2024, the fair value of the 100,000 common shares of Full Metal Minerals Ltd. was \$4,500. During the year ended May 31, 2024, the Company recorded a fair value adjustment of \$2,300.

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Management Discussion and Analysis For the Three Months ended August 31, 2024

1.2 – Overall Performance (cont'd...)

Exploration and evaluation Assets (cont'd...)

Mer Claims Kamloops Mining Division, British Columbia

On April 15, 2024, the Company entered into an acquisition agreement to acquire a 100% interest in the Mer Claims in the Highland Valley Copper Camp of British Columbia. The two Mer claims are comprised of 185 hectares in the Kamloops Mining Division. To acquire the 100% interest, the Company paid a cash payment of \$10,000 and issued 100,000 of the Company's common shares. The Claims are subject to a 1.0% Net Smelter Return ("NSR") Royalty. The Company has the option to repurchase the 1.0% NSR Royalty for \$500,000.

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**Management Discussion and Analysis
For the Three Months ended August 31, 2024**

1.2 – Overall Performance (cont'd...)

Exploration and Evaluation assets can be summarized as follows:

	May 31, 2023	Additions	May 31, 2024	Additions	August 31, 2024
	\$	\$	\$	\$	\$
Acquisition costs					
Alwin Project					
Property option payments - cash	117,000	-	117,000	-	117,000
Property option payments - shares	150,500	60,000	210,500	-	210,500
-	267,500	60,000	327,500	-	327,500
Mer Claims					
Property option payments - cash	-	10,000	10,000	-	10,000
-	-	12,000	12,000	-	12,000
-	-	22,000	22,000	-	22,000
Olivine Property					
Property option payments - cash	80,000	-	80,000	-	80,000
Property option payments - shares	49,250	-	49,250	-	49,250
Other claims - cash	991	-	991	-	991
Option payments received	(107,175)	(21,200)	(128,375)	-	(128,375)
	23,066	(21,200)	1,866	-	1,866
Total acquisition costs	290,566	60,800	351,366	-	351,366
Exploration costs					
Alwin Project					
Drilling	826,218	151,215	977,433	-	977,433
Environmental consulting	1,230	-	1,230	-	1,230
Fieldwork	21,250	-	21,250	-	21,250
Geological consulting	365,150	188,888	554,038	84,477-	638,515
Laboratory and analysis	96,437	-	96,437	-	96,437
Technical consulting	160,122	-	160,122	-	160,122
Travel, supplies and field expenses	35,438	19,976	55,414	1,080	56,494
	1,505,845	360,079	1,865,924	85,557-	1,951,480
Olivine Property					
Airborne geophysical survey	85,000	-	85,000	-	85,000
Assessment report	8,564	-	8,564	-	8,564
Core cutting	8,050	-	8,050	-	8,050
Drilling	122,683	-	122,683	-	122,683
Fieldwork	7,609	-	7,609	-	7,609
Geological consulting	19,239	-	19,239	-	19,239
Geological survey	1,375	-	1,375	-	1,375
Laboratory analysis	69,002	-	69,002	-	69,002
Mobilization	8,467	-	8,467	-	8,467
Permitting	3,550	-	3,550	-	3,550
Project management	28,109	-	28,109	-	28,109
Road clearing	1,000	-	1,000	-	1,000
Soil sampling	36,315	-	36,315	-	36,315
Technical report	23,792	-	23,792	-	23,792
Travel supplies and field expenses	79,097	-	79,097	-	79,097
	501,852	-	501,852	-	501,852
Mining exploration tax credit	(136,451)	(2,065)	(138,516)	-	(138,516)
Total exploration costs	1,871,246	358,014	2,229,260	85,557	2,314,816
Balance, end of period	2,161,812	418,814	2,580,626	85,557	26,66,182

GSP RESOURCE CORP.**Management Discussion and Analysis
For the Three Months ended August 31, 2024****1.3 – Selected Annual Information**

As at	May 31, 2024	May 31, 2023	May 31, 2022
	\$	\$	\$
Current Assets	166,775	211,154	262,887
Exploration and Evaluation Assets	2,580,626	2,161,812	2,053,445
Reclamation bond	27,000	27,000	27,000
Total Assets	2,774,401	2,399,966	2,343,332
Current Liabilities	90,451	176,309	21,379
Total liabilities	90,451	176,309	21,379
Share Capital	4,101,427	3,304,141	3,148,704
Reserves	785,426	564,469	529,256
Deficit	(2,202,903)	(1,644,953)	(1,356,007)
Shareholders' Equity	2,683,950	2,223,657	2,321,953
Total Liabilities and Shareholders' Equity	2,774,401	2,399,966	2,343,332

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1.4 – Results of Operations

	Three months ended August 31, 2024	Three months ended August 31, 2023
	\$	\$
General and administrative expenses		
Management fees	30,000	30,000
Stock based compensation	15,412	64,000
Business development	12,000	23,000
Professional fees	6,835	16,401
Regulatory and transfer agent fees	3,392	11,857
Office and miscellaneous	2,268	1,038
Rent	2,250	2,250
Insurance	1,875	1,875
Shareholder information	1,289	20,193
Travel and promotion	500	706
Investor relations	-	2,500
Website	-	533
Loss before income taxes and other income (losses)	75,321	174,353
Interest income	(1,190)	(888)
Fair value adjustments on marketable securities	-	2,800
Net loss and comprehensive loss for the period	74,361	176,265

Operations during the three months ended August 31, 2024, and 2023 were primarily related to obtaining the necessary financing, as well as conducting the exploration programs on the Alwin Property. See disclosure under “Exploration and Evaluation Assets”.

For the Three months ended August 31, 2024, the Company incurred a net loss of \$74,361 (2023 - \$176,265).

The Company incurred business development fees in the amount of \$12,000 (2023 - \$23,000), for corporate development and strategic planning.

The Company acquired Director and Officer Liability Insurance during the year and expended \$2,500 (2023 - \$2,500) to operations during the period.

The Company incurred management fees paid to Simon Dyakowski, the Company's Chief Executive Officer, of \$22,500 (2023 - \$22,500) and management fees in the amount of \$7,500 (2023 - \$7,500) paid Max Investments Inc, a company controlled by Christopher Dyakowski, a Director and Chairman of the Board. (See “Related Party Transactions”).

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1.4 – Results of Operations (cont'd...)

Office and miscellaneous expenditures were incurred for bank fees and interest, licences, general office and telephone expenses in the amount of \$2,268 (2023 - \$1,038) in connection with the maintenance of its office.

Professional fees of \$6,835 (2023 - \$16,401) included fees for legal and corporate services of \$1,835 (2023 - \$11,401), audit and related fees of \$Nil (2023 - \$Nil) and fees paid to the Company's Chief Financial Officer for services rendered to the Company in the amount of \$5,000 (2023 - \$5,000).

Regulatory fees paid to maintain the Company's listing on the TSX Venture Exchange amounted to \$1,455 (2023 - \$8,034) and fees paid for transfer agent fees amounted to \$1,937 (2023 - \$3,813).

The Company entered into a monthly office rent agreement. Commencing July 1, 2022, the rate is amended to \$750 per month (formerly \$1,000 per month), Rent incurred during the Three months ended August 31, 2024, was \$2,250 (2023 - \$2,250).

The Company has recorded and prorates insurance costs incurred for Director and Officer's insurance in the amount of \$1,875 (2023 - \$1,875) per fiscal quarter.

The Company incurred \$1,289 (2023 - \$20,193) for advertising, news releases and dissemination of information to shareholders.

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 Three months ended August 31, 2024, the Company recorded \$15,412 (2023 - \$64,000). (See "Stock Options").

During the Three months ended August 31, 2024, the Company incurred \$500 (2023- \$706) for travel and promotion.

The Company incurred fees for investor relations services during the Three months ended August 31, 2024, in the amount of \$Nil (2023 - \$2,500).

Fees incurred for the maintenance of the Company's website during the Three months ended August 31, 2024, was \$Nil (2023 - \$533).

Interest income earned on Reclamation Bonds placed on deposit was \$1,190 (2023 - \$888) in the Three months ended August 31, 2024.

During the Three months ended August 31, 2024, the Company a fair value adjustment on marketable securities (See "Full Metal Minerals Ltd. agreement") in the amount of \$Nil (2023 - \$2,800).

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Management Discussion and Analysis For the Three Months ended August 31, 2024

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, 2025	May 31, 2024 \$	February 28, 2024 \$	November 30, 2023 \$	August 31, 2023 \$
Sales or Revenue			-	-
Income (loss)				(74,361)
Income (loss) per common share (Basic and Diluted)				(0.00)
Fiscal quarters ended in Fiscal year ended May 31, 2024	May 31, 2024 \$	February 28, 2024 \$	November 30, 2023 \$	August 31, 2023 \$
Sales or Revenue			-	-
Income (loss)	(107,144)	(158,025)	(116,516)	(176,265)
Income (loss) per common share (Basic and Diluted)	(0.00)	(0.01)	(0.01)	(0.01)
Fiscal quarters ended in Fiscal year ended May 31, 2023	May 31, 2023 \$	February 28, 2023 \$	November 30, 2022 \$	
Sales or Revenue				
Income (loss)	(59,377)	(101,354)	(79,765)	
Income (loss) per common share (Basic and Diluted)	(0.00)	(0.00)	(0.00)	

1.6 – Liquidity

Subsequent to August 31, 2024, the Company raised gross proceeds of \$650,000 upon the issuance of units pursuant to private placement (See Subsequent Events).

During the three months ended August 31, 2024, the Company raised \$36,000 through issuance of common shares upon the exercise of incentive stock options.

On December 27, 2023, the Company issued 1,741,682 units at a price of \$0.12 per unit for gross proceeds of \$209,002. Each unit consists of one flow-through common share and one-half of one transferable common share purchase warrant. Each whole warrant entitles the holder to purchase one non-flow-through common share of the Company at a price of \$0.20 per share for a period of two years. The Company paid aggregate cash finder's fees of \$8,760 and issued 73,001 non-transferable finder's warrants at fair value of \$4,260 to certain brokers on a portion of the private placement. The finder's warrants entitle the holder to purchase one non-flow-through common share of the Company at a price of \$0.12 per share for a period of two years.

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Management Discussion and Analysis For the Three Months ended August 31, 2024

1.6 – Liquidity (cont'd...)

On October 5, 2023, the Company issued 1,165,233 units at a price of \$0.215 per unit for gross proceeds of \$250,525. Each unit consists of one flow-through common share and one-half of one transferable common share purchase warrant. Each whole warrant entitles the holder to purchase one non-flow-through common share of the Company at a price of \$0.30 per share for a period of two years. The Company paid aggregate cash finder's fees of \$14,000 and issued 74,419 non-transferable finder's warrants at fair value of \$6,537 to certain brokers on a portion of the private placement. The finder's warrants entitle the holder to purchase one non-flow-through common share of the Company at a price of \$0.215 per share for a period of two years.

On September 7, 2023, the Company issued 62,500 common shares upon the exercise of warrants at \$0.15 per share for total proceeds of \$9,375.

On June 19, 2023, the Company closed a non-brokered private placement of 3,000,000 units at a price of \$0.12 per unit for gross proceeds of \$360,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.12 per share for a period of three years. The Company paid aggregate cash finder's fees of \$7,699 and issued 64,155 non-transferable finder's warrants at fair value of \$4,160 to certain brokers on a portion of the private placement. The finder's warrants have the same terms as the warrants.

As of May 31, 2023, the Company had proceeds of share subscriptions received in advance in the amount of \$108,000.

Although the Company has been successful in the past in raising the necessary funding to continue operations, there can be no certainty it will be able to do so in the future.

The Company is committed to expenditures pursuant to the Mer, Olivine and Alwin Property agreements. See "Exploration and Evaluation Assets".

1.7 – Capital Resources

The capital resources of the Company as of August 31, 2024, are primarily its cash of \$140,581 (May 31, 2024 - \$135,408). 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 of August 31, 2024, there were no off-balance sheet arrangements to which the Company was committed.

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1.9 – Transactions with Related Parties

During the year ended May 31, 2024, the Company had the following related party transactions and balances:

- (a) The Company entered into a consulting agreement, with Max Investments Inc. (a company controlled by Christopher Dyakowski, a Director and Chairman of the Board) to provide management services for \$2,500 per commencing April 1, 2021).

During the three months ended August 31, 2024, the Company paid or accrued \$7,500 (2024 - \$7,500) to Max Investments Inc. Included in account payable and accrued liabilities as of August 31, 2024, is \$36,750 (May 31, 2024 - \$28,875).

- The Company paid \$3,500 (2023 - \$Nil) to Max Investments for onsite supervision of drilling activities related to the Alwin Property. Such amounts are included in Exploration and Evaluation Assets.
 - Included in due to related parties as of August 31, 2024, is \$950 (May 31, 2024 - \$950) due to Christopher Dyakowski for expenses incurred on behalf of the Company.
- (b) The Company entered into a consulting agreement (the “CEO Agreement”) with Simon Dyakowski, the Company’s Chief Executive Officer to provide management services for \$7,500 per month commencing April 1, 2021. During the three months ending August 31, 2024, the Company paid management fees in the amount of \$22,500 (2024 - \$22,500) to the Company’s Chief Executive Officer. Included in account payable and accrued liabilities as of August 31, 2024, is \$7,875 (May 31, 2024 - \$Nil).
- Included in due to related parties as of August 31, 2024, is \$4,880 (May 31, 2024 - \$2,380) due to Simon Dyakowski for expenses incurred on behalf of the Company.
- (c) During the three months ended August 31, 2024, the company incurred professional fees of \$5,000 (2024 - \$5,000) paid or payable to the Company’s Chief Financial Officer (Kenneth Phillippe) for services rendered to the Company.
- Included in accounts payables and accrued liabilities as of August 31, 2024, is \$13,000 (May 31, 2024 - \$8,000).

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.

Stock options granted to Directors and Officers during the year ended May 31, 2024, were as follows:

- On August 16, 2023, the Company granted 1,000,000 incentive stock options at \$0.10 per common share, exercisable on or before August 16, 2028. Of these, 750,000 options granted to directors, officers (as below) vested immediately. 150,000 options to certain consultants also vested immediately. 100,000 options granted to Synergy Communications Capital Inc., a consultant providing investment relations services, vests quarterly over 12 months.
- On January 2, 2024, the Company granted 1,000,000 incentive stock options at \$0.10 per common share, exercisable on or before January 2, 2029, vesting immediately. Of these, 900,000 options were granted to directors and officers and 100,000 to consultants.

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1.9 – Transactions with Related Parties (cont'd...)

		Expiry January 2029	Expiry August 2028
Directors and officers	Position	Number of options	Number of options
Simon Dyakowski	CEO & Director	300,000	200,000
Christopher Dyakowski	Director	200,000	150,000
Kenneth Phillippe	CFO	100,000	100,000
Jordan Trimble	Director	100,000	100,000
Justin Kates	Director	100,000	100,000
Rodney Stevens	Director	100,000	100,000
		900,000	750,000

1.10 – Fiscal Quarter ended August 31, 2024

Refer to 1.4 – Results of Operations for a statement of operating results for the three months ended August 31, 2024.

1.11 – Proposed Transactions

The Company has no pending or proposed transactions as of August 31, 2024, other than as noted herein.

1.12 – Critical Accounting Estimates

The Company has outlined the basis of its critical accounting estimates in Note 3 of August 31, 2024, and May 31, 2024, Financial Statements.

1.13 – Changes in Accounting Policies

Adoption of new accounting standards

The new standards, or amendment to standards and interpretations that were adopted by the Company, effective June 01, 2023, are as follows:

Disclosure of Accounting Policies (Amendments to IAS 1)

The IASB has issued amendments to IAS 1 Presentation of Financial Statements which require entities to disclose their “material” accounting policy information rather than their “significant” accounting policies. The amendments explain that accounting policy information is material if omitting, misstating; or obscuring that information could reasonably be expected to influence decisions that the primary users of the financial statements make on, the basis of, those financial statements. The amendments also clarify that accounting policy information may be material because of its nature, even if the related amounts are immaterial. The adoption of this amendment did not have a material impact on the Company’s financial statements.

New accounting standards issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC; however, none have been identified as applicable or consequential to the Company.

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

1.14 – Financial 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 consist of cash, marketable securities, accounts payable and accrued liabilities and due to related parties. The carrying value of cash, accounts payable and accrued liabilities and due to related parties are carried on the statements of financial position at amortized cost and the fair values of these financial instruments approximate their carrying value due to their short-term nature. Marketable securities are recorded at fair value based on the quoted market price in active markets at the recording date, which is consistent with Level 1 of the fair value hierarchy.

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

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+.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they become due. Refer to Note 1 of the Company's August 31, 2024, and May 31, 2024, financial statements 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 of August 31, 2024, the Company had a cash balance of \$140,581 (May 31, 2024 - \$130,408) to settle due to related parties, accounts payable and accrued liabilities of \$177,787 (May 31, 2024 - \$90,951). 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.

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

1.14 – Financial Instruments (cont'd...)

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.

1.15 – Other MD&A Requirements

Share Capital

Disclosure of Outstanding Share Data

a) Authorized:

Unlimited common shares without par value

b) Issued and outstanding:

As of August 31, 2024, 29,749,268 (May 31, 2024 – 29,492,687) common shares with no par value were issued and outstanding.

	Number of Shares	Amount \$
As of May 31, 2023	22,589,940	3,304,141
Shares issued pursuant to private placement, net of issuance costs	3,000,000	348,141
Flow-through units issued for cash, net of issuance costs	1,165,233	189,205
Shares issued pursuant to exercise of warrants	62,500	9,375
Shares issued for mineral interests (see "Alwin Property")	933,332	72,000
Flow-through units issued for cash, net of issuance costs	1,741,682	178,565
As of May 31, 2024	29,492,687	4,101,427
Shares issued pursuant to the exercise of incentive stock options	300,000	36,000
As of August 31, 2024	29,792,687	4,137,427

See Subsequent events for shares issued subsequent to August 31, 2024.

During the three months ending August 31, 2024, the Company issued common shares of the Company as follows:

- On July 10, 2024, the Company issued 300,000 common shares pursuant to the exercise of incentive stock options at price of \$0.12 per share for a total value of \$36,000.

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

1.15 – Other MD&A Requirements (cont'd...)

Share Capital (cont'd...)

b) Issued and outstanding:

During the Fiscal year ended May 31, 2024, the Company issued common shares of the Company as follows:

- On April 22, 2024, the Company issued 100,000 common shares pursuant to the acquisition of Mer Claims at a fair value of \$0.12 per share for a total value of \$12,000.
- On February 2, 2024, the Company issued 500,000 common shares pursuant to the Alwin Property Option Agreement at a fair value of \$0.06 per share.
- On December 27, 2023, the Company issued 1,741,682 units at a price of \$0.12 per unit for gross proceeds of \$209,002. Each unit consists of one flow-through common share and one-half of one transferable common share purchase warrant. Each whole warrant entitles the holder to purchase one non-flow-through common share of the Company at a price of \$0.20 per share for a period of two years. The Company paid aggregate cash finder's fees of \$8,760
- and issued 73,001 non-transferable finder's warrants at fair value of \$4,260 to certain brokers on a portion of the private placement. The finder's warrants entitle the holder to purchase one non-flow-through common share of the Company at a price of \$0.12 per share for a period of two years.
- On October 5, 2023, the Company issued 1,165,233 units at a price of \$0.215 per unit for gross proceeds of \$250,525. Each unit consists of one flow-through common share and one-half of one transferable common share purchase warrant. Each whole warrant entitles the holder to purchase one non-flow-through common share of the Company at a price of \$0.30 per share for a period of two years. The Company paid aggregate cash finder's fees of \$14,000 and issued 74,419 non-transferable finder's warrants at fair value of \$6,537 to certain brokers on a portion of the private placement. The finder's warrants entitle the holder to purchase one non-flow-through common share of the Company at a price of \$0.215 per share for a period of two years.
- On September 7, 2023, the Company issued 62,500 common shares pursuant to the exercise of warrants at \$0.15 per share for total proceeds of \$9,375.
- On July 12, 2023, the Company issued 333,332 common shares pursuant to the Alwin Property Option Agreement at a fair value of \$0.09 per share.
- On June 19, 2023, the Company closed a non-brokered private placement of 3,000,000 units at a price of \$0.12 per unit for gross proceeds of \$360,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.12 per share for a period of three years. The Company paid aggregate cash finder's fees of \$7,699 and issued 64,155 non-transferable finder's warrants at fair value of \$4,160 to certain brokers on a portion of the private placement. The finder's warrants have the same terms as the warrants.

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

1.15 – Other MD&A Requirements (cont'd...)

Share Capital (cont'd...)

c) Flow-through shares

On October 5, 2023, the Company issued 1,165,233 common shares on a flow through basis at a price of \$0.215 per unit for gross proceeds of \$250,525. As of December 31, 2023, the Company had spent qualified expenditure of approximately \$220,525 and has unspent funds of \$30,000, which was renounced under the look-back rules. As of May 31, 2024, the Company has incurred all \$250,525 on qualified expenditures.

On December 27, 2023, the Company issued 1,741,682 common shares on a flow through basis at a price of \$0.12 per unit for gross proceeds of \$209,002. The Company renounced \$209,002 as unspent funds under the look-back rules as of December 31, 2023. As of August 31, 2024, the Company has incurred approximately \$173,057 (May 31, 2024 - \$87,500) on qualified expenditures and has unspent funds in the amount of approximately \$35,045 (May 31, 2024 - \$121,502).

d) Warrants

Warrants outstanding and exercisable as of August 31, 2024, are as follows:

Number of warrants outstanding	Exercise price per warrant \$	Years to expiry	Expiry date
1,450,000	0.15	0.33	December 28, 2024 *
582,617	0.30	1.10	October 5, 2025
74,419	0.215	1.10	October 5, 2025
870,841	0.20	1.32	December 27, 2025
73,001	0.12	1.32	December 27, 2025
3,064,155	0.12	1.79	June 19, 2026
6,115,033	0.17	1.30	

* These warrants were originally expiring on December 28, 2023. On November 28, 2023, they were extended for a period of one year until December 28, 2024. All other conditions stayed unchanged. The change had no impact on the financial statements.

The following is a summary of warrant transactions:

	Three months ended August 31, 2024		Fiscal year Ended May 31, 2024	
	Number of warrants	Weighted average exercise price \$	Number of warrants	Weighted average exercise price \$
Warrants outstanding, beginning of the year	6,827,031	0.19	3,557,832	0.33
Warrants exercised during the year	-	-	(62,500)	0.15
Warrants expired/cancelled during the year	(711,998)	0.50	(1,333,334)	0.45
Warrants issued during the year	-	-	4,665,033	0.16
Warrants outstanding, end of the period	6,115,033	0.17	6,827,031	0.19

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

1.15 – Other MD&A Requirements (cont'd...)

Share Capital (cont'd...)

d) Warrants (cont'd...)

As of August 31, 2024, the warrants have a weighted average remaining life of 1.30 years (May 31, 2024 – 1.41 years).

See Subsequent Event, Note 11, for warrants issued pursuant to private placement subsequent to August 31, 2024.

During the three months ended August 31, 2024:

- 561,118 warrants exercisable at \$0.50 per share expired on July 14, 2024, and 150,000 warrants exercisable at \$0.50 expired on August 24, 2024.

During the fiscal year ended May 31, 2024:

- On June 19, 2023, the Company closed a non-brokered private placement of 3,000,000 units, each unit consists of one common share of the Company and one common share purchase warrant. The Company issued an additional 64,155 non-transferable finder's warrants. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.12 per share exercisable on or before June 19, 2026.
- On September 7, 2023, 62,500 warrants, exercisable on or before December 28, 2023, were exercised at \$0.15 per common share for proceeds in the amount of \$9,375.
- On October 5, 2023, the Company closed a non-brokered private placement of 1,165,233 units, each unit consists of one common share of the Company and one-half common share purchase warrant. The Company issued an additional 74,419 non-transferable finder's warrants. Each full warrant entitles the holder to purchase one non-flow-through common share of the Company at a price of \$0.30 per share exercisable on or before October 5, 2025, and each finder's warrant entitles the holder to purchase one non-flow-through common share of the Company at a price of \$0.215 per share exercisable on or before October 5, 2025.
- On December 27, 2023, the Company closed a non-brokered private placement of 1,741,682 units, each unit consists of one common share of the Company and one-half common share purchase warrant. The Company issued an additional 73,001 non-transferable finder's warrants. Each full warrant entitles the holder to purchase one non-flow-through common share of the Company at a price of \$0.20 per share exercisable on or before December 27, 2025, and each finder's warrant entitles the holder to purchase one non-flow-through common share of the Company at a price of \$0.12 per share exercisable on or before December 27, 2025.
- 1,333,334 warrants exercisable at \$0.45 per common share, expired on July 30, 2023.

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

1.15 – Other MD&A Requirements (cont'd...)

Share Capital (cont'd...)

d) Warrants (cont'd...)

The following assumptions were used in the Black-Scholes model to determine the fair value of the 64,155 finder warrants granted on June 19, 2023, the 74,419 warrants granted on October 5, 2023, and the 73,001 warrants granted on December 27, 2023, as follows:

	Fiscal year Ended May 31, 2024
Risk-free interest rate	3.91% - 4.75%
Expected dividend yield	-
Expected volatility	97.25%- 102.7%
Expected terms in years	2 - 3 years

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

1.15 – Other MD&A Requirements (cont'd...)

Share Capital (cont'd...)

e) Stock options

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

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

The following is a summary of stock option transactions for the three months ending August 31, 2024 and the fiscal year ended May 31, 2024:

	Three months ended August 31, 2024		Fiscal year ended May 31, 2024	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Options outstanding, beginning of the year	2,615,000	0.14	1,890,000	0.22
Options expired/cancelled	(300,000)	0.12	(1,275,000)	0.18
Granted during the year	300,000	0.12	2,000,000	0.10
Options outstanding, end of year	2,615,000	0.14	2,615,000	0.14

Stock options outstanding and exercisable as of August 31, 2024, are as follows:

	Number of options exercisable	Exercise price per option \$	Years to expiry	Expiry date	
	50,000	50,000	0.20	0.09	October 4, 2024
	75,000	75,000	0.12	0.46	February 14, 2025
	100,000	100,000	0.10	0.96	August 16, 2025
	490,000	490,000	0.32	0.96	August 17, 2025
	900,000	900,000	0.10	3.96	August 16, 2028
	1,000,000	1,000,000	0.10	4.34	January 2, 2029
	2,615,000	2,615,000	0.14	3.26	

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

1.15 – Other MD&A Requirements (cont'd...)

Share Capital (cont'd...)

e) Stock options

During the three months ended August 31, 2024:

- On June 4, 2024, the Company granted 300,000 incentive stock options to a consultant at \$0.12 per common share, exercisable on or before June 4, 2026, vesting immediately. The fair value of the options granted was calculated using Black-Scholes option pricing model for a cumulative total of \$15,412, which was recorded as stock-based compensation expense in the statements of loss and comprehensive loss. On July 10, 2024, the 300,000 options were fully exercised, for proceeds in the amount of \$36,000, subject to a hold period until October 5, 2024,

During the fiscal year ended May 31, 2024:

- On August 16, 2023, the Company granted 900,000 incentive stock options at \$0.10 per common share, exercisable on or before August 16, 2028. Of these, 750,000 options granted to directors, officers (vested immediately). 150,000 options to certain consultants also vested immediately. The fair value of the options granted was calculated using Black-Scholes option pricing model for a cumulative total of \$63,800, which was recorded as stock-based compensation expense in the statements of loss and comprehensive loss.
- On August 16, 2023, the Company granted 100,000 incentive stock options at \$0.10 per common share, exercisable on or before August 16, 2025. The 100,000 options granted to Synergy Communications Capital Inc., a consultant providing investment relations services, vests quarterly over 12 months. The fair value of the options granted was calculated using Black-Scholes option pricing model for a total of \$5,000, which was recorded as stock-based compensation expense in the statements of loss and comprehensive loss.
- On January 2, 2024, the Company granted 1,000,000 incentive stock options at \$0.10 per common share, exercisable on or before January 2, 2029. Of these, 900,000 options granted to directors, officers and 100,000 options to certain consultants, vested immediately. The fair value of the options granted was calculated using Black-Scholes option pricing model for a total of \$79,000, which was recorded as stock-based compensation expense in the statements of loss and comprehensive loss.
- During the fiscal year ended May 31, 2024, the Company cancelled 75,000 incentive stock options, exercisable at \$0.20 per share on or before January 19, 2025, 300,000 incentive stock options exercisable at \$0.12 per share on or before February 14, 2025, and on November 29, 2023, 900,000 incentive stock options expired unexercised.

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

	Three months ended August 31, 2024	Fiscal year ended May 31, 2024
Risk-free interest rate	4.08%	4.12%
Expected dividend yield	-	-
Expected volatility	103.87%	105.6% - 108.38%
Expected terms in years	2 years	2 years - 5 years

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

1.16 – Subsequent events

On September 23, 2024, the Company closed a non-brokered private placement of 6,500,000 units at a price of \$0.10 per unit for aggregated proceeds of \$650,000. Each unit consists of one common share of the Company and one-half of one transferable common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.15 per share at any time on or before September 23, 2026. The Company paid aggregate cash finder's fees of \$9,310 and issued 93,100 broker warrants to certain brokers on a portion of the Private Placement. The finder's warrants otherwise have the same terms as the warrants.

As of the reporting date, there were 36,292,687 common shares outstanding as follows:

	Number of shares
As of August 31, 2024	29,792,687
Shares issued pursuant to private placement	6,500,000
Outstanding common shares, as of reporting date	36,292,687

As of the reporting date, there were 9,365,033 warrants outstanding as follows:

	Number of shares
As of August 31, 2024	6,115,033
Warrants issued pursuant to private placement	3,250,000
Warrants issued to brokers as finder's fee pursuant to private placen	93,100
Outstanding common shares, as of reporting date	9,458,133

1.17 – Commitments

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

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

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

See “1.2 – Overall Performance – Olivine Mountain Property and Alwin 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, had no source of operating cash flow and had no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Insufficient Financial Resources

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

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

Dependence on Others and Key Personnel

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

Government Regulation

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

Competition

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

GSP RESOURCE CORP.

Management Discussion and Analysis For the Three Months ended August 31, 2024

Limited Experience

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

Speculative Business

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

Permits and Licenses

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