GPM Metals

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2019

(Expressed in Canadian dollars)

Dated: April 29, 2020

1. Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of GPM Metals Inc. ("GPM" or the "Company") constitute management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2019. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended December 31, 2019 and 2018, together with the notes thereto. Results are reported in Canadian dollars unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Information contained herein is presented as of April 29, 2020, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of GPM common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the board of directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or from **www.sedar.com**.

2. Caution regarding Forward-looking statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also refer to those risk factors referenced in the "Risk Factors" section below. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

2. Caution regarding forward-looking statements (continued)

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether because of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

3. Description of business

GPM Metals is a Canadian based exploration and development company. Its principal mineral assets at the date of this MD&A are as follows:

- The Company, through its wholly-owned subsidiary DPG Resources Australia Pty Limited ("DPG Pty"), has entered into an Earn-In/Joint Venture Agreement with Rio Tinto Exploration Pty Limited ("Rio Tinto"), a wholly-owned subsidiary of Rio Tinto Limited covering base metal exploration and development rights in relation to certainly granted exploration tenements and tenement applications in McArthur Basin Mining District, Northern Territory, Australia (the "Walker Gossan project"). Rio Tinto and GPM have entered into a definitive Two-Stage Earn-In/Joint Venture Agreement granting GPM an initial 51% interest under certain conditions.
- The Company has 100% interest in the Rory Claim Group, located in the Yukon Territory, Canada;

The Company is a reporting issuer in British Columbia, Alberta, Ontario and trades on the TSX Venture Exchange (the "TSXV") under the symbol "GPM".

Overall Objective

The Company is a junior mineral exploration company with an experienced management team engaged in the acquisition, exploration and development of properties for the mining of minerals. GPM is in the process of exploring its mineral properties and has not yet determined whether these properties contain any economically recoverable mineral reserves. The success of the Company is dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete exploration and development of its properties, the selling prices of minerals at the time, if ever, that the Company commences production from its properties, government policies and regulations and future profitable production or proceeds from the disposition of such properties.

GPM has not discovered economically recoverable mineral reserves. While the discovery of ore-bearing structures may result in substantial rewards, it should be noted that few properties that are explored are ultimately developed into producing mines.

3. Description of business (continued)

Overall Objective (continued)

The Company may also seek to acquire additional mineral resource properties or companies holding such properties. The Company notes that mineral exploration, in general, is uncertain, and the probability of finding economically recoverable mineral reserves on any one of its early-stage prospects is low. As a result, the Company believes it can reduce overall exploration risk by acquiring additional mineral properties. In conducting its search for additional mineral properties, the Company may consider acquiring properties that it considers prospective based on criteria such as the exploration history of the properties, their location, or a combination of these and other factors. Risk factors to be considered in connection with the Company's search for and acquisition of additional mineral properties include the significant expenses required to locate and establish economically recoverable mineral reserves, the fact that expenditures made by the Company may not result in discoveries of economically recoverable mineral reserves, environmental risks, risks associated with land title, the competition faced by the Company and the potential failure of the Company to generate adequate funding for any such acquisitions. See "Risk Factors" below.

4. Changes in accounting policies

Recent Accounting Pronouncements:

IFRS 16-Leases ("IFRS 16") was issued by the IASB, replacing IAS 17 - Leases. IFRS 16 provides a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases on its statement of financial position, providing the reader with greater transparency of an entity's lease obligations.

The Company elected the modified retrospective transition approach, which provides lessees a method for recording existing leases at adoption with no restatement of prior period financial information. Under this approach, a lease liability was recognized at January 1, 2019 in respect of leases previously classified as operating leases, measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at transition. The associated right-of-use assets were measured at amounts equal to the respective lease liabilities, subject to certain adjustments allowed under IFRS 16.

In addition, the Company elected to utilize practical expedients permitted under the transition guidance within the new standard, which among other things, allowed the Company to apply a single discount rate to a portfolio of leases with reasonably similar characteristics, and rely on its assessment as to whether leases are onerous applying IAS 37 Provisions, Contingent Liabilities and Contingent Assets immediately before the date of initial application as an alternative to performing an impairment review. Adoption of the new standard at January 1, 2019 resulted in the recognition of a right-of-use asset and lease liability of $208,890 related to office space. On initiat recognition, the right-of-use asset was offset by a sublease held with a related party resulting in a recognition of a lease reaceivable of $104,445 and an immediate derecognition of half the value of the right-of-use asset. All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of twelve months or less.

4. Changes in accounting policies (continued)

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by the incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted if it is reasonable certain to assess that option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset.

Lease liabilities, on initial measurement, increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made.

5. Exploration highlights

The Company's exploration activities are at an early stage, and it has not yet been determined whether its properties contain an economic mineral reserve. There are no known deposits of minerals on any of the Company's mineral exploration properties, and any activities of the Company thereon will constitute exploratory searches for minerals. See "Risk Factors" below.

(a) Walker Gossan Project, McArthur Basin Mining District, Northern Territory, Australia

<u>Ownership Interest Description</u>

Earn-in/joint venture agreement

In January 2014, the Company, through its wholly-owned subsidiary DPG Resources Australia Pty Limited, has entered into an Earn-In/Joint Venture Agreement with Rio Tinto covering base metal exploration and development rights, in relation to the Walker Gossan project.

5. Exploration highlights (continued)

Rio Tinto and GPM have entered into a definitive Two-Stage Earn-In/Joint Venture Agreement granting GPM an initial 51% interest under certain conditions that include:

Stage One

1. Payment of Australian Dollar ("AUD") $1,000,000 on signing (paid);
2. Minimum expenditure of AUD $2,000,000 within three years of the effective date (met);
3. Combined expenditures of AUD $20,000,000 over a ten year period; and
4. Milestone payments within the combined expenditures as follows:
   (i) AUD$100,000 upon the grant of licenses to all the properties;
   (ii) AUD$1,000,000 upon the completion of the first drill hole on the Walker Gossan project (paid); and
   (iii) AUD$4,000,000 upon the completion of a resource study that shows an indicated status for minimum 20 million tons of greater than 8% combined lead and zinc or lead, zinc, and silver, within the licensed area or a Decision to Mine being made.

Stage Two

GPM may increase its interest to 75% by completing a Feasibility Study within 3 years of completing Stage One. Rio Tinto may elect to contribute pursuant to its participating share, not contribute and be diluted or convert its interest into a Net Smelter Return (2.5%) royalty. There are rights of first refusal on purchase and sale of interest for both parties at fair market value. GPM will be responsible for all negotiations with the Northern Land Council for consent to issue the exploration license applications and work programs to be conducted by GPM under its sole rights or as an operator.

Exploration Program for 2019	**Activities Completed - 12 months ended December 31/19**	**Plans for the Project**	**Estimated Cost for 2020**	**Spent in 2019**
- Geological mapping - Relogging & interpreting drill core - Geochemical sampling	Meetings with Rio Tinto. Mapping and sampling program on	Complete a comprehensive review of existing data.	$ 100,000	$ 238,651
			$ 100,000	**$ 238,651**

During 2019 – 2020, the Company plans are to review the work completed at the Walker Gossan project located in The Northern Territory of Australia. The comprehensive review will concentrate on modeling the previous geological mapping, geochemical sampling and drill core completed in 2016. GPM personnel believe that they drilled into an iron-rich outer halo to a potential primary mineralized system in 2016 during the drill program at the Walker Gossan It is planned during 2020 to re-investigate this drill core and look at alteration and geochemical vectors, which could direct future exploration programs towards the heart of the system.

6. Exploration highlights (continued)

(b) Rory Claim Group, Yukon Territory

Ownership Interest Description

The Company has a 100% interest in 40 staked claims located in the Yukon Territory, Canada (the "Rory Claim Group"). The Rory Claim Group is adjacent to the Wellgreen project in the Yukon Territory, Canada.

Exploration Program for 2019	Activities Completed – 12 months ended December 31, 2019	Plans for the Project	Estimated Cost to Complete for 2019	Spent in 2019
None currently [1]	None other than care and maintenance [2]	Care and maintenance until financing can be completed, and/or a favorable strategic partnership	**$ 0**	**$ 0**
			$ 0	**$ 0**

[1] For the time being, the Company has deferred all exploration activities on the Rory Claim Group.

[2] The Company has renewed 40 staked claims of the Rory Claim group until October 3, 2020, with the Mining Recorder, Whitehorse Mining District, Yukon Territory. The project consists of the 100% interest in the 40 contiguous claim units covering approximately 631 hectares.

(c) Pasco Project, Peru

In January 2020, the company made a strategic decision to exit Peru and focus its resources on the Walker Gossan in Australia. An agreement has been entered into with the original vendors of the Pasco claims to buy back the claims for Soles 2,700. The wholly-owned subsidiary Chaska Resources SAC is in the process of being closed. An estimate of the cost of the sale of the claims and closure of Chaska is $10,000.

Exploration Program for 2019	Activities Completed - 12 months ended December 31, 2019	Plans for the Project in 2019	Estimated Cost for 2019	Spent in 2019
Care and maintenance	Maintenance	Maintenance	$10,000	$14,385
			$10,000	**$14,385**

7. Selected annual financial information

(A) Financial Performance

The company manages its capital with the following objectives:

- To ensure sufficient financial flexibility to achieve the ongoing business objectives including the funding of future growth opportunities and pursuit of accretive acquisitions; and
- To maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and adjusts according to market conditions to meet its objectives, given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, which comprises share capital, shares to be issued, reserves, and deficit, which on December 31, 2019, is $240,175 (December 31, 2018, $294,986).

The following is the selected financial data derived from the audited consolidated financial statements of the Company on December 31, 2019, 2018, and 2017.

Description	Year Ended December 31, 2019 ($)	Year Ended December 31, 2018 ($)	Year Ended December 31, 2017 ($)
Total revenues	-	-	-
Total income (loss)	(659,100)	(754,957)	(2,154,272)
Net income (loss) per common share - basic	(0.01)	(0.01)	(0.02)
Net income (loss) per common share – diluted	(0.01)	(0.01)	(0.02)

Description	As at December 31, 2019 ($)	As at December 31, 2018 ($)	As at December 31, 2017 ($)
Total assets	508,689	454,727	319,931
Total non-current financial liabilities	121,508	-	-
Distribution or cash dividends	-	-	-

6. Selected Annual Financial Information (continued)

(A) Financial Performance Continued

- The net loss for the year ended December 31, 2019, consisted primarily of (i) general and administrative of $455,779: (ii) This offset by unrealized foreign exchange gain of $15,160 and an unrealized gain on short term investments of $6,006, and interest income of $4,453.

- The net loss for the year ended December 31, 2018, consisted primarily of (i) general and administrative of $472,673: (ii) This offset by unrealized foreign exchange gain of $37,669 and an unrealized loss on short term investments of $(8,350), and by one refund from the Northern Territories in Australia of $9,616 and interest income of $6,081

- The net loss for the year ended December 31, 2017, consisted primarily of (i) general and administrative of $1,060,939: (ii) exploration and evaluation expenditures, before offset, of $1,298,834: (iii) unrealized foreign exchange loss of $32,397 and a loss on short term investments of $3,147.This was offset by two grants from the Northern Territories in Australia of $87,819, interest income of $6,240, and the reversal of $146,986 for an accrual for drilling expenses that were in dispute at December 31, 2016.

- As the Company has no revenue, its ability to fund its operations is dependent upon its securing financing through the sale of equity or assets. See "Risk Factors" below.

(B) Summary of Quarterly Information

Three Months Ended	Total Assets $	Profit or (Loss) $	Profit or (Loss) Per Share $
December 31, 2019	508,689	(92,606) [1]	(0.001)
September 30, 2019	463,364	(315,411) [2]	(0.006)
June 30, 2019	67,369	(100,537) [3]	(0.001)
March 31, 2019	284,938	(146,546) [4]	(0.001)
December 31, 2018	454,727	(178,800) [5]	(0.01)
September 30, 2018	871,199	(208,394) [6]	(0.002)
June 30, 2018	691,522	(148,921) [7]	(0.002)
March 31, 2018	537,350	(218,841) [8]	(0.002)

Notes:

(1) The net loss for the period December 31, 2019, includes salaries and benefits of $11,147, administrative and general costs of $8,020, insurance of $139, legal and professional fees of $120,145.

(2) The net loss for the period September 30, 2019, includes salary and consulting fees payback by G2 Goldfields Inc. of $7,686, and $39,738, reporting issuer costs of $46,716, insurance of $10,083, travel cost of $34,715 and administrative and general costs of $76,276.

6. Selected Annual Financial Information (continued)

(B) Summary of Quarterly Information (continued)

(3) The net loss for the period June 30, 2019, includes Salaries and benefits $14,311, professional fees of $4,378, reporting issuer costs of $23,832, insurance of $2,875, and administrative and general costs of $27,481.

(4) The net loss for the period March 31, 2019, includes salaries and benefits of $16,381, professional fees of $31,081, reporting issuer costs of $2,519, insurance of $2,875, and administrative and general costs of $51,783.

(5) The net loss for the period December 31, 2018, includes salaries and benefits of $15,028, professional fees of $31,303, reporting issuer costs of $3,288, insurance of $2,875, and year-end foreign exchange gain of $172,936.

(6) The net loss for the period September 30, 2018, includes salaries and benefits of $16,159, consulting fees of $14,325, professional fees of $15,660, reporting issuer costs of $11,216, insurance of $2,875, travel of $9,647, general & admin of $32,390 and exploration & evaluation costs of $48,337.

(7) The net loss for the period June 30, 2018 includes salaries and benefits of $17,068, consulting fees of $19,763, profession fees of $16,210, reporting issuer costs of $11,221, insurance of $2,925, travel of $11,105, general & admin of $22,483 and exploration & evaluation costs of $53,859.

(8) The net loss for the period March 31, 2018 includes salaries and benefits of $44,366, consulting fees of $27,332, professional fees of $9,538 reporting issuer costs of $6,587, insurance of $3,415, general & admin of $27,005 and exploration & evaluation costs of $65,905.

(C) General and Administrative Expenses at the Year 2019 and 2018

		December 31, 2019		**December 31, 2018**
Salaries and benefits	**$**	**49,525**	$	42,945
Consulting fees		**-**		58,007
Administrative and general		**75,372**		194,637
Accretion expense (note 8)		**13,802**		-
Depreciation expense (note 6)		**29,440**		1,160
Stock-based compensation (note 10 & note 14)		**44,946**		58,807
Reporting issuer costs		**44,384**		32,316
Professional fees (note 14)		**155,826**		72,711
Insurance		**15,972**		12,090
Travel		**26,512**		-
Total	**$**	**455,779**	$	472,673

6. Selected Annual Financial Information (continued)

(D) Exploration and evaluation expenditures

		December 31, 2019		December 31, 2018
Canada				
Geologist	**$**	**7,583**	$	-
Reimbursement from related party (note 14)		**(62,000)**		-
	$	**(54,417)**	$	-
Australian				
Assay		**1,428**		-
Environmental		**5,366**		-
General		**38,014**		-
Indigenous liaison		**52,720**		-
Legal		**3,628**		-
Travel		**34,835**		-
Recovery		**-**		(38,145)
Drilling expense		**-**		27,654
Consulting		**102,660**		180,477
	$	**238,651**	$	169,986
Peru				
General		**14,385**		72,360
Total exploration expenditures	**$**	**198,619**	$	242,346

7. Discussion of Operations

Year ended December 31, 2019, compared with the year ended December 31, 2018

The Company's net loss totaled $659,100 for the year ended December 31, 2019, with basic and diluted loss per share of $0.01. This compares with a net loss of $754,957 with basic and diluted loss per share of $0.01 for the year ended December 31, 2018. The decrease in a net loss of $95,857 was principal because:

- Total operating activities in 2019 were $669,558 compared to $752,688 in 2018 a decrease of $106,054. Most of the decrease amount is due to the general and administrative reduction from the subleased rental and office expenses.
- Exploration and evaluation expenses for the year ended December 31, 2019, were $198,619 compared to December 31, 2018, $242,346. The reduced $43,727 cost is due to there was no exploration and evaluation expense to the Walker Gossan. In 2019 Walter Gossan was under care and maintenance and consultants fees.

  In 2019, there were no exploration activities in Peru. And the same as In 2018.
- Salaries and benefits are $49,525 for the year ended December 31, 2019, is the same amount for the year ended December 31, 2018.
- Reporting issuer costs were $44,384 for the year ended December 31, 2019 (December 31, 2018 $32,316). There was a $12,068 increase because the company issued one private placement in August 2019 and the stock options for the company's employees in December 2019.
- Professional fees for the year ended December 31, 2019, increased to $155,826 (year ended December 31, 2018 – $72,711) an increase of $83,115 due to the private placement and stock option activities in the current year.
- Insurances costs for the year ended December 31, 2018 were $15,972 (year ended December 31, 2018 – $12,090). The $3,882 increased is due to the DPG resource purchased insurance coverage for the company employee working at Walker Gossan Project in Australia.

- All other expenses related to general working capital.

8. Liquidity and Capital Resources

The activities of the Company, principally the acquisition and exploration of properties prospective for minerals, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that future equity capital will be available to the Company in the amounts or at times desired by the Company or on terms that are acceptable to it, if at all. See "Risk Factors" below and "Trends" above.

The Company has no operating revenues and, therefore, must utilize its current cash reserves, funds obtained from the exercise of warrants and stock options, and other financing transactions to maintain its capacity to meet ongoing operating activities. As of December 31, 2019, the Company had 63,116,559 common shares issued and outstanding, 15,609,800 warrants, and 5,725,000 options outstanding that would raise $2,341,470 if exercised in full. This is not anticipated in the immediate future. See "Trends" above.

At December 31, 2019, the Company had cash of $312,374 (December 31, 2018 - $399,674). Amounts payable and other liabilities were $102,244 on December 31, 2019, compared to $159,741 on December 31, 2018. The Company's cash as of December 31, 2019, is sufficient to pay these liabilities.

Cash used in operating activities was $611,530 for the year ended December 31, 2019, compared to $810,607 for the year ended December 31, 2018. Operating activities for the year ended December 31, 2019, were affected by a net change in non-cash working capital because of a decrease in Stock-Based Compensation $44,946 and Depreciation $29,440.

The Company's liquidity risk from financial instruments is minimal as excess cash is held in current bank accounts.

The Company's use of cash is currently and is expected to continue to be focused on two principal areas, namely the funding of its general and administrative expenditures and the funding of its exploration and evaluation activities. Exploration and evaluation activities include the cash components of the cost of acquiring and exploring the Company's mineral claims. For the last twelve-month period ending December 31, 2019, corporate head office costs are estimated to average less than $100,000 per quarter. The $100,000 covers salaries and benefits, consulting fees, administrative and general, reporting issuer costs, accounting fees, professional fees, and insurance costs.

In addition, the Company is performing care and maintenance at its Walker Gossan Project in Australia and Pasco Project in Peru.

While the Company has no source of revenue, it believes it has sufficient cash resources to meet its administrative overhead for the next twelve months, starting from December 31, 2019, depending on future events. However, to meet future expenditures, including the Technical Report exploration budget, the Company will need to raise additional financing. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or under terms favorable to the Company. See "Risk Factors" below and "Trends" above.

9. Financial Instruments

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, and market risk (including foreign currency risk and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(A) Share Capital

As at the date of this MD&A, the Company had 63,116,559 issued and outstanding common shares. Stock options outstanding for the Company as at the date of this MD&A were as follows:

	Number of Stock Options	Weighted Average Exercise Price ($)
Balance, January 1, 2018	3,837,500	0.70
Expired and Cancelled July 26, 2019	(100,000)	1.00
Expired and Cancelled March 2, 2020	(50,000)	0.30
Granted on December 12, 2018	850,000	0.20
Balance, December 31, 2018	**4,537,500**	**0.56**
Forfeited during the year	(275,000)	0.75
Expired and Cancelled July 26, 2019	(1,637,500)	1.00
Granted on December 13, 2019	3,100,000	0.10
Balance, December 31, 2019	**5,725,000**	**0.17**

(B) Warrants:

There are total 15,609,000 outstanding warrants for the periods ended December 31, 2019.

10. Transactions with Related Parties

Related parties include the Board of Directors, officers, close family members, and enterprises that are controlled by these individuals as well as particular persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

GPM entered into the following transactions with related parties:

		Year Ended December 31, 2019		Year Ended December 31, 2018	
		Directors' fee and Salary	Stock-Based Benefit	Directors' fee and Salary	Stock-Based Benefit
Bruce Rosenberg	1	$ 3,552	$ 6,032	$ 7,057	$ 2,517
Alan Ferry	2	-	-	-	1,869
Doug Lewis	3	-	-	3,000	1,136
Harry Burgess	4	-	6,032	-	2,302
J. Patrick Sheridan	5	-	-	-	11,367
Dan Noone	6	-	6,032	-	5,824
Paul Murphy	7	-	-	-	4,314
Peter Muller	8	59,979	6,889	162,931	2,844
Yajian Wang	9	56,740	6,889	6,260	2,844
Shaun Drake	10	12,027	1,959	-	-
Total		$ 132,298	33,833	$ 179,251	$ 35,017

- Bruce Rosenberg is a director of the Company. Legal services also are provided by Mr. Rosenberg on fee bases.
- Alan Ferry, Doug Lewis, Harry Burgess, Craig Perry are the Company's Directors, the directors' fees paid to directors of the Company, as well as stock-based compensation. The company stopped paying the directors' fees since 2018.
- J.Patrick Sheridan, Former Chief Executive Officer, had been paid fees and stock-based compensation.
- Paul Murphy, Former Chief Financial Officer, had been paid fees and stock-based compensation.
- Peter Muller, Former Chief Executive Officer, had been paid fees and stock-based compensation
- Yajian Wang, Chief Financial Officer, has been paid fees and stock-based compensation.

Remuneration of directors and key management personnel of the Company was as follows:

The above-noted transactions are in the ordinary course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

11. Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors described below.

(A) Exploration, Development and Operating Risks

Mining and exploration operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks frequently encountered in the exploration, development, and production of minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, mining operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits involves significant risks which may not be eliminated even with a combination of careful evaluation, experience, and knowledge. While the discovery of minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Significant expenses may be required to locate and establish mineral reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on several factors, some of which are: the particular attributes of the deposit, such as quantity and quality of the minerals and proximity to infrastructure; highly cyclical mineral prices; and government regulations, including regulations on prices, taxes, royalties, land tenure, 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 certainty that the expenditures made by the Company on the search for and evaluation of minerals will result in discoveries of commercial quantities of ore or other metals.

(B) Land Title

Although the title to the properties in which the Company holds an interest was reviewed by or on behalf of the Company, no formal title opinions were delivered to the Company and, consequently, no assurances can be given that there are no title defects affecting such properties. Title insurance generally is not available, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt. Accordingly, the Company's mineral properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects.

11. Risk Factors (ontinued)

(C) Competition May Hinder Corporate Growth

The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies for the acquisition of properties producing or capable of producing economic minerals. Many of these companies have more significant financial resources, operational experience, and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties or skilled resources on terms it considers acceptable or at all. Consequently, the Company's revenues, operations, and financial condition could be materially adversely affected.

(D) Additional Capital

The development and exploration of the Company's properties may require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development, or production on any or all the Company's properties or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company.

(E) Commodity Prices

The price of the common shares of the Company, the Company's financial results and exploration, development, and mining activities may, in the future, be significantly adversely affected by declines in the price of minerals. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of minerals by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major mineral-producing countries throughout the world. The price of minerals has fluctuated widely in recent years, and future serious price declines could cause continued development of the Company's properties to be impracticable. Future production from the Company's properties is dependent on mineral prices that are adequate to make these properties economic.

In addition to adversely affecting the Company's reserve and/or resource estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a specific project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

(F) Exchange Rate Fluctuations

Exchange rate fluctuations may affect the costs that the Company incurs in its operations. Accordingly, a change in the currency in which the Company operates relative to the Canadian dollar would negatively impact the Company.

11. Risk Factors (continued)

(G) Government Regulation

The mining, processing, development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labor standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters.

Exploration may also be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploration and production, price controls, export controls, currency availability, foreign exchange controls, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations,

limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labor relations, limitations on repatriation of income and return of capital, limitations on mineral exports, high rates of inflation, increased financing costs, and site safety. This may affect both the Company's ability to undertake exploration and development activities on present and future properties in the manner contemplated, and its ability to continue to explore, develop and operate those properties in which it has an interest or for which it has obtained exploration and development rights to date.

Although the Company believes that its exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development or future potential production. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

(H) Political Risks

At December 31, 2019, all of the Company's operations were conducted in Canada, Peru and Australia, and as such, are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties vary from country to country and include, but are not limited to, currency exchange rates; high rates of inflation; labor unrest; renegotiation or nullification of existing concessions, licenses, permits and contracts; changes in taxation policies; restrictions on foreign exchange; and changing political conditions; currency controls and governmental regulations that favor or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Future political actions cannot be predicted and may adversely affect the Company. Changes, if any, in mining or investment policies or shifts in political attitude in the countries of Canada, Peru or Australia, after December 31, 2019, may adversely affect the Company's business, results of operations and financial condition. Future operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. The possibility that future governments may

11. Risk Factors (continued)

adopt substantially different policies, which may extend to the expropriation of assets, cannot be ruled out.

Failure to comply strictly with applicable laws, regulations, and local practices relating to mineral right applications and tenure, could result in loss, reduction, or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the Company's consolidated business, results of operations, and financial condition.

(I) Labor and Employment Matters

While the Company has good relations with its employees, these relations may be impacted by changes in the scheme of labor relations, which may be introduced by the relevant governmental authorities in whose jurisdictions the Company carries on business. Adverse changes in such legislation may have a material adverse effect on the Company's business, results of operations, and financial condition.

(J) Subsidiaries

The Company conducts certain of its operations through its subsidiaries and holds certain of its assets through its subsidiaries. Accordingly, any limitation on the transfer of cash or other assets between the Company and its subsidiaries could restrict the Company's ability to fund its operations efficiently. Any such restrictions, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company's valuation and stock price.

(K) Market Price of Common Shares

Securities of micro and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of industries. The Company's share price is also likely to be significantly affected by short-term changes in mineral prices or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company's performance that may affect the price of the common shares include the following: the extent of analytical coverage available to investors concerning the Company's business may be limited if investment banks with research capabilities do not continue to follow the Company; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of common shares; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the common shares that persists for a significant period could cause the Company's securities to be delisted from the exchange on which they trade, further reducing market liquidity.

Because of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The

11. Risk Factors (continued)

Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

(L) Future Sales of Common Shares by Existing Shareholders

Sales of a large number of common shares in the public markets, or the potential for such sales, could decrease the trading price of the common shares and could impair the Company's ability to raise capital through future sales of common shares. The Company has previously completed private placements at prices per share, which are from time to time lower than the market price of the common shares. Accordingly, a significant number of shareholders of the Company have an investment profit in the Common Shares that they may seek to liquidate.

(M) Key Executives

The Company is dependent on the services of key executives, including the CEO of the Company and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

(N) Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development, and consequently, there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such director may have a conflict of interest in accordance with the procedures set forth in the *Business Corporations Act* (Ontario) and other applicable laws.

The Company's operations are subject to receiving and maintaining permits and licenses from appropriate governmental authorities from time to time. Although GPM currently has all required permits and licenses for its operations as currently conducted, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits and licenses for the existing operations or additional permits or licenses for all future new operations. Prior to any development on any of its properties, GPM must receive permits and licenses from appropriate governmental authorities. There can be no assurance that GPM will receive and/or continue to hold all permits and licenses necessary to develop or continue operating at any particular property, or that any such licenses or permits awarded will not be canceled pursuant to applicable legislation.

11. Risk Factors (continued)

(O) Insurance and Uninsured Risks

GPM's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in exploration and development, monetary losses and possible legal liability.

The Company currently maintains directors' and officers' liability insurance in such amounts as it considers reasonable. Accordingly, the Company's insurance does not cover the potential risks associated with a mineral exploration company's operation. The Company may be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production may not be generally available to GPM or to other companies in the mineral exploration industry on acceptable terms. The Company might become subject to liability for pollution or other hazards that may not be insured against or which GPM may elect not to insure against because of premium costs or other reasons. Losses from these events may cause GPM to incur high costs that could have a material adverse effect upon its financial performance and results of operations.

(P) Environmental Risks and Hazards

All phases of GPM's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage, and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which GPM holds interests that are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Government approvals and permits are currently and may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of mineral properties may be required to compensate those suffering loss or damage

11. Risk Factors (continued)

because of the mineral exploration activities. They may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations, and permits governing operations and activities of mining and/or mineral exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses or capital expenditures or require abandonment or delays in the development of new mineral exploration properties.

(Q) Infrastructure

Mineral exploration, processing, development, and related activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources, and water supply are essential determinants affecting capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government, or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition, and results of operations.

(R) No History of Mineral Production

GPM has never had any interest in mineral producing properties. There is no assurance that commercial quantities of metals will be discovered at any of the Company's current or future properties, nor is there any assurance that the Company's exploration programs thereon will yield any positive results. Even if commercial quantities of minerals are discovered, there can be no assurance that any of the Company's properties will ever be brought to a stage where mineral resources can profitably be produced thereon. Factors that may limit the Company's ability to produce mineral resources from its properties include, but are not limited to, the price of the mineral resources for which the Company is exploring, availability of additional capital and financing, and the nature of any mineral deposits.

12. Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented and (iii) by following IFRS – IAS 21 Determination of functional currency of an investment holding company: the company has been used Canadian Dollar as its functional currency to file its consolidated financial statement, since the company has hold DPG Resources Australia Pty in Australia, and Chaska Resources SAC Resource in Peru, and Guyana Precious Metals in Barbados.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic

12. Disclosure of Internal Controls (continued)

Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes following the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such a certificate. Investors should be aware that inherent limitations on the ability to certify officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

Additional Disclosure for Venture Issuers without Significant Revenue

13. Strategic update

(A) Director compensation

The Company Corporate Governance and Compensation Committee have agreed to grant 3,100,000 stock options to various officers, directors, and consultants of the Corporation on December 13, 2019. The options to purchase up to 3,100,000 common shares of the Corporation at an exercise price of $0.10 per share and expiring on December 13, 2022.

Mr. Peter Mullens advised that he would be resigning as a Chief Executive Officer of the Corporation effect on November 10, 2019.

(B) Warrant Extension

On January 27, 2020, the Company announced that it extended the expiry date of an aggregate of 5,000,000 previously issued warrants at an exercise price of $0.20 for an additional two (2) years. The exercise price of the Warrants has remained unchanged.

13. Strategic update (continued)

(C) Pasco Gold Property – Peru

On February 7, 2020, the Company sold all of its Pasco Gold Property claims held to Wayna Mountain Resources S.A.C. for proceeds totaling approximately $700 with the intention of ceasing all operations within Peru.

(D) Global Issues

Subsequent to year-end, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian and Mongolian governments regarding travel, business operations, and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID19 outbreak may have on the Company as this will depend on future developments that are highly uncertain, and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or maybe put, in place by Canada, Mongolia, and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause reduced customer demand, supply chain disruptions, and staff shortages, all of which may negatively impact the Company's business and financial condition.

Additional information about the Company is available on SEDAR at **www.sedar.com.**