



(An exploration-stage company)

Form 51-102F1

**Management's Discussion & Analysis**

Nine months ended September 30, 2022

This Management's Discussion & Analysis ("MD&A") of GFM Resources Limited (the "Company") is for the nine months ended September 30, 2022, and up to the date of this report, and it should be read together with the consolidated financial statements for the year ended December 31, 2021 and 2020, and the condensed consolidated interim financial statements for the three and nine months ended September 30, 2022 and 2021 and the related notes, and with the annual MD&A for the year ended December 31, 2021 (together, the "Financial Statements"), which are prepared in accordance with International Financial Reporting Standards ("IFRS").

Unless otherwise indicated, all amounts are expressed in Canadian dollars.

**1.- Date of this report: October 28, 2022.**

**2.- Overall performance and events**

a) Description of Business

GFM Resources Limited is an emerging mineral exploration company focused on the acquisition and development of high-potential exploration properties in Mexico and Latin America. Its shares are listed on the NEX Board of the TSX Venture Exchange ("TSX-V") under the symbol GFM.H. The Company was incorporated under the laws of British Columbia, Canada in 1987. During the year ended December 31, 2000, the Company continued its operation into the Yukon Territory, Canada, under the Business Corporation Act of Yukon, and registered as an extra-provincial company in British Columbia under the laws of British Columbia.

The Company's majority shareholder is Compañía Minera Autlán, S.A.B. de C.V. ("Autlan"), a Mexican company listed on the Mexican Stock Exchange - *Bolsa Mexicana de Valores* – and controlled by Mr. José Antonio Rivero Larrea, a director of the Company.

Autlan is active in manganese and ferroalloy operations in Mexico and owns a gold-producing mine in the state of Sonora, Mexico.

b) Financings

On November 17, 2017:

- The Company entered into a loan agreement (the "Loan Agreement") with Autlan with effect from August 1, 2017. Under the terms of the Loan Agreement, Autlan will make available to the Company a line of credit in up to USD \$2,000,000 per year. Advances made under the Loan Agreement bear annual simple interest calculated on the London Interbank Offered Rate ("LIBOR") plus 2%, calculated daily on the outstanding balance. The principal outstanding, together with any accrued but unpaid interest will become due and payable on demand, but such demand shall not to be made unless the Company has sufficient funds to repay the loan. There are no convertibility features on this Loan Agreement.

During the nine months ended September 30, 2022, the weighted-average interest rate was 3.22% (2021– 2.10%).



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- The Company's Mexican subsidiary GFM Resources de Mexico, S.A. de C.V. (the "Subsidiary") entered into a separate loan agreement with Autlan (the "Subsidiary Agreement"), with retroactive effect from August 1, 2017. Under the terms of the Subsidiary Agreement, Autlan will make available to the Subsidiary a line of credit in up to MXN \$40,000,000 (approximately USD \$2,000,000) per year. Advances made under the Subsidiary Agreement bear annual simple interest calculated on the Bank of Mexico's inter-bank loan rate (TIIE for its acronym in Spanish – *Tasa de Interés Interbancaria de Equilibrio*) plus 2%, calculated daily on the outstanding balance. The Subsidiary Agreement has a term of two years, which can be extended upon agreement of the parties. There are no convertibility features on this Subsidiary Agreement. During the nine months ended September 30, 2022, the weighted-average interest rate was 9.16% (2021 – 6.43%).

The following table summarizes the new loans with Autlan (expressed in Canadian dollars):

	Principal	Interest			Mexican IVA value-added tax (net)	Total
		accrued	repaid	net		
	\$	\$	\$	\$	\$	\$
Balance, December 31, 2020	917,963	107,058	(85,216)	21,842	2,574	942,379
Loan Agreement	201,043	10,702	(12,564)	(1,862)	-	199,181
Subsidiary Agreement	-	16,643	(26,823)	(10,180)	(4,292)	(14,472)
Foreign exchange adjustment	(7,296)	77	(111)	(34)	1,718	(5,612)
Balance, September 30, 2021	1,111,710	134,480	(124,714)	9,766	-	1,121,476
Loan Agreement	48,993	4,101	(8,175)	(4,074)	-	44,919
Subsidiary Agreement	-	6,076	-	6,076	-	6,076
Foreign exchange adjustment	(4,939)	(611)	788	177	1,912	(2,850)
Balance, December 31, 2021	1,155,764	144,046	(132,101)	11,945	1,912	1,169,621
Loan Agreement	154,298	22,686	(11,565)	11,121	-	165,419
Subsidiary Agreement	-	24,201	(26,580)	(2,379)	(4,254)	(6,633)
Foreign exchange adjustment	108,609	5,846	(4,756)	1,090	2,342	112,041
<b>Balance, September 30, 2022</b>	<b>1,418,671</b>	<b>196,779</b>	<b>(175,002)</b>	<b>21,777</b>	<b>-</b>	<b>1,440,448</b>

During the nine months ended September 30, 2022, the Company repaid to Autlan all of the remaining interest that was outstanding up to June 30, 2022.

c) Board of Directors and Officers

As at the date of this MD&A, the following are the Directors and Officers of the Company:

José Antonio Rivero Larrea	Director, Chairman of the Board	(Mexico)
Esteban Rivero González	Director, President and Chief Executive Officer	(Mexico)
James Robertson, P.Eng.	Director, Audit Committee Chair	(Vancouver)
Horacio Alcocer	Director	(Mexico)
Salvador Miranda	Chief Financial Officer & Corporate Secretary	(Vancouver)



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d) Mineral exploration

*La Casita, Durango, Mexico*

On May 13, 2008, the Company entered into a formal Purchase and Sale Agreement (the "Property Agreement") to acquire from Grupo Ferrominero, S.A. de C.V. ("Grupo", a company controlled by a director of the Company) the "La Casita" mineral property, formerly known as El Rodeo property ("the Acquisition") in the State of Durango, Mexico, consisting of three mineral claims.

The Company is keeping the property under care and maintenance, with related costs charged to the consolidated statement of income (loss). The conclusions from earlier exploration programs on the property indicated that further exploration would be merited. The Company is analyzing different possibilities for this property, as well as considering other mineral properties as possible acquisition targets.

*Dany II, Guanajuato, Mexico*

During the year ended December 31, 2019, the Company issued a bid to the Mexican mining authorities for the potential acquisition of the Dany II concession in the state of Guanajuato, Mexico. The Company's majority shareholder, Autlan, owns other concessions in this area. While the bid was successful, the Mexican Ministry of Mines in Mexico has not issued the concession title. Furthermore, there is no assurance that the Mexican Ministry of Mines will extend issue new concession titles, in which case the Company would attempt to request a refund. If the title is issued, the Company will add this concession to its portfolio of properties for potential exploration.

The following property examination costs and concession payments have been incurred:

	Prepaid amount		Expensed	
	As at		Nine months ended September 30	
	September 30, 2022	December 31, 2021	2022	2021
	\$	\$	\$	\$
La Casita concession fees	7,573	-	21,166	19,356
	7,573	-	21,166	19,356

The Company drew down on its Loan Agreement for these payments.



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**3.- Results of operations**

a) Year-to-date:

	<b>Nine months ended September 30</b>				
	<b>2022</b>	<b>% of</b>	<b>2021</b>	<b>% of</b>	<b>% change</b>
	<b>\$</b>	<b>expenses</b>	<b>\$</b>	<b>expenses</b>	
<b><u>Cash expenses</u></b>					
Administration and accounting	45,000	36.53%	45,000	39.51%	0.00%
Audit and legal	25,054	20.34%	17,772	15.60%	40.97%
Property examination costs	21,166	17.18%	19,356	17.00%	9.35%
Directors' fees	18,000	14.61%	18,000	15.80%	0.00%
Filing and transfer agent fees	9,378	7.61%	9,609	8.44%	-2.40%
Office and sundry	4,593	3.73%	4,152	3.65%	10.62%
	<b>123,191</b>	<b>100.00%</b>	<b>113,889</b>	<b>100.00%</b>	<b>8.17%</b>
<b><u>Non-cash (income) expenses</u></b>					
Interest on loans	46,887		27,345		
Foreign exchange loss (gain)	71,466		11,574		
Mexican taxes	2,995		(795)		
	<b>121,348</b>		<b>38,124</b>		
<b>Loss for the period</b>	<b>(244,539)</b>		<b>(152,013)</b>		
Exchange differences on translating foreign operations, net of tax	(41,426)		10,598		
<b>Total comprehensive loss for the period</b>	<b>(285,965)</b>		<b>(141,415)</b>		

The significant amounts from the comparative periods were as follows:

- Administration and accounting consists of a monthly fee paid to a company controlled by the Chief Financial Officer of the Company at a monthly rate of \$5,000.
- Audit and legal fees increased due to certain additional documentation required for the filing of the 2021 Canadian income tax returns with respect of the taxation aspects for the Loan Agreement and the Subsidiary Agreement (Section 2, above).
- Property examination costs relate to the maintenance of the La Casita concessions, as detailed in the prior section, and are consistent with those of the prior year, with minor variations due to re-expression in Canadian dollars.
- Directors' fees: a monthly stipend is paid to a director of the Company in his capacity of Chair of the Audit Committee. This fee was \$2,000 per month.
- Filing fees were include transfer agent and quarterly fees paid to the TSX Venture Exchange, and they were comparable to those of the same period of the prior year.
- Office expenses were also slightly higher than those incurred in the comparative period due to annual general meeting costs.
- Interest related to the Loan Agreement and Subsidiary Agreement are described above in Section 2(b). Interests increased due to the higher amount of principal outstanding and a general increase in interest rates during the nine months ended September 30, 2022. All interest accrued and outstanding up to June 30, 2022, has been repaid.
- Foreign exchange rates have been very volatile during the current period due to Covid-19, affecting both the foreign exchange loss and the exchange differences on translating foreign operations.



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b) Most recent quarter:

	Three months ended September 30				
	2022	% of	2021	% of	% change
	\$	expenses	\$	expenses	
<b>Cash expenses</b>					
Administration and accounting	15,000	44.67%	15,000	51.04%	0.00%
Property examination costs	7,186	21.41%	6,531	22.23%	10.03%
Directors' fees	6,000	17.87%	6,000	20.42%	0.00%
Filing and transfer agent fees	2,083	6.21%	4,049	13.78%	-48.56%
Audit and legal	1,838	5.48%	(3,656)	-12.44%	n/a
Office and sundry	1,462	4.36%	1,460	4.97%	0.14%
Total cash expenses	<u>33,569</u>	<u>100.00%</u>	<u>29,384</u>	<u>100.00%</u>	<u>14.24%</u>
<b>Non-cash expenses</b>					
Interest on loans	20,727		9,795		
Foreign exchange loss (gain)	57,228		21,967		
Mexican taxes	28		(192)		
Total non-cash expenses	<u>77,983</u>		<u>31,570</u>		
<b>Loss for the period</b>	<b>(111,552)</b>		<b>(60,954)</b>		
Exchange differences on translating foreign operations, net of tax	<u>(28,400)</u>		<u>937</u>		
<b>Total comprehensive loss for the period</b>	<b><u>(139,952)</u></b>		<b><u>(60,017)</u></b>		

The third quarter expenses of 2022 are very similar to those of the equivalent quarter of 2021, with a decrease in filing and transfer agent fees.

During the third quarter of 2021, an adjustment was made to a legal bill that had been overpaid during prior quarters, thus showing an adjustment.

With respect to interest on loans, as the total amount of principal outstanding is higher, the interest accrued each quarter is also higher. Interest rates have also been rising during the first half of 2022, hence impacting the accrued interest on the loans. As mentioned before, all interest that was outstanding up to June 30, 2022, has been repaid.



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**4.- Summary of quarterly results:**

	Quarter ended (three-month figures) (\$)							
	30-Sep 2022	30-Jun 2022	31-Mar 2022	31-Dec 2021	30-Sep 2021	30-Jun 2021	31-Mar 2021	31-Dec 2020
Loss before other expenses	(90,797)	(75,776)	(28,084)	(32,792)	(51,351)	(39,926)	(34,186)	(8,284)
Per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Loss for the period	(111,552)	(92,899)	(40,088)	(44,832)	(60,954)	(51,840)	(39,219)	(61,047)
Per share, basic and diluted	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Other comprehensive income (loss)	(28,400)	(8,033)	(4,993)	414	937	(4,816)	14,477	(20,792)
Per share, basic and diluted	(0.00)	(0.00)	(0.00)	0.00	0.00	(0.00)	0.00	(0.00)
Total comprehensive loss	(139,952)	(100,932)	(45,081)	(44,418)	(60,017)	(56,656)	(24,742)	(81,839)
Per share, basic and diluted	(0.01)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	25,297	46,128	35,867	42,087	41,059	20,784	37,158	7,258
Total liabilities	1,456,835	1,337,714	1,226,521	1,187,660	1,142,214	1,061,922	1,021,640	966,998
Shareholders' deficiency	(1,431,538)	(1,291,586)	(1,190,654)	(1,145,573)	(1,101,155)	(1,041,138)	(984,482)	(959,740)
Cash dividends declared	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The higher loss during the September 2022 quarter is mostly due to foreign exchange variation, as the Loan Agreement and the Subsidiary Agreement are denominated in US dollars and Mexican pesos, respectively, and both currencies experienced notable variations with respect to the Canadian dollar during the quarter. Also, as the loan principal increases, the interest accrued also increases, and during 2022 there has been a significant increase in interest rates.

The higher loss for the second quarter (June 2022) is largely due to the foreign exchange loss during this quarter. During the June quarter of 2021 there was a foreign exchange gain. As well, the costs related to the annual general meeting of shareholders held during this quarter pushed the general expenses higher. The interest expenses are also larger due to the larger amount of principal outstanding pursuant to the Loan Agreement and the Subsidiary Agreement.

The loss for the first quarter of 2022 is very consistent with that one of the same period in 2021, as explained in detail in Section 3.

Cash expenses in the last quarter of 2021 were consistent with those of the last quarter of 2020. The higher net loss in 2020 was due to the write-down of Mexican taxes taking place all in that quarter, rather than on a quarterly basis as was done in 2021.

While cash expenses during the third quarter of 2021 were consistent with those of the third quarter of 2020, the larger loss for the period is mostly driven by foreign exchange adjustments required to state in Canadian dollars amounts booked in either U.S. dollars for the Loan Agreement, or in Mexican pesos for amounts related to the Mexican subsidiary.

During the second quarter of 2021, the Company incurred the costs of preparing its annual general meeting of shareholders. The legal fees related to this annual meeting were higher than those during the June 2020 quarter. A credit note was provided for the third quarter of 2021 to correct this.

Activities during the first quarter of 2021 were lower as compared to the prior year's March 31 quarter.

During the final quarter of 2020, while general activities resulted in lower losses before taxes than in the prior year's last quarter, the write-off of Mexican taxes took place during the last quarter resulting in a higher loss for the period.



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**5.- Liquidity and working capital**

	<b>September 30, 2022</b>	December 31, 2021
	<u>\$</u>	<u>\$</u>
Cash and cash equivalents	<b>14,800</b>	39,547
Accounts receivable (Canadian GST)	<b>1,366</b>	789
Total liquidity	<b>16,166</b>	40,336
Prepaid expenses and deposits	<b>1,558</b>	1,751
Advance payment of mineral concessions	<b>7,573</b>	-
Accounts payable and accrued liabilities	<b>(8,992)</b>	(18,039)
Amounts due to related parties	<b>(7,395)</b>	-
Loans with related party	<b>(1,440,448)</b>	(1,169,621)
Working capital deficiency:	<b>(1,431,538)</b>	(1,145,573)

Given the present level of ongoing obligations and expenses, the Company must rely on the continued financial support from Autlan in order to meet its operational obligations for the foreseeable future.

**6.- Capital resources**

The Company's ability to raise additional funds from the equity markets will largely depend upon general market conditions, and the Company's ability to acquire new properties and to achieve certain exploration milestones. In order to attain these objectives and to meet its operational obligations, the Company will continue to rely on the financial support from Autlan. There can be no assurance the Company will be successful in achieving these goals and, accordingly, there is a material uncertainty casting significant doubt about the Company's ability to continue as a going concern.

***Covid-19 Pandemic***

The COVID-19 pandemic has impacted global financial markets and may continue to do so. The economic viability of the Company's business plan is impacted by its ability to obtain financing, and global economic conditions impact the general availability of financing through public and private debt and equity markets, as well as through other avenues.

In addition, as the health and safety of the Company's employees, contractors, visitors, and stakeholders are the Company's top priority, the Company will monitor developments with respect to COVID-19, both globally and within its operating jurisdictions, and will implement any such changes to its business as may be deemed appropriate to mitigate any potential impacts to its business and the stakeholders. Such changes may include, but are not limited to, temporary closures of the Company's site exploration activities or offices and deviations from the timing and nature of exploration plans.

The Company would take the necessary measures to renegotiate, if required, any contractual obligations with respect to potential exploration and other expenses. The Company will also



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examine the internal controls required for a secure operation of its computer and other electronic resources for operation from a remote location.

**7.- Off-balance sheet arrangements**

There are no off-balance sheet arrangements, and no contingent liabilities or other obligations.

**8.- Transactions with related parties**

The following transactions with related parties took place:

Nine months ended September 30:	2022	2021
	\$	\$
Management fees paid to InterAmerica Consulting & Development Inc. ("InterAmerica"), a company controlled by Mr. Salvador Miranda, the Chief Financial Officer of the Company:	45,000	45,000
Director's fees paid to Midas Management Inc. ("Midas"), a company controlled by Mr. James Robertson, a director of the Company and chairman of its audit committee:	18,000	18,000
Advances pursuant to the Loan Agreement (Section 2(b) above):	154,298	201,043
Interest accrued on Loan Agreement and Subsidiary Agreement:	46,887	27,345
Interest repaid on the Loan Agreement and Subsidiary Agreement (including Mexican value added tax):	(42,399)	(43,679)

The following amounts were due to related parties:

As at:	September 30, 2022	December 31, 2021
	\$	\$
Amounts owed to Autlan pursuant to Loan Agreement:	1,052,686	810,601
Amounts owed to Autlan pursuant to Subsidiary Agreement:	387,762	359,020
Amounts due to InterAmerica in management fees and reimbursable expenses (paid subsequently):	5,295	-
Director's fees owed to Midas (paid subsequently):	2,100	-
	<b>1,447,843</b>	<b>1,169,621</b>

Management is of the opinion that these transactions have occurred in the normal course of operations, and they are measured at the exchange amount, being the amount of consideration established and agreed to by the transacting parties.



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### **9.- Proposed transactions**

There are no specific proposed transactions as at the date of this MD&A. The Company is examining several properties as potential acquisition targets.

### **10.- Critical accounting estimates and adoption of new accounting standards**

#### *Critical accounting estimates*

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual results may differ from these estimates.

#### *Adoption of new accounting standards*

No new accounting standards or IFRS pronouncements were adopted during the nine months ended September 30, 2022.

### **11.- Financial instruments**

With the adoption of IFRS 9, the Company has classified cash, accounts receivables, accounts payable and accrued liabilities, value-added tax payable, due to related parties and loans with related party at amortized cost. At present, the Company does not have any FVTPL or FVTOCI financial assets.

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

#### *Currency Risk*

As at September 30, 2022, all of the Company's cash and cash equivalents were held either in Canadian dollars, US dollars or Mexican pesos. The Company incurs expenditures in Canada and Mexico, and as such is exposed to currency risk associated with these costs.

A change in the value of the Mexican peso by 10% relative to the Canadian dollar would affect the Company's working capital by approximately \$36,000 (September 30, 2021 - \$37,000; December 31, 2021 - \$38,000), and its net loss for the period by approximately \$5,000 (2021 - \$4,000).

#### *Interest rate and credit risk*

The Company has cash balances and significant debt owed to a majority shareholder. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company is not exposed to interest rate risk, as its convertible loan instrument is subject to fixed interest rates. The Company is exposed to interest rate risk on its loans with a related party as detailed in Note 6. A change 1% change in interest rate would affect the interest by approximately \$4,800 based on the principal outstanding as at September 30, 2022.

#### *Liquidity risk*

The Company will depend on the advances provided by Autlan through the Loan Agreement and the Subsidiary Agreement. The liquidity risk relates to the low cash position and the dependence on these advances. See Note 1 to the Financial Statements for further discussion regarding liquidity risks.



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**12.- Management's responsibility over financial information**

The Company's management is responsible for presentation and preparation of the quarterly and annual consolidated financial statements and the MD&A. These financial statements have been prepared in accordance with IFRS.

The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators ("CSA").

The quarterly and annual consolidated financial statements and information in the MD&A necessarily include amounts based on informed judgments and estimates of the expected effects of current events and transactions with appropriate consideration to materiality. In addition, in preparing the consolidated financial information we must interpret the requirements described above, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information. The MD&A also includes information regarding the impact of current transactions and events, sources of liquidity and capital resources, operating trends, risks, and uncertainties. Actual results in the future may differ materially from our present assessment of this information because future events and circumstances may not occur as expected.

**Disclosure Controls and Procedures**

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed consolidated interim financial statements for the nine months ended September 30, 2022, and this accompanying MD&A (together, the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

**13.- Risk factors.**

Development-stage mineral exploration companies face a variety of risks and, while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible.

Few exploration projects successfully achieve development due to factors that cannot be predicted or anticipated, and even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. The Company closely monitors its activities and those factors that could impact them and employs experienced consulting to assist in its risk management and to make timely adequate decisions.



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Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. Regarding the properties under the option agreement described in Section 2, Autlan has provided reasonable assurance that its mineral properties' titles are in good standing.

The price of the commodities being explored is also a significant risk factor, as a substantial decline in their price could result in a decision to abandon a specific project.

Environmental laws and regulation could also impact the viability of a project. The Company has ensured that it has complied with these regulations, but there can be changes in legislation outside the Company's control that could also add a risk factor to a project.

At the present time, the Company has no rights to a property of merit, and therefore its ability to raise capital is limited, having to rely on funding provided by Autlan to meet its obligations, including the search for a property of merit.

Finally, operating in a specific country has legal, political and currency risk that must be carefully considered to ensure their level is commensurate to the Company's assessment of the project.

#### **14.- Forward-looking statements**

Certain statements made and information contained in this MD&A and elsewhere constitute "forward-looking information" within the meaning of the Ontario Securities Act. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to the interpretation of drill results and the estimation of mineral resources, the geology, grade and continuity of mineral deposits, the possibility that future exploration, development results will not be consistent with the Company's expectations, accidents, equipment breakdowns, title matters and surface access, labour disputes, the potential for delays in exploration activities, the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, failure to obtain adequate financing on a timely basis and other risks and uncertainties, including those described under Risk Factors in each MD&A.

In addition, forward-looking information is based on various assumptions including, without limitation, the expectations and beliefs of management, the assumed long-term price of gold, that the Company will receive required permits and access to surface rights, that the Company can access financing, appropriate equipment, and sufficient labour and that the political environment within Mexico will continue to support the development of environmentally safe mining projects. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements.



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**15. - Other MD&A requirements**

- a) The Company, as a "venture issuer", is not required to prepare an Annual Information Form at this stage.

Copies of all previously published financial statements, management discussions, meeting materials, news releases, etc., are available on the CSA's System for Electronic Document Analysis and Retrieval (SEDAR) website at [www.sedar.com](http://www.sedar.com). Additional Company information is available on its website at [www.gfm-resources.com](http://www.gfm-resources.com).

- b) Information pursuant to sections of National Instrument 51-102:

- i) Section 5.3: Please refer to Sections 3 and 4 above, and to the consolidated statements of loss and comprehensive loss included with the Financial Statements, and Notes 2, 3, 11 and 12 thereto.

- ii) Section 5.4: Share Capital: please refer to Note 7 to the Financial Statements.

As at the date of this MD&A, the Company has 19,085,071 common shares issued and outstanding, and no stock options or warrants outstanding.

\* \* \* \* \*