

GROWMAX RESOURCES CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
JUNE 30, 2021

1.0 INTRODUCTION AND OVERVIEW

This management's discussion and analysis ("MD&A") for GrowMax Resources Corp. (TSXV:GRO), a publicly listed Canadian company with its corporate head office located in Vancouver, BC, should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements as at and for the nine months ended June 30, 2021 and the audited consolidated financial statements as at and for the nine months ended September 30, 2020. Except as otherwise indicated or where the context so requires, references to "GrowMax" or the "Company" include GrowMax Resources Corp. and its subsidiaries:

- (1) 95% ownership interest in GrowMax Agri Corp. ("GAC"), which was incorporated and registered in Alberta in 2009 and is a holding company for its 100% owned subsidiary, Americas Potash Peru S.A. ("APPSA"); and
- (2) APPSA, which was incorporated and registered in Peru in 2008, and holds the Company's interests in phosphates, potash and other mineral concessions in Peru.

The Company's financial statements are presented in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The Company's functional currencies are Canadian dollar for GrowMax's head office operations and U.S. dollar for GAC and APPSA.

This MD&A is based on information available up to August 27, 2021, the date on which it was approved by the Board of Directors. All dollar figures stated herein are expressed in thousands of Canadian dollars except for per share amounts or unless otherwise specified.

See section "6.0 NON-GAAP FINANCIAL MEASURE" for information on non-GAAP financial measures and section "4.0 OVERALL PERFORMANCE" for further information on the calculation of working capital.

See section "8.0 BUSINESS RISK FACTORS" for information on risk factors associated with GrowMax's business.

See section "9.0 FORWARD LOOKING INFORMATION" for a discussion of the risks, uncertainties and assumptions relating to forward looking information.

2.0 KEY ITEMS AND RECENT ACTIVITIES

Change of Business

Since inception, efforts of the Company had been devoted to the acquisition, exploration and development of mineral properties. In recent years, the Company was focused on the exploration, evaluation, and development of phosphate and potassium-rich brine resources on its Bayovar property (the "Bayovar Property"), which is located in the Sechura Desert in northwestern Peru.

After a thorough review of the Company's resources and strategic options, and given the expertise and skill sets of the Company's current management and directors, the GrowMax board of directors determined that the optimal allocation of the Company's working capital would be within the framework of an investment company. On August 19, 2021, the Company announced that it received final approval from the TSX Venture Exchange with respect to its previously announced proposed change of business from mineral exploration to an investment issuer.

The Company is not an Investment Fund

The Company is not a "non-redeemable investment fund" as it does not meet the definition of a non-redeemable investment fund contemplated under the *Securities Act* (British Columbia) or the National Instrument 81-106 *Investment Fund Continuous Disclosure* ("NI 81-106") as the Company does invest for the purpose of being actively involved in the management of many issuers in which it invests.

Investment Strategy

the Company has adopted an investment policy (the "Investment Policy") to govern its investment activities and investment strategy. A description of the Investment Policy follows:

The Company may invest in equity, debt and convertible securities, which the Company intends will be acquired and held both for long-term capital appreciation and shorter-term gains. The Company will try to identify companies that have potential, strong management teams and/or are involved with a segment of the market that is consistent with or otherwise complimentary to the Company's macro position. A key aspect of the Company's investment strategy will be seeking undervalued companies backed by strong management teams and solid business models that can benefit from macro-economic trends.

The Company will invest in concentrated, long-term positions in public companies. The Company may invest in securities of issuers in special situations, including event-driven situations such as assuming a controlling or joint-controlling interest in an invested company, which may also involve the provision of advice to management and/or board participation.

The Company's investment strategy will also include structuring and initiating deals focused on particular resources, themes, or regions as well as launching the development of businesses in select industries by providing assistance with the hiring of management teams, providing seed capital and facilitating the transition of such private companies to the public market.

Implementation

Prospective investments will be channelled through the Investment Committee.

Once a decision has been reached to invest in a particular situation, a short summary of the rationale behind the investment decision will be prepared by the Investment Committee and submitted to the Board. All investments shall be submitted to the Board for final approval. The Investment Committee will select all investments for submission to the Board and monitor the Company's investment portfolio on an ongoing basis, and will be subject to the direction of the Board.

Investment Evaluation Process

In selecting securities for the investment portfolio of the Company, the Investment Committee will consider various factors in relation to any particular issuer, including:

- inherent value of its assets;
- proven management, clearly-defined management objectives and strong technical and professional support;
- future capital requirements to develop the full potential of its business and the expected ability to raise the necessary capital;
- anticipated rate of return and the level of risk;
- financial performance; and
- exit strategies and criteria.

Conflicts of Interest

The Company has no restrictions with respect to investing in companies or other entities in which a member of the Company's management or Board may already have an interest or involvement. In the event that a conflict is determined to exist, the Company may only proceed after receiving approval from disinterested members of the Board. The Company is also subject to the "related party" transaction policies of the TSXV, which mandates disinterested shareholder approval for certain transactions.

Monitoring and Reporting

The Company's Chief Financial Officer shall be primarily responsible for the reporting process whereby the performance of each of the Company's investments is monitored. Quarterly financial and other progress reports shall be gathered from each corporate entity, and these shall form the basis for a quarterly review of the Company's investment portfolio by the Investment Committee. Any deviations from expectation will be investigated by the Investment Committee and, if deemed to be significant, reported to the Board.

A full report of the status and performance of the Company's investments is to be prepared by the Investment Committee and presented to the Board at the end of each fiscal year.

Amendment of Investment Policy

The Company's Investment Policy may be amended with approval from its board of directors.

3.0 FINANCIAL HIGHLIGHTS

The following table sets forth selected financial data of the Company for each of the last eight completed financial quarters:

Summary of Quarterly Results

<u>(\$ in thousands, except per share amounts)</u>	<u>Jun 30-21</u>	<u>Mar 31-21</u>	<u>Dec 31-20</u>	<u>Sep 30-20</u>	<u>Jun 30-20</u>	<u>Mar 31-20</u>	<u>Dec 31-19</u>	<u>Sep 30-19</u>
Net income (loss) attributable to Owners of the Company	(1,482)	(78)	(2,238)	5,046	(396)	1,984	(2,815)	1,095
Basic and diluted earnings (loss) per share attributable to Owners of the Company	(0.01)	(0.00)	(0.01)	0.02	(0.00)	0.01	(0.01)	0.01
Equity investments	9,067	11,044	9,965	12,616	7,100	6,047	4,742	4,494

The net income of \$1,095 for the quarter ended September 30, 2019, was the result of reversing FY2018 payments that were expensed in the quarter ended March 31, 2019 and applying them against the accruals made at December 31, 2018.

The net loss of \$2,815 for the quarter ended December 31, 2019, was mainly the result of the write-off of the full balance of the loan (principal plus accrued interest) to Fertimar Mineração e Navegação Ltda.

The net income of \$1,984 for the quarter ended March 31, 2020, was mainly the result of fair value gains on derivative instruments, gains on the sale of equity investments and foreign exchange gains on US dollar holdings.

The net loss of \$396 for the quarter ended June 30, 2020, was mainly the result of foreign exchange losses on US dollar holdings.

The net income of \$5,046 for the quarter ended September 30, 2020, was mainly the result of fair value gains on marketable securities.

The net loss of \$2,238 for the quarter ended December 31, 2020, was mainly the result of fair value losses on marketable securities and foreign exchange losses on US dollar holdings.

The net loss of \$1,482 for the quarter ended June 30, 2021, was mainly the result of fair value losses on marketable securities and foreign exchange losses on US dollar holdings.

The following table summarizes some of the major items comprising net income (loss) for each of the eight most recently completed quarters:

<u>(\$ in thousands)</u>	<u>Jun 30-21</u>	<u>Mar 31-21</u>	<u>Dec 31-20</u>	<u>Sep 30-20</u>	<u>Jun 30-20</u>	<u>Mar 31-20</u>	<u>Dec 31-19</u>	<u>Sep 30-19</u>
<u>General & administrative expenses:</u>								
Depreciation	-	-	-	-	-	-	(75)	(2)
Other general and administrative	(728)	(628)	(362)	(803)	(355)	(366)	(674)	582
Other income (expense)	(778)	526	(1,884)	4,792	(55)	2,337	(2,093)	714

General & Administrative Expenses

The other general and administrative recovery of \$582 for the quarter ended September 30, 2019, was mainly a result reversing professional and consulting fees accrued at December 31, 2018. Payments for these accruals were made and inadvertently expensed during the quarter ended March 31, 2019 instead of applying the payments to the amounts accrued at December 31, 2018.

The other general and administrative expense of \$674 for the quarter ended December 31, 2019, was mainly a result of other expenses particularly expensing of provisions related to the Bayovar Property write-off.

The other general and administrative expense of \$803 for the quarter ended September 30, 2020, was mainly a result of other expenses, particularly expensing of provisions related to the Bayovar Property.

The other general and administrative expense of \$628 for the quarter ended March 31 2021, was mainly a result of other expenses, particularly expensing of provisions related to the Bayovar Property.

The other general and administrative expense of \$728 for the quarter ended June 30, 2021, was mainly a result of other expenses, particularly expensing of provisions related to the Bayovar Property.

Other Income (Expense)

Other income (expense) consists of foreign exchange gain (loss), fair value gain (loss) on equity investments, interest income, other income (expense) and loss on write-off of loan.

The majority of other income (expense) is impacted by foreign exchange gain (loss) and fair value gain (loss) on equity investments:

- *Foreign exchange gain (loss)* – although the Company’s presentation currency is Canadian dollars, a majority of the Company’s cash is held in U.S. dollars. Foreign exchange gain (loss) is greatly affected by the impact of changes in exchange rates on U.S. dollar denominated financial instruments; and
- *Fair value gain (loss) on equity investments* – consists of changes in the fair market value of the Company’s equity investments.

Other income of \$714 for the quarter ended September 30, 2019, was mainly a result of a foreign exchange gain due to the strengthening of the U.S. dollar vis-à-vis the Canadian dollar for the quarter.

Other expense of \$2,093 for the quarter ended December 31, 2019, was mainly a result of a foreign exchange loss due to the weakening of the U.S. dollar vis-à-vis the Canadian dollar for the quarter, fair value losses on equity investments and the write-off loan receivable from Fertimar Mineração e Navegação Ltda.

Other income of \$2,337 for the quarter ended March 31, 2020, was mainly a result of the strengthening of the U.S. dollar vis-à-vis the Canadian dollar for the quarter and fair value gains on equity investments

Other income of \$4,792 for the quarter ended September 30, 2020, was mainly a result of fair value gains on equity investments.

Other expense of \$1,884 for the quarter ended December 31, 2020, was mainly a result of fair value losses on equity investments and a foreign exchange loss due to the weakening of the U.S. dollar vis-à-vis the Canadian dollar for the quarter.

Other expense of \$778 for the quarter ended June 30, 2021, was mainly a result of fair value losses on equity investments and a foreign exchange loss due to the weakening of the U.S. dollar vis-à-vis the Canadian dollar for the quarter.

4.0 OVERALL PERFORMANCE

Working Capital

At June 30, 2021, the Company had consolidated working capital of \$22,911 compared to working capital of \$26,504 at September 30, 2020.

Working capital is a non-GAAP financial measure and is calculated as current assets (June 30, 2021 – \$23,716; September 30, 2020 – \$27,542), less current liabilities (June 30, 2021 – \$805; September 30, 2020 - \$1,038).

Current Assets

Cash

Operating activities

During the nine months ended June 30, 2021, the Company used \$1,166 compared to \$7,225 during the nine months ended June 30, 2020 for operating activities (which includes changes in non-cash operating items). The majority of outflow of cash for operating activities during the nine months ended June 30, 2021 is attributable to general and administrative expenses (see “General and Administrative Expenses” section below), fair value losses on equity investments and gains on sale of equity investments. The majority of outflow of cash for operating activities during the nine months ended June 30, 2020 is attributable to general and administrative expenses (see “General and Administrative Expenses” section below) and fair value gains on equity investments

Investing activities

During the nine months ended June 30, 2021, the Company generated \$2,162 compared to generating \$5,249 during the nine months ended June 30, 2020. The inflow of cash for investing activities during the nine months ended June 30, 2021, was primarily a result of the sale of equity investments which was offset by purchases of equity investments. The inflow of cash for the nine months ended June 30, 2020, was primarily a result of a withdrawal of restricted investments which was offset by purchases of equity investments. See "Equity Investments" section below.

Financing activities

The Company had no financing activities for the nine months ended June 30, 2021 and nine months ended June 30, 2020.

Equity Investments

As at June 30, 2021, the Company's equity investments consist of:

Description	Number of securities			Cost	Fair Value
	Units in Advance	Shares	Warrants		
(\$ in thousands except unit, share and warrant amounts)					
Private equity investments:					
AuAg Exploration Inc.	3,000,000	-	-	\$ 450	\$ 450
Montana Silver Mines, LLC	500,000	-	-	10	10
Pike Therapeutics Inc.	-	1,000,000	-	143	124
Quality Green Inc.	-	5,500,000	5,500,000	3,025	1,313
Telecure Technologies Inc.	1,400,000	-	-	490	490
	4,900,000	6,500,000	5,500,000	\$ 4,118	\$ 2,387
Public equity investments:					
Algernon Pharmaceuticals Inc.	-	4,999,300	3,000,000	\$ 677	\$ 790
Alpha Esports Inc.	-	2,857,142	2,857,142	1,000	3,231
Beyond Medical Tech Inc.	-	7,000,000	8,000,000	975	612
Canagold Resources Ltd. ⁽¹⁾	-	250,000	125,000	100	155
First Responder Technologies Inc.	-	3,000,000	1,500,000	1,050	135
HAVN Life Sciences Inc.	-	1,325,100	-	254	729
Hempfusion Inc.	-	240,000	165,000	397	135
Manning Ventures Inc.	-	2,350,000	2,350,000	353	694
Rockshield Capital Corp.	-	389,500	-	195	199
	-	22,411,042	17,997,142	\$ 5,001	\$ 6,680
Balance, June 30, 2021	4,900,000	28,911,042	23,497,142	\$ 9,119	\$ 9,067

During the nine months ended June 30, 2021, the Company completed the following transactions:

- i) The Company purchased 2,857,142 units in the capital of Alpha Esports Inc. for \$0.350 per unit. Each unit consists of one common share and one common share purchase warrant entitling the holder to purchase one additional common share at an exercise price of \$0.50 for up to May 14, 2023. Alpha Esports Inc. is technology company with a focus in esports, online gaming platforms and blockchain.
- ii) The Company purchased 2,350,000 units in the capital of Manning Ventures Inc. for \$0.15 per unit. Each unit consists of one common share and one-half common share purchase warrant entitling the holder to purchase one additional common share at an exercise price of \$0.20 up to February 11, 2023. Manning Ventures Inc. is led by a group of experienced exploration professionals that expose shareholders to multiple sectors designed to capitalize on ever changing "hot-cold" cycles in mineral exploration and to generate meaningful growth and return.
- iii) The Company purchased 1,400,000 units in advance in the capital of Telecure Technologies Inc. for \$0.350 per unit in advance. Each unit in advance consists of one common share and one common share purchase warrant entitling the holder to purchase one additional common share at an exercise price to be determined at a yet to be determined date. Telecure Technologies Inc. is a U.S. focused health IT company that specializes in using technology to make healthcare more accessible and efficient.
- iv) The Company sold a total of 4,113,500 common shares of Algernon Pharmaceuticals Inc. ("Algernon") at an average price of \$0.27 per share for total proceeds of \$1,118. The Company recorded a gain on the sale of Algernon

common shares of \$679. The Company purchased 1,000,000 units in the capital of Algernon for \$0.25 per unit. Each unit consists of one common share and one common share purchase warrant entitling the holder to purchase one additional common share at an exercise price of \$0.50 up to March 5, 2023. The Company and Algernon have one common director. Algernon is a clinical stage drug development company focused on the disease areas of stroke, idiopathic pulmonary fibrosis and chronic cough and COVID-19.

- v) The Company purchased 500,000 shares in the capital of Beyond Medical Tech Inc. (“Beyond Medical”) for an average of \$0.226 per share. The Company also purchased 8,000,000 units in the capital of Beyond Medical for \$0.125 per unit. Each unit consists of one common share and one common share purchase warrant entitling the holder to purchase one additional common share at an exercise price of \$7.20 up to February 5, 2023. The Company sold 1,500,000 shares in the capital of Beyond Medical at a per share average price of \$0.05 for total proceeds of \$75. The Company recorded a loss on the sale of Beyond Medical common shares of \$63. Beyond Medical is an industrial technology company based in Vancouver, BC with a focus on the medical industry.
- vi) The Company purchased 50,000 shares in the capital of Canaccord Genuity Group Inc. for \$12.12 per share. The Company sold 50,000 shares in the capital of Canaccord Genuity Group Inc. at a per share average price of \$13.53 for total proceeds of \$676 and recorded a gain on sale of \$70. Canaccord Genuity Group Inc., a TSX-listed company, is a leading independent, full-service financial services firm, with operations in two principal segments of the securities industry: wealth management and capital markets.
- vii) The Company sold a total of 4,276,900 common shares of HAVN Life Sciences Inc. (“HAVN”) at an average price of \$0.90 per share for total proceeds of \$3,857. The Company recorded a gain on the sale of HAVN common shares of \$3,316. Additionally, The Company sold a total of 2,000,000 warrants of HAVN at an average price of \$0.03 per share for total proceeds of \$60. The Company recorded a loss on the sale of HAVN warrants of \$56. Also, 2,000,000 HAVN warrants expired unexercised. The Company recorded a loss on the expiry of warrants of \$116. HAVN’s vision is to provide a range of standardized, quality-controlled microdosing therapies to consumers and to provide cutting edge technology and intellectual property for mental health and human performance with a primary focus on psychedelic and natural healthcare products.
- viii) The Company purchased 90,000 units in the capital of Hempfusion Inc. (“Hempfusion”) for US \$1.00 per unit. Each unit consists of one common share and one-half common share purchase warrant entitling the holder to purchase one additional common share at an exercise price of US \$7.00 up to February 28, 2023. The Company sold 90,000 shares in the capital of Hempfusion at a per share average price of US \$0.45 for total proceeds of US \$41 (\$49) and recorded a loss on sale of US \$50 (\$67). Hempfusion is a health and wellness supplement company that manufactures, markets and sells hemp-based CBD probiotic products.
- ix) The Company purchased 200,000 shares in the capital of Optimi Health Corp. for \$0.75 per share. The Company sold a total of 200,000 shares in the capital of Optimi Health Corp. at a per share average price of \$0.70 and recorded a loss on sale of \$10. Optimi Health Corp., a CSE-listed company, is developing a sophisticated mushroom brand that focuses on the health and wellness markets. With a vertically integrated approach, Optimi intends to cultivate, extract, process and distribute high quality functional mushroom products at its two facilities in Princeton, British Columbia.
- x) The Company purchased 400,000 shares in the capital of Rockshield Capital Corp. for \$0.50 per share. The Company sold a total of 10,500 shares in the capital of Rockshield Capital Corp. at a per share average price of \$0.60 and recorded a gain on sale of \$1. Rockshield Capital Corp., a CSE-listed company, is an actively managed investment company focused on investing in high-growth companies and sectors.
- xi) The Company sold a total of 1,250,000 common shares of Sweet Earth Holdings Corp. (“Sweet Earth”) at an average price of \$0.36 per share for total proceeds of \$453. The Company recorded a gain on the sale of Sweet Earth common shares of \$203.

The investment in Manning Ventures Inc. involved a non-arm’s length party as Chris Cooper, a director of the Company, is also one of Manning Ventures Inc.’s directors. The investment, however, does not fall within the definition of “related party transaction” under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). Mr. Cooper declared his interest and abstained from voting in connection to the investment in Manning Ventures Inc.

The investments in Alpha Esports Inc., Telecure Technologies Inc., HAVN Life Sciences Inc., Hempfusion Inc., and Rockshield Capital Corp. are all arm’s length investments.

As at September 30, 2020, the Company's equity investments consist of:

Description	Number of securities			Cost	Fair Value
	Units in advance	Shares	Warrants		
<u>(\$ in thousands except unit, share and warrant amounts)</u>					
Private equity investments:					
AuAg Exploration Inc.	3,000,000	-	-	\$ 450	\$ 450
Hempfusion Inc.	-	240,000	120,000	397	385
Montana Silver Mines, LLC	500,000	-	-	10	10
Pike Therapeutics Inc.	-	1,000,000	-	143	133
Quality Green Inc.	-	5,500,000	5,500,000	3,025	1,601
	3,500,000	6,740,000	5,620,000	\$ 4,025	\$ 2,579
Public equity investments:					
Algernon Pharmaceuticals Inc.	-	8,112,800	2,000,000	\$ 867	\$ 3,013
First Responder Technologies Inc.	-	3,000,000	1,500,000	1,050	353
Sweet Earth Holdings Corp.	-	1,250,000	-	250	200
HAVN Life Sciences Inc.	-	5,602,000	4,000,000	1,032	6,371
Canagold Resources Ltd.	1,250,000	-	-	100	100
	1,250,000	17,964,800	7,500,000	\$ 3,299	\$ 10,037
Balance, September 30, 2020				\$ 7,324	\$ 12,616

During the nine months ended September 30, 2020, the Company completed the following transactions:

- i) Purchased 2,000,000 units in the capital of Algernon for \$0.085 per unit. Each unit consists of one common share and one common share purchase warrant entitling the holder to purchase one additional common share at an exercise price of \$0.12 for up to two years from the date of issue. On acquisition date, the estimated fair value of the Algernon warrants was determined to be \$78, using the Black-Scholes valuation model. The Company also exercised 5,882,400 share purchase warrants of Algernon at an average price of \$0.12. Additionally, the Company sold a total of 5,652,000 common shares of Algernon at an average price of \$0.22 per share for total proceeds of \$1,231. The Company recorded a gain on the sale of Algernon common shares of \$727. The Company and Algernon have one common director.
- ii) On March 25, 2020, the Company purchased 1,000,000 common shares in the capital of Pike Therapeutics Inc. for a total cost of US \$100 (CAD \$133). Pike Therapeutics Inc. is a biotechnology corporation focused on developing FDA approved treatments for unmet medical needs, by formulating synthetic cannabinoids in combination with a superior, proprietary delivery platform (patch).
- iii) On April 20, 2020, the Company purchased 4,000,000 units in the capital of HAVN for \$0.25 per unit, each unit comprising one common share and one share purchase warrant entitling the holder to purchase one additional common share at an exercise price of \$0.50 per common share for a full warrant for up to two years from the date of issue. On acquisition date, the estimated fair value of the warrants was determined to be \$232, using the Black-Scholes valuation model. Additionally, the Company sold a total of 198,000 common shares of HAVN at an average price of \$0.78 per share for total proceeds of \$153.

On April 20, 2020, the Company also purchased 1,800,000 special warrants, which has been classified as shares, in the capital of HAVN for \$0.02 per special warrant. Each special warrant entitles the Company to receive one common share in the capital of HAVN, without any additional consideration, after September 8, 2020, the date HAVN became a publicly listed company and the special warrants were converted into common shares.

- iv) On June 25, 2020, the Company subscribed to 500,000 common shares in the capital of Montana Silver Mines, LLC for a total cost of \$10 pursuant to a private placement. Each unit consists of one common share and one share purchase warrant. As at September 30, 2020, the private placement had not closed and the investment was valued at cost. The Company and Montana Silver Mines, LLC have one common director.
- v) On July 3, 2020, the Company subscribed to 3,000,000 units in the capital of AuAg Exploration Inc. for a total cost of \$450 pursuant to a private placement. Each unit consists of one common share and one share purchase warrant.

As at September 30, 2020, the private placement had not closed and the investment was valued at cost. The Company and AuAg Exploration Inc. have one common director.

- vi) On September 9, 2020, the Company purchased 1,250,000 units in the capital of Canarc Resource Corp. for a total cost of \$100 pursuant to a private placement. Each unit consists of one common share and one-half share purchase warrant. As at September 30, 2020, the private placement had not closed and the investment was valued at cost. On December 7, 2020, Canarc Resources changed its name to Canagold Resources Ltd. and consolidated its shares on a 5 to 1 basis. Canagold Resources Ltd. is a Canadian mineral exploration firm engaged in the acquisition, exploration and development of mineral resource property interests.

The investments in AuAg Exploration Inc. and Montana Silver Mines LLC involved a non-arm's length party as Kulwant Malhi, an officer and director of the Company, is also AuAg Exploration Inc.'s CEO and director and Montana Silver Mines LLC's CEO and director. The investment, however, does not fall within the definition of "related party transaction" under MI 61-101. Mr. Malhi declared his interest and abstained from voting in connection to the investment in AuAg Exploration Inc. and Montana Silver Mines LLC.

The investments in Pike Therapeutics Inc. and Canagold Resources Ltd. are arm's length investments.

Other Current Assets

(\$ in thousands)		June 30, 2021		September 30, 2020
Receivable from a Peruvian state-owned company	\$	781	\$	1,317
Other		130		103
	\$	911	\$	1,420

Current Liabilities

Provisions and Other Current Liabilities

(\$ in thousands)		June 30, 2021		September 30, 2020
Provisions related to the Bayovar Property write-off	\$	615	\$	807
Other		9		103
	\$	624	\$	910

At June 30, 2021, the Company recorded provisions related to the write-off of the Bayovar Property in Peru. These provisions will be paid from the receivable due from a Peruvian state-owned company once settled. See "Other Current Assets". The provisions are as follows:

(\$ in thousands)		June 30, 2021		December 31, 2019
Land use	\$	309	\$	333
Property taxes		306		-
Reclamation		-		474
	\$	615	\$	807

Contingencies

During the nine months ended September 30, 2020, the Company receive two notices of claim filed against the Company by former consultants for payments owing for unpaid salaries and other labour benefits. The Company is defending the claims vigorously. Management considers any claims against the Company to be without merit and accordingly no amounts have been accrued.

During the nine months ended June 30, 2021, the Company received a claim filed against the Company from a third party for penalties in regards to the Bayovar Project. The Company is defending this claim and considers the claim to be without merit and accordingly no amounts have been accrued.

General and Administrative Expenses

A breakdown of general and administrative expenses is as follows:

(\$ in thousands)	Nine months ended	
	June 30, 2021	June 30, 2020
Employee benefits (including termination costs)	\$ 352	\$ 322
Management fees	207	130
Professional and consulting	371	318
Rent	27	29
Travel	22	77
Provisions related to Bayovar Property	678	453
Other	61	66
	\$ 1,718	\$ 1,395

The increase in provisions related to Bayovar Property for the nine months ended June 30, 2021 compared to the nine months ended June 30, 2020, was mainly a result of property tax expenses that were incurred in 2021 for the Bayovar Property. Similar costs were not incurred in 2020.

Other Income (Expense)

A breakdown of other income (expense) is as follows:

(\$ in thousands)	Nine months ended	
	June 30, 2021	June 30, 2020
Foreign exchange gain (loss)	\$ (765)	\$ 683
Fair value gain (loss) on equity investments	(1,386)	1,271
Interest income	19	217
Other income (expense)	(4)	(36)
Write-off of loan receivable ⁽¹⁾	-	(1,946)
	\$ (2,136)	\$ 189

Notes:

⁽¹⁾ GrowMax entered into a Share Purchase Agreement (the "SPA") with the controlling shareholders of Fertimar Mineração e Navegação Ltda. ("Fertimar") in which a loan was made to Fertimar with interest calculated using the Certificado de Depósito Interbancário ("CDI") rate in Brazil, currently set at 6.05% per annum. The bridge facility is secured by a personal guarantee from Mr. Eduardo Marinho Christoph. On March 4, 2019 GrowMax announced that the SPA had been terminated following which a notice to repay the loan was issued by GrowMax to Fertimar. The loan principal and accrued interest was due on September 23, 2019. During the nine months ended June 30, 2020, the full balance of the loan of \$1,946 (principal plus accrued interest) was determined to be uncollectible and thus written off.

Foreign exchange gain (loss) reflects the impact of changes in exchange rates on foreign denominated financial instruments. For the nine months ended June 30, 2021, the Company recognized \$765 of foreign exchange losses compared to a foreign exchange gain of \$683 for the nine months ended June 30, 2020. Foreign exchange gains and losses are primarily due to U.S. dollar financial instruments and the fluctuation of the U.S. dollar relative to the Canadian dollar. The volatility of foreign exchange markets creates a significant amount of foreign exchange risk for the Company, given the various transactions in Peruvian Soles, Canadian dollars and U.S. dollars. This affects both the foreign exchange gains (losses) reported in other income (expense) on the consolidated statement of income (loss) as well as the other comprehensive income (loss) reported on the consolidated statement of comprehensive income (loss).

Fair value losses on marketable securities of \$1,386 for the nine months ended June 30, 2021 compared to fair value gains of \$1,271 for the nine months ended June 30, 2020, were mainly due to a general decrease in fair value of the Company's investments which was offset by gains realized from the sale of equity investments.

The decrease in interest income for the nine months ended June 30, 2021 compared to the nine months ended June 30, 2020, was mainly due to lower cash holdings and more equity investments held by the Company in 2021 compared to 2020.

Other Comprehensive Income (Loss)

For the nine months ended June 30, 2021, the Company reported other comprehensive loss of \$3,593 compared to other comprehensive loss of \$1,299 for the nine months ended June 30, 2020.

The Company's balance of accumulated other comprehensive loss is attributable to foreign currency adjustments (including related income tax) which result from translating and consolidating the financial statements of the Company's foreign operations into the Canadian dollar presentation currency. The Company's foreign operations are translated using publicly quoted rates.

Related Party Transactions

The Company's related parties consist of key management personnel and companies owned directly or indirectly by key management personnel.

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Board of Directors and corporate officers.

Remuneration to the Company's related parties was as follows:

(\$ in thousands)	Nine months ended	
	June 30, 2021	June 30, 2020
Short-term employee benefits ⁽¹⁾	\$ 284	\$ 260
Professional fees	165	6
Rent	27	30
	\$ 476	\$ 296

Note:

⁽¹⁾ Includes directors' fees, consulting fees, management fees, termination benefits, salaries and bonuses and amounts for former directors, the former CEO and the former CFO.

As at June 30, 2021, accounts payable and accrued liabilities include \$115 (September 30, 2020 – \$nil) payable to key management personnel and/or companies owned directly or indirectly by key management personnel.

Amounts due to related parties included in accounts payable and accrued liabilities are unsecured, non-interest-bearing and are without fixed terms of repayment.

Financial Instruments and Financial Risk Management

(a) Categories of financial instruments

The following table summarizes the carrying amounts of the Company's financial instruments:

(\$ in thousands)	June 30, 2021	September 30, 2020
Financial assets		
<i>Amortized cost</i>		
Cash	\$ 13,738	\$ 13,506
Other current assets	911	1,420
<i>Fair value through profit or loss</i>		
Equity investments	9,067	12,712
	\$ 23,716	\$ 27,638
Financial liabilities		
<i>Amortized cost</i>		
Accounts payable and accrued liabilities	\$ 181	\$ 128
Provisions and other current liabilities	624	910
	\$ 805	\$ 1,038

(b) Fair value of financial instruments

(i) Fair value estimation of financial instruments

The fair value of cash and various receivables included in other current assets, accounts payable and accrued liabilities, the payable to the Peruvian Group, and various liabilities included in other current liabilities approximate their carrying values.

(ii) Financial instruments measured at fair value

Financial instruments that are measured at fair value subsequent to initial recognition are grouped in a hierarchy based on the degree to which the fair value is observable. The levels in the hierarchy are:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 – inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The following is a summary of the Company's equity investments categorized in the fair value hierarchy as at June 30, 2021:

(\$ in thousands)	Level 1	Level 2	Level 3	Total
Private equity investments	\$ -	\$ -	\$ 2,387	\$ 2,387
Public equity investments	4,942	-	-	4,492
Derivative instruments	1,738	-	-	1,738
Balance, June 30, 2021	\$ 6,680	\$ -	\$ 2,387	\$ 9,067

The following is a summary of the Company's equity investments categorized in the fair value hierarchy as at September 30, 2020:

(\$ in thousands)	Level 1	Level 2	Level 3	Total
Private equity investments	\$ -	\$ -	\$ 2,387	\$ 2,387
Public equity investments	7,682	-	-	7,682
Derivative instruments	2,355	-	192	2,547
Balance, September 30, 2020	\$ 10,037	\$ -	\$ 2,579	\$ 12,616

The Company is responsible for performing the valuation of fair value measurements included in the consolidated financial statements, including Level 3 fair values. The valuation processes and results for recurring measurements are reviewed at least once every quarter, in line with the Company's quarterly reporting dates.

The private equity investments are based on inputs other than quoted prices and are therefore considered to be Level 3. The derivative instruments are based on inputs other than quoted prices and therefore considered to be Level 3.

Liquidity

As at June 30, 2021, the Company had consolidated cash of \$13,738 (September 30, 2020 – \$13,506) and a consolidated working capital position of \$22,911 (September 30, 2020 – \$26,504). See section "4.0 OVERALL PERFORMANCE" for information regarding the change in cash and the change in working capital during the nine months ended June 30, 2021.

Accounting Policies

The preparation of this MD&A is based on accounting principles and practices consistent with those used in the preparation of the audited consolidated financial statements for the nine months ended September 30, 2020. For further information, see note 3 of the Company's audited consolidated financial statements for the nine months ended September 30, 2020.

5.0 OTHER INFORMATION AND ADVISORIES

Disclosure of Outstanding Share Data

As at June 30, 2021 and the date of this MD&A, the Company has the following securities outstanding:

Description of Security	Number of Securities Outstanding
Common shares	213,925,645
Stock options	40,000

Internal Controls and Disclosure Controls over Financial Reporting

Since the Company is a TSXV issuer, it is required to file basic venture certificates, which it has done for the nine months ended June 30, 2021. The Company makes no assessment relating to establishment and maintenance of internal control over financial reporting and disclosure controls and procedures as at and for the period ended June 30, 2021.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

6.0 NON-GAAP FINANCIAL MEASURE

The Company uses and reports a measurement in the evaluation of its liquidity and financial position that does not have any standardized meaning prescribed by IFRS, referred to as a “Non-GAAP Financial Measure.” It is unlikely for Non-GAAP Financial Measures to be comparable to similar measures presented by other companies.

Working Capital

The Company uses “working capital” to assess liquidity and general financial strength. Working capital is calculated as current assets less current liabilities. Working capital should not be considered an alternative to, or more meaningful than current assets or current liabilities as determined in accordance with IFRS. See section “4.0 OVERALL PERFORMANCE” for further information on the calculation of this measure.

7.0 COVID-19

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness.

At the time these condensed consolidated interim financial statements were prepared, the COVID-19 pandemic has caused significant disruptions to the global economy and increased volatility in the global financial markets. The extent to which COVID-19 may adversely impact the Company’s business and financing opportunities will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, and other countries to contain and treat the disease. Although it is not possible to reliably estimate the length or severity of these developments and their financial impact to the date of approval of these condensed consolidated interim financial statements, there may be further significantly adverse impact on the Company’s financial position and results of operations for future periods if the pandemic is not successfully contained or the effects of which are not mitigated.

8.0 BUSINESS RISK FACTORS

Risks Associated with Winding Down of Operations in Peru

As at December 31, 2018 the Company wrote off its exploration and evaluations assets and some related accounts. Therefore, the risks previously relating to operating a business in Peru are not applicable. There are some remaining risks relating to the wind down of operations in Peru and finalizing certain agreements with the applicable Peruvian governmental agencies. As at the date of this MD&A, the Company has recorded provisions related to the write-off of its exploration and evaluations assets in Peru. The Company fully expects that these provisions will be paid from the receivable due from a Peruvian state-owned company once settled. There is no assurance that these provisions will be covered in full or at all by the receivable due from the Peruvian state-owned company.

Economic, Political and Legal Risk

GrowMax’s properties are located in Peru, a country that has, in the past, experienced both political and social unrest, changes in government (federal and provincial) and changes in government policy regarding, among other things, commodity pricing, rights to concessions/land, production, export controls, environmental legislation, land use, water use, workplace safety, monetary policy, foreign exchange and taxation. Changing political aspects may affect the regulatory environments in which the Company operates and no assurances can be given that the Company’s plans and operations will not be adversely affected by future developments. As the Company transitions out of Peru some of these risks remain even though operations have wound down.

Peru's history since the mid-1980s has been one of political and economic instability under both democratically elected and dictatorial governments. These governments have frequently intervened in the national economy and social structure, including periodically imposing various controls, the effects of which have been to restrict the ability of both domestic and foreign companies to freely operate. Labour in Peru is customarily unionized and there are risks associated with winding down of operations including personnel.

As of the date of this document, GrowMax is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Without such insurance, and if GrowMax becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds available to the Company to pay such liabilities and result in bankruptcy. Should the Company be unable to fully fund the remedial cost of an environmental problem that arises, it might be required to enter into interim compliance measures pending completion of the required remedy.

Risks Associated with the Business of the Company

The following are certain factors relating to the business of the Company. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently deem immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

An investment in the Company is speculative. An investment in the Company will be subject to certain material risks and investors should not invest in securities of the Company unless they can afford to lose their entire investment. The following is a description of certain risks and uncertainties that may affect the business of the Company.

No Operating History as an Investment Issuer

The Company does not have any record of operating as an investment issuer or undertaking merchant banking operations. As such, upon completion of the Change of Business, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that the Company will not achieve its financial objectives as estimated by management or at all. Furthermore, past successes of management or the Board does not guarantee future success.

Portfolio Exposure and Sensitivity to Macro-Economic Conditions

Given the nature of the Company's proposed investment activities, the results of operations and financial condition of the Company will be dependent upon the market value of the securities that will comprise the Company's investment portfolio. Market value can be reflective of the actual or anticipated operating results of companies in the portfolio and/or the general market conditions that affect a particular sector. Various factors affecting a sector could have a negative impact on the Company's portfolio of investments and thereby have an adverse effect on its business. Additionally, the Company may invest in small-cap businesses that may never mature or generate adequate returns or may require a number of years to do so. This may create an irregular pattern in the Company's investment gains and revenues (if any).

Macro factors such as fluctuations in commodity prices and global political and economic conditions could also negatively affect the Company's portfolio of investments. The Company may be adversely affected by the falling share prices of the securities of investee companies; as such, share prices may directly and negatively affect the estimated value of the Company's portfolio of investments. Moreover, company-specific risks could have an adverse effect on one or more of the investments that may comprise the portfolio at any point in time. Company-specific and industry-specific risks that may materially adversely affect the Company's investment portfolio may have a materially adverse impact on operating results. The factors affecting current macro-economic conditions are beyond the control of the Company.

Cash Flow and Revenue

Assuming completion of the Change of Business, it is expected that the Company's revenue and cash flow will be generated primarily from financing activities, dividends and/or royalty payments on investments and proceeds from the disposition of investments. The availability of these sources of income and the amounts generated from these sources are dependent upon various factors, many of which are outside of the Company's direct control. The Company's liquidity and operating results may be adversely affected if its access to capital markets is hindered, whether as a result of a downturn in market conditions generally or to matters specific to the Company, or if the value of its investments decline, resulting in losses upon disposition.

Private Issuers and Illiquid Securities

The Company may invest in securities of private issuers, illiquid securities of public issuers and publicly-traded securities that have low trading volumes. The value of these investments may be affected by factors such as investor demand, resale restrictions, general market trends and regulatory restrictions. Fluctuation in the market value of such investments may occur for a number of reasons beyond the control of the Company and there is no assurance that an adequate market will exist for investments made by the Company. Many of the investments made by the Company may be relatively illiquid and may decline in price if a significant number of such investments are offered for sale by the Company or other investors.

Volatility of Stock Price

The market price of the Common Shares has been and may continue to be subject to wide fluctuations in response to factors such as actual or anticipated variations in its results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may adversely affect the market price of the Common Shares, even if the Company is successful in maintaining revenues, cash flows or earnings. The purchase of the Common Shares involves a high degree of risk and 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. Securities of the Company should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

Trading Price of the Common Shares Relative to Net Asset Value

Assuming completion of the Change of Business, the Company will neither be a mutual fund nor an investment fund and, due to the nature of its business and investment strategy and the composition of its investment portfolio, the market price of the Common Shares, at any time, may vary significantly from the Company's net asset value per Common Share. This risk is separate and distinct from the risk that the market price of the Common Shares may decrease.

Available Opportunities and Competition for Investments

Assuming completion of the Change of Business, the success of the Company's operations will depend upon, among other things: (a) the availability of appropriate investment opportunities; (b) the Company's ability to identify, select, acquire, grow and exit those investments; and (c) the Company's ability to generate funds for future investments. The Company can expect to encounter competition from other entities having similar investment objectives, including institutional investors and strategic investors. These groups may compete for the same investments as the Company, will have a longer operating history and may be better capitalized, have more personnel and have different return targets. As a result, the Company may not be able to compete successfully for investments. In addition, competition for investments may lead to the price of such investments increasing, which may further limit the Company's ability to generate desired returns. There can be no assurance that there will be a sufficient number of suitable investment opportunities available to invest in or that such investments can be made within a reasonable period of time. There can also be no assurance that the Company will be able to identify suitable investment opportunities, acquire them at a reasonable cost or achieve an appropriate rate of return. Identifying attractive opportunities is difficult, highly competitive and involves a high degree of uncertainty. Potential returns from investments will be diminished to the extent that the Company is unable to find and make a sufficient number of investments.

Share Prices of Investments

Investments in securities of public companies are subject to volatility in the share prices of such companies. There can be no assurance that an active trading market for any of the subject shares comprising the Company's investment portfolio is sustainable. The trading prices of such subject shares could be subject to wide fluctuations in response to various factors beyond the Company's control, including, but not limited to, quarterly variations in the subject companies' results of operations, changes in earnings, results of exploration and development activities, estimates by analysts, conditions in the resource industry and general market or economic conditions. In recent years, equity markets have experienced extreme price and volume fluctuations. These fluctuations have had a substantial effect on market prices, often unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of the Company's investments.

Concentration of Investments

Other than as described herein, assuming completion of the Change of Business, there are no restrictions on the proportion of the Company's funds and no limit on the amount of funds that may be allocated to any particular investment. The Company may participate in a limited number of investments and, as a consequence, its financial results may be substantially adversely affected by the unfavourable performance of a single investment. Completion of one or more investments may result in a highly concentrated investment in a particular company or geographic area, resulting in the performance of the Company depending significantly on the performance of such company or geographic area.

Dependence on Management, Directors and Investment Committee

The Company will be dependent upon the efforts, skill and business contacts of key members of management and the Board for, among other things, the information and deal flow they generate during the normal course of their activities and the synergies that exist amongst their various fields of expertise and knowledge. Accordingly, the Company's success may depend upon the continued service of these individuals to the Company. The loss of the services of any of these individuals could have a material adverse effect on the Company's revenues, net income and cash flows and could harm its ability to maintain or grow assets and raise funds.

From time to time, the Company will also need to identify and retain additional skilled management to efficiently operate its business. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of its ability to attract and retain such personnel. If the Company is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material and adverse impact on its profitability, results of operations and financial condition.

Additional Financing Requirements

The Company may have ongoing requirements for funds to support its growth and may seek to obtain additional funds for these purposes through public or private equity, or debt financing. There are no assurances that additional funding will be available at all, on acceptable terms or at an acceptable level. Any limitations on the Company's ability to access the capital markets for additional funds could have a material adverse effect on its ability grow its investment portfolio.

No Guaranteed Return

There is no guarantee that an investment in the securities of the Company will earn any positive return in the short-term or long-term. The task of identifying investment opportunities, monitoring such investments and realizing a significant return is difficult. Many organizations operated by persons of competence and integrity have been unable to make, manage and realize a return on such investments successfully. The past performance of management of the Company provides no assurance of its future success.

Due Diligence

The due diligence process undertaken by the Company in connection with investments may not reveal all facts that may be relevant in connection with an investment. Before making investments, the Company will conduct due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Company will rely on resources available, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that is carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

Exchange Rate Fluctuations

Assuming completion of the Proposed COB, it is anticipated that a proportion of the Company's investments will be made in Canadian dollars and the Company may also invest in securities denominated or quoted in U.S. dollars or other foreign currencies. Changes in the value of the foreign currencies in which the Company's investments are denominated could have a negative impact on the ultimate return on its investments and overall financial performance.

Non-Controlling Interests

The Company's investments are likely to consist only of debt instruments and equity securities of companies that it does not control. These investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which the Company does not agree or that the majority stakeholders or the management of the investee company may take risks or otherwise act in a manner that does not serve the Company's interests. If any of the foregoing were to occur, the values of the Company's investments could decrease and its financial condition, results of operations and cash flow could suffer as a result.

Potential Conflicts of Interest

Certain of the directors and officers of the Company are or may, from time to time, be involved in other financial investments and professional activities that may on occasion cause a conflict of interest with their duties to the Company. These include serving as directors, officers, advisors or agents of other public and private companies, including companies involved in similar businesses to the Company or companies in which the Company may invest, management of investment funds, purchases and sales of securities and investment and management counselling for other clients. Such conflicts of the Company's directors and officers may result in a material and adverse effect on the Company's results of operations and financial condition.

Potential Transaction and Legal Risks

The Company intends to manage transaction risks through allocating and monitoring its capital investments in circumstances where the risk to its capital is minimal, carefully screening transactions, and engaging qualified personnel to manage transactions, as necessary. Nevertheless, transaction risks may arise from the Company's investment activities. These risks include market and credit risks associated with its operations. An unsuccessful investment may result in the total loss of such an investment and may have a material adverse effect on the Company's business, results of operations, financial condition and cash flow.

The Company may also be exposed to legal risks in its business, including potential liability under securities or other laws and disputes over the terms and conditions of business arrangements. The Company also faces the possibility that counterparties in transactions will claim that it improperly failed to inform them of the risks involved or that they were not authorized or permitted to enter into such transactions with the Company and that their obligations to the Company are not enforceable. During a prolonged market downturn, the Company expects these types of claims to increase. These risks are often difficult to assess or quantify and their existence and magnitude often remains unknown for substantial periods of time. The Company may incur significant legal and other expenses in defending against litigation involved with any of these risks and may be required to pay substantial damages for settlements and/or adverse judgments. Substantial legal liability or significant regulatory action against the Company could have a material adverse effect on its results of operations and financial condition.

General Business Risks

Foreign Currency Risk

GrowMax operates in different countries and enters into transactions in different currencies. In particular, GrowMax currently conducts business in Peruvian Soles, U.S. dollars and Canadian dollars. The Company holds cash and investments in these various currencies and often converts its holdings into other currencies. Accordingly, the Company is exposed to foreign currency risks due to fluctuations in exchange rates.

Results to Date and Additional Requirement for Capital

GrowMax has a relatively short history and has incurred significant losses to date. Due to the nature of its business, there can be no assurance that GrowMax will be profitable in the future. GrowMax has not paid dividends on its Common Shares since incorporation and does not anticipate doing so in the foreseeable future. GrowMax may need to raise additional capital in the future to fund the expected capital requirements on future investments. The future of GrowMax may therefore be dependent upon its ability to raise the required funding in the form of equity, debt, joint ventures, or a combination thereof. GrowMax has limited debt capacity and therefore a significant part of its future may need to be financed primarily through equity or third-party joint ventures, though some debt may be obtained. There is no assurance that additional financing will be available and, if available, on terms acceptable to GrowMax. Any additional equity financing may be dilutive to shareholders and debt financing, if available, may involve restrictions on financing and operating activities.

Substantial Capital Requirements

The Company may require substantial capital expenditures for future activities. As future capital expenditures will be financed out of possible cash generated from operations, possible borrowings and possible future equity sales, the Company's ability to make capital expenditures is dependent on, among other factors: (i) the overall state of the capital markets; (ii) interest rates; (iii) the Company's ability to obtain debt financing; and (iv) tax burden due to current and future tax laws. Further, if the Company's resources decline, it may not have access to the capital necessary to undertake or complete future drilling programs. There can be no assurance that debt or equity financing, or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Company. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on the Company's business financial condition, results of operations and prospects.

Dependence on Key Personnel

GrowMax has a small management team and the loss of a key individual or its inability to attract suitably qualified personnel in the future could materially and adversely affect GrowMax's business. GrowMax may be particularly vulnerable to the loss of its key employees, officers and directors for which no insurance can or has been obtained. Difficulties may also be experienced in certain jurisdictions in employing and retaining qualified personnel who are willing to work in such jurisdictions.

Share Price Volatility

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration and development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating

performance, underlying asset values or prospects of such companies. There can be no assurance that continual severe fluctuations in price will not occur.

Conflicts of Interest

Certain directors and officers are directors and/or officers of other companies and as such may, in certain circumstances, have a conflict of interest. The resolution of any such conflict will be subject to and governed by procedures prescribed by the Company's governing corporate law statute which requires a director of a corporation who is a party to, or is a director or an officer of, or has some material interest in any person who is a party to, a material contract or proposed material contract with the Company to disclose his or her interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless otherwise permitted under such legislation.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, operations and prospects.

Future Sales of Common Shares by the Company

The Company may issue additional Common Shares in the future, which may dilute a shareholder's holdings in the Company or negatively affect the market price of the Common Shares. The Company's articles permit the issuance of an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series, and shareholders will have no pre-emptive rights in connection with such further issuances. The directors of the Company have the discretion to determine the provisions attaching to any series of the preferred shares and the price and the terms of issue of further issuances of Common Shares. Also, additional Common Shares will be issued by the Company on the exercise of stock options under the Company's stock option plan, or pursuant to other share compensation arrangements.

Reliance on Attracting and Retaining Qualified Personnel

The Company may have difficulty attracting and retaining qualified local personnel to work on its projects due to shortages of qualified workers and intense competition for their services and it may also be difficult to attract, employ and retain qualified expatriate workers. In the event of a labour shortage, the Company could be forced to increase wages in order to attract and retain employees, which would result in higher operating costs and reduced profitability. A failure by the Company to attract and retain a sufficient number of qualified workers could have a material adverse effect on the Company's operating results, financial condition and prospects.

Third Party Credit Risk

The Company is exposed to third party credit risk through its contractual arrangements with various parties. In the event such entities fail to meet their contractual obligations to the Company, such failures could have a material adverse effect on the Company and its cash flow.

9.0 FORWARD LOOKING INFORMATION

Investors are cautioned not to place undue reliance on forward looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate.

This MD&A contains "forward-looking statements". Forward-looking statements reflect the Company's current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions, including those discussed elsewhere in this MD&A. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or various of such words and phrases or state certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ. Such factors include, among others, risks related to actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in minerals resources, grade or recovery rates, accidents, labour disputes, title disputes and other risks of the mining industry, fluctuation of currency exchange rates, delays in obtaining, or inability to obtain, required governmental approvals or financing or in the completion of development or construction activities, claims limitations on insurance coverage, as well as other factors discussed under "Risk Factors". Although the Company has

attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained in this MD&A are made as of the date of this MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not assume the obligations to update forward-looking statements, except as required by applicable law.