GGL RESOURCES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEAR ENDED NOVEMBER 30, 2018

REPORT DATE: MARCH 26, 2019

GGL RESOURCES CORP.

Management's Discussion and Analysis
("MD&A")

FOR THE TWELVE MONTHS ENDED NOVEMBER 30, 2018
INFORMATION AS OF MARCH 26, 2019 UNLESS OTHERWISE STATED

The following discussion of the results of operations and financial condition of GGL Resources Corp. ("GGL" or the "Company") for the year ended November 30, 2018 should be read in conjunction with GGL's audited financial statements and related notes for the year ended November 30, 2018, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at *www.sedar.com*. The information reported here includes events taking place subsequent to the end of the fiscal year, up to and including March 26, 2019.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and this MD&A, is completed and reliable.

COMPANY OVERVIEW

GGL is in the business of exploration and evaluation of its mineral properties located in Canada. As at November 30, 2018, the Company has working capital of $260,689 (2017 – $1,205,244) and a deficit of $34,993,376 (2017 - $34,407,355).

CORPORATE TRANSACTIONS

Transaction with Silver Range

On September 6, 2017, the Company signed a Property Option Agreement (the "Agreement") with Silver Range Resources Ltd. ("Silver Range") (see the Company's news release dated September 12, 2017) in respect of its CH project which includes certain CH and Providence Greenstone Belt claims **("PGB")**. Under the terms of this Agreement, the Company retained ownership of the PGB property and the exploration camp on it. The Company also retained the right to explore for diamonds on the PGB property. Silver Range had the optional right to explore the Company's PGB project for all metals and minerals.

Under the Agreement the Company received:

- a cash payment of $33,200 on signing; and
- 1,000,000 Silver Range common shares (at an initial fair value of $200,000).

In April 2018, Silver Range terminated the Agreement.

Transaction with Strategic

In conjunction with the Company's share consolidation, as approved by the shareholders on September 15, 2017, the Company completed a non-brokered private placement financing as part of the restructuring plan announced on August 2, 2017.

The Company completed its private placement financing by issuing a total of 15,000,000 common shares, at a price of $0.10 per common share for gross proceeds of $1,500,000. Of this private placement, Strategic Metals Ltd.

(“Strategic”) subscribed for 10,000,000 common shares for $1,000,000. The investment by Strategic resulted in Strategic becoming a control person of the Company (as defined by the policies of the TSX Venture Exchange (“Exchange”)), holding greater than 20% of the issued and outstanding common shares of the Company. The Company and Strategic have certain common officers, and the large share position of Strategic in the Company of 45.26%, gives it control of the Company.

Transaction with Arctic Star Exploration Corp.

On August 23, 2018, the Company signed a Property Option Agreement (the “Agreement”) with Arctic Star Exploration Corp. (“Arctic Star”) (see the Company’s news release dated August 23, 2018). Under the terms of this Agreement, the Company can acquire a 60% undivided interest in the Stein Project by conducting detailed ground geophysics on high priority airborne targets and discovering kimberlite by drilling, trenching or in outcrop. Should kimberlite be discovered, a Joint Venture would be formed with an initial 60/40 contributing relationship.

MANAGEMENT AND BOARD OF DIRECTORS

There were no changes in management during the year ended November 30, 2018. The following change to the board of directors occurred during the year ended November 30, 2018:

David Kelsch was appointed to the Board on August 28, 2018, he also serves as President and Chief Operating Officer (“**COO**”). The Board now consists of Mr. Eaton, Mr. Barclay, Mr. DeMare, Ms. Flavelle, Mr. Kelsch and Mr. Turner.

Management comprises the following:

W. Douglas Eaton is Chief Executive Officer (“CEO”), David Kelsch is President and Chief Operating Officer (“COO”), Larry Donaldson is Chief Financial Officer (“CFO”), and Linda Knight is Corporate Secretary.

EXPLORATION PROJECTS

Bishop Project, Northwest Territories (wholly-owned)

The 100% owned Bishop property is 30,707 hectares of which 29,680 hectares (37 claims) were acquired by staking in winter 2018 as an expansion to the mining lease held by the Company which contains the diamondiferous Bishop kimberlite discovered in 2006. The property is centered 55 km SSW of the Ekati Diamond Mine and 40 km SW of the Diavik Diamond Mine. It is on trend with the economic diamond deposits of the Ekati Diamond Mine.

This region of Lac de Gras was extensively explored by the Company over a decade ago and included multiple seasons of exploration campaigns. Detailed airborne geophysics and heavy mineral sampling dominated the work. High resolution ground geophysical surveys followed up on airborne targets prioritized by indicator mineral results. This work resulted in the discovery of the Bishop kimberlite which returned 11 diamonds from the initial 78.2 kilogram sample. Further review of the Bishop data suggests that additional drilling is required to thoroughly evaluate the geology, geometry and diamond distribution throughout the kimberlite as additional phases may be present.

A large gravity anomaly proximal to Bishop was subsequently tested with several short reverse circulation drill holes. This drilling intercepted a small amount of kimberlite. Further ground geophysics followed by core drilling is required to determine the size and potential grade of this kimberlite discovery.

The remainder of the property contains numerous high priority targets identified in previous exploration campaigns conducted by the Company. The world economic crisis of 2008 essentially eliminated access to capital for exploration companies and as a result the Company was not able to move these targets forward to drill evaluation. The Company plans to continue its target evaluation process which has been on hold since then.

In addition to the reacquisition of historic Company targets in the Bishop staking campaign, the Company was also successful in acquiring the Courageous kimberlite located in the south of the new land tenure. The Courageous kimberlite, initially identified in 2005, was further advanced with core drilling in 2008 by Consolidated Global Diamond Corp ("CK"). The Company's review of public domain data and news releases identified this historic discovery as open ground. The Courageous kimberlite geophysical anomaly is described by CK as being a coincident magnetic and resistivity anomaly. CK announced drilling into sediments containing various amounts of tuffaceous kimberlite rocks. The crater sediments are further described as occupying a sub circular area of approximately 1,100 meters. Drilling difficulties prevented CK from penetrating beyond the crater sediments and fully evaluating the potential diatreme below. A 78.4 kg sample of the sediments returned eight micro-diamonds indicating the kimberlite source rocks are diamond bearing.

In May 2018 the Company conducted a ground geophysical program on the Bishop property prior to spring break-up. A total of 243 line kilometers of ground magnetics, 130.5 line kilometers of ground electromagnetics and 468 stations of ground gravity were collected.

The ground geophysical program was successful in identifying a number of compelling geophysical targets near the Bishop kimberlite as well as defining a robust gravity anomaly at the Courageous kimberlite.

Target **BP-01** lies approximately 1.2 kilometers northwest of the Bishop kimberlite and is described as a 1,200 nanotesla, reversely polarized magnetic low located on land. Reversely polarized, intensely magnetic signatures are associated with many of the kimberlites in the Diavik and Ekati kimberlite fields at Lac de Gras and are representative of intrusive bodies that were emplaced during a period when the Earth's magnetic poles were reversed.

Target **BP-02** is located 1.0 kilometer west-southwest of the Bishop kimberlite, in an embayment along a long linear lake. This target is a strong EM anomaly that persists to depth of investigation and measures approximately 150 meters by 100 meters. Three of the most productive kimberlites at the Diavik diamond mine exhibit strong EM signatures.

Target **BP-03** is centered 650 meters west-northwest of the Bishop kimberlite, adjacent to a small lake. It is defined by an EM anomaly with an associated quiet magnetic signature within a lithologic package of noisy magnetics. This kimberlite target is interpreted to represent an intruding body locally displacing the host lithology.

Two earlier drill campaigns focusing at the Bishop kimberlite have shown it to be a complex body with multiple intercepts across a 250 meter by 160 meter area. The recent geophysical program has identified new high priority targets with potential of adding additional kimberlite discoveries as stand-alone bodies or additional phases to the Bishop kimberlite complex.

The gravity survey at the Courageous kimberlite returned an anomaly that measures 800 meters by 600 meters and is characterized by a 0.5 milligal ("mGal") gravity low. No discernible magnetic features are present.

Zeus Project, Northwest Territories (wholly-owned)

The 100% owned Zeus property was acquired by staking in winter 2018 and consists of 22 mineral claims totaling 14,809 hectares. It covers a portion of Lac de Gras and the north shore and is located only 11 kilometers south of the Ekati Diamond Mine's Fox kimberlite which is the southerly most kimberlite body in a linear trend of economic deposits at Ekati. The Zeus property is strategically located directly along this trend.

This trend of significantly diamondiferous kimberlite bodies is further validated by New Nadina Exploration Limited's Monument property adjacent to the southwestern boundary of the Zeus property. Monument contains several kimberlite bodies where initial sampling has collectively returned encouraging diamond counts. The potential for new discoveries in this brownfields area is further emphasized by North Arrow Minerals Inc.'s recent announcement of a new kimberlite discovery on their Loki project adjacent to the southeastern boundary of Zeus and on trend with this string of significantly diamondiferous kimberlite bodies including those in the Ekati mine plan.

The Company intends to employ modern kimberlite exploration techniques along with hands-on discovery knowledge of the Lac de Gras kimberlite field to add additional discovery to this apparent "gap" in the trend. The Zeus property has been open ground and unexplored for over 5 years.

No exploration work was conducted on the property during the year ended November 30, 2018.

Rhombus Project, Northwest Territories (wholly-owned)

The Rhombus property was acquired by staking in winter 2018 and lies 40 kilometers northwest of the Ekati Diamond Mine and consists of 25 mineral claims covering 21,336 hectares. This strategic location exploits an apparent periodicity in the Ekati and Diavik economic trends further supported by the nearly one carat per tonne large DO-27 kimberlite resource controlled by Peregrine Diamonds Ltd.

Rhombus contains 4 kimberlites discovered in the early 1990s, all of which are diamond bearing. A review of data in the public domain suggests there is the potential for additional unidentified kimberlite bodies. The original discoveries were a quarter of a century ago and no work has been conducted on the property area in over a decade.

Kimberlite exploration tools, techniques and understanding have evolved immensely in the past decade and the Company plans to apply these advancements to move the property towards additional discovery. This approach has been successfully demonstrated by Kennady Diamonds Inc. ("KDI") at the Kelvin-Faraday kimberlite complex initially discovered in 1999-2000. It received no further evaluation for a dozen years due to the initial interpretation and resulting lack of encouragement. In 2012, a new approach including modernized exploration techniques and understanding has developed this kimberlite complex to the resource stage with a recent all share purchase by Mountain Province Diamonds Inc. ("MPVD") valued at $162 million (April 2018).

In May 2018, the Company conducted a ground geophysical program on the Rhombus property prior to spring break-up. A total of 166.5 line kilometers of ground magnetics, 61.5 line kilometers of ground electromagnetics and 369 stations of ground gravity were collected.

The ground geophysical surveys were focused in and around the diamondiferous Torrie, Sue and Sputnik kimberlites discovered in the 1990s. Historically, gravity was not a widely used kimberlite exploration tool and GGL believes this year's gravity program may be the first in this area. The Rhombus survey identified a 0.35 mGal gravity low target measuring over 150 meters in diameter located 600 meters north of the Torrie kimberlite in a moderate size lake. The anomaly is open to the north requiring additional surveying to close it off.

Stein Project, Nunavut (under option)

The Stein Diamond property ("Stein") consists of 4 contiguous prospecting permits covering an area of 1,065 square kilometers on the Southern Boothia Peninsula, 45 kilometers from tide water. It is located 85 kilometers northwest of the community of Taloyoak, Nunavut which is serviced daily by commercial flights and seasonally by barge.

Stein is an advanced diamond exploration project having the benefit of numerous successive exploration campaigns and over $1,500,000 million in previous exploration expenditures. This historic work included multiple seasons of heavy mineral sampling in which kimberlitic indicator minerals were followed in the up-ice direction to a region believed to be the source area. This area was subsequently flown with detailed airborne magnetic surveys. No kimberlite drill testing has been conducted on the project to date.

The indicator mineral suite contains grains that are indicative of diamond inclusion chemistry showing high chrome, low calcium G10D pyrope garnets. The detailed airborne magnetic surveys have identified numerous high priority targets that have signatures similar in characteristics to kimberlites found elsewhere in Canada's north. The Stein project is further complimented with the existence of a major structural feature identified on regional government airborne magnetic surveys which is greater than 100 kilometers in length and traverses the area of the project containing the high priority targets. In fields elsewhere, kimberlites can be geologically observed exploiting larger structural features and utilizing them as conduits for emplacement.

The nearest known kimberlite discovery is over 230 kilometers to the southeast and perpendicular to the regional ice flow direction. The distance and direction greatly reduce the potential for the Stein mineral grains being an overprint from this field.

No exploration work was conducted on the property during the year ended November 30, 2018.

PGB Project, Northwest Territories (wholly-owned)

The PGB Project (Providence Greenstone Belt) is centered in the Slave Craton, 280 km northeast of Yellowknife. The land package comprises: 11 PGB mineral leases; 5 Black Smoker mineral claims staked in 2017; and 29 of the CH mining leases in an area totaling 33,612 hectares.

The Archean greenstone belt underlying the property is a source for gold mineralization in silicified shears and in banded iron formation and polymetallic volcanogenic massive sulphide ("**VMS**") occurrences. The PGB is analogous to the mineral rich greenstone belts within the Abitibi greenstone belt that spans across the Ontario-Québec border, one of the world's largest Archean greenstone belts that still hosts several producing mines and untapped mineral wealth.

Compared to other geological settings, the risk/reward ratio for exploration projects on greenstone belts is highly favorable. The Company has flown the entire PGB with either a frequency domain EM system or a time domain VTEM system. The first phase of exploration has been completed with the following high priority targets identified:

- kimberlite targets, as well as many indicator mineral trains yet to be explored within the PGB;
- 4 advanced gold targets; and
- 4 advanced VMS targets, as well as nickel potential.

No exploration work was conducted on the property during the year ended November 30, 2018.

McConnell Creek Project, British Columbia (wholly-owned)

The McConnell Creek Project is located 400 km northwest of Prince George and 15 km southeast of the Kemess open pit copper-gold mine in British Columbia. The property is comprised of 7,549 hectares of mineral claims encompassing a 12 km long *Gold Target* hosted within a shear zone. In addition, a structurally controlled alkaline porphyry *Copper Target* with copper-gold-silver has been identified.

In Q3 of 2018, the Company conducted a 1-week field review of the property with a focus on select soil sampling, rock sampling and a review of historic core stored on site. A total of 72 soils and 44 rock samples were taken. All soils and rock samples were analyzed by Ultratrace 1-Aqua Regia-ICP/MS*.

Isolated auger sampling in the *Gold Target* over known anomalous areas verified the presence of gold (as high as 8.93 g/mt in Au +100 mesh by FA-MeT**). Rock sampling verified gold as high as 6.87 g/tonne (FA-GRAV***) in oxidized fractures cross-cutting quartz-iron carbonate veins with pyrite +/- tetrahedrite. Select character sampling of the historic drill core returned gold values as high as 59.2 g/tonne (FA-GRAV***) from oxidized fractures.

The *Copper Target* review focussed on soil sampling along historical Induced Polarization lines along paleo-terraces with mixed gravel and fines as well as rock sampling of known showings over a distance of 600 metres. This investigation defined a potassic-altered monzonite intrusion hosting supergene and hypogene copper-gold-silver mineralization along multi-oriented fractures, centreline to earlier veins as well as in later stage, quartz-sericitelimonite hydrothermal breccias. These narrow high-grade breccias can be traced for a distance of 600 metres and then are lost under cover. All rock samples taken in the copper target were anomalous in copper (from 0.25% to as high as 20.1% Cu) by 4Acid-ICP-OES ****, gold (from 1210 ppb to 4010 ppb Au) by FA-AA***** and silver (from 5.02 to 67.1 ppm Ag) by AR-MS*.

Footnote:

AR-MS* = Ultratrace 1 - Aqua Regia-ICP-MS
FA-MeT** = Fire Assay Metallic Screen
FA-GRAV*** = Fire Assay Gravimetric
4Acid-ICP-OES**** = Four Acid Near Total Digestion
FA-AA***** = Fire Assay Atomic Absorption

Other Interests - Diamond Royalties

Doyle leases

The Company maintains two diamond royalties on the Doyle mineral leases sold to KDI in 2013 and 2016. In April 2018, KDI was acquired by MPVD and as such the leases are controlled by MPVD. De Beers Canada Inc. and MPVD are 51%/49% joint owners in the Gahcho Kue Diamond Mine, Northwest Territories, Canada.

During the year ended November 30, 2013, the Company sold 9 of its mineral leases and 2 reinstated leases, including Bob Camp, to KDI, for $150,000 cash and a retained 1.5% NSR on all the leases, except for one where the Company retains a 0.5% NSR. KDI has the right, at any time prior to commencement of production from the property, to purchase one-third of the NSR, being 0.5%, for the sum of $2,000,000.

During the year ended November 30, 2016, the Company sold its interest in the remaining six leases to KDI for $200,000. The Company retains a 0.75% NSR on all mineral products produced from the property. KDI has the right at any time prior to commencement of production from the property to purchase one-third (1/3) of the NSR, being 0.25%, for the sum of $1,000,000.

Proxima

In 2014 the Company entered into an agreement with Proxima Diamond Corp. ("Proxima") whereby the Company provided access to a portion of the Company's diamond database in return for a cash payment of $100,000 and 500,000 common shares of Proxima. Proxima was able to select land for acquisition, exploration and development and the Company is entitled to receive a 1.5% NSR type royalty (“Royalty”) from diamond production, from certain properties, subject to Proxima having the right to purchase one third of the Royalty for $1,000,000 and a further third (0.5%) for $5,000,000. To date, Proxima has not advanced any properties to production stage.

QUALIFIED PERSON

The Company’s exploration programs are directed by David Kelsch, P.Geo. the President of the Company, who is a “qualified person” as defined by National Instrument 43-101 and who also prepared and approved the scientific and technical information contained in this MD&A.

RISKS AND UNCERTAINTIES

Trends

The Company’s financial success is dependent upon the discovery of mineralization which could be economically viable to develop. Such development could take years to complete and the resulting income, if any, is difficult to determine. The sales value of any mineralization discovered by the Company is largely dependent upon factors beyond the Company's control, such as the market value of the products produced.

Other than as disclosed herein, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on the Company's results of operations, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

Competitive Conditions

The resource industry is intensely competitive in all of its phases. The Company competes with other mining companies for the acquisition of mineral claims and other mining interests as well as for the recruitment and retention of qualified employees and contractors. There is significant and increasing competition for a limited number of gold and other resource acquisition opportunities and as a result, the Company may be unable to acquire suitable producing properties or prospects for exploration in the future on terms it considers acceptable. The Company competes with many other companies that have substantially greater financial resources.

The Company may, in the future, be unable to meet its obligations under agreements to which it is a party and the Company may have its interest in the properties subject to such agreements reduced or terminated as a result.

Environmental Factors and Protection Requirements

The Company conducts exploration and development activities in the Northwest Territories, Nunavut, and British Columbia. All phases of the Company's operations are subject to environmental regulations in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulations, if any, will not adversely affect the Company's operations. There is no assurance that regulatory and environmental approvals will be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or to preclude entirely the economic development of a property. Environmental hazards may exist on the properties which are unknown to the Company at present which have been caused by previous or existing owners or operators of the properties.

The approval of new mines on federal lands in Canada is subject to detailed review through a clearly established public hearing process, pursuant to the Federal Canadian Environmental Assessment Act. In addition, lands under federal jurisdiction are subject to the preparation of a costly environmental impact assessment report prior to the commencement of any mining operations. These reports entail a detailed technical and scientific assessment as well as a prediction of the impact on the environment of the proposed development. Further, under such review process, there is no assurance that regulatory and environmental approvals will be obtained on a timely basis or at all.

Provincial mining legislation establishes requirements for the decommissioning, reclamation and rehabilitation of mining properties in a state of temporary or permanent closure. Such closure requirements relate to the protection and restoration of the environment and the protection of public safety. Some former mining properties must be managed for long periods of time following closure in order to fulfill closure requirements. The cost of closure of mining properties and, in particular, the cost of long-term management of mining properties can be substantial. The Company intends to progressively rehabilitate its mining properties during their period of operation so as to reduce the cost of fulfilling closure requirements after the termination or suspension of production.

The Company has adopted an environmental policy designed to ensure that it continues to comply with or exceeds all environmental regulations currently applicable to it. All of the Company's activities are in compliance in all material respects with applicable environmental legislation. The Company is engaged in exploration with minimal environmental impact.

Mineral Exploration and Development

The Company's properties are in the exploration stage and no proven or probable reserves have been defined or delineated. Development of the Company's properties will only proceed upon obtaining satisfactory exploration results. Mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that mineral exploration and development activities will result in the discovery of an economic or commercial deposit on any of the Company's properties. Several years may pass between the discovery of a deposit and its exploitation. Most exploration projects do not result in the discovery of commercially mineralized deposits.

Operating Hazards and Risks

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, industrial accidents, environmental hazards, periodic interruptions due to inclement or hazardous weather conditions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in the operation of mines and the conduct of exploration programs. Although the Company will, when appropriate, secure liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liability and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

Economics of Developing Mineral Properties

Substantial expenditures are required to establish reserves through drilling, to develop processes to extract diamonds, gold and base metals and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis.

The majority of the Company's properties are not located in developed areas and as a result may not be served by any appropriate road access, water and power supply and other support infrastructure. These items are often needed for the development of a commercial mine. If these items cannot be procured or developed at a reasonable cost, it may not be economical to develop these properties into a commercial mining operation.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. Depending on the price of minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

Commodity Prices

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of diamonds, gold, silver, nickel, copper, zinc and lead or interests related thereto. The price of commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumption patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, availability and costs of substitutes, commodity stock levels maintained by producers and others and inventory carrying costs. The effect of these factors on commodity prices and therefore the economic viability of the Company's operations cannot accurately be predicted.

Title

Although we believe that the Company's mineral titles are secure there is no guarantee that title to the mineral property interests in which the Company has a material interest will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims, and title may be affected by undetected defects.

Governmental Regulation

Operations, development and exploration on the Company's mineral property interests are affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) mining law reform; (iii) restrictions on production, price controls, and tax increases; (iv) maintenance of claims; (v) tenure; and (vi) expropriation of property. There is no assurance that future changes in such regulations, if any, will not adversely affect the Company's operations. Changes in such regulations could result in additional expenses and capital expenditures, availability of capital, competition, reserve uncertainty, potential conflicts of interest, title risks, dilution, and restrictions and delays in operations, the extent of which cannot be predicted.

Exploration on the Company's mineral property interests requires responsible best exploration practices to comply with government regulations. The Company is required to be registered to do business and have a valid prospecting license (required to prospect or explore for minerals on Crown Mineral Land or to stake a claim) in any Canadian province or territory in which it is carrying out work. Mineral exploration primarily falls under provincial and territorial jurisdiction. However, the Company is also required to follow the regulations pertaining to the mineral exploration industry that fall under federal jurisdiction, such as the Fish and Wildlife Act.

If any of the Company's projects are advanced to the development stage, those operations will also be subject to various laws and regulations concerning development, production, taxes, labour standards, environmental protection, mine safety and other matters. In addition, new laws or regulations governing operations and activities of mining companies could have a material adverse impact on any project in the mine development stage that the Company may possess.

Land Reclamation

Land reclamation requirements are generally imposed on mineral exploration companies in order to minimize the long-term effects of land disturbance. Reclamation may include requirements to control dispersion of potentially deleterious effluents and reasonably re-establish pre-disturbance land forms and vegetation. The Company has land use permits and safekeeping agreements in place that will be returned when the Company is ready to abandon its interests in the claims and reclaim the land to its original state.

Aboriginal Rights

Aboriginal rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Company is not aware of any aboriginal land claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the mineral claims in which the Company has an interest. The Company is aware of the mutual benefits afforded by co-operative relationships with indigenous people in conducting exploration activity and is supportive of measures established to achieve such co-operation.

Management

The success of the Company depends to a large extent on its ability to retain the services of its senior management, consultants and key personnel. The loss of their services may have a material, adverse effect on the Company.

Conflicts of Interest

Certain officers and directors of the Company are officers and/or directors of, or are associated with, other natural resource companies that acquire interests in exploration and evaluation assets. Such associations may give rise to conflicts of interest from time to time. The directors are required by law, however, to act honestly and in good faith with a view to the best interests of the Company and its shareholders and to disclose any personal interest which they may have in any material transaction which is proposed to be entered into with the Company and to abstain from voting as a director for the approval of any such transaction.

Limited Operating History: Losses

The Company has experienced, on a consolidated basis, losses in all years of its operations and expects to incur losses for the foreseeable future. There can be no assurance that the Company will operate profitably in the future, if at all. As at November 30, 2018, the Company's deficit was $34,993,376.

Price Fluctuations: Share Price Volatility

Securities markets in the United States and Canada are subject to a high level of price and volume volatility, and the market price of securities of many mineral exploration companies are subject to wide fluctuations in price which may not necessarily relate to the operating performance, underlying asset values or prospects of such companies. During the year ended November 30, 2018, the per share price of the Company's shares fluctuated from a high of $0.17 to a low of $0.07 (52-week high and low for the period ended March 26, 2019 was $0.16 and $0.07, respectively). There can be no assurance that continual fluctuations in price will not occur.

Shares Reserved for Future Issuance: Dilution

As at March 26, 2019 there were 1,725,000 stock options outstanding pursuant to which a total of 1,725,000 shares may be issued in the future, all of which will result in further dilution to the Company's shareholders and pose a dilutive risk to potential investors.

STOCK OPTION PLAN

The Company has a Stock Option Plan (the "Plan") whereby the Company may grant stock options to purchase up to 10% of the issued capital of the Company at the time of the grant of any option. Under the policies of the Exchange, options granted under the 10% rolling plan will not be required to include the mandatory vesting provisions required by the Exchange for a fixed number stock option plan, except for stock options granted to investor relations consultants which vest over 12 months. Awarded stock options are exercisable over a period not exceeding five years at exercise prices determined by the Board of Directors based on the most recent trading prices and subject to the Exchange policies.

CORPORATE GOVERNANCE

The Company has a Corporate Disclosure Policy, an Insider Trading Policy and a Whistle Blower Policy. To view a copy of these policies, please go to www.gglresourcescorp.com.

OVERALL PERFORMANCE/RESULTS OF OPERATIONS

Fourth Quarter

The Company had a net loss and comprehensive loss of $162,440 for the three months ended November 30, 2018, an increase of $48,451 from a net loss of $113,989 for the three months ended August 31, 2018. This increase is the result of increases in:

- general administrative expenses (Nov. 2018-$6,097; Aug. 2018-$3,046);
- management, administrative and corporate development fees (Nov. 2018-$43,709; Aug. 2018-$28,158);
- professional fees (Nov. 2018-$37,177; Aug. 2018-$20,593);
- property examination fees (Nov. 2018-$12,335; Aug. 2018-$6,762);
- transfer agent and filing fees (Nov. 2018-$10,811; Aug. 2018-$1,717); and
- unrealized loss on marketable securities (Nov. 2018-$35,000; Aug. 2018-$25,000).

Offsetting some of the increases were decreases in:

- share-based payments (Nov. 2018-$9,391; Aug. 2018-$21,913); and
- interest income (Nov. 2018-$826; Aug. 2018-$1,438).

Operating expenses in aggregate increased by $37,839 to $128,266 (42%) for the three months ended November 30, 2018 compared to $90,427 for the three months ended August 31, 2018.

Year ended November 30, 2018 compared to year ended November 30, 2017

During the year ended November 30, 2018, the Company incurred exploration costs on mineral properties as follows:

	November 30, 2018 **$**	November 30, 2017 $
Assays	8,886	-
Field	65,432	42,724
Labour	131,221	-
Survey and consulting	179,906	-
Travel and accommodation	5,498	-
Total	**390,943**	42,724

During the year ended November 30, 2018, the Company incurred staking costs and exploration costs on a per property basis as follows:

	Acquisitions / staking	Exploration and evaluation (recovery)
	$	$
Fishback Lake	-	1,709
CH	-	74,005
Bishop	71,138	132,784
Rhombus	51,100	109,089
Zeus	35,398	11,648
Providence Greenstone Belt	-	(1,158)
Stein	-	6,460
McConnell Creek	5,048	56,406
Total	**162,684**	**390,943**

The Company reported a loss of $527,272 for the year ended November 30, 2018 compared to a loss of $171,716 for the year ended November 30, 2017 (an increase of 207% from 2017 to 2018). This increase is the result of increases in:

- insurance (2018-$16,718; 2017-$10,190);
- management, administrative and corporate development fees (2018-$140,219; 2017-$32,829);
- office rent (2018-$18,000; 2017-$1,500);
- professional fees (2018-$77,168; 2017-$36,124);
- property examination fees (2018-$44,181; 2017-$14,389);
- share-based payments (2018-$129,389; 2017-$20,869);
- transfer agent and filing fees (2018-$27,341; 2017-$26,892);
- unrealized loss on marketable securities (2018-$60,000; 2017-$nil); and
- interest income (2018-$7,062; 2017-$745).

Offsetting some of the increases were decreases in:

- general administrative expenses (2018-$21,318; 2017-$26,343); and
- interest expense (2018-$nil; 2017-$3,239).

The increase in insurance in 2018 was for the purchase of directors' and officers' liability insurance which the Company did not purchase in previous years.

Management, administrative and corporate development fees increased as a result of the Company being more active including the addition of investor relations, professional fees charged by the President (no President in 2017), the setup of a new website, and an increase in the accounting and administrative work for switching accounting programs and the preparation for two annual general meetings.

Office rent in 2018 is for a full year of office space rental. The Company moved into the offices of Archer, Cathro and Associates (1981) Limited in November 2017, therefore incurring only one month of rent in 2017.

Professional fees are for legal, audit and accounting fees charged by the Yeadon Law Corp., D+H Group LLP, and Donaldson Grassi, respectively (see "Related Party Disclosures"). The increase in corporate activities in 2018 included the Stein option agreement and two annual general meetings which increased legal fees. Accounting fees for the current CFO charged through Donaldson Grassi during the year ended November 30, 2018, reflect one year of fees for accounting and tax services. The current CFO was appointed November 2, 2017, therefore the costs incurred for the year ended November 30, 2017, only included accounting services specific to the 2017 year end, and tax return preparation. The previous CFO did not charge any fees during 2017. Audit fees for 2018 include an amount reflecting the under accrual of 2017 audit costs, as well as an accrual for the estimated 2018 audit costs.

Property examination costs were higher during the year ended November 30, 2018 due to a full year of professional fees charged by the new President who was appointed November 2, 2017.

Share-based payments for November 30, 2018 include 11 months worth of vesting of the stock options granted on November 6, 2017. The November 30, 2017 share-based payment expense includes only one month's vesting.

Transfer agent and filing fees for November 30, 2018 were only slightly higher than November 30, 2017 as the mailing costs for the first annual general meeting in 2018 was paid in 2017.

Overall general administrative expenses were lower in 2018 because the 2017 administrative and accounting fees charged by a wholly-owned company of one the directors included charges from 2015 and 2016 (when the Company had little to no funds). There were no charges from that company in 2018. Other administrative costs in 2018 were higher for travel expenses incurred by the President; set-up costs for a new website; and the monthly maintenance fee for the website.

Loss for the year ended November 30, 2018 also included a $60,000 (2017 - $45,000 recorded under other comprehensive loss) unrealized loss on marketable securities, which was offset by interest income received or accrued on various short-term investments (investment certificates) in the amount of $7,062 (2017 - $745).

Acquisition and Disposition of Resource Properties and Write-offs

During the year ended November 30, 2018, the Company:

a) staked 37 claims (29,680 hectares) called Bishop in the Northwest Territories;

b) staked 25 claims (21,336 hectares) called Rhombus in the Northwest Territories;

c) staked 22 claims (14,809 hectares) called Zeus in the Northwest Territories;

d) staked 2 claims (2,671 hectares) adjacent to the existing McConnell Creek claims in British Columbia; and

e) signed a Property Option Agreement with Arctic Star to earn a 60% interest on Arctic Star's Stein Diamond Project in Nunavut (see "Transaction with Arctic Star Exploration Corp." within the "Corporate Transactions", section, and the "Exploration Projects" section for a discussion of the Stein Project). The Company is required to convert a key portion of the prospecting permits to mineral claims prior to February 1, 2020.

The Company did not write-off any mineral property interests.

RELATED PARTY DISCLOSURES

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The Company's related parties include key management personnel and Directors, and companies in which they have control or significant influence over the financial or operating policies of those entities.

There were no stock options granted to key management personnel and Directors during the year ended November 30, 2018.

During the year ended November 30, 2017, 1,075,000 stock options were granted to key management personnel and Directors having a fair value on issue of $126,688. The options granted are exercisable at $0.15 each until November 6, 2022 and vested over a one-year period that ended on November 6, 2018.

Strategic Metals Ltd. ("Strategic") subscribed for 10,000,000 common shares ($1,000,000) of the private placement mentioned in Note 9 of the audited financial statements for the year ended November 30, 2018, and had loaned $100,000 to the Company without interest (the loan was repaid from the private placement proceeds). After the private placement, Strategic held a 45.26% interest in the Company, which remains unchanged as at November 30, 2018. The Company and Strategic have certain common officers, and the large share position of Strategic in the Company gives it control of the Company.

The Company transacted with the following related parties:

(a) David Kelsch is a Director of the Company, as well as the President and Chief Operating Officer. He, and a related business, provide consulting services to the Company, as well as technical and professional services.

(b) Douglas Eaton is a Director and the Company's CEO. He is a shareholder of and has significant influence over Archer, Cathro & Associates (1981) Limited ("Archer Cathro"), which is a geological consulting firm. Archer Cathro provides the Company with geological consulting services as required, and office rent and administration. He is also a Director, President and CEO of Strategic.

(c) Glenn Yeadon is a Director and Corporate Secretary of Strategic. He controls Glenn R. Yeadon Personal Law Corporation ("Yeadon Law Corp."), which provides the Company with legal services.

(d) Larry Donaldson is the Company's CFO. He is a partner of Donaldson Grassi, Chartered Professional Accountants, a firm in which he has significant influence. Donaldson Grassi provides the Company with accounting and tax services. He is also CFO of Strategic.

(e) Drechsler Consulting Ltd. is controlled by Richard Drechsler, who is Vice-President of Communications for Strategic. Drechsler Consulting Ltd. provides consulting services to the Company.

(f) Linda Knight is the Corporate Secretary of the Company.

(g) Ray Hrkac is a former Director and former President of the Company who had provided consulting services in prior years.

(h) Others - During the year ended November 30, 2017, two Directors and the wholly-owned company of another Director advanced the Company a total of $71,342 to pay tenure costs and other corporate overhead costs. These loans bore interest at 8% per year. The principal and interest of $2,134 was repaid during the year ended November 30, 2017. A wholly-owned management company of another director provided some administrative services to the Company from 2015 to November 30, 2017. The fees charged for those services totaled $9,750 and were billed in 2017, of which $1,244 remained payable at November 30, 2017.

The aggregate value of transactions and outstanding balances with related parties are as follows:

	Transactions Year ended November 30, 2018	Transactions Year ended November 30, 2017	**Balances outstanding November 30, 2018**	Balances outstanding November 30, 2017
	$	$	**$**	$
David Kelsch				
- geological services	143,725	3,400	9,460	3,400
- consulting fees	55,675	8,925	7,136	8,925
	199,400	12,325	16,596	12,325
Archer Cathro	21,496	2,487	3,899	2,487
Yeadon Law Corp	17,120	4,000	5,132	4,000
Donaldson Grassi	34,300	6,500	11,500	6,500
Drechsler Consulting Ltd.	14,715	-	662	-
Linda Knight	69,019	-	3,506	-
Ray Hrkac	-	-	-	50,000
Others	-	9,750	-	1,244
	356,050	35,062	**41,295**	76,556

All related party balances are unsecured and are due within thirty days without interest.

The transactions with the key management personnel and Directors are included in operating expenses as follows:

(a) Management, administrative and corporate development fees:

- Includes the consulting fees charged to the Company by David Kelsch Consulting Ltd. and a related business.
- Includes the consulting fees charged to the Company by Drechsler Consulting Ltd.
- Includes the accounting and administrative services charged to the Company by Linda Knight.
- Includes charges to the Company by Archer Cathro for administrative personnel.

(b) Office rent:

- Includes office rent charged to the Company by Archer Cathro.

(c) Professional fees:

- Includes legal services charged to the Company by Yeadon Law Corp.
- Includes the accounting services charged to the Company by Donaldson Grassi.

COMMITMENTS

The Company has no commitments other than that which relates to the Stein project under option.

MANAGEMENT OF CAPITAL

The Company is a resource exploration company and considers items included in shareholders' equity as capital. The Company has no debt and does not expect to enter into debt financing. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. The Company's capital structure is comprised of shareholders' equity.

The Company currently has no source of revenues. In order to fund future projects and pay for general and administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation is primarily dependent upon its ability to sell or option its mineral property interests and its ability to borrow or raise additional financing from equity markets.

There were no changes to the Company's capital management approach during the year ended November 30, 2018. In order to maximize ongoing development efforts, the Company does not pay out dividends.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates and judgments. Those areas requiring the use of management estimates and judgments include:

- the determination of recoverability of amounts capitalized to mineral property interests;
- expected useful lives of capital assets and the related depreciation expenses;
- estimating the fair values of financial instruments including the fair value of shares and/or warrants received under option or sale agreements for the Company's mineral properties;
- determination of deferred income tax assets and liabilities; and
- the determination of the fair value of stock options or warrants using the Black-Scholes model.

Changes in Accounting Policies

New accounting standard: IFRS 9 – Financial Instruments

The Company has early adopted new accounting standard IFRS 9 - Financial Instruments. The Company initially applied IFRS 9 effective December 1, 2017. As a result of the Company early adopting this standard, the Company has changed its accounting policy for financial assets retrospectively, on assets that were recognized at the date of application. An assessment has been made and the impact to the Company's financial statements was to reclassify its available-for-sale marketable securities to FVTPL.

The Company adopted IFRS 9 retrospectively without restatement of comparative amounts resulting in a reclassification of $69,999 from accumulated other comprehensive loss to deficit on December 1, 2017. Future changes in the fair value of these marketable securities will be recorded directly in profit or loss. No other differences of any significance have been noted in relation to the adoption of IFRS 9. Refer to financial statement Note 2 (c) for additional details in respect of the new significant accounting policy for the adoption of IFRS 9.

Standards issued but not yet effective:

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2019. Many of these updates are not applicable or consequential to the Company and have been excluded from the discussion below.

Effective for annual periods beginning on or after January 1, 2019

- New standard IFRS 16 - *Leases*

  IFRS 16, Leases ("IFRS 16") was issued by the IASB on January 13, 2016, and will replace IAS 17, Leases. It is effective for annual periods beginning on or after January 1, 2019, with earlier application permitted.

IFRS 16 eliminates the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, IFRS 16 requires a single, on-balance sheet accounting model that is similar to current finance lease accounting. Leases become an on-balance sheet liability that attract interest, together with a new asset.

The Company has no leases and has initially assessed that there will be no material reporting changes as a result of adopting IFRS 16.

- New Interpretation IFRIC 23 - *Uncertainty over Income Tax Treatments*

  On June 7, 2017, the IASB issued IFRIC Interpretation 23 - *Uncertainty over Income Tax Treatments*. The Interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation is applicable for annual periods beginning on or after January 1, 2019. The Company has not yet determined the extent of the impact of adoption of the Interpretation.

Please see Note 2 of the financial statements for the Company's significant accounting policies.

SELECTED ANNUAL INFORMATION

The following table sets forth selected financial information of the Company for, and as at the end of each of the last three financial years, up to and including November 30, 2018. This financial information is derived from the annual audited (audited consolidated for the years ended 2017 and 2016) financial statements of the Company.

	November 30, (Audited)		
	2018 ($)	**2017 ($)**	**2016 ($)**
Revenues	-	-	-
Income (loss) for the year	(527,272)	(171,716)	26,019
Income (loss) per share (basic and diluted)	(0.02)	(0.02)	0.00
Total Assets	2,752,747	3,253,053	2,130,928
Total Non-current liabilities	-	-	-

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares. The Company anticipates that all available funds will be invested to finance its exploration efforts on its mineral property interests.

Loss and comprehensive loss is comprised of operating expenses, plus other items which primarily included unrealized loss on marketable securities in fiscal 2018. For fiscal 2016, other income (loss) was derived from the sale of mineral property interests and the write-off of mineral property interests. The sale of mineral property interests related to the sale of the Doyle claims to KDI.

QUARTERLY INFORMATION

The following table illustrates the results of operations for the previous eight quarters ending with November 30, 2018.

Quarter Ended:	November 30, 2018 ($)	August 31, 2018 ($)	May 31, 2018 ($)	February 28, 2018 ($)	November 30, 2017 ($)	August 31, 2017 ($)	May 31, 2017 ($)	February 28, 2017 ($)
Total Revenue	-	-	-	-	-	-	-	-
Income (loss)	(162,440)	(113,989)	(135,213)	(115,630)	(94,969)	(31,507)	(15,294)	(29,946)
Income (loss) per share[(1)]	(0.008)	(0.005)	(0.006)	(0.005)	(0.011)	(0.004)	(0.000)	(0.005)

Note:

(1) Net Income (Loss) per share has been adjusted to give effect to the consolidation of shares in 2017. Fully diluted earnings (loss) per share is not presented as the exercise of warrants and stock options would be anti-dilutive.

At each reporting date, management decides which mineral property interests will be retained, and which will be abandoned based on results from current and previous work including the analysis of sample assay results. Properties that will be abandoned are written-off when management makes its decision to cease any further work.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company has no proposed transactions.

LIQUIDITY AND CAPITAL RESOURCES

The Company does not have operating revenues and must finance its exploration activity by raising funds through joint ventures or equity financing. The exploration and subsequent development of the Company's properties depend on the Company's ability to obtain required financing. There is no assurance that additional funding will be available to allow the Company to fully explore its existing mineral property interests. The Company requires sufficient funds to complete further exploration work (see “Management of Capital”). Failure to obtain financing could result in delays or indefinite postponement of further exploration and the possible, partial or total loss of the Company’s interest in certain mineral property interests.

The Company is dependent on raising funds by the issuance of shares or disposing of interests in its mineral property interests (by options, joint ventures or outright sales) in order to finance further acquisitions, undertake exploration of mineral interests and meet general and administrative expenses in the immediate and long term. There can be no assurance that the Company will be successful in raising its required financing.

The Company’s financial performance is dependent on many external factors. The Company expects that any revenues it may earn from its operations in the future will be from the sale of minerals. Both prices and markets for metals and minerals are cyclical, difficult to predict, volatile, subject to government price fixing and controls and respond to changes in domestic and international, political, social and economic environments. In addition, the availability and cost of funds for exploration, development and production costs are difficult to predict. These changes in events could materially affect the financial performance of the Company.

The Company had working capital at November 30, 2018 of $260,689 compared with working capital of $1,205,244 as at November 30, 2017. The Company's current liabilities consist of accounts payable and accrued liabilities which are generally due within 30 days and accounts payable to related parties. Any improvement in working capital results primarily from the issuance of share capital.

For the year ended November 30, 2018, the Company reported a loss of $527,272 (November 30, 2017 - $171,716), which after allowing for changes in non-cash operating working capital balances from operating activities, provided a net decrease in operating cash flows of $297,622 (November 30, 2017 - $244,809). Changes in operating activities for the year ended November 30, 2018 resulted primarily from an increase in almost all categories of expenses except for general administrative expenses. See Overall performance/results of operations.

The Company's cash position as at November 30, 2018 was $211,355 (November 30, 2017 - $1,140,174). The completion of a private placement for gross proceeds of $1,500,000 in 2017 (2018-$nil) resulted in an increase in the cash position at November 30, 2017 compared to November 30, 2018.

SHARE CAPITAL

During the year ended November 30, 2018:

(a) there were no changes in share capital or stock options; and

(b) 527,000 warrants expired unexercised.

OUTSTANDING SHARE DATA AS AT MARCH 26, 2019:

(a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued (Number of shares)
Common	No par value	Unlimited	22,096,949

(b) Summary of options outstanding:

Security	Number	Exercise Price	Expiry Date
Options	450,000	$0.25	Nov. 30, 2020
Options	1,275,000	$0.15	Nov. 6, 2022
Total	**1,725,000**		

(c) Summary of warrants outstanding: Nil

(d) There are no escrowed or pooled shares.

OTHER INFORMATION

The Company's web site address is www.gglresourcescorp.com. Other information relating to the Company may be found on SEDAR at www.sedar.com.

FORWARD-LOOKING STATEMENTS

This discussion includes certain statements that may be deemed "forward-looking statements." All statements in this discussion, other than statements of historical facts, that address future production, reserve potential, exploration drilling, exploration activities and events or developments that the Company expects, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “advance”, “expects”, “plans”, “anticipates”, “believes”, “intends”, “allocated”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could”, “should” or are “subject to” occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change.