



**GGL** RESOURCES CORP.

***MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF  
OPERATIONS FOR THE YEAR ENDED  
NOVEMBER 30, 2020***

***REPORT DATE: MARCH 26, 2021***

# **GGL RESOURCES CORP.**

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

### **FOR THE TWELVE MONTHS ENDED NOVEMBER 30, 2020 INFORMATION AS OF MARCH 26, 2021 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, 2020 should be read in conjunction with GGL's audited financial statements and related notes for the year ended November 30, 2020, 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](http://www.sedar.com) and on the Company's web site [www.gglresourcescorp.com](http://www.gglresourcescorp.com). The information reported within this MD&A includes events taking place up to and including March 26, 2021, unless otherwise stated.

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 complete and reliable.

### **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.

### **COMPANY OVERVIEW**

GGL is in the business of exploration and evaluation of its mineral properties located in Canada and the United States (option agreement). As at November 30, 2020 the Company has working capital of \$2,094,849 (November 30, 2019 – \$164,426) and has an accumulated deficit of \$36,002,703 (November 30, 2019 - \$35,718,533). The Company has incurred 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.

## **MANAGEMENT AND BOARD OF DIRECTORS**

The following change to the board of directors occurred during the year ended November 30, 2020:

Mr. Nick DeMare resigned as a director effective January 22, 2020. The Board now consists of:

- Mr. Eaton, Mr. Barclay, Ms. Wallinger, Mr. Kelsch and Mr. Turner.

Management comprises of 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 (information up to the date of this MD&A)**

### **CH Project (ZIP Diamond Property), Northwest Territories (wholly-owned)**

The CH Project includes the 100% owned ZIP diamond property which encompasses 11,215 hectares. Previous exploration campaigns by the Company have returned esker and till samples results of up to 250 and 100 kimberlitic indicator mineral grains per sample, respectively. The presence of preserved kelyphitic rims on some garnets is suggestive of a low transport distance indicating a proximal source. This in conjunction with diamond inclusion chemistry bolsters the potential for the ZIP property to host a new diamondiferous kimberlite field.

The compelling kimberlitic indicator mineral results are complimented by a low-level helicopter Resolve™ airborne magnetic and electromagnetic survey over the ZIP property. This airborne geophysical data, collected in an earlier program, is very high resolution at 50-meter flight line spacing and an average sensor height of 20 meters.

During the summer of 2019, the Company conducted field work on its ZIP diamond property. The field work was a collaborative effort between GGL and the Northwest Territories Geological Survey (“NTGS”). The program was fully funded by the NTGS’s Slave Geological Province Exploration Development Initiative (“SGPEDI”) which is chiefly funded by the Canadian Northern Economic Development Agency’s Strategic Investments in Northern Economic Development (“SINED”) program with GGL providing support and a base of operations at its all season ZIP camp which has an active Class ‘A’ land use permit. The NTGS sponsored work at ZIP included the collection of 123 esker and till samples.

These samples contain kimberlitic indicator minerals (KIMs) including garnet, ilmenite, chromite and chrome diopside of up to 75 total grains per sample (standardized to 20 kg). In addition, several samples contain garnet with preserved kelyphitic coating. This soft, grain surface material is readily abraded in glacial environments and when present, is suggestive of a low transport distance indicating a proximal source. These recent results have built on GGL’s existing property dataset from earlier sampling campaigns in areas of high interest, adding further refinement and bolstering confidence that the KIMs are locally sourced. This, in conjunction with previous analytical results showing diamond inclusion mineral chemistry suggests that ZIP has potential to host a new diamondiferous kimberlite field.

The project is fully permitted for drilling with a Class ‘A’ land use permit and hosts the ZIP all season camp centrally located on the property within 3 kilometers of the high interest areas. The Company will proceed with additional airborne geophysical target evaluation and selection in conjunction with the new KIM results.

No work was conducted during the year.

**Bishop Project, Northwest Territories (wholly-owned)**

The 100% owned Bishop property is 5,027 hectares 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.

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 that measures 800 meters by 600 meters and is characterized by a 0.5 milligal ("mGal") gravity low.

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 2018 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.

No work was conducted during the year.

**Rhombus Project, Northwest Territories (wholly-owned)**

The 100% owned Rhombus property was acquired by staking in winter 2018 and lies 40 kilometers northwest of the Ekati Diamond Mine and consists of 7,887 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.

In May 2018, the Company conducted a ground geophysical program on the Rhombus property prior to spring break-up.

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 the 2018 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.

No work was conducted during the year.

### **Stein Project, Nunavut (under option)**

The Company has an option agreement with Arctic Star Exploration Corp. (“Arctic Star”) whereby it can earn a 60% interest in Arctic Star’s wholly-owned Stein Diamond Project in Nunavut, Canada. The Stein Diamond Project (“Stein”) consists of 23,750 hectares on the Southern Boothia Peninsula, 45 kilometers from tide water. The property is located 85 kilometers northwest of the community of Taloyoak, Nunavut which is serviced daily by commercial flights and seasonally by barge.

The Company can acquire a 60% undivided interest in Stein by conducting detailed ground geophysics on high priority airborne targets (completed), discovering kimberlite by drilling, trenching or in outcrop, and by converting prospecting permits to mineral claims (completed). Should kimberlite be discovered, a joint venture would be formed with an initial 60/40 contributing relationship. The project has a Class A land use permit which includes drilling.

Stein is an advanced diamond exploration project having the benefit of numerous successive exploration campaigns and over \$1,500,000 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 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.

In July 2019, the Company completed ground geophysical magnetic surveys over high priority airborne targets. The Company’s detailed ground magnetic survey program has delineated a number of very compelling targets that are consistent with magnetic signatures over known kimberlites which have intruded through Cambrian-Devonian age

Arctic Platform carbonate rocks at parallel latitudes elsewhere in Canada's north. Similar geology is found on the Stein project.

A broad range of kimberlite like signatures were defined during the surveys which further bolsters the possibility of Stein delivering a new kimberlite field. Many known kimberlite fields exhibit a variety of magnetic responses which represent kimberlites intruding under varied circumstances and conditions. These signatures range from isolated magnetic highs to strong dipolar features to elongate dyke-like responses. The Stein project has delivered all three of these emplacement style signatures including a large isolated magnetic high approximately 200 meters in diameter, multiple strong, discrete dipolar signatures as well as an elongate dyke-like signature over 800 meters in length.

The Company considers many of these targets drill ready with the potential for the Stein project to deliver a new diamondiferous kimberlite district.

No work was conducted during the year.

### **McConnell Creek Project, British Columbia (wholly-owned)**

The 100% owned McConnell Creek Project is located 400 km northwest of Prince George and 22 km southeast of the past producing Kemess open pit copper-gold mine in British Columbia. The property is comprised of 8,700 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-sericite-limonite 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\*.

During the year ended November 30, 2020, the Company conducted 12 line km of induced polarization ("IP") and ground magnetic surveying over the copper zone. The IP survey complements a reconnaissance-style IP survey conducted in 2008, which identified an untested buried chargeability anomaly proximal to mineralized outcrops. The 2020 survey was designed to better define the known chargeability target and identified two structurally-controlled parallel conductors of which one is coincident with surface mineralization and the second unexposed.

The McConnell project land tenure was expanded by 1,151 hectares and now comprises a total of 8,700 hectares of mineral claims. The newly acquired ground is largely overburden covered and is believed to be prospective, based on structural/alteration targets defined by a recent Aster/structural interpretation. To the Company's knowledge, the new claim area has received negligible exploration to date.

Exploration work on the property qualifies for a BC Mining Exploration Tax Credit.

*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***Gold Point Project, Nevada (under option)**

The past-producing Gold Point gold/silver project is located in the prolific Walker Lane Trend, southwestern Nevada and is accessible via highway 774. It consolidates three properties covering a combined area of approximately 4.5 km<sup>2</sup>, with camp-scale exploration potential. It is located 42 kilometers south of Goldfield, Nevada, and covers several historical mine sites that intermittently produced gold and silver between 1882 and 1962. The first activity at Gold Point dates back to 1868, when prospectors discovered lime deposits, and subsequently silver, which was the primary commodity mined until approximately 1927 when deeper operations encountered more gold rich veins. Mining continued intermittently until 1942 when production was suspended by a government order related to the war effort. Operations resumed again in 1946, but were terminated in 1962 due to corporate issues.

Since 1962, various operators have sought to reopen the mines and revitalize the district; however, there is no evidence that any systematic exploration has been conducted or significant mining done.

The Gold Point Project is underlain by Precambrian Reed Dolomite and Wyman Formations siltstone, limestone and shale. Weak metamorphism in the Wyman Formation is believed to be caused by the Jurassic Sylvania granitic pluton, exposed to the west and south of the project area.

Native gold and chlorargyrite (silver chloride), with minor amounts of chalcopyrite, galena, and pyrite occur in northwest striking, steeply north dipping, quartz veins that cross cut shale and limestone of the Wyman Formation. Multiple stages of movement along the vein structures resulted in brecciation of the veins, which have been re-cemented by chalcedonic quartz and limonite. The veins are typically 1 to 2 m wide and locally range up to 7 m in width. Most of the gold production came from higher-grade shoots that rake relatively consistently from level to level. None of the underground workings at the Gold Point Project reached the water table. Historical production reports indicated that recovery of gold and silver were achieved through cyanidation and are within the range of 92% to 98% for gold and 53% to 82% for silver.

Gold to silver ratios generally increase with depth. The ratios in near surface workings are approximately 1:8 increasing in deeper workings to approximately 1:4. The ratio on the deepest level of the Orleans Vein averages 1:3.

Although at least 15 significant veins have been historically reported in the district, the majority of production within the bounds of the Gold Point Project was from the Orleans Vein and to a lesser extent the Western Vein.

The Orleans Vein was developed to the 1020' level (approximately 275 m below surface), and produced an estimated 48,000 oz gold. Mining on the Orleans Vein ceased in 1962 when a cave in occurred. Sampling done in 1982 from post-mining workings on the Orleans Vein reportedly includes:

- 35 samples from the 900' to 1020' levels averaging 0.389 opt gold and 1.44 opt silver;
- A sample from a 0.5 m wide vein on the 1000' level returning 7.97 opt gold; and
- 21 samples from the 600' to 1020' levels averaging 0.314 opt gold and 1.42 opt silver, including a chip sample across 1.22 m grading 2.15 opt gold and 1.78 opt silver.

The Western Vein was developed to the 900' level (approximately 275 m below surface) and produced an estimated 27,000 oz up to 1922.

Limited historical assay records for the Western Vein are available, with the most recent being production reports from 1935, which indicate that the average mill feed grades that year were between 0.08 opt to 0.15 opt gold and 1.5 to 9.4 opt silver. An historical report indicates that higher-grade ore shoots in the district plunge steeply to the east, but that the workings on the Western Vein did not follow this plunge and likely passed out of the higher grade areas below the 200' level.

Past exploration at the Gold Point Project focused on areas where the veins were exposed at surface or in areas immediately adjacent to the underground workings. There is little evidence of any significant work that may have been done to test for veins in areas covered by overburden.

On July 27, 2020 the Company entered into three option agreements in respect of contiguous parcels of federal lode mining claims in Esmeralda County, Nevada collectively called the Gold Point property.

The first option agreement is with a private Nevada corporation (the "Optionor") and entitles GGL to acquire a 100% interest in the LBD property, consisting of 10 federal lode mining claims, by making cash payments totaling US\$1,000,000 and incurring expenditures on, in or under the Project Area of not less than US\$850,000 on or before July 31, 2025. This option agreement also provides that the Optionor shall retain a 2% net smelter return royalty related to mineral products from commercial production from the property. GGL has the right to purchase one-half of the royalty for US\$1,000,000.

The second option agreement is with Silver Range Resources Ltd. ("Silver Range") in respect of the EGP property, consisting of 39 federal lode mining claims, and provides that GGL has the right to earn a 75% interest therein by making cash payments totaling CAD\$180,000 and incurring aggregate expenditures on, in or under the Project Area of an aggregate of CAD\$1,500,000 on or before July 31, 2023. Upon making these payments and incurring these expenditures, GGL will have earned a 75% interest in and to the EGP property and will enter into a 75%/25% joint venture with Silver Range for the further exploration and development of the property. Upon exercising the option, Silver Range will be entitled to receive a one-time cash payment of US\$4.00 per ounce based on the number of ounces of gold identified in the earlier of a measured or indicated mineral resource, or a proven or a probable mineral reserve, as contained in a NI 43-101 compliant technical report applicable to the property.

The third option agreement is with Silver Range Resources Ltd. and a private Nevada corporation (collectively the "Optionors"), pursuant to which GGL has been granted the right to acquire a 100% interest in and to the TOM property, consisting of 14 federal lode mining claims, by incurring expenditures on, in or under the Project Area of not less than US\$1,500,000 on or before July 31, 2023. Upon exercising the option, each of the Optionors will be entitled to receive a one-time cash payment of US\$1.00 per ounce based on the number of ounces of gold identified in the earlier of a measured or indicated mineral resource, or a proven or a probable mineral reserve, as contained in a NI 43-101 compliant technical report applicable to the property. The option agreement also provides that each of the Optionors shall retain a 1% net smelter return royalty related to mineral products from commercial production from the property. GGL has the right to purchase one-half of each of the royalties for a payment of US\$2 per ounce on the first 250,000 ounces of gold contained in any measured or indicated resource estimate, or any proven or probable reserve, and US\$1 per ounce of gold above 250,000 ounces thereafter.

Recent geophysical exploration work completed included horizontal loop electromagnetic and ground magnetic geophysical surveys totaling 25 line kilometres. These surveys were designed to characterize the geophysical responses over the past-producing gold-silver veins and other nearby structures that are known to be mineralized as well as test along strike to the east where mineralized veins could be concealed beneath a wash (overburden cover). The area of wash, which comprises the eastern half of the property, shows little evidence of historical exploration making it a promising target for additional vein discoveries. A LiDAR survey was also completed. Recent geological work completed in Q4/2020 was designed to confirm the location of surface workings, characterize vein exposures, cursory evaluation of historic tailings and underground workings at the Great Western Mine of the Gold Point project. The program consisted of geological mapping, sampling and site surveys.



Encouraging surface sampling results from the Q4/2020 program have returned assay of **64.6 g/t gold** and 110 g/t silver from the ore bin at the Orleans Mine, **51.6 g/t gold** and 230 g/t silver float sample collected from a structure parallel to the nearby Great Western Vein, **30.3 g/t gold and 27.4 g/t gold** grab samples taken from previously undocumented veins located 30 m apart as well as **25.1 g/t gold** collected from a waste pile adjacent to a shaft targeting an undocumented vein.

Samples were also collected in Q4/2020 from historical tailings storage facilities to determine if potentially economical gold and silver remain. Samples collected from the main tailings storage area returned 0.286 g/t gold to 3.62 g/t gold (averaging 1.04 g/t gold), with samples collected from the secondary storage area ranging from 1.645 g/t gold to 27.4 g/t gold (averaging 2.62 g/t gold excluding the highest grade sample). Preliminary cyanidation tests suggest that much of the gold is potentially recoverable by this technique. Records indicate the tailings storage facilities were established in the 1930s or earlier. LiDAR and field measurements show they cover an area of approximately 23,000 m<sup>2</sup> and range from 0.4 m to 2.0 m in thickness.

Access to the underground workings at the Great Western Mine was re-established in December 2020. Field crews completed sampling of the 100 through 500 levels of the mine with the collection of 169 chip samples. Results are pending.

A Q1/2021 exploration program is currently underway and will include approximately 3,000 m of reverse circulation drilling in up to 18 holes, excavator trenching, soil and tailings sampling, mapping, and prospecting. The drill holes are primarily designed to test near historical production in the Great Western Mine and along strike of the known vein system, as well as to evaluate potential for other mineralized structures that parallel the known veins.

In conjunction with the RC drilling program, systematic auger sampling of the tailings will be conducted. Samples will be collected from top to bottom of holes in all parts of the tailings storage facility. This sampling will be used to better characterize the overall tonnage and grade of the tailings, so that the total metal content and potential recovery can be determined

### **Other Interests - Diamond Royalties**

#### *Doyle leases*

The Company maintains two diamond royalties on the Doyle mineral leases sold to Kennady Diamonds Inc. (“KDI”) in 2013 and 2016. In April 2018, KDI was acquired by Mountain Province Diamonds Inc. (“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% Net Returns Royalty (“NR”) on all the leases, except for one where the Company retains a 0.5% NR. KDI has the right, at any time prior to commencement of production from the property, to purchase one-third of the NR 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% NR 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 NR, being 0.25%, for the sum of \$1,000,000.

### **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.

## **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](http://www.gglresourcescorp.com).

## **OVERALL PERFORMANCE/RESULTS OF OPERATIONS**

Refer to “Share Capital” for the details of private placements closed in 2020.

### **Fourth Quarter**

The Company incurred a loss and comprehensive loss of \$170,507 for the three months ended November 30, 2020, an increase of \$115,086 from a net loss of \$55,421 for the three months ended August 31, 2020. The primary contributors to this increase during the three months ended November 30, 2020, were the following:

- \$87,992 in share-based payments;
- \$28,640 in professional fees;
- \$27,548 in management, administrative and corporate development fees;
- \$9,412 in general administrative expenses; and
- \$4,585 in write-off of mineral property interests.

Operating expenses in aggregate totalled \$174,992 for the three months ended November 30, 2020, compared to \$71,877 for the three months ended August 31, 2020.

## **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, 2020. This financial information is derived from the annual audited financial statements of the Company.

	<b>November 30, (Audited)</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Revenues	-	-	-
Income (loss) for the year	(324,995)	(725,157)	(527,272)
Income (loss) per share (basic and diluted)	(0.01)	(0.03)	(0.02)
Total Assets	4,835,278	2,410,049	2,752,747
Total Non-current liabilities	40,000	-	-

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 including settlement of flow-through premium liability and write-off of mineral property interests in fiscal 2020. For fiscal 2019 and 2018, there

was a gain on marketable securities, a licence fee, settlement of flow-through premium liability, write-off of mineral property interests, and an unrealized loss on marketable securities (2018).

**Year ended November 30, 2020 compared to year ended November 30, 2019**

Exploration and evaluation expenditures on the projects for the years ended November 30, 2020 and November 30, 2019, consisted of the following:

	<b>November 30, 2020</b>	November 30, 2019
	\$	\$
Assays	9,626	10,959
Field	39,132	50,066
Labour	92,225	88,620
Survey and consulting	164,358	77,891
Travel and accommodation	15,149	1,802
	<b>320,490</b>	<b>229,338</b>
Less: BCMETC	(2,827)	(14,281)
<b>Total</b>	<b>317,663</b>	<b>215,057</b>

During the year ended November 30, 2020 the Company incurred costs on a per property basis as follows:

	<b>December 1, 2019</b>	<b>Acquisitions / staking</b>	<b>Exploration and evaluation, net</b>	<b>Write-offs</b>	<b>November 30, 2020</b>
	\$	\$	\$	\$	\$
Fishback Lake	-	-	2,205	(2,205)	-
CH	750,323	-	10,214	-	760,537
Bishop	235,231	-	2,034	-	237,265
Rhombus	164,166	-	-	-	164,166
Providence Greenstone Belt	-	-	7,220	(7,220)	-
Stein	150,285	-	875	-	151,160
McConnell Creek	770,017	2,014	135,087	-	907,118
Gold Point	-	81,740	160,028	-	241,768
<b>Total</b>	<b>2,070,022</b>	<b>83,754</b>	<b>317,663</b>	<b>(9,425)</b>	<b>2,462,014</b>

The Company reported a loss of \$324,995 for the year ended November 30, 2020, compared to a loss of \$725,157 for the year ended November 30, 2019 (a decrease of 55% from 2019 to 2020). The most significant components of loss and comprehensive loss were as follows:

	<b>November 30, 2020</b>	November 30, 2019	<b>Change</b>
	\$	\$	\$
<b>Expenses</b>			
Insurance	19,827	16,222	3,605
Investor relations and shareholder information	14,368	5,750	8,618
Management, administrative and corporate development fees	81,576	130,957	(49,381)
Professional fees	60,704	62,704	(2,000)
Property examination costs	5,276	23,110	(17,834)
Share-based payments	110,693	-	110,693

Insurance costs for comprehensive general liability increased by 22% during the year ended November 30, 2020 due general insurance market conditions.

Investor relations and shareholder information increased during the year ended November 30, 2020 as the Company participated in more conferences, increased the number of news releases issued and engaged in some marketing.

Management, administrative and corporate development fees decreased as a result of cost saving measures and only the minimum of work was performed in 2020. In 2019 management spent time on seeking financing including attending conferences.

Professional fees are for legal, audit and accounting fees charged by the Yeadon Law Corp., Davidson & Company LLP, and Donaldson Brohman Martin CPA Inc., respectively (see “Related Party Disclosures”). The overall costs were approximately the same in both 2020 and 2019.

Property examination costs were lower during the year ended November 30, 2020. During the year ended November 30, 2019, the Company’s Zip Camp required more maintenance than in 2020.

Share-based payments increased to \$110,693 compared to \$nil during the year ended November 30, 2019 as there were no stock options granted in 2019 and there were no unvested stock options from which to recognize an expense.

### **Write-off of mineral property interests**

During the year ended November 30, 2020, a write-off of \$2,205 was recorded against the Fishback Lake project as the Company has no current or future budgeted exploration programs in place for this project.

During the year ended November 30, 2020 a write-off of \$7,220 was recorded against the PGB project as the Company has no current or future budgeted exploration programs in place for this project.

### **QUARTERLY INFORMATION**

The following table illustrates the results of operations for the previous eight quarters:

<b>Period Ending</b>	<b>Revenue \$</b>	<b>Loss and comprehensive loss \$</b>	<b>Basic and Diluted Loss Per Share \$</b>
November 30, 2020	-	(170,507)	(0.01)
August 31, 2020	-	(55,421)	(0.00)
May 31, 2020	-	(40,654)	(0.00)
February 29, 2020	-	(58,413)	(0.00)
November 30, 2019	-	(522,986)	(0.02)
August 31, 2019	-	(68,477)	(0.00)
May 31, 2019	-	(109,977)	(0.00)
February 28, 2019	-	(23,717)	(0.00)

### **RELATED PARTY DISCLOSURES**

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.

During the year ended November 30, 2020, 1,250,000 stock options were granted to key management personnel and Directors having a fair value on grant of \$164,608. The options granted are exercisable at \$0.15 each until August 10, 2025, and vest over a one-year period ending August 10, 2021. No stock options were granted to related parties during the year ended November 30, 2019.

During the year ended November 30, 2020, 175,000 Director stock options (2019 – none) having a fair value on issue of \$17,993 (2019 - \$nil) were cancelled upon the Director’s resignation from the Company.

During the year ended November 30, 2020, \$95,425 (2019 - \$nil) was recognized within share-based payment expense on stock options granted to key management personnel and Directors.

During the year ended November 30, 2020, the Company issued 502,273 common shares to Dave Kelsch Consulting with a fair value of \$40,182 (see Share Capital).

As at November 30, 2020, Strategic had a 38.9% interest in the Company (November 30, 2019 - 43.2%). The Company and Strategic have certain common Officers, and the large share position of Strategic in the Company gives it control of the Company.

On May 15, 2020, the Company completed a private placement with Strategic, whereby Strategic subscribed to 2,000,000 non-flow-through common shares of the Company for gross proceeds of \$100,000. Additionally, Strategic subscribed to 633,332 non-flow-through units of the Company for gross proceeds of \$57,000 pursuant to the private placement completed on July 23, 2020 (see Share Capital), as well as 1,408,402 common shares of the Company for gross proceeds of \$253,512 pursuant to the private placement completed on November 3, 2020 (see Share Capital).

During the year ended November 30, 2020, key management personnel and Directors and other related parties subscribed to 211,112 non-flow-through units and 1,063,636 flow-through units of the Company for gross proceeds of \$136,000 pursuant to the private placements completed on July 23, 2020 (see Share Capital), as well as 200,000 common shares of the Company pursuant to the private placement completed on November 3, 2020 (see Share Capital).

On May 28, 2019, the Company completed a private placement with Strategic whereby Strategic subscribed to 1,562,500 non-flow-through units of the Company for gross proceeds of \$125,000 pursuant to the private placement completed during the year then ended. In addition, key management personnel and Directors and other related parties subscribed to 2,262,500 non-flow-through units and 450,000 flow-through units of the private placement, for gross proceeds of \$226,000 (see Share Capital).

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 controls Dave Kelsch Consulting, which provides the Company with consulting services, as well as technical and professional services. On June 1, 2019, the Company entered into an Amending Agreement with Dave Kelsch Consulting which expired on December 31, 2019 (see Share Capital).
- (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 office space, administrative support, and geological services. 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 principal of Donaldson Brohman Martin CPA Inc. (“DBM CPA”) (formerly Donaldson Grassi Chartered Professional Accountants until January 31, 2019), a firm in which he has significant influence. DBM CPA 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; and

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

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

	<b>Transactions Year ended November 30, 2020 \$</b>	Transactions Year ended November 30, 2019 \$	<b>Balances outstanding November 30, 2020 \$</b>	Balances outstanding November 30, 2019 \$
Dave Kelsch Consulting				
- geological services	20,795	64,713	1,339	373
(1) - consulting fees	23,588	59,224	3,123	7,936
	<b>44,383</b>	<b>123,937</b>	<b>4,462</b>	<b>8,309</b>
Archer Cathro	44,417	19,272	6,485	1,575
(2) Yeadon Law Corp	31,030	24,075	16,797	-
DBM CPA	35,900	35,500	11,500	11,500
Drechsler Consulting Ltd.	20,475	11,970	2,930	-
Linda Knight	41,140	61,400	3,708	3,470
	<b>217,345</b>	<b>276,154</b>	<b>45,882</b>	<b>24,854</b>

(1) Transactions for the year ended November 30, 2020 include \$820 in interest expense (2019 - \$1,636).

(2) Transactions for the year ended November 30, 2020 include \$22,470 in share issue costs (2019 - \$14,753).

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 Dave Kelsch Consulting 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.
- (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 DBM CPA.

## **COMMITMENTS**

On July 23, 2020, the Company completed a private placement of flow-through units for gross proceeds of \$150,000. The Company is required to spend the funds on qualified exploration programs no later than December 31, 2021 and renounce the expenditures and available income tax benefits to the flow-through shareholders effective December 31, 2020. As at November 30, 2020, approximately \$135,000 of the funds had been spent.

In July 2020, the Canadian Government provided relief with respect to COVID-19 by providing companies with an additional 12 months in which they can spend eligible flow-through expenditures and provided interest relief on unspent funds.

Under the Income Tax Act flow-through look-back rules, the Company now has until December 31, 2022 to spend the remaining amount of flow-through funds. Amounts spent after February 1, 2021, continue to be subject to a floating rate interest tax of 2% per annum, however the Company anticipates that it will spend all flow-through amounts within the new time-frames announced by the Government, so no interest tax will be applicable.

A summary of the Company's flow-through premium liability as at November 30, 2020 and November 30, 2019, and changes during the years then ended is as follows:

	<b>November 30, 2020</b>	November 30, 2019
	\$	\$
Balance, beginning of year	-	-
Addition	27,273	11,000
Reduction - pro rata based on eligible expenditures	(24,528)	(11,000)
<b>Balance, end of year</b>	<b>2,745</b>	-

The Company has no other commitments other than that which relates to the Stein project and Gold Point projects 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 as at November 30, 2020, is comprised of shareholders' equity of \$4,617,638 (November 30, 2019 - \$2,332,884).

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.

### **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:

- 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;
- the determination of the fair value of stock options or warrants using the Black-Scholes Option Pricing model;

- expected useful lives of capital assets and the related depreciation expenses;
- the determination of recoverability of amounts capitalized to mineral property interests; and
- the determination of deferred income tax assets and liabilities.

### **Changes in Accounting Policies**

There were no changes in accounting policies during the year ended November 30, 2020.

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2021. The Company has reviewed these updates and determined that many of these updates are not applicable or consequential to the Company and have been excluded from discussion within these significant accounting policies.

Refer to Note 2 of the November 30, 2020 audited annual financial statements for the Company's significant accounting policies.

### **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 property 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. Additionally, the availability and cost of funds for exploration, development and production costs are difficult to predict. Finally, securities markets in the United States and Canada are subject to significant price and volume volatility, and the market price of the Company's shares are subject to wide fluctuations which may not necessarily relate to the operating performance, underlying asset values or prospects of its projects. There can be no assurance that continual fluctuations in price will not occur. These changes in events could materially affect the financial performance of the Company.

The Company had working capital at November 30, 2020 of \$2,094,849 compared with working capital of \$164,426 as at November 30, 2019. 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, 2020, the Company reported a loss of \$324,995 (November 30, 2019 - \$725,157), which after allowing for changes in non-cash operating working capital items from operating activities, resulted in total cash used in operating activities of \$255,667 (November 30, 2019 - \$253,564). Changes in operating activities for the year ended November 30, 2020 resulted primarily from a decrease in all categories of expenses except for office rent which remained the same and increases in insurance and investor relations and shareholder information. See Overall performance/results of operations.

The Company's cash position as at November 30, 2020 was \$2,227,795 (November 30, 2019 - \$207,016).

## **SHARE CAPITAL**

The authorized share capital of the Company consists of an unlimited number of common shares without par value. All issued shares are fully paid.

### **Transactions for the issue of share capital during the year ended November 30, 2020:**

- On January 3, 2020, the Company issued 502,273 common shares to Dave Kelsch Consulting Ltd. ("Dave Kelsch Consulting") with a fair value of \$40,182, in settlement of \$38,063 in consulting fees (see "Commitment to issue shares" below).
- On May 15, 2020, the Company completed a private placement with Strategic Metals Ltd. ("Strategic") consisting of 2,000,000 common shares at a price of \$0.05 per share for gross proceeds of \$100,000.

There were no finders' fees paid in respect of the placement. Share issue costs consisting of legal and filing fees of \$4,774, were incurred in respect of the placement which are recorded as a reduction to share capital.

- On July 23, 2020, the Company completed a private placement consisting of the issue of 1,666,666 non-flow-through units at a price of \$0.09 each for gross proceeds of \$150,000. Each non-flow-through unit consisted of one non-flow-through common share and one-half of a share purchase warrant, with each whole warrant being exercisable into a non-flow-through common share at an exercise price of \$0.15 until July 23, 2021. The residual value of the warrants attached to the non-flow-through units was determined to be \$nil.
- On July 23, 2020, the Company completed a private placement consisting of the issue of 1,363,636 flow-through units at a price of \$0.11 each for gross proceeds of \$150,000. Each flow-through unit consisted of one flow-through common share and one-half of a share purchase warrant, with each whole warrant being exercisable into a non-flow-through common share at a price of \$0.15 until July 23, 2021.

The flow-through units were issued at a premium to the trading value of the Company's common shares which is a reflection of the value of the income tax write-offs that the Company will renounce to the flow-through shareholders. The premium was determined to be \$27,273 and was recorded as a reduction of share capital with an offset to flow-through premium liability. The premium is being reversed pro rata upon the required exploration expenditures being completed and recorded as income on settlement of the flow-through premium liability. The residual value of the warrants attached to the flow-through units was determined to be \$nil.

A finder's fee of \$1,200 was paid in respect of the placement. Additionally, share issue costs consisting of legal and filing fees of \$12,573 were incurred in respect of the placements which are recorded as a reduction to share capital.

- On September 10, 2020, the Company issued common shares pursuant to the exercise of 2,579,166 share purchase warrants at a price of \$0.15 each for gross proceeds of \$386,875. Of the share purchase warrants exercised, 700,000 warrants were exercised by a company controlled by the Company's CEO, and 1,879,166 warrants were exercised by Strategic. In connection with the warrants exercised, the original fair value of \$22,625 was reversed from contributed surplus and credited to share capital.

- On October 29, 2020, 50,000 stock options were exercised at \$0.25 per share for gross proceeds of \$12,500. In addition, \$3,262 representing the fair value of the stock options granted and vested was reversed from contributed surplus and credited to share capital.
- On November 3, 2020, the Company completed a private placement consisting of the issue of 10,000,000 common shares at a price of \$0.18 each for gross proceeds of \$1,800,000. A finder's fee of \$30,435 was paid in respect of the placement. Share issue costs consisting of legal and filing fees of \$24,064 were incurred in respect of the placement which are recorded as a reduction to share capital.

#### Commitment to issue shares

On June 1, 2019, the Company entered into an Amending Agreement (the "Agreement") with Dave Kelsch Consulting, a company controlled by the President and COO of the Company, whereby Dave Kelsch Consulting agreed to a consulting fee of \$850 per day, of which at least 30% would be paid by cash and the remainder paid in common shares of the Company (see Related Party Disclosures). The Agreement expired on December 31, 2019 and was not renewed.

As at and for the year ended November 30, 2020, there was no accrual for commitment to issue shares.

As at November 30, 2019, a total of 502,273 common shares were accrued and issuable to Dave Kelsch Consulting with a fair value of \$40,182 as a commitment to issue shares, including the recognition of a fair value adjustment on commitment to issue shares of \$2,119. In settlement of \$38,063 in consulting fees, of which \$20,895 was recorded within mineral property interests. The common shares were issued to Dave Kelsch Consulting on January 3, 2020.

During the year ended November 30, 2020, the Company incurred and paid \$820 in interest expense to Dave Kelsch Consulting (See Related Party Disclosures). As at November 30, 2019, interest of \$1,636 was owed to Dave Kelsch Consulting and was included in accounts payable and accrued liabilities.

Please see Note 9 of the November 30, 2020 audited annual financial statements for information regarding the Company's stock options and warrants.

#### **OUTSTANDING SHARE DATA AS AT MARCH 26, 2021:**

Authorized and issued share capital:

<b>Class</b>	<b>Par Value</b>	<b>Authorized</b>	<b>Issued (Number of shares)</b>
Common	No par value	Unlimited	45,096,190

#### **WARRANTS**

As at March 26, 2021, the Company has 3,473,485 warrants issued and outstanding.

#### **SUBSEQUENT EVENTS**

During January and February 2021, the Company issued common shares pursuant to the exercise of 150,000 share purchase warrants at a price of \$0.15 per share for gross proceeds of \$22,500.

#### **STOCK OPTIONS**

As at March 26, 2021, the Company has 2,600,000 stock options issued and outstanding.

## **RISKS AND UNCERTAINTIES**

### **Global Pandemic (COVID-19)**

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

### **Competitive Conditions**

The mineral exploration industry is intensely competitive in all its phases and the Company competes with other companies that have greater financial resources. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

### **Environmental Regulations, Permits and Licenses**

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas that would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for noncompliance are more stringent.

### **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.

### **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 Risks**

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.

**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. There can be no assurance that continual fluctuations in price will not occur.

**Future Financings**

The Company's continued operation will be dependent in part upon its ability to generate operating income and to procure additional financing. Fluctuations of global equity markets can have a direct effect on the ability of exploration companies to finance project acquisition and development through the equity markets. There can be no assurance that funds from the Company's current financing sources can be generated or that other forms of financing can be obtained at a future date. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration or development plans, forfeit rights in some or all of the properties or joint ventures, or reduce or terminate some or all of its operations.

**OTHER INFORMATION**

The Company's web site address is [www.gglresourcescorp.com](http://www.gglresourcescorp.com). Other information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com).