



GGL RESOURCES CORP.

(formerly, GGL Diamond Corp.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

May 31, 2010

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Management's Discussion and Analysis

FOR THE SIX MONTHS ENDED MAY 31, 2010 INFORMATION AS OF JULY 27, 2010 UNLESS OTHERWISE STATED

The following discussion of the results and financial position of the Company for the period ended May 31, 2010 should be read in conjunction with the November 30, 2009, February 28, 2010 and May 31, 2010 Consolidated Financial Statements and related notes. The information reported here includes events taking place subsequent to the end of the period, up to and including July 27, 2010.

DISCUSSION AND ANALYSIS

GGL Resources Corp. ("GGL") is a diversified mineral exploration company. GGL holds mineral claims and leases in the Northwest Territories of Canada ("NT") prospective for gold, silver, nickel, base metals and diamonds. All of the NT holdings are wholly owned by GGL except for the Doyle Diamond Project where De Beers Canada Inc. ("De Beers") has a 60% interest and GGL a 40% carried interest in mineral leases adjacent to the Gahcho Kue diamond property owned by the joint venture partners, De Beers and Mountain Province Diamonds Inc., presently the subject of a feasibility study; and the CH Diamond Project optioned by GGL to Rio Tinto Exploration Canada Inc. ("Rio"). In British Columbia, Canada, GGL owns a 100% interest in the McConnell Creek gold and copper-gold property.

The financial collapse in late 2008 has greatly affected the tolerance for risk and the availability of risk capital. Projects brought to the drilling stage by the expenditure of the highest risk dollars are now hindered and in need of capital. Our exploration projects fall into this category. Share prices for junior exploration companies have fallen to new lows in many cases and now even fail to respond positively to good exploration results. These conditions have limited our options to finance further exploration. We know our projects have outstanding merit and we are actively seeking joint venture partners.

GOLD PROJECTS:

PROVIDENCE GREENSTONE BELT ("PGB") NT:

GGL owns a 100% interest in mineral claims that cover 120 x 20 km of a greenstone belt that research has shown has the right geology to host the Timmins and Red Lake type of high grade world class gold deposits. The PGB is also similar to the Abitibi greenstone belt in its potential for large Volcanogenic Massive Sulphide ("VMS") (copper, zinc, lead, silver and gold bearing) deposits.

GGL made new discoveries of gold at surface in 2007 and again in 2008. In late 2009 our consultants Aurora Geosciences Ltd. ("Aurora") of Yellowknife, NT, were commissioned to examine, evaluate and report on three of the gold prospects. Aurora has proposed additional detailed ground geophysics and diamond drilling on all three properties: the King John, Lord Cache and the Noble Count properties.

The King John property is located in the south central part of the claim group. The geology is similar to that of the Red Lake camp. In an area that has scarce rock outcrops the gold values, up to 27.8 gpt, occur intermittently over a distance of 500 m. Of note is the fact that the airborne EM geophysical anomaly that led to the area being examined extends for a length of one kilometre and is coincident with an airborne magnetic anomaly. One half kilometre south of this geophysical anomaly is a second similar coincident geophysical anomaly 1.5 km long. No rock exposures have been found in this area.

Detailed ground geophysical surveys in late 2009 indicate a shear zone, which may represent the main gold target, that lies 20 m to the west of the gold samples. Additional detailed ground geophysical surveys have been proposed in this area as well as a drill program to explore the gold mineralization.

The Lord Cache property is located 10 km northeasterly from the King John property. Gold is found within basic volcanics on the limb of an anticline near the contact with sediments – a favoured conceptual geologic model in the Abitibi Greenstone Belt. Grab samples have assayed up to 42.7 gpt gold and a channel sample assayed 19.9 gpt gold over 0.55 m within an area of limited rock exposure. Across a lake 120 m from the previous samples a grab sample assayed 5.99 gpt gold. Geochemically anomalous gold values continue for 600 m along the volcanic/sediment contact.

A winter program of detailed ground geophysics extending over the lake and along the contact area has been recommended. The potential to trench the area of high grade gold samples is being considered as well as the proposed exploratory drill program.

The Noble Count property is located 20 km north of the King John property and is a gold discovery in and near a banded iron formation (“BIF”) made by Noranda in the 1980s. Noranda described the banded iron formation, mainly traced by geophysics as being 4 km in length and 25-40 m in width. Gold values were found adjacent to and within the BIF (up to 17.93 gpt gold). Work by GGL has returned assays up to 5.11 gpt gold over a strike length of 1.5 km. Aurora has proposed to continue the high resolution ground geophysics, started in late 2009, and begin a program of drilling along the structure.

As GGL has an exploration permit, and a 20 man base camp on the property, work can start as soon as funding is secured.

A drill program has previously been designed by our consultants for one of the VMS targets on the PGB.

DIAMOND EXPLORATION:

Rio is preparing to begin a program of kimberlitic indicator mineral sampling this summer as well as surveying selected mineral claims in preparation for converting them to mineral leases.

De Beers appears to have no plans for exploration on the Doyle Project at this time.

McConnell Property, British Columbia:

A comprehensive exploration program is being prepared for both the extensive shear-zone hosted gold zone (12 km x 1 km) and the adjacent copper-gold potential within the Jurassic rocks of the Toodoggone – Mt. Milligan Belt that hosts the Kemess, Serengeti (Kwanika), and Terrane (Mt. Milligan) copper- gold deposits. This work will form the basis of an application for an exploration permit. It has to be noted that permitting in British Columbia can be a long process, in part, as the Provincial and Federal Governments have not completed their duty to consult with the First Nations, as mandated by the Supreme Court of Canada.

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 May 31, 2010, the Company’s deficit was \$23,636,395.

Price Fluctuations: Share Price Volatility

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many mineral exploration companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur.

Shares Reserved for Future Issuance: Dilution

As at July 27, 2010, there were 14,250,000 stock options and 5,783,334 share purchase warrants outstanding pursuant to which a total of 20,033,334 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

In 2006, the Company amended its Stock Option Plan to a 10% rolling 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 TSX Venture Exchange, options granted under the 10% rolling plan will not be required to include the mandatory vesting provisions required by the Exchange for fixed number stock option plans, except for stock options granted to investor relations consultants. Awarded stock options are exercisable over a period not exceeding five years at exercise prices determined by the Board of Directors.

Under this plan, the number of shares available for grant increases as the issued capital of the Company increases.

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

Period ended May 31, 2010 compared to period ended May 31, 2009

As at May 31, 2010, the Company had incurred exploration costs on mineral properties of \$24,472 (sampling \$636; licences, recording fees and lease payments \$18,548; salaries and wages \$716; technical and professional services \$53,310; transportation \$624 and project supplies of \$(49,362)). Exploration costs for the period ended May 31, 2010 are lower than 2009 by \$202,466 a decrease of 89 %. Exploration costs were lower in 2010 than 2009 for all categories of expenditures except sampling. The large decrease is due partly to the \$54,689 sale of some fuel and core boxes from the Company's inventory that was netted against costs.

During the period ended May 31, 2010, the Company was unable to secure financing and this has necessitated a slower start to the year for exploration work.

On a per project basis, the Company spent \$24,472 exploration costs as follows: \$5,394 on the CH project; \$17,053 on the Doyle Lake project; \$19,492 on the McConnell Creek project, \$2,394 on the Fishback Lake Property and \$(19,861) on the Providence Greenstone Belt net of the sale of \$54,689 of fuel and core boxes from inventory.

The Company reported a net loss of \$860,595 for the period ended May 31, 2010 compared to a net loss of \$1,852,243 for the period ended May 31, 2009 (a decrease of 54% from previous year). General administration and exploration expenses for the period ended May 31, 2010 were \$156,400 compared to \$269,191 for the period ended May 31, 2009 (a decrease of 42% from 2009 to 2010). The change in general administration and exploration expenses was due to a decrease in the following expenditures during the period: office services and expenses (2010-\$47,362; 2009-\$89,018); legal and audit (2010-\$(371); 2009-\$4,826); shareholders' meetings and reports (2010-\$1,615; 2009-\$1,760); exploration costs – general (2010-\$38,963; 2009-\$101,359) and stock-based compensation (2010-\$nil; 2009-\$28,940). There was an increase in the other expenditures such as: consulting fees (2010-\$56,251; 2009-\$33,741); licences, taxes, insurance and fees (2010-\$10,122; 2009-\$8,494); corporate relations (2010-\$1,010; 2009-\$nil); and travel (2010-\$690; 2009-\$nil).

Office services and expenses were lower at the end of May 31, 2010 due to the downsizing of the Vancouver office in September 2009 and the elimination of a full time administrative assistant in June 2009. Legal and audit fees were lower due to an error in estimating the audit fee for 2009 and minimal legal fees during the period ended May 31, 2010. General exploration costs were lower during the period ended May 31, 2010 due to the sale of the Yellowknife house in 2009 which reduced office and house expenses such as heating and electricity.

Consulting fees increased during the period ended May 31, 2010 due to management spending more time actively pursuing sources of financing for the Company. Licences, taxes, insurance and fees had a slight increase in the period ended May 31, 2010 due to the increase in the TSX annual sustaining fee which is based on the closing price of the Company's shares on December 31 (2009-\$0.05; 2008-\$0.03). Travel expenditures increased in the period ended May 31, 2010 due to various meetings relating to the pursuit of financing.

Revenue for the period ended May 31, 2010 was \$43,336 (\$152 of interest income, \$1,479 gain on sale of equipment and \$41,705 in operator's fees). Revenue for the period ended May 31, 2009 was \$335,947 (\$729 of interest income; \$104,850 from the sale of a data set and technical support and a gain on the sale of property and equipment of \$230,368).

Acquisition and Disposition of Resource Properties and Write offs

During the period ended May 31, 2010 the Company wrote off:

- (a) 13 Providence Greenstone Belt claims (26,250 acres) and the related costs of \$140,178 and
- (b) 7 CH claims (16,657 acres) and the related costs of \$606,508.

Related Party Transactions

During the six months ended May 31, 2010, the Company was billed \$75,000 (2009 - \$75,000) by a director, including \$56,250 (May 31, 2009 - \$31,641) for consulting fees and \$18,750 (May 31, 2009 - \$43,359) for technical and professional services. Included in the May 31, 2010 accounts payable is \$282,447 (2009 - \$141,260) owed by the Company to the director. Transactions with related parties are measured at the exchange amount which is the amount agreed to by transacting parties.

Commitments

The Company has no commitments. Its office space is rented on a month to month basis.

Management of Capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

In the management of capital, the Company includes the components of shareholders' equity as well as cash and cash equivalents.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to maximize ongoing development efforts, the Company does not pay dividends.

Critical Accounting Policies

No new accounting policies were introduced in 2010.

Adoption of New Accounting Policies

Future Changes in Accounting Policies

- (a) Business combinations, consolidated financial statements and non-controlling interests - Sections 1582, 1601 and 1602:

The CICA issued three new accounting standards in January 2009: Section 1582, Business Combinations, Section 1601, Consolidated Financial Statements, and Section 1602, Non-Controlling Interests. These new standards will be effective for fiscal years beginning on or after January 1, 2011. The Company is in the process of evaluating the requirements of the new standards.

Section 1582 replaces Section 1581, Business Combinations, and establishes standards for the accounting for a business combination. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Sections 1601 and 1602 together replace Section 1600, Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards of accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. The section applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

- (b) International Financial Reporting Standards (“IFRS”)

In 2006, the Canadian Accounting Standards Board (“AcSB”) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada’s own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of December 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended November 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

During the year 2009, the Company started the scoping and planning phase of its changeover plan. The Company has identified the following four phases of its conversion plan: scoping and planning, detailed assessment, operations implementation and post implementation. The Company expects to have the scoping and planning phase completed during the 2010 fiscal year. The detailed assessment phase will include (a) identifying accounting policy choices under IFRS1- First Time Adoption of International Financial Reporting Standards and other IFRS standards that affect the Company; (b) quantifying the impact of the choices on the financial statements and identifying the business processes and resources impacted; and (c) preparing templates for the financial statements. The operations implementation phase will include the design of business, reporting and system processes to support the IFRS compliant financial data for the opening balance sheet at December 1, 2010 and thereafter and testing of the internal control environment and updated processes for disclosure controls and procedures. The final phase involves maintaining IFRS compliant financial data and processes for the first fiscal reporting year 2011 and in future.

Please see Notes 2 and 3 of the Consolidated Financial Statements for the year ended November 30, 2009 for a complete listing of accounting policies followed by the Company.

Summary of Quarterly Information

The following table sets forth a comparison of revenues and earnings for the previous eight quarters ending with May 31, 2010. Financial information is prepared according to GAAP and is reported in Canadian \$.

<u>Quarter Ended:</u>	May 31, 2010	February 28, 2010	November 30, 2009	August 31, 2009	May 31, 2009	February 28, 2009	November 30, 2008	August 31, 2008
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Total Revenues ⁽¹⁾	39,518	3,818	7,976	15	645	335,302	14,681	8,440
Net Income (Loss) ⁽²⁾	(641,633)	(218,962)	(573,938)	(1,477,109)	(1,654,476)	(197,767)	(176,302)	359,815
Net income (loss) per share	(0.004)	(0.001)	(0.008)	(0.010)	(0.011)	(0.001)	(0.000)	0.003

Note:

(1) For the quarter ended May 31, 2010, revenue is comprised of \$145 of interest income, \$1,479 gain on the sale of equipment and \$37,894 of operator's fees. In the year 2009, revenue is comprised of \$744 of interest income, \$7,526 of operators' fees, \$105,300 from the sale of the data set and technical support and a gain of \$230,368 on the sale of property and equipment. In 2008 revenue is from interest income.

(2) Income (loss) before discontinued operations and extraordinary items is the same as Net Income (Loss) as there are no discontinued operations or extraordinary items in 2010, 2009 or 2008. Fully diluted earnings (loss) per share is not presented as the exercise of warrants and stock options would be anti-dilutive.

During the year, management decides which properties will be retained and which properties will be abandoned based on results from work performed during the field season and the analysis of sample assays. Properties that will be abandoned are written off when management makes its decision to cease any further work which will increase the Net Loss.

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 properties. 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 properties.

The Company is dependent on raising funds by the issuance of shares or disposing of interests in its unproven mineral interests (by options, joint ventures or outright sales) in order to finance further acquisitions, undertake exploration and development 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 a working capital deficiency at May 31, 2010 of \$315,762 compared to a deficiency of \$199,462 as at November 30, 2009. The Company's current liabilities exceeded its current assets at May 31, 2010. The Company has no material income from operations and any improvement in working capital results primarily from the issuance of share capital.

As at May 31, 2010 and 2009, the Company had no long term debt.

For the period ended May 31, 2010, the Company experienced negative cash flow of \$95,828 (2009 - \$110,395) (before allowing for changes in non-cash operating working capital balances) from operating activities. Changes in operating activities resulted primarily from 2009 activities: the sale of the Company's data set and higher general exploration costs and higher office services and expenses. (See Overall performance/results of operations for further information.)

The Company's cash position as at May 31, 2010 was \$50,984 (November 30, 2009 - \$162,962). The decrease in cash position compared to November 30, 2009 was due principally to expenses incurred and the lack of financing raised during the period ended May 31, 2010. See Notes 5 and 6 – Share Capital and Stock Options in the Notes to the Consolidated Financial Statements.

During the period ended May 31, 2010, 500,000 options expired unexercised.

At May 31, 2010, the Company had the following share purchase warrants outstanding:

Number	Exercise Price	Expiry Date
2,855,000	\$0.40	Aug.13, 2010
20,000	\$0.40	Aug.18, 2010
710,000	\$0.10	Sept. 21, 2010
888,000	\$0.10/ \$0.20/\$0.30	Aug. 20, 2012
1,310,334	\$0.10/ \$0.20/\$0.30	Sept. 21, 2012
5,783,334		

See Notes 5 and 6 of the Consolidated Financial Statements for May 31, 2010 and the Subsequent Events note below.

Subsequent Events

Subsequent to May 31, 2010:

- (a) the Company granted 930,000 stock options to consultants. Each option entitles its holder to acquire one common share of the Company at \$0.10 per common share exercisable until June 24, 2015;
- (b) 50,000 stock options granted May 12, 2006 at an exercise price of \$0.26 were repriced to \$0.10 per common share;
- (c) 300,000 stock options granted July 31, 2007 at an exercise price of \$0.56 were repriced to \$0.10 per common share;
- (d) 600,000 stock options granted May 23, 2008 at an exercise price of \$0.20 were repriced to \$0.10 per common share;

- (e) 313,333 stock options expired unexercised; and
- (f) technical support for the data set expired June 19, 2010 and the balance of deferred revenues of \$44,700 was forfeited to the Company.

Outstanding Share data as at July 27, 2010:

- (a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	150,423,693

- (b) Summary of options outstanding:

Security	Number	Exercise Price	Expiry Date
Options	50,000	\$0.63	July 29, 2010
Options	40,000	\$0.26	July 29, 2010
Options	100,000	\$0.20	July 29, 2010
Options	150,000	\$0.10	July 29, 2010
Options	25,000	\$0.20	October 28, 2010
Options	775,000	\$0.20	March 23, 2011
Options	405,000	\$0.26	May 12, 2011
Options	50,000	\$0.10	May 12, 2011
Options	50,000	\$0.20	Aug. 15, 2011
Options	750,000	\$0.10	May 1, 2012
Options	1,750,000	\$0.56	July 31, 2012
Options	1,025,000	\$0.10	July 31, 2012
Options	500,000	\$0.20	May 1, 2013
Options	2,750,000	\$0.20	May 23, 2013
Options	600,000	\$0.10	May 23, 2013
Options	25,000	\$0.20	July 31, 2013
Options	4,275,000	\$0.10	Aug. 19, 2014
Options	930,000	\$0.10	June 24, 2015
Total	14,250,000		

The weighted average exercise price of the options is \$0.19.

- (c) Summary of warrants outstanding:

Security	Number	Exercise Price	Expiry Date
Warrants	2,855,000	\$0.40	Aug. 13, 2010
Warrants	20,000	\$0.40	Aug. 18, 2010
Warrants	710,000	\$0.10	Sept. 21, 2010
Warrants	888,000	\$0.10/\$0.20/\$0.30	Aug. 20, 2012
Warrants	1,310,334	\$0.10/\$0.20/\$0.30	Sept. 21, 2012
Total	5,783,334		

- (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, which 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 those 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.

BY ORDER OF THE BOARD

"Raymond A. Hrkac"

"Nick DeMare"

Raymond A. Hrkac
President and CEO

Nick DeMare
Director and CFO