



**GGL** RESOURCES CORP.

***MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF  
OPERATIONS FOR THE YEAR ENDED  
NOVEMBER 30, 2015***

***REPORT DATE: MARCH 24, 2016***

# GGL RESOURCES CORP.

## Management's Discussion and Analysis

### FOR THE TWELVE MONTHS ENDED NOVEMBER 30, 2014 INFORMATION AS OF MARCH 24, 2016 UNLESS OTHERWISE STATED

The following discussion of the results and financial position of the Company for the year ended November 30, 2015 should be read in conjunction with the November 30, 2015 Audited Consolidated Financial Statements and related notes. The Company adopted International Financial Reporting Standards ("IFRS") and the following disclosure and associated financial statements are presented in accordance with IFRS. All comparative information provided is in accordance with 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). The information reported here includes events taking place subsequent to the end of the fiscal year, up to and including March 24, 2016.

#### **International Financial Reporting Standards ("IFRS")**

The Company's financial statements and the financial data included in the MD&A have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee that are effective for the fiscal year ending November 30, 2015.

The IFRS accounting policies set forth in Notes 3 and 14 of the audited consolidated financial statements have been applied in preparing the financial statements for the year ended November 30, 2015 and comparative information as at and for the year ended November 30, 2014.

#### **Company Overview**

As at November 30, 2015, the Company has a working capital deficiency of \$308,481 (2014 - \$547,272) and a deficit of \$38,479,277 (2014 - \$38,459,912). The Company's ability to continue as a going concern is dependent upon the ability of the Company to obtain the necessary financing to develop properties and to establish future profitable production. To date the Company has not earned any revenues and is considered to be in the exploration stage. The Company's operations are funded from equity financings which are dependent upon many external factors and it may be difficult to impossible to secure or raise additional funds when required. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

The Company will continue to require additional funding to maintain its ongoing exploration programs, property maintenance payments and operations and administration for the next fiscal year. The Company also recognizes that exploration expenditures may change with ongoing results and, as a result, it may be required to obtain additional financing. In light of the Company's history of negative cash flows from operating activities, operating losses incurred in the past years and working capital deficiencies, the Company's ability to continue its exploration programs is dependent on its ability to secure additional financing. The Company intends to continue its exploration programs. Management is actively pursuing such additional sources of financing. While the Company has been successful in securing financings in the past, there can be no assurance that it will be able to do so in the future.

Subsequent to the end of the year, the Company negotiated a line of credit from certain shareholders to provide bridge loan funding to pay property tenure costs and other corporate overhead costs. One of the lenders is a private company, the officers of which are the brother and sister of one of the directors of the Company, and this director has guaranteed repayment of the loan provided by this private company. The Company has drawn down on this bridge loan financing in the amount of \$25,000. The bridge loan bears interest at 8% per year and is secured by a general security agreement.

## **DISCUSSION AND ANALYSIS**

The Company continues to maintain its core property assets consisting of exploration targets for diamonds, gold, VMS and nickel in the Northwest Territories of Canada; and gold and porphyry copper-gold silver targets at the McConnell Property in British Columbia. The Company has held exploratory meetings with several groups to finance or join forces, but to date without resolve, however new contacts have been made.

We are encouraged to see that the share prices of senior gold companies are recovering from the oversold condition that brought gold companies' share prices to historical lows. This situation must continue and share prices of the medium and junior producers must follow before we will see investors' interest in financing exploration return. This will be a long process, but every process must start somewhere and that is the positive news. The other commodities are beginning to show signs that perhaps their prices too have reached bottom. As the turmoil in the world increases almost daily, the consequences of this are difficult to predict. The Central Banks appear unable to cope, thus the phenomenon of negative interest rates, which should be positive for commodities prices and real assets.

The world's population grows and the demands for all goods based on natural resources will grow as well. Tier 1 mineral discoveries for all minerals including diamonds are few and far between and not nearly enough to supply the coming demand that expands with the population. Therefore a supply deficit is in the making and with it a rise in commodity prices that will fuel the next exploration boom.

### **Trends**

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

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

### **Competitive Conditions**

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

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

### **Environmental Factors and Protection Requirements**

The Company conducts exploration and development activities in the Northwest Territories and British Columbia. All phases of the Company's operations are subject to environmental regulations in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers,

directors and employees. There is no assurance that future changes in environmental regulations, if any, will not adversely affect the Company's operations. There is no assurance that regulatory and environmental approvals will be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or to preclude entirely the economic development of a property. Environmental hazards may exist on the properties which are unknown to the Company at present which have been caused by previous or existing owners or operators of the properties.

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

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

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

### **Risk Factors**

The Company is subject to a number of risk factors due to the nature of its business and the present stage of development. The following risk factors should be considered:

### **Mineral Exploration and Development**

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

### **Operating Hazards and Risks**

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, industrial accidents, environmental hazards, periodic interruptions due to inclement or hazardous weather conditions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in the operation of mines and the conduct of exploration programs. Although the Company will, when appropriate, secure liability insurance in an

amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liability and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

### **Economics of Developing Mineral Properties**

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

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

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

### **Commodity Prices**

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

### **Title**

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

### **Governmental Regulation**

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

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

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

### **Land Reclamation**

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

### **Aboriginal Rights**

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

### **Management**

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

### **Conflicts of Interest**

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

### **Limited Operating History: Losses**

The Company has experienced, on a consolidated basis, losses in all years of its operations and expects to incur losses for the foreseeable future. There can be no assurance that the Company will operate profitably in the future, if at all. As at November 30, 2015, the Company's deficit was \$38,479,277.

### **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. During the financial year ended November 30, 2015, the per share price of the Company's shares fluctuated from a high of \$0.05 to a low of \$0.015 (52 week high and low for the period ended March 24, 2016 was \$0.05 and \$0.01, respectively). There can be no assurance that continual fluctuations in price will not occur.

### **Shares Reserved for Future Issuance: Dilution**

As at March 24, 2016 there were 2,250,000 stock options and 3,115,000 share purchase warrants outstanding pursuant to which a total of 5,365,000 shares may be issued in the future, all of which will result in further dilution to the Company's shareholders and pose a dilutive risk to potential investors.

### **Stock Option Plan**

The Company has a 10% rolling Stock Option 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 a fixed number stock option plan, except for stock options granted to investor relations consultants. Under the 10% rolling plan, the number of shares available for grant increases as the issued capital of the Company increases. Stock options are exercisable over a period not exceeding five years at exercise prices determined by the Board of Directors based on the most recent trading prices and subject to the TSX Venture Exchange policies.

### **Corporate Governance**

The Company has a Corporate Disclosure Policy, an Insider Trading Policy and a Whistle Blower Policy. To view a copy of these policies, please go to [www.gglresourcescorp.com](http://www.gglresourcescorp.com).

### **Overall performance/results of operations**

#### **Fourth Quarter**

The Company had net income of \$340,657 for the three months ended November 30, 2015, an increase of \$418,626 from a net loss of \$77,969 for the three months ended August 31, 2015. This increase is the result of a forgiveness of debt (Nov. 2015-\$399,085; Aug. 2015-\$nil); a decrease in interest expenses (Nov. 2015-\$85; Aug. 2015-\$536); licences, taxes, insurance and fees (Nov. 2015-\$2,262; Aug. 2015-\$4,320); shareholders' meeting and reports (Nov. 2015-\$78; Aug. 2015-\$80); office services and expenses (Nov. 2015-\$5,514; Aug. 2015-\$14,853); travel (Nov. 2015-\$nil; Aug. 2015-\$50); general exploration costs (Nov. 2015-\$3,605; Aug. 2015-\$5,779); write off of exploration and evaluation assets (Nov. 2015-\$nil; Aug. 2015-\$44,440); write off of property and equipment (Nov. 2015-\$nil; Aug. 2015-\$1,252; and an increase in interest income (Nov. 2015-\$148; Aug. 2015-\$124). Offsetting some of the decreases were increases in: depreciation (Nov. 2015-\$44; Aug. 2015-\$30); legal and audit costs (Nov. 2015-\$11,383; Aug. 2015-\$503); and stock-based compensation (Nov. 2015-\$29,355; Aug. 2015-\$nil) for the three months ended November 30, 2015 compared to the three months ended August 31, 2015.

Administration and general exploration expenditures increased by \$26,626 to \$58,491 (84%) for the three months ended November 30, 2015 compared to \$31,865 for the three months ended August 31, 2015.

#### **Year ended November 30, 2015 compared to year ended November 30, 2014**

As at November 30, 2015, the Company had incurred exploration costs on mineral properties of \$75,267 (2014-(\$20,800)): charter aircraft of \$nil (2014-\$55,079); licences, recording fees and lease payments of

\$70,027 (2014-\$60,140); salaries and wages of \$289 (2014-\$541); technical and professional services of \$4,428 (2014-(\$190,827)); transportation of \$nil (2014-\$3,706); surveying of \$nil (2014-\$58,475) and project supplies of \$523 (2014-(\$7,914)). Exploration costs for the year ended November 30, 2015 are higher than 2014 by \$96,067, an increase of 462%. The large increase in 2015 is due to 2014 sales of some survey data, claims and a portion of the Company's Diamond database and cost recoveries from the sale of some fuel. Without sales and recoveries in 2014, exploration costs in 2014 would have been higher than 2015 by \$123,469.

On a per project basis, the \$75,267 of costs were as follows: \$54,111 on the CH project; \$5,867 on the Doyle Lake project; (\$17) on the McConnell Creek project, a refund of the BC Mineral Exploration Tax Credits for 2014; \$2,246 on the Fishback Lake property and \$13,060 on the Providence Greenstone Belt ("PGB").

The Company reported a net loss of \$19,365 for the year ended November 30, 2015 compared to a net loss of \$8,896 for the year ended November 30, 2014 (an increase of 118% from 2014 to 2015). General administration and exploration expenses for the year ended November 30, 2015 were \$170,333 compared to \$201,798 for the year ended November 30, 2014 (a decrease of 15% from 2014 to 2015). The change in general administration and exploration expenses was due to a decrease in the following expenditures during the year: depreciation of property and equipment (2015-\$176; 2014-\$504); general exploration costs (2015-\$19,338; 2014-\$32,934); office services and expenses (2015-\$61,225; 2014-\$70,527); legal and audit (2015-\$12,672; 2014-\$18,636); licences, taxes, insurance and fees (2015-\$21,318; 2014-\$35,748); and shareholders' meetings and reports (2015-\$622; 2014-\$18,052). Offsetting the decreases were increases in stock-based compensation (2015-\$29,355; 2014-\$nil) and travel (2015-\$627; 2014-\$397).

Office services and expenses were lower in 2015 due to the elimination of office rental costs from July 1, 2015 onwards. The landlords had converted most of the floors in the building to full floor lease rentals and the Company could not afford to lease a whole floor.

The higher costs for licences, taxes, insurance and fees in 2014 represent the cost of the rollback of common shares and the filing fees for the adoption of the Advance Notice Policy.

There was no annual general meeting in 2015 which resulted in lower shareholders' meetings and reports costs and legal and audit costs in 2015.

General exploration costs were lower during the year ended November 30, 2015 due to a decrease in professional fees relating to the monitoring of claims in the Northwest Territories and a decrease in the depreciation of property and equipment (some old equipment was written off).

Revenue for the year ended November 30, 2015 was \$506 of interest income. Revenue for the year ended November 30, 2014 was \$228,055 (\$634 of interest income and \$227,421 from the sale of four Doyle claims to De Beers).

### **Acquisition and Disposition of Resource Properties and Write offs**

During the year ended November 30, 2015, the Company allowed six PGB claims (6,270 hectares) to lapse and the related costs of \$239,120 were written off.

The Company received a grant of \$17,759 from the Government of the Northwest Territories' ("GNWT") Mineral Incentive Program to spend on a pre-approved exploration program by March 31, 2016. The Company was required to finance a part of the program in order to keep the grant or the grant must be returned. Subsequent to year end, the Company returned the grant to the GNWT.

### **Property and Equipment**

During the year ended November 30, 2015, the Company wrote off \$8,560 of old equipment.



### **Related Party Disclosures**

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

There are debts owing to two related parties, one being Mr. Ray Hrkac, a director and an officer and the other being Mr. Chris Hrkac, the son of Mr. Ray Hrkac, and a consultant who has provided services to the Company. At the end of the year, Mr. R. Hrkac agreed to write down the \$499,085 debt owed to him to \$100,000. The debt to related parties is a current liability and is past due. The debts are non-interest bearing.

November 30, 2015	Consulting Fees	Technical and professional services	Consulting Fees Payable
Management	\$ 25,000	\$ -	\$ 100,000
Non-management	-	5,915	161,554
<b>Total</b>	<b>\$ 25,000</b>	<b>\$ 5,915</b>	<b>\$ 261,554</b>

November 30, 2014	Consulting Fees	Technical and professional services	Consulting Fees Payable
Management	\$ 25,000	\$ -	\$ 494,918
Non-management	-	15,610	162,335
<b>Total</b>	<b>\$ 25,000</b>	<b>\$ 15,610</b>	<b>\$ 657,253</b>

The related parties may demand payment of their outstanding fees, which are non-interest bearing.

### **Commitments**

The Company has no commitments.

### **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 exploration and evaluation assets 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.

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.

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

### **Critical Accounting Policies**

The preparation of financial statements in conformity to IFRS requires management to make estimates and assumptions 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 expenditures during the reporting period. Examples of significant estimates made by management include the

determination of recoverability of amounts capitalized to exploration and evaluation assets, property and equipment lives, estimating the fair values of financial instruments, impairment of long-lived assets, reclamation and rehabilitation provisions, valuation allowances for future income tax assets and the valuation of share-based payments. Actual results may differ from those estimates.

### **Changes in Accounting Policies**

#### **IFRS Implementation**

The Canadian Accounting Standards Board established 2011 as the year that Canadian companies' financial reporting requirements should comply with IFRS. Accordingly, the Company began reporting on an IFRS basis in 2012.

#### **Accounting Standards Issued but Not Yet Adopted:**

The following accounting standards have been issued, but are not effective until annual periods beginning on or after January 1, 2018, unless otherwise indicated, earlier application is permitted. As at the date of these consolidated financial statements, the following standards have not been applied in these consolidated financial statements.

- i) *IFRS 9 Financial Instruments:* This standard partially replaces IAS 39 – Financial Instruments: Recognition and Measurement. IFRS 9 measures financial assets, after initial recognition, at either amortized cost or fair value. Existing IAS 39 classifies financial assets into four measurement categories. The standard is effective for annual periods beginning on or after January 1, 2018. In the year of adoption, the Company is required to provide additional disclosures relating to the reclassified financial assets and liabilities.
- ii) *IFRS 15 Revenue from contracts with customers* IFRS 15 is effective for annual periods beginning on or after January 1, 2018. IFRS 15 specified how and when to recognize revenue as well as requires entities to provide users of financial statements with more informative, recent disclosures. The standard supersedes IAS 18, Revenue, IAS 11, Construction Contracts, and a number of revenue related interpretations. The new standard will apply to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts.

Management is currently assessing the impact of these new standards on the Company's accounting policies and financial statement presentation.

Please see Notes 2, 3 and 14 of the audited consolidated financial statements for the year ended November 30, 2015 for a current listing of accounting policies followed by the Company.

### **Selected Annual Information**

The following table sets forth selected consolidated financial information of the Company for, and as at the end of each of the last three financial years of the Company up to and including November 30, 2015. This financial information is derived from the consolidated financial statements of the Company which were audited by D&H Group LLP. The Company prepares financial information according to IFRS. All information is reported in Canadian \$.

	<b>November 30, (Audited)</b>		
	<b>2015</b>	<b>2014</b>	<b>2013</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Total Revenues	506	228,055	218,923
Income from continuing operations	-	-	-
Net loss and comprehensive loss for the year	(19,365)	(8,896)	(1,559,916)
Net loss per share (basic and diluted)	(0.001)	(0.000)	(0.010)
Total Assets	<u>2,129,806</u>	<u>2,679,705</u>	<u>2,472,698</u>
Total Non-current liabilities	<u>-</u>	<u>-</u>	<u>-</u>

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 the growth of its business.

Net loss and comprehensive loss is comprised of administration and general exploration costs, other income (expenses) and the write off and impairment of exploration and evaluation assets, if any, incurred each year. Revenue from 2015 is comprised of \$506 of interest income. Revenue from 2014 is comprised of \$634 of interest income and \$227,421 from the sale of four Doyle leases to De Beers. Revenue from 2013 is comprised of \$1,424 of interest income and \$217,499 from the sale of mineral leases. Interest income is dependent upon interest rates and the amount of financing raised each year by the Company. Interest rates will vary due to market conditions and the Company has no control over the fluctuation of rates.

Expenses are mainly composed of administration costs, general exploration costs and the write off and impairment of exploration and evaluation assets. The write off in each year is dependent upon the costs spent to date on the project(s) that is (are) being abandoned and management's decision as to whether to continue exploration on certain claims. Write offs of exploration and evaluation assets and impairment of exploration and evaluation assets will vary from year to year and affect the Net Loss.

All of the above factors must be taken into consideration when comparing Total Revenues and Net Loss for each year.

### **Summary of Quarterly Information**

The following table sets forth a comparison of revenues and earnings for the previous eight quarters ending with November 30, 2015. Figures are reported in Canadian \$.

<b><u>Quarter Ended:</u></b>	<b>November 30, 2015</b>	<b>August 31, 2015</b>	<b>May 31, 2015</b>	<b>February 28, 2015</b>	<b>November 30, 2014</b>	<b>August 31, 2014</b>	<b>May 31, 2014</b>	<b>February 28, 2014</b>
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Total Revenue <sup>(1)</sup>	148	124	105	129	227,551	132	248	124
Net Income (Loss) <sup>(2)</sup>	340,657	(77,969)	(238,856)	(43,197)	790,764	(686,936)	(54,187)	(58,537)
Net income (loss) per share <sup>(3)</sup>	0.009	(0.002)	(0.007)	(0.001)	0.025	(0.02)	(0.005)	(0.000)

Note:

(1) In 2015, revenue is comprised of \$506 of interest income. In 2014, revenue is comprised of \$634 of interest income and \$227,421 from the sale of four Doyle mineral leases.

(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 2015 or 2014. Fully diluted earnings (loss) per share is not presented as the exercise of warrants and stock options would be anti-dilutive.

(3) Net Income (Loss) per share has been adjusted to give effect to the consolidation of shares in 2014. (See Share Capital).

During the year, management decides which exploration and evaluation assets will be retained and which exploration and evaluation assets will be abandoned based on results from current and previous work including the analysis of sample assay results. Properties that will be abandoned are written off when management makes its decision to cease any further work, which will increase the Net Loss.

### **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 exploration and evaluation assets. 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 exploration and evaluation assets.

The Company is dependent on raising funds by the issuance of shares or disposing of interests in its exploration and evaluation assets (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 November 30, 2015 of \$308,481 compared with a deficiency of \$547,272 as at November 30, 2014. The Company's current liabilities exceeded its current assets at November 30, 2015 and 2014. Amounts owed to related parties are included in current liabilities, consulting fees payable at November 30, 2015 and 2014 (see Related Party Disclosures). The Company has no material income from operations and any improvement in working capital results primarily from the issuance of share capital.

The Company announced in a press release dated July 22, 2015 that it intended to raise up to \$410,000 by way of a non-brokered private placement. The Company completed a private placement for gross proceeds of \$45,000 (see Share Capital). \$1,540 of the proceeds was spent on private placement costs and the balance of \$43,460 was used to pay property lease rental payments and extensions on the Company's claims.

For the year ended November 30, 2015, the Company reported cash flows of (\$128,487) (2014 - \$43,923) (before allowing for changes in non-cash operating working capital balances) from operating activities. Changes in operating activities for 2015 resulted primarily from a decrease in revenues from 2014. In 2014, the Company sold some exploration and evaluation assets and property and equipment.

The Company's cash position as at November 30, 2015 was \$33,591 (2014 - \$38,706). There were no sales of exploration and evaluation assets nor property and equipment in 2015 which resulted in a decrease in cash position compared to November 30, 2014 (2015 - \$nil; 2014 - \$229,171).

### Share Capital

During the year ended November 30, 2015:

- (a) On July 22, 2015 the Company completed a non-brokered private placement financing of 2,250,000 units at a price of \$0.02 per unit, for gross proceeds of \$45,000 (share issuance costs of \$1,540). Each unit comprises of one common share and one-half of one share purchase warrant, with each whole warrant entitling the holder to purchase an additional common share for a term of three years from the closing date at a price of \$0.05 per share. Insiders participated in this financing. All securities issued are subject to a four month hold period until March 26, 2016.

A fair value of \$33,750 was assigned to the common shares based on the trading price on the date of issue. A fair value of \$11,250 was assigned to the warrants being the difference between the gross proceeds and the fair value of the common shares.

- (b) At the Company's annual and special general meeting held on August 14, 2013, the shareholders approved the consolidation of all of the issued and outstanding common shares on the basis of five old for one new. On August 29, 2014, the TSXV accepted the Company's filings with respect to the consolidation and trading of the post-consolidated shares began on September 2, 2014. The fiscal 2014 and 2013 share, per share amounts, stock options and warrants were adjusted to give effect to the consolidation.

- (c) Changes in warrants during the years ended November 30, 2015 and 2014 are as follows:

	2015		2014	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Outstanding, beginning of year	2,230,000	\$0.50	2,550,000	\$0.35
Issued	1,125,000	\$0.05	-	-
Expired	-	-	(320,000)	\$0.50
Outstanding, end of year	3,355,000	\$0.35	2,230,000	\$0.50

- (c) The Company has the following warrants outstanding and exercisable as at November 30, 2015:

<u>Number of warrants</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
240,000	\$0.50	January 24, 2016 (see Events After the Reporting Period)
480,000	\$0.50	August 17, 2017
1,510,000	\$0.50	May 8, 2018
<u>1,125,000</u>	\$0.05	November 25, 2018
<u><b>3,355,000</b></u>		

- (d) 151,000 stock options exercisable at \$0.50 per share expired unexercised.
- (e) the Company's Board of Directors approved and granted 2,250,000 stock options to consultants, directors and officers. No stock options have been granted since 2010. Each option entitles its holder to acquire one common share of the Company at \$0.05 per common share exercisable until November 30, 2020; and
- (f) the Company recorded \$29,355 of stock-based compensation expense for stock options granted.

See Notes 9 and 10 of the audited consolidated financial statements for November 30, 2015.

#### **Events After the Reporting Period**

Subsequent to November 30, 2015:

- (a) 240,000 warrants expired unexercised;
- (b) The Company returned \$17,759 to the GNWT due to the lack of Company funds to complete an exploration program by March 31, 2016 (See Acquisitions and Disposition of Resource Properties and Write offs); and
- (c) The Company has negotiated a line of credit from certain shareholders to provide bridge loan funding to pay property tenure costs and other corporate overhead costs. One of the lenders is a private company, the officers of which are the brother and sister of one of the directors of the Company, and this director has guaranteed repayment of the loan provided by this private company. The Company has drawn down on this bridge loan financing in the amount of \$25,000. The bridge loan bears interest at 8% per year and is secured by a general security agreement.

#### **Outstanding Share data as at March 24, 2016:**

- (a) 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	35,484,738

- (b) Summary of options outstanding:

<b>Security</b>	<b>Number</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
<b>Options</b>	<b>2,250,000</b>	\$0.05	Nov. 30, 2020

(c) Summary of warrants outstanding:

<b>Security</b>	<b>Number</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
Warrants	480,000	\$0.50	August 17, 2017
Warrants	1,510,000	\$0.50	May 8, 2018
Warrants	1,125,000	\$0.05	Nov. 25, 2018
<b>Total</b>	<b>3,115,000</b>		

(d) There are no escrowed or pooled shares.

### **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).

### **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.

BY ORDER OF THE BOARD

*"Raymond A. Hrkac"*

Raymond A. Hrkac  
Chairman and CEO

*"Nick DeMare"*

Nick DeMare  
Director and CFO