

# **GOLD PORT CORPORATION**

(formerly Corsurex Resource Corp.)

## **Management's Discussion and Analysis**

**For the Nine Months Ended September 30, 2021**

### **General**

This management discussion and analysis of financial position and results of operations ("MD&A") is prepared as at November 29, 2021 and should be read in conjunction with the unaudited interim consolidated financial statements for the nine months ended September 30, 2021 and the audited consolidated financial statements for the year ended December 31, 2020. These financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Description of Business**

Gold Port Corporation (formerly Corsurex Resource Corp.) was incorporated on November 18, 2016 under the laws of the province of British Columbia, Canada. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties in Canada and Guyana. The Company is a reporting issuer in the provinces of British Columbia and Alberta. During the year ended December 31, 2020, the Company changed its name from Corsurex Resource Corp. to Gold Port Corporation and completed a 2 for 1 share consolidation. All references to number of shares and per share amounts have been retroactively restated to reflect the consolidation.

During March 2020, the World Health Organization declared COVID-19 a global pandemic. The contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to

an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

### *Share Transactions*

In November and December 2017, post consolidation, the Company issued 11,291,750 units in relation to multiple tranches of a private placement at a price of \$0.20 per unit for total proceeds of \$2,258,350. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable for a period of 3 years at an exercise price of \$0.40. The Company paid a finder's fee of \$37,507 and issued 220,040 finders warrants, with the same terms as the warrants attached to the units. The Company has estimated the fair value of the finder's warrants to be \$38,998 based on the Black-Scholes option pricing model. The assumptions used for the Black-Scholes valuation of the finder's warrants were as follows: a risk-free interest rate of 1.43%, an expected life of three years, a dividend rate of 0%, forfeiture rate of 0%, and an annualized volatility of 200%.

During January and April 2018, Company issued 2,125,000 units in relation to multiple tranches of a private placement at a price of \$0.20 per unit for total proceeds of \$425,000. Each unit is comprised of one common share and one transferable common share purchase warrant exercisable for a period of 3 years at an exercise price of \$0.40. The Company paid a finder's fee of \$4900 and issued 28,000 finders warrants, with the same terms as the warrants attached to the units. The Company has estimated the fair value of the finder's warrants to be \$10,292 based on the Black-Scholes option pricing model. The assumptions used for the Black-Scholes valuation of the finder's warrants were as follows: a risk-free interest rate of 1.79%, an expected life of three years, a dividend rate of 0%, forfeiture rate of 0%, and an annualized volatility of 200%.

On September 29, 2020, the Company completed a private placement and issued 26,681,999 units at \$0.12 for gross proceeds of \$3,201,840. Each unit is comprised of one common share and one share purchase warrant. Each warrant allows the holder to purchase one common share of the Company at a price of \$0.16 per share for a period of five years from the date of closing of the private placement. The Company paid commissions of \$135,942 and issued 1,124,853 agent warrants on the same terms.

During the year ended December 31, 2020, the Company issued 4,00,000 common shares to settle trade payables of \$400,000.

During year ended December 31, 2020, the Company completed a private placement and issued 1,893,833 units at \$0.12 for gross proceeds of \$227,260. Each unit is comprised of one common share and one share purchase warrant. Each warrant allows the holder to purchase one common share of the Company at a price of \$0.16 per share for a period of five years from the date of closing of the private placement. The Company paid commissions of \$15,781 and issued 131,507 agent warrants on the same terms.

### *Marketable Securities*

During the year ended December 31, 2017, the Company received 500,000 common shares of Graphite Energy Corp. ("GRE") valued at \$250,000 as payment on the terms of the sale of the Lac Aux Bouleaux property. Marketable securities are measured at fair value by reference to quoted stock prices on established exchanges. During the year ended December 31, 2019 the Company recorded an unrealized gain of \$107,500 and as at December 31, 2019 the GRE common shares had a fair value of \$232,500. During the year ended December 31, 2020, the Company sold 425,000 GRE common shares for \$149,528 resulting in a gain of \$48,117 during fiscal 2020. As at September 30, 2021 the remaining 75,000 GRE common shares had a fair value of \$15,000 resulting in an unrealized loss of \$6,000 (13,875 during fiscal 2020).

During the year ended December 31, 2020 the Company received 6,074,498 units of Lithium South Development Corporation (formerly NRG Metals Inc.) ("Lithium South") valued at \$3,491,271 in settlement of amounts owing. Each unit consists of one common share and one common share purchase warrant entitling the Company to purchase one additional common share at a price of \$0.35 for a period of five years. As at December 31, 2020 the 6,074,498 common shares of Lithium South are valued at \$2,763,893 and the common shares purchase warrants are valued at \$2,167,895 for a total of \$4,931,878 resulting in an unrealized gain of \$1,440,607 for fiscal 2020. The common shares are measured at fair value by reference to quoted stock prices on established exchanges and the common share purchase warrants are valued using the Black-Scholes option pricing model using a risk-free interest rate of 0.34%, term of 5 years, annualized volatility of 110% and dividend rate of nil.

During the period ended March 31, 2020, the Company sold 5,074,498 common shares of Lithium South as well as 5,000,000 warrants for proceeds of \$4,057,369. As at September 30, 2021, the Company held 1,000,000 common shares of Lithium South valued at \$390,000 as well as 1,074,498 warrants valued at \$838,457 using the Black-Scholes option pricing model using a risk-free interest rate of 0.343%, term of 4.5 years, annualized volatility of 110% and dividend rate of nil.

### *Exploration and Evaluation Assets*

#### Realization of assets

The investment in mineral properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

#### Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

#### Groete Project, Guyana

The Company holds a 100% interest in the Groete Property located in Guyana subject to a 1.5% NSR, which may be purchased for USD\$3,000,000. The Company acquired the project as part of the plan of arrangement with NRG.

During the year ended December 31, 2020, the Company incurred \$58,058 of field costs.

During the period ended March 31, 2021, the Company incurred \$32,655 of field costs.

#### Lac Aux Bouleaux, Quebec Canada

During the year end December 31, 2017, the Company entered into a Purchase Option Agreement with Graphite Energy Corp ("GRE"), a British Columbia Corporation, whereby GRE could have earned a 100% interest in the L.A.B. Graphite Project, located in Quebec, Canada. The terms of the agreement included a cash payment of \$180,000 (of which

\$140,000 has been paid and the balance of \$40,000 is owing and the issuance of 5 million shares (received see Note 5).

### Selected Quarterly Information

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements. All dollar amounts are in Canadian dollars.

Quarter Ended	Net income (loss) for the period	Comprehensive income (loss) for the period	Income (loss) per Share (Basic & Diluted)	Total Assets	Interest Income
September 30, 2021	\$(306,723)	\$(356,723)	\$(0.01)	\$7,036,533	\$Nil
June 30, 2021	\$(562,470)	\$(1,038,470)	\$(0.02)	\$7,393,851	\$Nil
March 31, 2021	\$(1,311,020)	\$(437,076)	\$(0.01)	\$8,630,956	\$Nil
December 31, 2020	\$2,744,884	\$(1,680,331)	\$0.06	\$8,367,682	\$Nil
September 30, 2020	\$(262,907)	\$(140,142)	\$(0.01)	\$5,361,511	\$Nil
June 30, 2020	\$(188,841)	\$265,364	\$0.01	\$2,708,999	\$Nil
March 31, 2020	\$(173,823)	\$(173,823)	\$(0.01)	\$2,227,377	\$Nil
December 31, 2019	\$(761,711)	\$(869,211)	\$(0.03)	\$2,223,657	\$Nil

### Results of Operations

For the three months ended September 30, 2021, the Company recorded a net loss of \$356,723 compared to a net loss of \$140,142 for the three months ended September 30, 2020. The main items of variance in the current period were the unrealized loss on marketable securities of \$50,000 compared to a gain on marketable securities in the comparative period of \$102,765. Other significant changes during the period ended September 30, 2021 include an increase in consulting fees to \$90,000 (2020 - \$15,000) for various consultants assisting with business requirements, as well as certain marketing and advertising activities of \$25,000 compared to \$30,000 in the comparative period.

### Financial Condition, Liquidity and Capital Resources

The Company's working capital at September 30, 2021 was \$6,211,770 including cash of \$4,919,709. The Company does not currently have an active business generating positive cash flows. The Company is sufficiently funded for the next twelve months of operations. As at the date of this report, the Company has announced a private placement to fund operations for the coming year. There can be no assurance that equity financings will be

available to the Company in the future that will be obtained on terms satisfactory to the Company.

The Company has not entered into any off-balance sheet arrangements.

### **Related Party Transactions**

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

During the period ended September 30, 2021 and 2020 the following compensation was incurred:

	2021	2020
Fees and compensation	\$204,816	\$210,908
Directors' fees	28,373	61,028
Stock based payment	450,810	-
	<u>\$683,999</u>	<u>\$271,936</u>

During the period ended September 30, 2021, the Company allocated the \$204,816 (2020 - \$210,908) fees based on the nature of the services provided: expensed \$114,816 (2020 - \$120,908) to management fees, expensed \$90,000 (2020 - \$90,000) to professional fees.

As at September 30, 2021 included in accounts payable and accrued liabilities \$15,552 (December 31, 2020 - \$251,712), due to a company with directors in common. These amounts are unsecured and non-interest bearing, with no fixed terms of repayment.

The balance outstanding as at September 30, 2021 from a company with directors in common of \$Nil (December 31, 2020 - \$257,000) is unsecured and non-interest bearing, with no fixed terms of repayment. The balance outstanding from a company with a director in common is \$Nil (December 31, 2019 - \$45,676) is unsecured and non-interest bearing and without specific terms of repayment.

### **Financial Instruments and Risk Management**

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities, and due to related parties. Cash and marketable securities have been designated as fair value through profit and loss and accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments, except for cash which is valued at a level 1 fair value measurement. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

### ***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

### ***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

### ***Interest rate risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2021, the Company did not have any cash equivalents or interest-bearing debt and is not subject to interest rate risk.

### ***Price Risk***

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely

monitors the commodity prices of precious metals, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

The Company's marketable securities amounting to \$1,243,457 are subject to fair value fluctuations. As at September 30, 2021, if the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the three months ended June 30, 2021 would have been approximately \$124,346 higher/lower.

## **CAPITAL MANAGEMENT**

The Company is an exploration stage company and this involves a high degree of risk. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal as the Company does not generate cash flow from current operations. Accordingly, the Company is not subject to any externally imposed capital requirements.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's exploration activities on its exploration and evaluation assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget all exploration projects and overhead to manage costs, commitments and exploration activities.

The Company intends to invest its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing due to uncertain economic conditions. The Company believes that it will be able to raise sufficient funds from share issuances to fund its working capital for the coming year.

There have been no changes to the Company's approach to capital management during the period ended.

## **Contingencies**

The Company is not aware of any contingencies or pending legal proceedings as of September 30, 2021 or as of the date of this report.

## **Additional share information**

As at the date of this report the Company had 48,631,065 common shares outstanding as well as 29,391,740 warrants exercisable at \$0.16 to October 2, 2025 and had 4,850,000 options outstanding.



**Disclaimer**

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at [www.sedar.com](http://www.sedar.com). No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

**Cautionary Statement on Forward Looking Information**

Certain statements contained in this document constitute “forward-looking statements”. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.