

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Gold Port Corporation** (the “Issuer”).

Trading Symbol: **GPO**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

See Note 8 to interim financial statements for six months ended June 30, 2021.

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
N/A								

- (b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
N/A						
Total:						

Summary of securities as at the end of the reporting period. See Schedule A

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Description	Number Authorized	Par Value
Common shares	Unlimited	NPV

- (b) number and recorded value for shares issued and outstanding,

Description	Number Issued & Outstanding	Amount
Common shares	48,631,065	\$7,272,920

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Description	Number Outstanding	Exercise Price	Expiry Date
Stock options	1,900,000	\$0.23	Sept. 17/25
Stock options	2,950,000	\$0.18	Feb. 12/26
Total Options:	4,850,000		
Warrants	29,491,740	\$0.16	Sept. 29/25
Total Warrants:	29,491,740		
Total Options and Warrants:	34,341,740		

- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Description	Number Held in Escrow	Number Released During the Period
Common shares	Nil	Nil

3. **List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Name	Positions Held	Since
Adrian Hobkirk	CEO, President and Director	November 18, 2016
Christopher P. Cherry	CFO and Director	November 18, 2016
Jan Urata	Secretary	November 18, 2016
Allen V. Ambrose	Director	November 18, 2016
Richard Barnett	Director	July 20, 2020
William Feyerabend	Director	July 20, 2020

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated September 20, 2021.

Christopher P. Cherry
Name of Director or Senior Officer

"Christopher P. Cherry"
Signature

CFO and Director
Official Capacity

Issuer Details Name of Issuer	For Quarter Ended	Date of Report YY/MM/D
Gold Port Corporation	June 30, 2021	21/09/20
Issuer Address		
Suite 400 – 1681 Chestnut Street		
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.
Vancouver, BC V6J 4M6	604.737-1140	604.737-2303
Contact Name	Contact Position	Contact Telephone No.
Christopher P. Cherry	CFO and Director	As above
Contact Email Address	Web Site Address	
chris@cherryconsulting.ca	https://www.goldportcorporation.com	

GOLD PORT CORPORATION

(formerly CORSUREX RESOURCE CORP.)

(Unaudited)

Condensed Interim Consolidated Financial Statements

For the six months ended June 30, 2021

Expressed in Canadian Dollars

NOTICE OF NO AUDITOR REVIEW OF THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited condensed interim consolidated financial statements of Gold Port Corporation. (the "Company") have been prepared by, and are the responsibility of, the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Professional Accountants for a review of the interim financial statements by an entity's auditor.

GOLD PORT CORPORATION
(formerly Corsurex Resource Corp.)
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)

	Notes	June 30, 2021	December 31, 2020
ASSETS			
Current assets			
Cash		\$ 5,131,615	\$ 2,190,773
Receivables	4	68,276	471,265
Marketable securities	5	1,293,457	4,952,882
Prepays		281,168	123,427
		6,774,516	7,738,347
Evaluation and exploration assets	5	629,335	629,335
TOTAL ASSETS		\$ 7,403,851	\$ 8,367,682
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		\$ 205,723	\$ 413,426
TOTAL LIABILITIES		205,723	413,426
SHAREHOLDERS' EQUITY			
Share capital	7	7,272,920	7,218,448
Reserves	7	1,598,995	934,049
Retained earnings		(1,673,787)	(198,241)
TOTAL SHAREHOLDERS' EQUITY		7,198,128	7,954,256
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 7,403,851	\$ 8,367,682

Nature and continuance of operations (Note 1)

Subsequent events (Note 12)

Approved and authorized by the Board on May 14, 2021

"Adrian Hobkirk" Director "Christopher Cherry" Director

GOLD PORT CORPORATION

(formerly Corsurex Resource Corp.)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

(Expressed in Canadian Dollars-unaudited)

		Three months period ended June 30		Six months period ended June 30	
		2021	2020	2021	2020
Expenses					
Business development		\$ 12,115	\$ 15,000	\$ 12,115	\$ 30,000
Consulting fees		221,720	15,000	723,320	30,000
Director fees	8	9,225	21,000	18,921	40,500
Exploration costs	6	133,086	7,083	165,741	7,083
Management fees	8	36,920	41,863	76,092	80,863
Marketing, advertising and promotion		50,000	20,000	50,000	50,000
Office expense		40,166	23,948	52,561	45,028
Professional fees	8	48,652	40,269	90,767	71,219
Share-based payments		-	-	664,946	-
Transfer agent and filing fees		10,586	4,678	19,027	7,971
		(562,470)	(188,841)	(1,873,490)	(362,664)
Other item					
Gain (loss) on marketable securities	5	(476,000)	454,205	397,944	454,205
Net income (loss) and comprehensive income (loss) for the period					
		\$(1,038,470)	\$ 265,364	\$(1,475,546)	\$ 91,541
Net income (loss) per share – basic and diluted					
		\$ (0.02)	\$ 0.01	\$ (0.03)	\$ (0.00)
Weighted average number of common shares outstanding					
		48,631,065	38,819,488	48,443,816	36,709,597

GOLD PORT CORPORATION (formerly Corsurex Resource Corp.)
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)
(Expressed in Canadian Dollars)

	Notes	Share capital		Reserves	Retained Earnings (Deficit)	Total
		Number of shares	Amount			
Balance at December 31, 2019		15,409,744	\$ 3,725,493	\$ 319,548	\$ (2,317,554)	\$ 1,727,487
Comprehensive loss for the period		-	-	-	91,541	91,541
Shares for debt		4,000,000	400,000	-	-	400,000
Balance at June 30, 2020		19,409,744	\$ 4,125,493	\$ 319,548	\$ (2,226,013)	\$ 2,219,028
Balance at December 31, 2020		48,290,613	\$ 7,218,448	\$ 934,049	\$ (198,241)	\$ 7,954,256
Comprehensive loss for period		-	-	-	(1,475,546)	(1,475,546)
Shares issued on exercise of warrants		340,452	54,472	-	-	54,472
Share-based payments		-	-	664,946	-	664,946
Balance at June 30, 2021		48,631,065	\$ 7,272,920	\$ 1,598,995	\$ (1,673,787)	\$ 7,198,128

See accompanying notes to the condensed interim consolidated financial statements

GOLD PORT CORPORATION
(formerly Corsurex Resource Corp.)
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
For the six months ended June 30,

	2021	2020
Operating activities		
Net income (loss) for the period	\$ (1,475,546)	\$ 91,541
Non-cash adjustments		
Loss (gain) on marketable securities	(397,944)	(454,205)
Share-based payments	664,946	-
Change in non-cash working capital:		
Receivables	402,989	8,834
Prepaid	(157,741)	-
Accounts payable and accrued liabilities	(207,703)	374,183
	(1,170,999)	20,353
Investing activities		
Proceeds from disposal of marketable securities	4,057,369	-
Due from related parties	-	1,950
	-	1,950
Financing activities		
Stock issued on exercise of warrants	54,472	-
	54,472	-
Change in cash	2,940,842	22,303
Cash, beginning	2,190,773	2,984
Cash, ending	\$ 5,131,615	\$ 25,287

During the six months ended June 30, 2021, the Company did not have any non-cash transactions.

During the six months ended June 30, 2020, the Company settled \$400,000 of accounts payable through the issuance of 4,000,000 common shares.

1. NATURE AND CONTINUANCE OF OPERATIONS

Gold Port Corporation (formerly Corsurex Resource Corp.) (the “Company”) 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’s head office, principal address and registered records office is located at 804 – 750 West Pender Street, Vancouver, British Columbia, Canada. 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.

The Company’s condensed interim consolidated financial statements have been prepared on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Such adjustments would be material.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including the acquisition and exploration of exploration and evaluation assets, is dependent on the Company’s ability to obtain the necessary financing. Management is planning to raise additional capital to finance operations and acquire mineral properties. The outcome of these matters cannot be predicted at this time. The Company has incurred losses since inception and the ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing.

Management believes the working capital of \$6,568,793 as at June 30, 2021 is sufficient to meet operating requirements for the next fiscal year.

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

2. BASIS OF PREPARATION

Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. These financial statements are presented in Canadian dollars unless otherwise noted.

New Accounting Standards Adopted

Leases - On January 1, 2019, the Company adopted IFRS 16 – Leases ("IFRS 16") which replaced IAS 17 – Leases and IFRIC 4 – Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less) and leases of low-value assets.

The Company applied IFRS 16 using the modified retrospective method. Under this method, financial information will not be restated and will continue to be reported under the accounting standards in effect for those periods. The lease liabilities will be measured at the present value of the remaining lease payments, discounted using the Company's estimated incremental borrowing rate as at January 1, 2019, the date of initial application, resulting in no adjustment to the opening balance of deficit. The associated right-of-use assets will be measured at the lease liabilities amount, plus prepaid lease payments made by the Company. The Company has implemented the following accounting policies permitted under the new standard:

- leases of low dollar value will continue to be expensed as incurred; and
- the Company will not apply any grandfathering practical expedients.

As at January 1, 2019 and June 30, 2021, the Company did not recognize any right-of-use assets as it had no leases.

Approval of the financial statements

The consolidated financial statements of the Company for the six months ended June 30, 2021, were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on August 30, 2021.

Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary from the date control was acquired. Control exists when the Company possesses power over an investee, has exposures to variable returns from the investee and has the ability to use its power over the investee to affect its returns. All intercompany balances and transactions have been eliminated.

2. BASIS OF PREPARATION (cont'd...)

Critical Accounting Estimates and Judgments

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the

- i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.
- ii) The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.
- iii) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.
- iv) Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.
- v) The Company has evaluated the economic environment its entities operate in and determined that the functional currency of the Company, including its Guyanese subsidiary, is the Canadian dollar. A change in this judgement would have significant impact on these financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

Financial assets

The Company classified its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI"), or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statement of (loss) income in the year.

Financial assets at FVTOCI: Financial assets carried at FVTOCI are recorded at fair value and transaction costs are expensed in the statement (loss) income. Realized and unrealized gains and losses arising from changes in fair value of the financial assets held at FVTOCI are included in other comprehensive (loss) income in the year.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity dates, are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

The following table shows the classification of the Company's financial assets under IFRS 9:

Financial asset	IFRS 9 Classification
Cash	FVTPL
Marketable securities	FVTPL
Due from related parties	Amortized cost

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

Other financial liabilities - This category includes accounts payable and accrued liabilities and due to related parties, all of which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at fair value through profit or loss are recognized in the statement of operations and comprehensive losses immediately, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

The following table shows the classification of the Company's financial liabilities under IFRS 9:

Financial liability	IFRS 9 Classification
Accounts payable and accrued liabilities	Other financial liabilities

Foreign currency translation

The functional currency is the currency of the primary economic environment in which the entity operations and has been determined for each entity within the Company. The functional currency for all entities within the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standards ("IAS") 21, *The Effects of Changes in Foreign Exchange Rates*.

Foreign currency transactions and balances are translated into Canadian dollars as follows:

- (i) Monetary assets and liabilities, at the rate of exchange in effect at the statement of financial position date;
- (ii) Non-monetary assets and liabilities, at the exchange rates prevailing at the time of the acquisition of the assets or assumption of the liabilities; and
- (iii) Revenue and expense items (excluding amortization, which is translated at the same rate as the related asset), at the rate of exchange prevailing at the transaction date.

Gains and losses arising from translation of foreign currency are included in the determination of net loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation assets

All costs related to the acquisition of exploration and evaluation assets are capitalized on a property by property basis, net of recoveries. Exploration costs incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are expensed to operations as incurred. If economically recoverable ore reserves are developed, capitalized costs of the related property are classified as mining assets and amortized using the unit-of-production method. When a property is abandoned, all related costs are written off to operations.

The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values. These costs are depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

From time to time, the Company may acquire or dispose of an exploration and evaluation asset pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received. Proceeds received on the sale of an option of the Company's property are recorded as a reduction of the mineral property cost. The Company recognizes in income amounts received in excess of the carrying amount.

Although the Company has taken steps to verify the title to exploration and evaluation assets in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Evaluation and exploration assets are assessed for impairment by management when facts and circumstances suggest that the carrying amount exceeds the recoverable amount. When there is little prospect of further work on a property being carried out by the Company or its partners, when a property is abandoned, or when the capitalized costs are no longer considered recoverable, the related property costs are written down to management's estimate of their net recoverable amount.

The recoverability of the carrying amount of exploration and evaluation assets is dependent on successful development and commercial exploitation or alternatively the sale of the respective areas of interest.

Decommissioning liabilities

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

Decommissioning and site rehabilitation costs arising from the installation of plant and other sites preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through depreciation of the asset and unwinding of the discount on the provision.

Depreciation is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Decommissioning liabilities (continued)

The costs for the restoration of site damage, which arises during production, are provided at their net present values and charged against operations as extraction progresses.

Changes in the measurement of a liability, which arises during production, are charged against operating profit. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

Impairment of tangible assets

The Company's tangible and intangible assets are reviewed for indications of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the year. The dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company grants options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period for employees using the graded vesting method. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes option pricing model.

For both employees and non-employees, the fair value of share-based payments is recognized as an expense with a corresponding increase in reserves. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment in reserves is transferred to share capital.

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the statement of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

4. Receivables

	June 30, 2021	December 31, 2020
GST recoverable	\$ 68,276	\$ 32,854
Due from related party	-	254,000
Other receivables	-	184,411
	<u>\$ 68,276</u>	<u>\$ 471,265</u>

5. 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 (Note 6). 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 loss of \$48,117 during fiscal 2020. As at June 30, 2021 the remaining 75,000 GRE common shares had a fair value of \$15,000 (December 31, 2020 - \$21,000) 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 (Note 8). 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 June 30, 2021, 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 June 30, 2021, the Company held 1,000,000 common shares of Lithium South valued at \$440,000 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.

6. 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.

6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

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.

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.

During the period ended June 30, 2021, the Company incurred \$165,741 of field and geology consultant costs.

During the year ended December 31, 2020, the Company incurred \$58,058 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).

7. SHARE CAPITAL AND RESERVES

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

At June 30, 2021, there were 48,631,065 (December 31, 2020 – 48,290,613) issued and fully paid common shares.

7. SHARE CAPITAL AND RESERVES (cont'd...)

Share issuances

During the period ended June 30, 2021, the Company issued 340,452 common shares for proceeds of \$54,472 on the exercise of warrants.

During the year ended December 31, 2020:

- 1) the Company issued 4,000,000 common shares to settle \$400,000 of debt.
- 2) The Company completed a private placement and issued 305,037 common shares at \$0.20 for gross proceeds of \$61,007.
- 3) 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.
- 4) 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.

Stock options

The Company has a rolling stock option plan that authorizes the board of directors to grant incentive stock options to directors, officers, consultants and employees, whereby a maximum of 10% of the issued common shares are reserved for issuance under the plan. Options granted under the plan will have a term not to exceed ten years and be subject to vesting provisions as determined by the board of directors of the Company.

During period ended June 30, 2021, the Company granted 2,950,000 stock options to certain directors, officers and consultants at \$0.18 for a five year period expiring on February 12, 2026 to certain directors, officers and consultant in accordance with the provisions of its stock option plan. The fair value of the options granted during the period is \$664,946 based on the Black-Scholes option pricing model. The weighted average of the fair value per option was \$0.225.

During the year ended December 31, 2020, the Company granted incentive stock options to purchase a total of 1,900,000 common shares at an exercise price of \$0.23 per share expiring on September 16, 2025 to certain directors, officers and consultants in accordance with the provisions of its stock option plan. The fair value of the options granted during the period is \$369,071 based on the Black-Scholes option pricing model. The weighted average of the fair value per option was \$0.19.

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7. SHARE CAPITAL AND RESERVES (cont'd...)

Stock options (cont'd...)

The Company used the following assumptions for the Black-Scholes option pricing model:

	2021	2020
Risk-free interest rate	0.34%	1.71%
Expected life of options	5.0 years	5.0 years
Annualized volatility	125%	125%
Dividend rate and Forfeiture Rate	0.00%	0.00%

Option transactions are summarized as follows:

	Number of Options	Exercise Price
Balance outstanding and exercisable, June 30, 2020	1,600,000	\$ 0.20
Options cancelled	(1,600,000)	\$ 0.20
Options granted	1,900,000	\$ 0.23
Balance outstanding and exercisable, December 31, 2020	1,900,000	\$ 0.23
Options granted	2,950,000	\$ 0.18
Balance outstanding and exercisable, June 30, 2021	4,850,000	\$ 0.21

Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance outstanding and exercisable, December 31, 2019	15,164,790	\$ 0.40
Warrants expired	(15,164,790)	0.40
Warrants issued	29,832,192	0.16
Balance outstanding and exercisable, December 31, 2020	29,832,192	\$ 0.16
Warrants exercised	(340,452)	0.16
Balance outstanding and exercisable June 30, 2021	29,491,740	\$ 0.16

At June 30, 2021, warrants were outstanding enabling holders to acquire common shares as follows:

Number of Warrants	Exercise Price	Expiry Date
1,124,853	0.16	September 29, 2025
26,341,547	0.16	September 29, 2025
131,507	0.16	September 29, 2025
1,893,833	0.16	September 29, 2025
29,491,740		

7. SHARE CAPITAL AND RESERVES (cont'd...)

Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

8. RELATED PARTIES

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 June 30, 2021 and 2020 the following compensation was incurred:

	2021	2020
Fees and compensation	\$136,092	\$140,863
Directors' fees	18,921	40,500
Stock based payment	450,810	-
	<u>\$605,823</u>	<u>\$181,363</u>

During the period ended June 30, 2021, the Company allocated the \$136,092 (2020 - \$140,863) fees based on the nature of the services provided: expensed \$76,092 (2020 - \$80,863) to management fees, expensed \$60,000 (2020 - \$60,000) to professional fees.

As at June 30, 2020 included in accounts payable and accrued liabilities \$6,100 (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 June 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, 2020 - \$45,676) is unsecured and non-interest bearing and without specific terms of repayment.

9. FINANCIAL RISK

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 June 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 \$1,293,457 are subject to fair value fluctuations. As at June 30, 2021, if the fair value of the Company's marketable securities had decreased/increased by

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10% with all other variables held constant, loss and comprehensive loss for the six months ended June 30, 2021 would have been approximately \$129,346 higher/lower.

10. 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.

11. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment which is exploration and evaluation assets in Guyana and Canada.

	June 30, 2021	December 31, 2020
Exploration and evaluation assets		
Canada	\$ 40,000	\$ 40,000
Guyana	<u>589,335</u>	<u>589,335</u>
	<u>\$ 629,335</u>	<u>\$ 629,335</u>

GOLD PORT CORPORATION

(formerly Corsurex Resource Corp.)

Management's Discussion and Analysis

For the Six Months Ended June 30, 2021

General

This management discussion and analysis of financial position and results of operations ("MD&A") is prepared as at August 30, 2021 and should be read in conjunction with the unaudited interim consolidated financial statements for the six months ended June 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.

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 December 31, 2020 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 March 31, 2021, the Company held 1,000,000 common shares of Lithium South valued at \$440,000 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
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
September 30, 2019	\$(21,861)	\$(21,861)	\$(0.00)	\$2,367,748	\$Nil
June 30, 2019	\$(95,058)	\$12,442	\$(0.00)	\$2,413,881	\$Nil

Results of Operations

For the three months ended June 30, 2021, the Company recorded a net loss of \$1,038,470 compared to a net income of \$265,364 for the three months ended June 30, 2020. The main items of variance in the current period were the unrealized loss on marketable securities of \$476,000 compared to a gain on marketable securities in the comparative period of \$454,205. Other significant changes during the period ended June 30, 2021 include an increase in consulting fees to \$221,7250 (2020 - \$15,000) for various consultants assisting with business requirements, an increase in exploration activities to \$133,086 from \$7,083 as well as certain marketing and advertising activities of \$50,000 compared to \$20,000 in the comparative period.

Financial Condition, Liquidity and Capital Resources

The Company's working capital at June 30, 2021 was \$6,568,793 including cash of \$5,131,615. The Company does not currently have an active business generating positive cash flows. The Company is insufficiently 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 June 30, 2021 and 2020 the following compensation was incurred:

	2021	2020
Fees and compensation	\$136,092	\$140,863
Directors' fees	18,921	40,500
Stock based payment	450,810	-
	<u>\$605,823</u>	<u>\$181,363</u>

During the period ended June 30, 2021, the Company allocated the \$136,092 (2020 - \$140,863) fees based on the nature of the services provided: expensed \$76,092 (2020 - \$80,863) to management fees, expensed \$60,000 (2020 - \$60,000) to professional fees.

As at March 31, 2020 included in accounts payable and accrued liabilities \$6,100 (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 March 31, 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 December 31, 2020, 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 \$1,293,457 are subject to fair value fluctuations. As at June 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 \$129,346 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 June 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. 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.