Gold Springs Resource Corp.

Three and nine months ended September 30, 2021

Management's Discussion & Analysis ("MD&A")

INTRODUCTION

The following information, prepared as of November 10, 2021, should be read in conjunction with the unaudited condensed interim consolidated financial statements of Gold Springs Resource Corp. ("GRC" or the "Company") for the three and nine months ended September 30, 2021 and the audited consolidated financial statements for the year ended December 31, 2020 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in U.S. dollars unless otherwise indicated.

This MD&A contains forward looking statements. For a description of the assumptions made in developing the forward-looking statements and the material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see the "Cautionary notes" and the "Risks and uncertainties" sections below.

GENERAL

The Company is a growth focused mineral exploration company creating value through the exploration and development of the near-surface Gold Springs gold-silver project along the Nevada-Utah border. The Company's approach to business combines the team's track record of discovery and advancement of large projects, key operational and process expertise, and a focus on community relations and sustainable development. Management has extensive experience in the global exploration and mining industry.

The Company's common shares trade on the Toronto Stock Exchange ("TSX") under the stock symbol GRC and on the OTCQB Venture Market ("OTCQB") in the U.S. under the symbol GRCAF.

GOLD SPRINGS GOLD-SILVER PROJECT, USA

The Company holds a 100% interest in the 78 square kilometre Gold Springs gold-silver project located on the Nevada-Utah border. An overview of the project can be found on the Company's website at https://www.goldspringsresource.com/projects/gold-springs/. On March 8, 2021 the Company announced that it mobilized a reverse-circulation drill and commenced drilling at its Gold Springs project, as part of its planned 10,000-metre drill program. On April 20, 2021, the Company announced a comprehensive, multi-year resource expansion program at the Gold Springs project (the "Resource Expansion Program"). The 10,000-metre drill program is part of the Resource Expansion Program (see *Financing Activities* section for further details). On April 27, 2021 the Company closed the first tranche of a secured rights offering raising gross proceeds of $2,000,000 and on June 24, 2021 closed a second tranche of a secured rights offering raising gross proceeds of $1,000,000 (collectively, the "Series A Secured Rights", see *Financing Activities* section for further details). The proceeds raised from the issuance of the Series A Secured rights will be primarily used to the fund the Resource Expansion Program. On June 30, 2021 the Company appointed Mr. Antonio Canton, a Director of the Company, as President and CEO. On August 10, 2021, the Company announced (i) that it has increased its 2021 drilling program to 27,300 meters and (ii) the unconditional sale for CAD$4,364,315 of all its 13,225,198 common shares of World Copper Ltd. held by its subsidiary Escalones Resource Corp. to Wealth Minerals Ltd. (TSXV: WML). On October 25, 2021, the Company announced the receipt of CAD$4,364,315 non-dilutive funding from the sale of its World Copper Ltd. securities (see press releases dated August 10, 2021 and October 25, 2021, which can be found on the Company's website).

The Company's 2021 exploration program for the Gold Springs project now includes 27,300 metres of reverse-circulation drilling and 2,000 meters of core drilling which should produce approximately 130 holes and will focus initially on the Jumbo trend on the Utah side of the Gold Springs project expanding out to test the Charlie Ross, White Point, and Midnight targets in Nevada. The program will be stepping out and drill-testing the north, west and southwest extensions of the North Jumbo resource and the north, east, south and down-deep extensions of the South Jumbo resources as well as filling the gap zone (an open area with a +250-metre gap in the resource-definition drilling). The program also includes initial drilling at the Juniper target to test the strong high-resistivity CSAMT geophysical anomaly which has a signature similar to the North Jumbo resource located 400 metres to the east. The 2021 exploration program also includes metallurgical testing and permitting activities, including required cultural studies, to ready additional drill targets for future drilling (see press release dated March 8, 2021, which can be found on the Company's website).

2021 Drilling

A total of 12,590 meters in 61 holes have been drilled thus far as part of the 2021 drill program. It is estimated that a total of 80 holes totaling approximately 16,500 meters will be completed before the end of the year. Of the 61 holes, 5 were drilled at the new Juniper Target, 12 holes at North Jumbo resource area, 16 holes at the South Jumbo resource area, 3 holes at the Central Jumbo resource area, 1 hole at the North Jennie, 9 holes at White Point, and 15 holes at Charlie Ross. Assays have been received for the Juniper target, North Jumbo (9 holes), South Jumbo (12 holes) and Charlie Ross (12 holes). For more details on the results please refer to the Company's press releases filed on July 6, 2021, September 7, 2021 and October 19, 2021 which can be found on the Company's website.

Juniper Target

Juniper Target holes JP-21-001 and JP-21-002 were drilled from the same location but with an east and west direction respectively and were located adjacent to historic workings along the southern edge of the CSAMT high-resistivity anomaly. Cuttings from hole JP-21-001 displayed strong silicification and sericite alteration as it passed through the geophysical anomaly. Hole JP-21-002 crossed a fault at shallow depth and entered a down dropped block of post-mineral volcanic flows. Holes JP-21-003 and JP-21-004 were located 850 meters and 500 meters north of the first two holes at Juniper respectively. They were drilled to test the northern portions of the CSAMT resistivity high. Both holes intersected long sections of sericite altered rhyodacite with shorter intervals containing silicification. Hole JP-21-005 was located 300 meters southeast of the first two holes and again tested the CSAMT resistivity high. This hole encountered a thick section of sericite altered rhyodacite but entered a post-mineral intrusive at 138 meters.

North Jumbo Resource

Hole J-21-001 was located to test the southwest extension of the North Jumbo mineral resource and displayed strong alteration characteristic of the system. Snow and mud at North Jumbo forced the drilling to be moved to South Jumbo where ground conditions were more favorable. Holes J-21-002 and J-21-003 were located 400- and 260-meters northeast of hole J-21-002 respectively. Both holes were positioned to test the southwest extension portion of the North Jumbo resource. Both holes showed strong quartz-sericite-pyrite (QSP) alteration with visible gold being seen in hole J-21-003. Holes J-21-004 through J-21-009 tested either the eastern or northern extensions of the resources. All displayed long intervals of strong QSP development. Hole J-21-006 is extremely important as it confirms that there are higher-grade gold areas as can be seen in the upper part of the hole, and also for its lower thick intercept with similar grades of the current resource. These results extend gold mineralization an additional 130 meters north of the current North Jumbo resource.

South Jumbo Resource

Holes E-21-001, E-21-002 and E-21-003 drilled at the South Jumbo resource area intersected long intervals of silicification, sericite and brecciation outside of the current resource footprint. Visible gold was identified in the cuttings of hole E-21-003 drilled at the South Jumbo resource area at a down-hole depth of 152 metres within an area of intense silicification. For its entire length of 213 metres, hole E-21-003 displays strong epithermal alteration and micro-brecciation in pervasively silicified and sericite altered volcanic rocks.

13 additional drill holes were drilled at the South Jumbo resource. Of the 13 holes, 3 could not reach the target depth due to poor drilling conditions, but all 13 holes intersected long intervals of strong silicification, sericite alteration and micro-brecciation, which is the typical rock characterization in which mineralization is found at Gold Springs and similar to that seen within the South Jumbo resource.

North Jennie

One hole, JN-21-001, was drilled into the North Jennie target to both offset the Astral hole drilled in 2006 which ended in gold mineralization and to test the strong CSAMT resistivity high located under post-mineral cover. This hole intersected moderately strong sericite alteration with isolated zones of silicification.

Charlie Ross

The CSAMT geophysical survey completed in 2020 showed that the Charlie Ross, Pope, Tin Can, and Red Light targets are all connected subsurface. These targets are now collectively referred to as Charlie Ross. Fifteen holes have now been completed at the Charlie Ross target. All have shown thick intervals of very strong QSP alteration.

White Point

The 9 holes were drilled to test the subsurface in the areas of vein exposures and some of the projections under the younger cover. Of the 9 holes, 8 encountered significant vein intervals with composited lengths ranging from 24.4 meters to 126.5 meters, averaging 67.4 meters. These same quartz-calcite veins are exposed on surface along with silicified breccias, and extensive stockwork veining. The drill coverage tested an area 250x250 meters which will be expanded once the assays are received in November and the interpretation of the control of the gold mineralization is completed.

For more details on the drill holes, please refer to the Company's press releases dated March 30, 2021, April 28, 2021, June 4, 2021, July 5, 2021, July 15, 2021, August 10, 2021, August 19, 2021, September 7, 2021, October 1, 2021, and the press release filed on October 19, 2021, which can be found on https://www.sedar.com the Company's website https://goldspringsresource.com.

In previous years, in addition to drilling, the Company completed rock chip sampling, detailed target mapping, soil sampling, stream sediment sampling, and a property-wide set of geophysical surveys including Light Detection and Ranging ("LIDAR"), airborne Z-Axis Tipper Electromagnetic ("ZTEM") and ground based Controlled Source Audio-Frequency Magnetotelluric ("CSAMT"). The ZTEM and CSAMT geophysical surveys identified many structural features related to mineralization, and the Company has developed resources on the Jumbo (the North Jumbo and South Jumbo resources), Grey Eagle and Thor trends. Geological work identified 32 surface targets with outcropping gold mineralization, the majority of which correspond to the ZTEM and CSAMT resistivity features. The gold-silver mineralization at North Jumbo, South Jumbo, Thor and Grey Eagle, remains open to expansion laterally and to depth as the drilling has typically only penetrated the top 150 metres vertically below the surface at Jumbo (maximum drilled depth of 280 metres) and 130 metres below the surface at Grey Eagle (maximum drilled depth of 262 metres).

Central Jumbo

Three holes were drilled to test the Central Jumbo target. Holes SS-21-001, SS-21-002 and SS-21-003 were all located within the Central Jumbo target area and are the first holes to test the western margin of this target. All holes were spotted using the ground based CSAMT geophysical survey completed in 2020 which identified areas of high resistivity associated with the known mineralization. The holes all intersected thick zones of intense sericite-clay alteration with intermittent silicification which is characteristic of epithermal gold systems.

RESULTS OF OPERATIONS

Three months ended

During the three months ended September 30, 2021, the Company reported a net loss of $227,849 ($0.00 loss per share) compared to a net loss of $242,551 ($0.00 loss per share) reported during the three months ended September 30, 2020.

	2021 **$**	**2020** **$**
General and administrative expenses (excluding share-based payments)	(143,718)	(150,821)
Share of loss of equity accounted investee	(26,799)	(103,656)
Interest and other income	8,360	20,512
Accretion finance charge	(17,713)	-
Other	61,771	(118)
Share-based payments	(109,750)	(8,468)
Net (loss) earnings for the period	**(227,849)**	**(242,551)**

The general and administrative expenses (excluding share-based payments) are consistent from period to period.

The primary drivers for the change in net earnings for the three months ended September 30, 2021 compared with the same period ended September 30, 2020 are as a result of the share loss of equity accounted investee of $26,799 (2020 – $103,656) and share-based payments of $109,750 (2020 - $8,468). The Company recorded a loss from investment in associate of $26,799 during the three months ended September 30, 2021 (2020 - $103,656) which represents the Company's proportionate share of World Copper Ltd.'s net loss for period to August 10, 2021 when the Company and its wholly owned subsidiary Escalones Resource Corp. ("ERC"), entered into an unconditional irrevocable agreement to sell its shares in World Copper Ltd., ("World Copper") to Wealth Minerals Ltd. ("Wealth"), or to an alternate purchaser to be identified by Wealth (the "Sale Agreement"). At September 30, 2021, the Company owns 30% of the common shares of World Copper Ltd. As of August 31, 2021, the Sale Agreement resulted in the investment in associate meeting the criteria as an asset held for sale under IFRS 5. The Company was, accordingly, required under IFRS 5 to measure the investment at the lower of its carrying amount and its fair value less costs to sell ("FVLCS") which resulted in no gain or loss on transfer from investment in associate to assets held for sale upon reclassification.

Nine months ended

During the nine months ended September 30, 2021, the Company reported a net loss of $1,139,326 ($0.01 loss per share) compared to a net loss of $831,479 ($0.00 loss per share) reported during the nine months ended September 30, 2020.

	2021 **$**	**2020** **$**
General and administrative expenses (excluding share-based payments)	(530,965)	(561,077)
Share of loss of equity accounted investee	(483,021)	(302,514)
Interest and other income	25,979	66,658
Accretion finance charge	(25,906)	-
Other	51,156	(1,643)
Share-based payments	(176,569)	(32,903)
Net (loss) earnings for the period	**(1,139,326)**	**(831,479)**

The general and administrative expenses (excluding share-based payments) are largely comparable for the nine months ended September 30, 2021 to the same period in 2020.

The primary drivers for the change in net loss for the nine months ended September 30, 2021 compared with the same period ended September 30, 2020 are as a result of the share loss of equity accounted investee of $483,021 (2020 – $302,514) and share-based payments of $176,569 (2020 - $32,903). The Company recorded a loss from investment in associate of $483,021 during the nine months ended September 30, 2021 (2020 - $302,514) which represents the Company's proportionate share of World Copper Ltd.'s net loss for the period to August 10, 2021 when the Company and its wholly owned subsidiary ERC, entered into the Sale Agreement, net of a dilution gain of $135,709 recorded during the nine months ended September 30, 2021. At September 30, 2021 the Company owns 30% of the common shares of World Copper Ltd. As of August 31, 2021, the Sale Agreement resulted in the investment in associate meeting the criteria as an asset held for sale under IFRS 5. The Company was, accordingly, required under IFRS 5 to measure the investment at the lower of its carrying amount and its FVLCS which resulted in no gain or loss on transfer from investment in associate to assets held for sale upon reclassification.

CAPITAL EXPENDITURES AND INVESTING ACTIVITIES

Total exploration spending for the nine months ended September 30, 2021 was $2,436,372, which were incurred on the Gold Springs project. Principal activities conducted at the Gold Springs project during the nine months ended September 30, 2021 are in connection to a 27,300-metre drilling program in progress. Refer to the condensed interim consolidated financial statements for a breakdown of spending.

FINANCING ACTIVITIES

Resource Expansion Financing Program

On April 27, 2021 and June 24, 2021, the Company closed the first and second tranches, respectively, of a non-brokered financing for a resource expansion program (the "Resource Expansion Financing Program"). The first tranche closing was for a total of $2,000,000 Series A Secured Rights of the Company and the second tranche closing was for a total of $1,000,000 Series A Secured Rights of the Company (collectively, the "Series A Secured Rights"). Investors in each of the first and second tranches (the "Series A Secured Rights Investors") were also issued 2,000,000 common share purchase warrants and 1,000,000 common share purchase warrants, respectively, (collectively, "Secured Rights Warrants"), with each Secured Rights Warrant entitling the holder to purchase one common share of the Company for a period of two years at a price of Cdn$0.11 and Cdn$0.14, respectively, per share.

The Company wishes to raise an aggregate of $20 million under the Resource Expansion Financing Program to fund exploration activities at the Gold Springs Project with the view to significantly expanding the gold and silver resources of the project to a minimum of 3 million gold-equivalent ounces, and to thereafter sell the Gold Springs Project or the Company (an "Exit Transaction") to a third party (an "Acquirer").

Proceeds received under the Resource Expansion Financing Program, are to be used, among others, to fund resource-expansion and -definition drilling, extensive metallurgical testing, the completion of a preliminary feasibility study, the completion of an environmental impact statement and work required to obtain a mine permit.

Upon the occurrence of an Exit Transaction, the Series A Secured Rights Investors of the first $10 million raised under the Resource Expansion Financing Program will be entitled to receive 1.5% of the net sale proceeds for every $1 million invested.

During the three and nine months ended September 30, 2021, the Company recognized a non-cash finance charge, representing accounting accretion for the period, of $17,713 and $25,906, respectively (September

30, 2020 - $nil and $nil) in the condensed consolidated statements of loss (Note 3). The aggregate fair value of Secured Rights Warrants issued of $155,236 was recognized as a transaction cost against the proceeds received from the issuance of the Series A Secured Rights.

Share Capital Financings

On August 18, 2021, a total of 2,000,000 stock options were exercised for gross proceeds of $120,000.

On September 18, 2020, a total of 250,000 warrants were exercised for gross proceeds of $20,855.

SUMMARY OF QUARTERLY RESULTS

The following is selected financial data for the last eight quarters ending with the most recently completed quarter, being the three months ended September 30, 2021:

Three months ended				
	September 30, 2021 $	**June 30, 2021 $**	**March 31, 2021 $**	**December 31, 2020 $**
Total revenues	Nil	Nil	Nil	Nil
Net loss	(227,849)	(454,397)	(457,080)	(519,481)
Net loss per share* - Basic and diluted	-	-	-	-
Deferred exploration costs	1,270,186	897,476	268,710	396,648
Three months ended				
	September 30, 2020 $	**June 30, 2020 $**	**March 31, 2020 $**	**December 31, 2019 $**
Total revenues	Nil	Nil	Nil	Nil
Net loss	(242,551)	(231,134)	(357,794)	(433,087)
Net loss per share* - Basic and diluted	-	-	-	-
Deferred exploration costs	495,209	208,028	203,859	284,171

* *The aggregate of quarterly net loss per share may not equal the annual equivalent due to rounding.*

The Company recorded a loss from investment in associate of $26,799 during the three months ended September 30, 2021 (2020 - $103,656) which represents the Company's proportionate share of World Copper Ltd.'s net loss for the same period. At September 30, 2021 the Company owns 30% of the common shares of World Copper Ltd.

During the quarter ended September 30, 2021, the Sale Agreement resulted in the investment in associate meeting the criteria as an asset held for sale under IFRS 5 which resulted in a transfer, from investment in associate, to assets held for sale upon reclassification. The Company was required under IFRS 5 to measure the investment at the lower of its carrying amount and its FVLCS which resulted in no gain or loss on transfer to assets held for sale.

During the quarter ended June 30, 2019 the Escalones Project met the criteria as an asset held for sale under IFRS 5 which resulted in a transfer, from mining claims and deferred exploration costs, to assets held for sale upon reclassification. The subsequent sale of the Escalones Project closed on September 26, 2019, with additional transaction costs of $87,909 being charged during the three months ended September 30, 2019 and a further loss of $1,887,000 recognized during the same three-month period arising from a change in estimate of the cost of the World Copper shares which are being recorded at value of $0.10 per share. A further loss of $108,226 was recorded during the three months ended December 31, 2019.

LIQUIDITY AND CAPITAL RESOURCES

The Company's aggregate operating, investing and financing activities during the nine months ended September 30, 2021 resulted in a net cash inflow of $400,476. As at September 30, 2021, the Company had a working capital of $3,023,302 ($1,871,925 as at December 31, 2020). As at September 30, 2021 the Company had a redemption liability of $449,597 (December 31, 2020 - $449,794) representing amounts not yet claimed for redemption by prior Class B shareholders. This liability is supported by redemption funds of the same amount remaining held in trust with the Company’s Transfer Agent.

The Company is dependent upon share issuances to provide the funding necessary to meet its general operating expenses and will require additional financing to continue to explore its mineral property. The recoverability of amounts shown as mining claims and deferred exploration costs is dependent upon the discovery of economically recoverable reserves, the Company’s ability to obtain financing to develop its mineral property, and the ultimate realization of profits through future production from, or sale of, the property.

On August 10, 2021, the Company announced the unconditional sale for CAD$4,364,315 of all its 13,225,198 common shares of World Copper Ltd. held by its subsidiary Escalones Resource Corp. to Wealth Minerals Ltd. (TSXV: WML), which closed on October 22, 2021 with the Company receiving CAD$4,364,315 of non-dilutive funding from the sale.

CONTINGENCIES

The Company may be subject to various contingent liabilities that occur in the normal course of operations. The Company is not aware of any pending or threatened proceedings that would have a material adverse effect on the consolidated financial condition or future results of the Company.

Indenture and Security for Payments

Under the terms of the Resource Expansion Program, the Company has given certain warranties and covenants to the Series A Secured Rights Investors, including a guarantee for its obligations under the funding agreement, and it has pledged 25% of the issued and outstanding shares of its U.S subsidiary corporation that beneficially owns the Gold Springs Project (the “Gold Spring Subsidiary”).

Under the terms of the Resource Expansion Financing Program, if the Company is subject to a successful hostile take-over bid the Series A Secured Rights Investors are entitled to receive a cash payment equal to 5 times their amount invested and if the Company fails to comply with general obligations of the Resource Expansion Program, the Investors are entitled to a similar payment.

RELATED PARTY TRANSACTIONS

Key management includes all the Officers and Directors of the Company. The compensation paid or payable to key management for services during the three and nine months ended September 30, 2021 and 2020 is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	**2020**	**2021**	**2020**
	$	**$**	**$**	**$**
Directors' fees	16,200	15,000	50,700	42,000
Professional fees	50,373	7,655	64,973	29,447
Wages and benefits	46,250	80,833	219,005	230,834
Share-based payments	111,563	5,713	181,063	29,624
	224,386	109,201	515,741	331,905

The Company's related parties consist of the Company's officers or companies associated with them, including (i) Gowling WLG (Canada) LLP which is a legal firm in which Tina Woodside-Shaw, the Chair and a director of the Company, is a partner, (ii) Malaspina Consultants Inc. ("Malaspina"), a consulting company in which Killian Ruby, the CFO of the Company, is President & CEO, and (iii) Reial Consulting & Investment SA ("Reial"), a consulting company in which Antonio Canton, the President & CEO and a director of the Company, is the President & CEO. Professional fees represent amounts charged to the Company by Malaspina for CFO services and Reial for CEO services during the three and nine months ended September 30, 2021 (Malaspina for CFO services during the three and nine months ended September 30, 2020).

The Company incurred the following additional expenditures with related parties during the three and nine months ended September 30, 2021 and 2020 that were charged by related parties. All transactions with related parties have occurred in the normal course of the Company's operations and have been measured at the exchange amounts agreed to by the Company and the related parties.

	Three months ended September 30,		Nine months ended September 30,	
	2021	**2020**	**2021**	**2020**
	$	**$**	**$**	**$**
Financing fees	-	-	41,975	-
Professional fees [1]	34,492	27,066	119,363	80,663
	34,492	27,066	161,338	80,663

[1] *paid primarily to Gowling WLG (Canada) LLP and Malaspina Consultants Inc.*

Included in accounts payable and accrued liabilities at September 30, 2021 is an amount of $56,213 (December 31, 2020 - $12,836) due to related parties. These amounts are non-interest bearing and have no specific terms of repayment.

In addition, during the three months ended June 30, 2021, Mr. Antonio Canton, the President and Chief Executive Officer, and Director of the Company, invested in $2 million (2020 - $nil) of the Series A Secured Rights.

FINANCIAL INSTRUMENTS

The Company's financial instruments as at September 30, 2021 consist of cash and cash equivalents, receivables, assets held for sale, reclamation deposits, accounts payable, redemption obligations, advances for Gold Springs Project exploration costs and loan payable which are all classified as amortized cost.

Fair Value of Financial Instruments

The Company classified the fair value of the financial instruments according to the following fair value hierarchy based on the amount of observable inputs used to value the instruments:

- Level 1 – Values based on unadjusted quoted prices available in active markets for identical assets or liabilities as of the reporting date.
- Level 2 – Values based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace. Prices in Level 2 are either directly or indirectly observable as of the reporting date.
- Level 3 – Values based on prices or valuation techniques that are not based on observable market data.

The Company's activities expose it to a variety of financial risks: market risk (including, primarily, currency risk and interest rate risk), credit risk and liquidity risk. There have been no changes in any risk management policies since December 31, 2020. At September 30, 2021 the Company's primary exposure to financial instrument risk is from exposure to currency exchange rate risks to the extent of its activities in the U.S. and/or in currencies which are not the functional currency of the economic environment in which the Company or its subsidiaries operate. Based on this exposure as at September 30, 2021 a 5% change in exchange rates could give rise to a change in the net loss by approximately $113,000 (December 31, 2020 - $96,000), which is primarily driven by the parent Company's USD cash balance of $1.9 million at (December 31, 2020 $1.6 million) (because the parent Company has a Canadian Dollar functional currency). The Company does not use derivative financial instruments to reduce its foreign exchange exposure.

OUTLOOK

The Company's focus for 2021 is on the exploration and expansion of the mineral resources at its Gold Springs project in Nevada and Utah, USA, where the Company is currently drilling.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative financial obligations, or with respect to any obligations under a variable interest equity arrangement.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's management, with the participation of the Chief Executive Officer and the Chief Financial Officer, engaged external consultants to evaluate the effectiveness of the Company's disclosure controls and procedures (as defined in the rules of the Canadian Securities Administrators ("CSA")) as at December 31, 2020, and have concluded that such disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under Canadian securities laws is (i) recorded, processed, summarized and reported within the time periods specified in Canadian securities laws and (ii) accumulated and communicated to the Company's management to allow timely decisions regarding required disclosure.

Management is also responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Management has engaged external consultants, who used the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") control framework (2013) to evaluate the effectiveness of the Company's internal control over financial reporting. As of December 31, 2020, management assessed the effectiveness of the Company's internal control over financial reporting and concluded that such internal control over financial reporting is effective and that there are no material weaknesses in the Company's internal control over financial reporting that have been identified by management.

As of the date of this report, management is not aware of any change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting since the date of last year's MD&A.

It should be noted that all internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the condensed interim and annual consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ significantly from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Significant estimates are made to determine the fair-value of share-based payments, warrants and the cost of investment in associate, as well as the carrying value of advances for Gold Springs Project exploration costs.

Significant accounting judgements are made in particular with regard to the Company's ability to continue as a going concern and the assessment of impairment to the carrying value of mineral properties and investment in associate.

For further discussion related to critical accounting estimates and judgements, please refer to the Company's annual Management's Discussion and Analysis for the year ended December 31, 2020 and the condensed interim financial statements for the three and nine months ended September 30, 2021 available on SEDAR at www.sedar.com.

OUTSTANDING SHARE DATA

The Company has an unlimited number of unauthorized common shares without par value.

Type of Security	**Common shares**
As of November 10, 2021	(number)
Issued and outstanding	253,652,350
Stock options	21,527,500
Share purchase warrants	3,000,000
TOTAL DILUTION	**278,179,850**

RISKS AND UNCERTAINTIES

The Company is exposed to a number of risks and uncertainties that are common to other mineral exploration companies as well as risks associated with its international arbitration. Exploration for and the development of mineral resources involves a high degree of risk. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. The industry is capital intensive and is subject to variations in commodity prices, market sentiment, inflation and other risks. For further discussion related to risks and uncertainties, please refer to the Company's annual information form and annual Management's Discussion and Analysis for the year ended December 31, 2020 available on SEDAR at www.sedar.com.

Cautionary note regarding forward-looking statements

Certain statements contained herein constitute "forward-looking information" or "forward-looking statements" under applicable securities laws ("forward-looking statements"). Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "will", "may", "expand", "continue", "estimated", "potential", "contingent", "develop", "plan", "future", "indications", "further", "could", "would', "expected", "nearing", "believes", "envisions", "ongoing", "possible", "creating", "advancing", "realization" and "pursuing" and similar expressions. This MD&A contains forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. Information concerning mineral resource estimates, the PEA, the interpretation of exploration programs, drill results and metallurgical testing, as such information constitutes a prediction of what mineralization might be found to be present and economically mineable if and when a project is actually developed, statements with respect to the secured rights offering and the timing and closing of future tranches, the gross proceeds of the secured rights offering, the use of proceeds from the secured rights offering, the occurrence of an Exit Transaction or a Non-Exit Transaction Payment Triggering Event, the planned expansion of the gold and silver resources and Resource Expansion Program at the Gold Springs project and the acquisition of the Gold Springs project by an acquirer may all be considered as forward-looking statements.

Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize. Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements, include, but are not limited to, risks of the mineral exploration industry which may affect the advancement of the Gold Springs project, including possible variations in mineral resources or grade, recovery rates, metal prices, capital and operating costs, and the application of taxes, availability of sufficient financing to fund further required work in a timely manner and on acceptable terms, availability of equipment and qualified personnel, failure of equipment or processes to operate as anticipated, changes in project parameters as plans continue to be refined; the availability and cost of funds; additional closings of the Offering; uncertainties and risks relating to the expansion of the Gold Springs project and Resource Expansion Program, potential risks and uncertainties relating to the ultimate geographic spread of the novel coronavirus (COVID-19), the severity of the disease, the duration of the COVID-19 outbreak, actions that may be taken by governmental authorities to contain the COVID-19 outbreak or to treat its impact and the potential negative effects of COVID-19 on the global economy and financial markets; and other risks related to our business and the Offering and other risks more fully described in the Company's Annual Information Form filed and publicly available on SEDAR at www.sedar.com. The assumptions made in developing the forward-looking statements include: the accuracy of current resource estimates and the interpretation of drill, metallurgical testing and other exploration results; the continuing support for mining by local governments in Nevada and Utah, the availability of equipment and qualified personnel to advance exploration projects; and execution of the Company's existing plans and further exploration and development programs for its projects, which may change due to changes in the views of the Company or if new information arises which makes it prudent to change such plans or programs.

Subject to applicable laws, the Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason. Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of November 10, 2021.

Readers are also cautioned that the preliminary economic assessments in this MD&A are preliminary in nature and include inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves and *there is no certainty that the results indicated in the preliminary economic assessments will or could be realized. Mineral resources that are not mineral reserves do not have economic viability.*

Cautionary note regarding reserve and resource estimates

The material in this MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of U.S. securities laws. Unless otherwise indicated, all resource and reserve estimates included in this MD&A have been prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Canadian standards, including NI 43-101, differ significantly from the requirements of the United States Securities and Exchange Commission ("SEC"), and resource and reserve information contained herein may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, the term "resource" does not equate to the term "reserves". Investors should also understand that "inferred mineral resources" have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an "inferred mineral resource" will ever be upgraded to a higher category. The estimation of quantities of resources and reserves is complex, based on significant subjective assumptions and forward-looking information, including assumptions that arise from the evaluation of geological, geophysical, engineering and economic data for a given ore body. This data could change over time as a result of numerous factors, including new information gained from development activities, evolving production history and a reassessment of the viability of production under different economic conditions. Changes in data and/or assumptions could cause reserve estimates to substantially change from period to period. No assurance can be given that the indicated level of mineral will be produced. Actual production could differ from expected production and an adverse change in mineral prices could make a reserve uneconomic to mine. Variations could also occur in actual ore grades and recovery rates from estimates.

Other information

Additional information related to the Company, including the Company's Annual Information Form and press releases, are available for viewing on SEDAR at www.sedar.com and at the Company's website at www.goldspringsresource.com.

Randall Moore, Executive Vice President for the Company, is the Company's internal Qualified Person for the Gold Springs project and he has approved of the written disclosure of scientific and technical information contained herein.