

Gold Springs Resource Corp.

Three months ended March 31, 2021

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

INTRODUCTION

The following information, prepared as of May 11, 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 months ended March 31, 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).

The Company’s 2021 exploration program for the Gold Springs project includes 10,000 metres of reverse-circulation drilling which should produce approximately 50 holes and will focus on the Jumbo trend on the Utah side of the Gold Springs project. 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 2,522 meters in 15 holes have been drilled thus far as part of the 2021 drill program. Of the 15 holes, 2 were drilled at the new Juniper Target, 1 hole at the southwest extension of the North Jumbo resource area, and 12 holes at the South Jumbo resource area. All assay results are pending.

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.

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.

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.

9 additional drill holes were drilled at the South Jumbo resource. Of the 9 holes, 3 could not reach the target depth due to poor drilling conditions, but all 9 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.

For more details on the drill holes, please refer to the Company’s press releases dated March 30, 2021 and April 28, 2021 which can be found on the Company’s website.

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).

RESULTS OF OPERATIONS

During the three months ended March 31, 2021, the Company reported a net loss of \$457,080 (\$0.00 loss per share) compared to a net loss of \$357,794 (\$0.00 loss per share) reported during the three months ended March 31, 2020.

	2021	2020
	\$	\$
General and administrative expenses (excluding share-based payments)	(221,712)	(224,871)
Interest and other income	4,401	34,710
Share of loss, and gain on dilution, of equity accounted investee	(233,933)	(149,149)
Other	(3,807)	(975)
Share-based payments	(2,029)	(17,509)
Net loss for the period	(457,080)	(357,794)

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

The Company recorded a loss from investment in associate of \$233,933 for the three months ended March 31, 2021 (2020 - \$149,149) which represents the Company's proportionate share of World Copper Ltd.'s net loss for the same period net of a dilution gain of \$135,709 recorded during the three months ended March 31, 2021. At March 31, 2021 the Company owns 30% of the common shares of World Copper Ltd.

CAPITAL EXPENDITURES AND INVESTING ACTIVITIES

Total exploration spending for the three months ended March 31, 2021 was \$268,710, which were incurred on the Gold Springs project. Principal activities conducted at the Gold Springs project during the three months ended March 31, 2021 are in connection to a 10,000-metre drilling program in progress. Refer to the condensed interim consolidated financial statements for a breakdown of spending.

FINANCING ACTIVITIES

There were no financing activities during the three months ended March 31, 2021 and 2020.

On April 27, 2021, the Company closed the first tranche of \$2,000,000 (the "First Tranche") of an ongoing non-brokered private placement (the "Offering") of up to \$20,000,000 comprised of a \$10,000,000 initial funding round of Series A Secured Rights (the "Series A Secured Rights") and a subsequent \$10,000,000 second funding round of Series B Secured Rights (the "Series B Secured Rights" and together with the Series A Secured Rights, the "Secured Rights").

Investors in the First Tranche received a total of \$2,000,000 Series A Secured Rights of the Company (the "Series A Secured Rights") and 2,000,000 common share purchase warrants ("Warrants"), with each Warrant entitling the holder to purchase one common share of the Company for a period of two years from the closing date of the First Tranche at a price of CAD\$0.11 per share.

The objective of the Offering is to fund the comprehensive, multi-year Resource Expansion Program at the Company's Gold Springs project, which program has already commenced on March 8, 2021. The Resource Expansion Program is designed to significantly expand the project's gold and silver resources, by drilling its numerous targets, and will also include the completion of an environmental impact statement and the mine-permitting process, a pre-feasibility study supporting the expanded mineral resource estimate, and extensive metallurgical test work. The Company is to incur expenses in the Resource Expansion Program in an amount equal to no less than 95% of the amount of the gross proceeds of the Offering. If the Company's drilling results are successful at supporting at least a 3 million gold-equivalent (gold and silver) ounce mineral resource estimate, the Company would turn its focus to selling the Gold Springs project to a third party (an "Exit Transaction").

Series A Secured Rights

The purchasers of Series A Secured Rights are entitled, per each \$1 million invested, and upon the occurrence of an Exit Transaction, to receive payment of 1.5% of the net sales proceeds received pursuant to the Exit Transaction (the "Series A Exit Transaction Price").

Series B Secured Rights

The purchasers of Series B Secured Rights are entitled, per each \$1 million invested, and upon the occurrence of an Exit Transaction, to receive payment of 1.0% of the net sale proceeds received pursuant to the Exit Transaction (the "Series B Exit Transaction Price" and collectively with the Series A Exit Transaction Price, the "Exit Payments").

Non-Exit Transaction Payments

In the event of certain “Non-Exit Transaction Payment Triggering Events” the holders of the Secured Rights may elect to receive a cash payment equal to five (5) times the amount invested by each holder (the “Non-Exit Transaction Payment”).

A “Non-Exit Transaction Payment Triggering Event” includes: (a) a hostile take-over bid of the Company; (b) a sale of the Gold Springs project (or the Company) prior to when the Company has announced a 3 million gold-equivalent (gold and silver) ounce mineral resource estimate, where such sale occurred without the requisite consent of the holders of the Secured Rights; (c) the Company spending less than 95% of the gross proceeds of the Offering on the Resource Expansion Program (subject to a reasonable period to cure an alleged breach upon receipt of a notice of default); (d) the Company having made an untrue statement of a material fact in certain representations and warranties set out in the Indenture (as defined below); and (e) the Company filing for bankruptcy.

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 March 31, 2021:

Three months ended				
	March 31, 2021	December 31, 2020	September 30, 2020	June 30, 2020
	\$	\$	\$	\$
Total revenues	Nil	Nil	Nil	Nil
Net loss	(457,080)	(519,481)	(242,551)	(231,134)
Net loss per share* - Basic and diluted	-	-	-	-
Deferred exploration costs	268,710	396,648	495,209	208,028

Three months ended				
	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
	\$	\$	\$	\$
Total revenues	Nil	Nil	Nil	Nil
Net loss	(357,794)	(433,087)	(49,628)	(11,420,827)
Net loss per share* - Basic and diluted	-	-	-	(0.05)
Deferred exploration costs	203,859	284,171	270,498	112,968

* 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 \$233,933 for the three months ended March 31, 2021 (2020 - \$149,149) which represents the Company’s proportionate share of World Copper Ltd.’s net loss for the same period net of a dilution gain of \$135,709 recorded during the three months ended March 31, 2021. At March 31, 2021 the Company owns 30% of the common shares of World Copper Ltd.

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 charge of \$11,388,588 being taken for a write-down of carrying value on transfer, from mining claims and deferred exploration costs, to assets held for sale upon reclassification. The 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 three months ended March 31, 2021 resulted in a net cash outflow of \$126,668. As at March 31, 2021, the Company had a working capital of \$1,387,151 (\$1,871,925 as at December 31, 2020). As at March 31, 2021 the Company had a redemption liability of \$449,794 (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.

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

The terms of the Secured Rights are set out in an indenture entered into on April 27, 2021, the date of closing of the First Tranche, between the Company; the Company's direct, wholly-owned subsidiary, High Desert Gold Corporation ("High Desert"); and the Company's transfer agent, as agent for the Secured Rights. High Desert has guaranteed (the "Guarantee") the Company's obligation to make the Exit Payments or the Non-Exit Transaction Payments, as the case may be. High Desert has, as security for the Guarantee, pledged, on a graduated basis, the issued and outstanding shares of its direct, wholly-owned subsidiary, Gold Springs Resource Corp. (Delaware).

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 months ended March 31, 2021 and 2020 is as follows:

	2021	2020
	\$	\$
Directors' fees	14,400	12,600
Professional fees	6,044	14,687
Share-based payments	92,500	17,144
Wages and benefits	811	75,000
TOTAL	113,755	119,431

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 and (ii) Malaspina Consultants Inc., a consulting company in which Killian Ruby, the CFO of the Company, is President & CEO. The Company incurred the following additional expenditures with related parties during the three months ended March 31, 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.

	2021	2020
	\$	\$
Professional fees ⁽¹⁾	45,653	30,027
TOTAL	45,653	30,027

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

Included in accounts payable at March 31, 2021 is an amount of \$35,865 (December 31, 2020 - \$12,836) due to related parties. These amounts are non-interest bearing and have no specific terms of repayment.

FINANCIAL INSTRUMENTS

The Company's financial instruments as at March 31, 2021 consist of cash and cash equivalents, receivables, reclamation deposits, accounts payable, redemption obligations 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 March 31, 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 December 31, 2020 a 5% change in exchange rates could give rise to a change in the net loss by approximately \$77,000 (December 31, 2020 - \$96,000), which is primarily driven by the parent Company's USD cash balance of \$1.3 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.

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 months ended March 31, 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
<i>As of May 11, 2021</i>	(number)
Issued and outstanding	249,448,164
Stock options	18,230,000
Share purchase warrants	2,000,000
TOTAL DILUTION	269,678,164

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 Offering and the timing and closing of future tranches, the gross proceeds of the Offering, the use of proceeds from the 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 May 11, 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.