MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2018

(Expressed in Canadian dollars)

Dated: April 30, 2019

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of GPM Metals Inc. ("GPM" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2018. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended December 31, 2018 and 2017, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Information contained herein is presented as of April 30, 2019, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of GPM common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the board of directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or from **www.sedar.com**.

Caution Regarding Forward-looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also refer to those risk factors referenced in the "Risk Factors" section below. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether because of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

GPM Metals is a Canadian based exploration and development company. Its principal mineral assets at the date of this MD&A are as follows:

- The Company, through its wholly owned subsidiary DPG Resources Australia Pty Limited ("DPG Pty"), has entered into an Earn-In/Joint Venture Agreement with Rio Tinto Exploration Pty Limited ("Rio Tinto"), a wholly owned subsidiary of Rio Tinto Limited covering base metal exploration and development rights in relation to certain granted exploration tenements and tenement applications in McArthur Basin Mining District, Northern Territory, Australia (the "Walker Gossan project"). Rio Tinto and GPM have entered into a definitive Two Stage Earn-In/Joint Venture Agreement granting GPM an initial 51% interest under certain conditions.

- The Company has 100% interest in the Pasco Project concession, located in the Province of Pasco, Peru; and

- The Company has 100% interest in the Rory Claim Group, located in the Yukon Territory, Canada;

The Company is a reporting issuer in British Columbia, Alberta, and Ontario and trades on the TSX Venture Exchange (the "TSXV") under the symbol "GPM".

Overall Objective

The Company is a junior mineral exploration company with an experienced management team engaged in the acquisition, exploration and development of properties for the mining of minerals. GPM is in the process of exploring its mineral properties and has not yet determined whether these properties contain any economically recoverable mineral reserves. The success of the Company is dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete exploration and development of its properties, the selling prices of minerals at the time, if ever, that the Company commences production from its properties, government policies and regulations and future profitable production or proceeds from the disposition of such properties.

GPM has not discovered economically recoverable mineral reserves. While discovery of ore-bearing structures may result in substantial rewards, it should be noted that few properties that are explored are ultimately developed into producing mines.

The Company may also seek to acquire additional mineral resource properties or companies holding such properties. The Company notes that mineral exploration in general is uncertain and the probability of finding economically recoverable mineral reserves on any one of its early stage prospects is low. As a result, the Company believes it can reduce overall exploration risk by acquiring additional mineral properties. In conducting its search for additional mineral properties, the Company may consider acquiring properties that it considers prospective based on criteria such as the exploration history of the properties, their location, or a combination of these and other factors. Risk factors to be considered in connection with the Company's search for and acquisition of additional mineral properties include the significant expenses required to locate and establish economically recoverable mineral reserves, the fact that expenditures made by the Company may not result in discoveries of economically recoverable mineral reserves, environmental risks, risks associated with land title, the competition faced by the Company and the potential failure of the Company to generate adequate funding for any such acquisitions. See "Risk Factors" below.

Changes in Accounting Policies

There have been no changes to accounting policies during the year ended December 31, 2018.

Recent Accounting Pronouncements:
Adopted accounting pronouncements:

IFRS 9 – Financial instruments ("IFRS 9") was issued by the IASB in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. A new hedge accounting model is introduced and represents a substantial overhaul of hedge accounting which will allow entities to better reflect their risk management activities in the financial statements. The most significant improvements apply to those that hedge non-financial risk, and so these improvements are expected to be of particular interest to non-financial institutions. The new standard is effective for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. The Company adopted this standard on January 1, 2018 and it did not have a material impact on the financial statements.

IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") was issued by the IASB in May 2014. The new standard provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively with early adoption permitted. The Company adopted this standard on January 1, 2018 and it did not have a material impact on the financial statements as the Company is currently not generating operating revenues.

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods after January 1, 2019 or later periods.

Many are not applicable or do not have a significant impact to the Company and have been excluded from the list below.

Future accounting pronouncements:

IFRS 16-Leases ("IFRS 16") supersedes IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. It eliminates the distinction between operating and finance leases from the perspective of the lessee. All contracts that meet the definition of a lease will be recorded in the statement of financial position with a "right of use" asset and a corresponding liability. The asset is subsequently accounted for as property, plant and equipment or investment property and the liability is unwound using the interest rate inherent in the lease.

The date of initial application of IFRS 16 is January 1, 2019. The Company has elected to adopt IFRS 16 using the modified retrospective approach. Under this approach, the Company will not restate its comparative figures but will recognize the cumulative effect of adopting IFRS 16 as an adjustment to opening retained earnings at the beginning of the 2019 fiscal year.

The company leases its head office building. The Company's current office lease extends to November 30, 2022. The company expects to record a right of use asset and corresponding lease liability for this lease on January 1, 2019. On transition to IFRS 16, the Company will elect to apply the practical expedient to grandfather the assessment of which transactions are leases and apply IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 Leases will not be reassessed for whether a lease exists. The Company will elect to not recognize right-of-use assets and lease liabilities for leases that have a lease term of 12 months or less and for leases of low-value assets. The Company will also account for leases for which the lease term ends within 12 months of the date of initial application as short-term leases.

Exploration highlights

The Company's exploration activities are at an early stage, and it has not yet been determined whether its properties contain an economic mineral reserve. There are no known deposits of minerals on any of the Company's mineral exploration properties and any activities of the Company thereon will constitute exploratory searches for minerals. See "Risk Factors" below.

(a) Walker Gossan Project, McArthur Basin Mining District, Northern Territory, Australia

Ownership Interest Description

Earn-in/joint venture agreement

The Company, through its wholly owned subsidiary DPG Resources Australia Pty limited has entered into an Earn-In/Joint Venture Agreement with Rio Tinto covering base metal exploration and development rights, in relation to the Walker Gossan project.

Rio Tinto and GPM have entered into a definitive Two Stage Earn-In/Joint Venture Agreement granting GPM an initial 51% interest under certain conditions that include:

Stage One

1. Payment of Australian Dollar ("AUD") $1,000,000 on signing (paid);
2. Minimum expenditure of AUD $2,000,000 within 3 years of effective date (met);
3. Combined expenditures of AUD $20,000,000 over a 10 year period; and
4. Milestone payments within the combined expenditures as follows:

   (i) AUD $100,000 upon the grant of licenses to all the properties;

   (ii) AUD $1,000,000 upon the completion of the first drill hole on the Walker Gossan project (paid); and

   (iii) AUD $4,000,000 upon the completion of a resource study that shows an indicated status for minimum 20 million tons of greater than 8% combined lead and zinc, or lead, zinc and silver, within the licensed area or a Decision to Mine being made.

Stage Two

GPM may increase its interest to 75% by completing a Feasibility Study within 3 years of completing Stage One. Rio Tinto may elect to contribute pursuant to its participating share or not contribute and be diluted or convert its interest into a Net Smelter Return (2.5%) royalty. There are rights of first refusal on purchase and sale of interest for both parties at fair market value. GPM will be responsible for all negotiations with the Northern Land Council for consent to issue the exploration license applications and work programs to be conducted by GPM under its sole rights or as operator.

Exploration Program for 2018	Activities Completed - 12 months ended December 31/18	Plans for the Project	Estimated Cost for 2019	Spent in 2018
- Geological mapping - Relogging & interpreting drill core - Geochemical sampling	Meetings with Rio Tinto	Continue with work plan. Meetings with Northern Land Council in 2019.	$ 370,000	$169,986
			$ 370,000	$ 169,986

During 2019 GPM Metals plans to continue working on the Walker Gossan project located in The Northern Territory of Australia. Work is planned to consist of geological mapping, geochemical sampling and a re-investigation of the drill core completed in 2016. GPM personnel believe that they drilled into the iron rich outer halo to a potential major mineralized system in 2016 during the drill program at the Walker Gossan. It is planned during the early part of 2019 to re-investigate this drill core and look at alteration and geochemical vectors which could direct future exploration programs towards the heart of the system.

A meeting with the traditional owners was planned for June 2018 to commence this work but was postponed by The Northern Land Council (NLC) until August 2018. Unfortunately, the August meeting to approve the work program of 2018 was also postponed by the NLC.

During the last quarter of 2018 GPM personnel worked closely with the NLC, (Northern Territory Land Council), to determine a date for a meeting with the Traditional Land Owners of the Walker Gossan area to determine a work program for the field season of 2019. Recently GPM managed to tie down a date of May 13, 2019 to complete this meeting. At the meeting GPM will present for discussion the work program of geological mapping, prospecting and geochemical sampling during the upcoming field season (June to September 2019). Following this it is hoped to determine new drill sites for a drill program to be completed to test the extension of the Walker Gossan alteration zone in the last quarter of 2019 or during the 2020 field season. A further meeting with Traditional Owners will be required prior to drilling taking place.

(b) Rory Claim Group, Yukon Territory

Ownership Interest Description

The Company has a 100% interest in 40 staked claims located in the Yukon Territory, Canada (the "Rory Claim Group"). The Rory Claim Group is adjacent to the Wellgreen project in the Yukon Territory, Canada.

Exploration Program for 2018	Activities Completed – 12 months ended December 31, 2018	Plans for the Project	Estimated Cost for 2019	Spent in 2018
None currently [1]	None other than care and maintenance [2]	Care and maintenance until a financing can be completed, and/or a favorable strategic partnership or monetization is arranged	$ 0	$ 0
			$ 0	**$ 0**

[1] For the time being, the Company has deferred all exploration activities on the Rory Claim Group.

[2] The Company has renewed 40 staked claims of the Rory Claim group until October 3, 2020 with the Mining Recorder, Whitehorse Mining District, Yukon Territory. The project consists of the 100% interest in the 40 contiguous claim units covering approximately 631 hectares.

(c) Pasco Project, Peru

Ownership Interest Description

On September 15, 2014, the Company, through its wholly owned subsidiary Chaska Resources SAC, entered into a definite agreement to purchase 100% interest in the exploration concession known as Pasco Project 1, which consists of 1000 hectares of land, located in the district of Huachon, Province of Pasco, in the Republic of Peru.

On September 3, 2015, the Company acquired 100% interest in the Pasco Project with total consideration as follows:

(a) Payment of USD $13,000 (paid)
(b) Issuance of 50,000 common shares of GPM (issued).

The company has since acquired, via staking, a further 5,400 hectares of mining claims contiguous to the initial Pasco Project claims.

Exploration Program for 2018	Activities Completed - 12 months ended December 31, 2018	Plans for the Project in 2019	Estimated Cost for 2019	Spent in 2018
Care and maintenance	Maintenance	Maintenance	$40,000	$72,360
			$40,000	$72,360

Selected Annual Financial Information

The company manages its capital with the following objectives:

• To ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
• To maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and adjusts according to market conditions to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, which comprises share capital, reserves and deficit, which at December 31, 2018 is $294,286 (December 31, 2017 $6,105).

The following is selected financial data derived from the audited consolidated financial statements of the Company at December 31, 2018, 2017 and 2016 and for the years ended December 31, 2018, 2017 and 2016.

Description	Year Ended December 31, 2018 ($)	Year Ended December 31, 2017 ($)	Year Ended December 31, 2016 ($)
Total revenues	0	0	0
Total loss	(754,957)	(2,154,272)	(378,406)
Net loss per common share - basic	(0.01)	(0.02)	(0.01)
Net loss per common share – diluted	(0.01)	(0.02)	(0.01)

Description	As at December 31, 2018 ($)	As at December 31, 2017 ($)	As at December 31, 2016 ($)
Total assets	454,727	319,931	1,963,216
Total non-current financial liabilities	0	0	0
Distribution or cash dividends	0	0	0

- The net loss for the year ended December 31, 2018, consisted primarily of (i) general and administrative expenses of $472,673: (ii) foreign exchange loss of $37,669 (iii) exploration and evaluation expenditures of $242,346: iv) and unrealized loss on short term investments of $(8,350),net of (v) interest income of $6,081.

- The net loss for the year ended December 31, 2017, consisted primarily of (i) general and administrative expenses of $1,060,939: (ii) exploration and evaluation expenditures, before offset, of $1,298,834: (iii) unrealized foreign exchange loss of $32,397 and a loss on short term investments of $3,147.This was offset by two grants from the Northern Territories in Australia of $87,819, interest income of $6,240 and the reversal of $146,986 for an accrual for drilling expenses which were in dispute at December 31, 2016.

• The net loss for the year ended December 31, 2016, consisted primarily of (i) gain on sale of properties of $4,389,852; (ii) interest income of $10,154; and (iii) unrealized gain on short-term investments of $7,500. This was offset by: (i) general and administrative expenses of $1,631,650; (ii) exploration and evaluation expenditures of $3,110,508; (iii) amortization of $4,548; and (iv) unrealized foreign exchange loss of $39,206.

• As the Company has no revenue, its ability to fund its operations is dependent upon its securing financing through the sale of equity or assets. See "Risk Factors" below.

Summary of Quarterly Information

Three Months Ended	Total Assets $	Profit or (Loss) $	Profit or (Loss) Per Share $
December 31, 2018	454,727	(178,801) (1)	(0.001)
September 30, 2018	871,199	(208,394) (2)	(0.002)
June 30, 2018	691,522	(148,921) (3)	(0.002)
March 31, 2018	537,350	(218,841) (4)	(0.002)
December 31, 2017	319,931	(369,477) (5)	(0.01)
September 30, 2017	608,532	(665,634) (6)	(0.01)
June 30, 2017	1,295,138	(658,607) (7)	(0.01)
March 31, 2017	1,750,020	(460,554) (8)	(0.01)

Notes:

(1) Net loss of $178,801 includes salaries and benefits of $20,260, professional fees of $11,291, reporting issuer costs of $3,292, insurance of $2,874, and administrative and general costs of $123,049.

(2) Net loss of $208,394 includes salaries and benefits of $10,928, consulting fees of $14,325, professional fees of $16,660, reporting issuer costs of $11,216, insurance of $2,875, travel of $9,647, administrative and general costs of $32,390 and exploration & evaluation costs of $48,337.

(3) Net loss of $148,921 includes salaries and benefits of $17,068, consulting fees of $19,763, professional fees of $16,210, reporting issuer costs of $11,221, insurance of $2,925, travel of $11,105, administrative and general costs of $22,483 and exploration & evaluation costs of $53,859.

(4) Net loss of $218,841 includes salaries and benefits of $44,366, consulting fees of $27,332, professional fees of $9,538 reporting issuer costs of $6,587, insurance of $3,415, administrative and general costs of $27,005 and exploration & evaluation costs of $65,905.

(5) Net loss of $369,477 includes salaries and benefits of $(89,284), professional fees of $50,780, consulting fees of $86,285 reporting issuer cost of $989, insurance of $3,414, administrative and general costs of $39,935 and exploration & evaluation costs of $232,840.

(6) Net loss of $665,634 includes salaries and benefits of $130,085, professional fees of $6,129, consulting fees of $57,160, reporting issuer costs of $3,634, insurance of $3,415, administrative and general costs of $24,762 and exploration & evaluation costs of $431,190. Exploration & evaluation costs have been offset by the reversal of a year-end accrual for drilling in Australia in the amount of $149,971. A dispute with the vendor was settled.

(7) Net loss of $658,607 includes salaries and benefits of $138,429, professional fees of $20,915, consulting fees of $65,790, reporting issuer costs of $22,395, insurance of $6,627, administrative and general costs of $27,863 and exploration & evaluation costs of $375,281. Exploration & evaluation costs have been offset by the receipt of a grant from the Northern Territories in Australia in the amount of $44,523 for prior year expenses.

(8) Net loss of $460,554 includes salaries and benefits of $292,092, professional fees of $2,876, consulting fees of $79,092, reporting issuer costs of $4,973, insurance of $3,435, administrative and general costs of $28,671, and exploration and evaluation costs of $452,300. Exploration and evaluation costs have been offset by receipt of a grant from the Northern Territories in Australia in the amount of $45,555 for prior year expenses.

General and administrative Expenses for the Years Ended December 31 2018 and 2017

Detail	Year ended December 31, 2018 $	Year ended December 31, 2017 $
Salaries and benefits	92,622	521,142
Consulting fees	58,007	288,985
Administrative and general	204,927	121,114
Reporting issuer costs	32,316	32,108
Professional fees	72,711	80,700
Insurance	12,090	16,890
Total	**472,673**	**1,060,939**

Exploration and evaluation expenditures

Detail	Year ended December 31, 2018 $	Year ended December 31, 2017 $
Canada		
General	0	0
Travel	0	0
Geology	0	0
Wages and salaries	0	0
	0	0
Australia		
Northern Territory Grant	0	(87,819)
Recovery	(38,145)	(146,986)
Drilling and other expenses	27,654	41,487
Consulting	180,477	169,039
	169,986	**(24,279)**
Peru		
General	72,360	1,088,309
	72,360	**1,088,309**
Total	**242,346**	**1,064,029**

Discussion of Operations

Year ended December 31, 2018, compared with year ended December 31, 2017

The Company's net loss totaled $754,957 for the year ended December 31, 2018, with basic and diluted loss per share of $0.01. This compares with a net loss of $2,154,272 with basic and diluted loss per share of $0.02 for the year ended December 31, 2017. The decrease in net loss of $1,399,315 was principally because:

- Total operating expenses in 2018 were $752,688 compared to $2,157,365 in 2017, a decrease of $784,897. The decrease is primarily attributable to reduced salaries, benefits and directors' fees.
- Exploration and evaluation expenses for the year ended December 31, 2018 were $243,246 compared to $1,064,029 in 2017, a decrease of $821,683. In 2018, there were no evaluation and exploration expenses in the Walker Gossan project or Peru as they were under care and maintenance only.
- Salaries and benefits decreased to $92,622 for the year ended December 31, 2018 from $521,142 for the year ended December 31, 2017 because of reduced salary and benefit for Company's management and directors.
- Reporting issuer costs were $32,316 for the year ended December 31, 2018 compared to $32,108 for the year ended December 31, 2017. Fluctuation was not material.
- Professional fees for the year ended December 31, 2018 decreased to $72,711 (year ended December 31, 2017 – $80,700) a reduction of $7,989 due to reduced expense for professional services in current year.
- Insurances costs for the year ended December 31, 2018 were $12,090 (year ended December 31, 2017 – $16,890).
- All other expenses related to general working capital.

Liquidity and Capital Resources

The activities of the Company, principally the acquisition and exploration of properties prospective for minerals, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. See "Risk Factors" below and "Trends" above.

The Company has no operating revenues and therefore must utilize its current cash reserves, funds obtained from the exercise of warrants and stock options and other financing transactions to maintain its capacity to meet ongoing operating activities. As of December 31, 2018, the Company had 110,233,118 common shares issued and outstanding, 15,000,000 warrants and 9,075,000 options outstanding that would raise $2,527,500 if the options were exercised in full. This is not anticipated in the immediate future. See "Trends" above.

At December 31, 2018, the Company had cash of $399,674 (December 31, 2017 - $231,889). Amounts payable and other liabilities were $159,741 at December 31, 2018, compared to $313,826 at December 31, 2017. The Company's cash as of December 31, 2018 is sufficient to pay these liabilities.

Cash used in operating activities was $810,607 for the year ended December 31, 2018, compared to $1,595,504 for the year ended December 31, 2017.

There was a total of $6,639 of cash used in investing activities during the year ended December 31, 2018 relating to purchase of equipment.

The Company's liquidity risk from financial instruments is minimal as excess cash is held in current bank accounts and it holds minimal accounts receivable.

The Company's use of cash is currently and is expected to continue to be focused on two principal areas, namely the funding of its general and administrative expenditures and the funding of its exploration and evaluation activities. Exploration and evaluation activities include the cash components of the cost of acquiring and exploring the Company's mineral claims. For the last twelve-month period ending December 31, 2018, corporate head office costs are estimated to average less than $200,000 per quarter. The $200,000 covers salaries and benefits, consulting fees, administrative and general, reporting issuer costs, accounting fees, professional fees and insurance.

In addition, the Company is performing care and maintenance at its Walker Gossan project in Australia and Pasco Project in Peru.

While the Company has no source of revenue, it believes it has sufficient cash resources to meet its administrative overhead for the next twelve months, starting from December 31, 2018, depending on future events. However, to meet future expenditures, including the Technical Report exploration budget, the Company will need to raise additional financing. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or under terms favorable to the Company. See "Risk Factors" below and "Trends" above.

Financial Instruments

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign currency risk and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Share Capital

As at the date of this MD&A, the Company had 110,233,118 issued and outstanding common shares. Stock options outstanding for the Company as at the date of this MD&A were as follows:

Options	Expiry Date	Exercise Price
500,000	September 7, 2020	$0.115
3,625,000	July 26,2019	$0.50
3,250,000	March 2, 2020	$0.15
1,700,000	December 31, 2021	$0.10
9,075,000		

Warrants:

There are a total of 15,000,000 outstanding warrants for the periods ended December 31, 2018.

Transactions with Related Parties

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The transactions noted below are in the normal course of business and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

GPM entered into the following transactions with related parties:

			Year Ended December 31,		
	Notes		**2018**		2017
Bruce Rosenberg		**$**	**9,574**	$	42,535
Alan Ferry			**1,869**		42,535
Doug Lewis			**4,136**		42,535
Harry Burgess			**2,302**		36,291
J. Patrick Sheridan	(i)		**11,367**		213,088
Dan Noone	(ii)		**5,824**		79,119
Paul Murphy			**4,314**		55,731
Peter Mullens			**165,778**		-
Yajian Wang			**9,104**		-
Total compensation to related parties		**$**	**214,268**	$	511,834

(i) At December 31, 2018 $nil was owed to J. Patrick Sheridan (December 31, 2017 - $19,334).
(ii) At December 31, 2018 $40,974 was owed to Dan Noone (December 31, 2017 - $nil).

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors described below.

Exploration, Development and Operating Risks

Mining and exploration operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits involves significant risks which may not be eliminated even with a combination of careful evaluation, experience and knowledge. While the discovery of minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of the minerals and proximity to infrastructure; mineral prices, which are highly cyclical; and government regulations, including regulations on prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot be accurately predicted but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Company on the search for and evaluation of minerals will result in discoveries of commercial quantities of ore or other minerals.

Land Title

Although the title to the properties in which the Company holds an interest was reviewed by or on behalf of the Company, no formal title opinions were delivered to the Company and, consequently, no assurances can be given that there are no title defects affecting such properties. Title insurance generally is not available, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt. Accordingly, the Company's mineral properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects.

Competition May Hinder Corporate Growth

The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies for the acquisition of properties producing, or capable of producing, economic minerals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties or skilled resources on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

Additional Capital

The development and exploration of the Company's properties may require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production on any or all the Company's properties or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company.

Commodity Prices

The price of the common shares of the Company, the Company's financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of minerals. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of minerals by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major mineral-producing countries throughout the world. The price of minerals has fluctuated widely in recent years, and future serious price declines could cause continued development of the Company's properties to be impracticable. Future production from the Company's properties is dependent on mineral prices that are adequate to make these properties economic.

In addition to adversely affecting the Company's reserve and/or resource estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Exchange Rate Fluctuations

Exchange rate fluctuations may affect the costs that the Company incurs in its operations. Accordingly, a change in the currencies in which the Company operates relative to the Canadian dollar would negatively impact the Company.

Government Regulation

The mining, processing, development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labor standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters.

Exploration may also be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploration and production, price controls, export controls, currency availability, foreign exchange controls, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations,

limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labor relations, limitations on repatriation of income and return of capital, limitations on mineral exports, high rates of inflation, increased financing costs, and site safety. This may affect both the Company's ability to undertake exploration and development activities on present and future properties in the manner contemplated, and its ability to continue to explore, develop and operate those properties in which it has an interest or for which it has obtained exploration and development rights to date.

Although the Company believes that its exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development or future potential production. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Political Risks

At December 31, 2018, all of the Company's operations were conducted in Canada, Peru and Australia, and as such, are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties vary from country to country and include, but are not limited to, currency exchange rates; high rates of inflation; labor unrest; renegotiation or nullification of existing concessions, licenses, permits and contracts; changes in taxation policies; restrictions on foreign exchange; and changing political conditions; currency controls and governmental regulations that favor or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Future political actions cannot be predicted and may adversely affect the Company. Changes, if any, in mining or investment policies or shifts in political attitude in the countries of Canada, Peru or Australia, after December 31, 2018, may adversely affect the Company's business, results of operations and financial condition. Future operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. The possibility that future governments may adopt substantially different policies, which may extend to the expropriation of assets, cannot be ruled out.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the Company's consolidated business, results of operations and financial condition.

Labor and Employment Matters

While the Company has good relations with its employees, these relations may be impacted by changes in the scheme of labor relations which may be introduced by the relevant governmental authorities in whose jurisdictions the Company carries on business. Adverse changes in such legislation may have a material adverse effect on the Company's business, results of operations and financial condition.

Subsidiaries

The Company conducts certain of its operations through its subsidiaries and holds certain of its assets through its subsidiaries. Accordingly, any limitation on the transfer of cash or other assets between the Company and its subsidiaries could restrict the Company's ability to fund its operations efficiently. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company's valuation and stock price.

Market Price of Common Shares

Securities of micro and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of industries. The Company's share price is also likely to be significantly affected by short-term changes in minerals prices or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company's performance that may have an effect on the price of the common shares include the following: the extent of analytical coverage available to investors concerning the Company's business may be limited if investment banks with research capabilities do not continue to follow the Company; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of common shares; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the common shares that persists for a significant period of time could cause the Company's securities to be delisted from the exchange on which they trade, further reducing market liquidity.

Because of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of common shares in the public markets, or the potential for such sales, could decrease the trading price of the common shares and could impair the Company's ability to raise capital through future sales of common shares. The Company has previously completed private placements at prices per share which are from time to time lower than the market price of the common shares. Accordingly, a significant number of shareholders of the Company have an investment profit in the Common Shares that they may seek to liquidate.

Key Executives

The Company is dependent on the services of key executives, including the CEO of the Company and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such director may have a conflict of interest in accordance with the procedures set forth in the *Business Corporations Act* (Ontario) and other applicable laws.

The Company's operations are subject to receiving and maintaining permits and licenses from appropriate governmental authorities from time to time. Although GPM currently has all required permits and licenses for its operations as currently conducted, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits and licenses for the existing operations or additional permits or licenses for all future new operations. Prior to any development on any of its properties, GPM must receive permits and licenses from appropriate governmental authorities. There can be no assurance that GPM will receive and/or continue to hold all permits and licenses necessary to develop or continue operating at any particular property, or that any such licenses or permits awarded will not be cancelled pursuant to applicable legislation.

Insurance and Uninsured Risks

GPM's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in exploration and development, monetary losses and possible legal liability.

The Company currently maintains directors' and officers' liability insurance in such amounts as it considers reasonable. Accordingly, the Company's insurance does not cover the potential risks associated with a mineral exploration company's operation. The Company may be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production may not be generally available to GPM or to other companies in the mineral exploration industry on acceptable terms. The Company might become subject to liability for pollution or other hazards which may not be insured against or which GPM may elect not to insure against because of premium costs or other reasons. Losses from these events may cause GPM to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Environmental Risks and Hazards

All phases of GPM's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which GPM holds interests that are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Government approvals and permits are currently and may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mineral exploration activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and/or mineral exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses or capital expenditures or require abandonment or delays in development of new mineral exploration properties.

Infrastructure

Mineral exploration, processing, development and related activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants affecting capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

No History of Mineral Production

GPM has never had any interest in mineral producing properties. There is no assurance that commercial quantities of minerals will be discovered at any of the Company's current or future properties, nor is there any assurance that the Company's exploration programs thereon will yield any positive results. Even if commercial quantities of minerals are discovered, there can be no assurance that any of the Company's properties will ever be brought to a stage where mineral resources can profitably be produced thereon. Factors which may limit the Company's ability to produce mineral resources from its properties include, but are not limited to, the price of the mineral resources for which the Company is exploring, availability of additional capital and financing and the nature of any mineral deposits.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented and (iii) by following IFRS – IAS 21 Determination of functional currency of an investment holding company: the company has used Canadian Dollars as its functional currency to file its consolidated financial statements, since the company subsidiaries include DPG Resources Australia Pty Ltd. in Australia, Chaska Resources SAC Resource in Peru, and Guyana Precious Metals (Barbados) Inc. in Barbados.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Strategic update:

During the third and fourth quarters of 2018 GPM Metals three times tried to hold meetings with the Northern Land Council for outlining a small work program for the Walker Gossan area for the remainder of the 2018 field season. All these three meetings were postponed at the last minute by The Northern Land Council for reasons not given.

GPM personnel continued to work closely with the NLC to seek a meeting with Traditional Land Owners of The Walker Gossan Area during the fourth quarter of 2019. Recently GPM was informed by The NLC that a date of May 13, 2019 was set aside to complete the meeting with The Traditional Land Owners of The Walker Gossan Area to determine a work program to be completed during the 2nd and 3rd quarters 2019. It is planned that this program will consist of geological mapping, geochemical sampling and prospecting. It is anticipated this program should take place following a successful meeting in May 2019. The strategy of this work program is to identify extensions to the siderite alteration zone identified during drilling in 2016. If identified, further drilling of extensions to the siderite alteration may take place in the last quarter of 2019 or during the 2020 field season.

No work is planned for the Pasco Project located in Peru at present. A data package has been put together and GPM is actively seeking a joint venture partner for this project.

In September 2018 a board meeting was held in Toronto where a discussion on the strategy and future of the company took place. The primary goal of the company is to move the Walker Gossan project forward as soon as possible. However, given delays in obtaining a meeting with The Northern Land Council in to have planned work programs agreed upon, it was decided to pursue a second exploration project.

During the last quarter of 2018 GPM personnel continued to review opportunities for a second project to be acquired by GPM. After discussion with major share holders it was decided that this work should focus on relatively early stage base metal opportunities. Major share holders expressed that any project acquired should not require significant funding in the short term, and that GPM should focus much of its remaining treasury and efforts on moving The Walker Gossan project forward to determine if possible extensions to the major alteration zone exists and in which direction work should focus on. After consultation between the board and management it was decided to pursue this strategy.

Director compensation

During the year ended December 31, 2018 the Company Corporate Governance and Compensation Committee granted 1,700,000 stock options to various officers, directors and consultants of the Corporation. The options to purchase up to 1,700,000 common shares of the Corporation at an exercise prices of $0.10 per share expire on December 12, 2021.

Additional information about the Company is available on SEDAR at **www.sedar.com.**