



MANAGEMENT'S DISCUSSION AND ANALYSIS OF

GB MINERALS LTD.

For the Three Months Ended September 30, 2015

(Expressed in Canadian Dollars)

Dated as of November 25, 2015

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

This Management Discussion and Analysis (“**MD&A**”) of the unaudited condensed interim consolidated financial condition, results of operations and cash flows of GB Minerals Ltd. (the “**Company**”) is for the three months ended September 30, 2015 and 2014. This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes thereto for the three months ended September 30, 2015 and 2014 (the “**Q1 Financial Statements**”), the audited annual consolidated financial statements and related notes thereto for the year ended June 30, 2015 and 2014 and previously filed management's discussions and analysis.

The financial information in this MD&A is derived from the Q1 Financial Statements which have been prepared in Canadian Dollars unless otherwise noted, in accordance with International Financial Reporting Standards (“**IFRS**”) applicable to interim financial reporting. The content of this MD&A has been approved by the board of directors of the Company (the “**Board**”), on the recommendation of its audit committee (the “**Audit Committee**”). This MD&A is dated November 25, 2015 and is current to date, unless otherwise noted.

Additional information relating to the Company is available on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com and on the Company's website at www.gbminerals.com.

DESCRIPTION OF BUSINESS

The Company was incorporated under the British Columbia Business Corporations Act on July 24, 2007 under the name of Resource Hunter Capital Corp. (“**RHC**”). RHC changed its name to Plains Creek Phosphate Corp. (“**PCP**”) effective May 16, 2011 and subsequently to GB Minerals Ltd. trading under the symbol “**GBL**” effective March 28, 2013. The Company is a TSX Venture Exchange (“**TSXV**”) Tier 2 listed mineral exploration and development company focusing on developing its Farim phosphate project located in Guinea-Bissau, West Africa (the “**Farim Project**”).

On February 25, 2011, RHC was acquired by Plains Creek Mining Ltd. (“**PCM**”), a private company, in a reverse take-over transaction (the “**RTO Transaction**”). As a result, the Company carries on the business of PCM. Concurrent with the closing of the RTO Transaction, PCM, which subsequently changed its name to GB Minerals Holdings Ltd. (“**GBM Holdings**”), completed a brokered private placement for gross proceeds of \$24,027,590 and the acquisition of a 50.1% ownership interest in GB Minerals AG (“**GBM AG**”), a Swiss company that owns the mineral rights to the Farim Project.

As consideration for the purchase of 50.1% of the share capital of GBM AG, GBM Holdings paid €9,000,000 in cash and issued 101,000,000 (5,050,000 after a share consolidation effected on March 28, 2013) of its common shares to WAD Consult AG (“**WAD**”). The common shares of PCM issued to WAD were subsequently exchanged on a one-for-one basis for common shares of the Company (the “**Common Shares**”) under the RTO Transaction. The Company was also granted, under the shareholders' agreement governing the ownership of GBM AG, the option to acquire, through GBM Holdings, the remaining 49.9% issued and outstanding shares of GBM AG.

On April 4, 2013 the Company completed its acquisition of the remaining 49.9% interest in the share capital of its 50.1%-owned subsidiary, GBM AG, which in turn owns 100% of the Farim Project.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

OVERVIEW AND HIGHLIGHTS

Major Events

On September 14, 2015, the Company announced the completion of a new feasibility study on the Farim Project under National Instrument 43-101 - Standards of Disclosure for Mineral Projects (“**NI 43-101**”), which study was managed by Lycopodium Minerals Canada Ltd. (“**Lycopodium**”). This new feasibility study entitled “NI 43-101 Technical Report on the Farim Phosphate Project” (the “**2015 Feasibility Study**”) was filed on SEDAR on September 14, 2015.

RESOURCES

Background of the Farim Project

The Farim Project is located in the northern part of central Guinea-Bissau, West Africa, approximately 25 kilometres south of the Senegal border, approximately 5 kilometres west of the town of Farim and some 120 kilometres northeast of Bissau, the capital of Guinea-Bissau, on a 30.6 km² mining lease license granted by the Government of Guinea-Bissau to the Company's wholly owned subsidiary, GBM AG, in May 2009.

The Farim Project consists of a high grade sedimentary phosphate deposit of one continuous phosphate bed which extends over a known surface area of approximately 40 km².

The 2015 Feasibility Study

The Farim Project is estimated to contain measured resources of 105.6 million dry tonnes at a grade of 28.4% P₂O₅ and additional inferred resources of 37.6 million dry tonnes at 27.7% P₂O₅. The measured resources are estimated to include 44.0 million dry tonnes of reserves based on a 25 year mine plan at 1.75 million tonnes per annum (“**mtpa**”) of mine production at the following Run of Mine (“**ROM**”) grades: 30.0% P₂O₅, 2.6% Al₂O₃, 41.0% CaO, 4.7% Fe₂O₂, and 10.6% SiO₂. It is expected the phosphate ore will be beneficiated for a final phosphate rock concentrate production of 1.32 mtpa at a 34.0% P₂O₅ at 3% moisture.

Summary of Global Resource Estimate*

Classification	Million Tonnes	Grade (% P ₂ O ₅)
Measured Resource	105.6	28.4
Indicated Resource	-	-
Total Measured and Indicated	105.6	28.4
Inferred	37.6	27.7

*Source: 2015 Feasibility Study titled “NI 43-101 Technical Report on the Farim Project” dated effective September 14, 2015. In accordance with the provisions of NI 43-101, the Company cautions that mineral resources that are not mineral reserves have not been analyzed to demonstrate economic viability.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

The Company was granted a production license in relation to the Farim Project in May 2009 and is planning an open pit mining operation. The assessment of surface mineable phosphate matrix reserves within the Farim Project area was based on the 25-year mine plan and corresponding open pit design. The pit design was developed based on a pit optimization exercise that delineated the most economical 44 million tonnes of ROM material to feed a 25 year plan at a rate of 1.75 mtpa on a dry basis, with final beneficiated phosphate rock concentrate production expected to reach 1.32 mtpa for a minimum period of 25 years.

Under the current mine plan, it is expected that 1.75 mtpa of phosphate ore will be excavated over a period of 25 years. The Company plans to mine two pits will – the South Pit which will be operating up to year eight and the North Pit which will be mined thereafter. As a result of increased production, the pit shells should cover a larger area. The 2015 Feasibility Study also assumes that production will occur 12 months per annum.

With regards to the process plant design, it is planned that the ore will be beneficiated by scrubbing (both drum and attrition) followed by particle sizing to remove the fraction under 20 µm. This new beneficiation process should result in a 34.0% P₂O₅ and final mass recovery of 75.5% as confirmed by a pilot scale test on a one tonne sample that took place in May 2015. After passing through the process plant, the final production of phosphate concentrate, based on 1.75 mtpa of ROM feed has been estimated at 1.32 mtpa.

It is expected the final product will be trucked approximately 75 kilometres from the mine-site to a port to be constructed as part of the project, where the ore will be directly loaded onto ships of up to 35,000 dead weight tonnes. The product will also be further dried at the port area for a final moisture content of 3%.

The initial capital expenditure has been estimated at US\$193.8 million and the life of mine operating costs at US\$52.13 per tonne of final concentrate.

The resulting net present value based on a discount rate of 10% for the Farim Project is estimated at US\$437 million after tax and the after tax internal project rate of return is estimated at 34.5%. The current projected payback period has been estimated at 4.3 years.

The phosphate rock price assumptions have been provided by CRU with a long-term price of US\$123 per tonne for Moroccan FOB K10 phosphate rock concentrate from 2019 onward. The Company has assumed a premium over Morocco FOB K10 of 9.7% for the first eight years of production and a premium of 4.7% thereafter. The lower premium will be used until bench scale tests for the material from Year 8 onward have been completed and confirm that a higher premium is achievable.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

Key Highlights

- Process improvements resulted in reduced process plant operating and capital costs
- Final product grade of 34.0%¹
- Overall mass recovery of 75.5%¹
- Pilot plant test performed on a one tonne sample, representative for the first seven years of mining
- Initial 25 year mine life based solely on reserves
- Mine production of 1.75 mtpa
- Final phosphate rock production of 1.32 mtpa¹
- Initial capital costs of US\$193.8 million
- Cumulative net cash flow, post-tax, US\$1.9 billion
- Net Present Value based on a discount rate of 10%, post-tax, US\$437 million
- Tax effected internal rate of return of 34.5% based on long term phosphate rock price of US\$123 per tonne with a 4.3 year pay-back period
- Low cost position with an average life of mine cash operating costs of US\$52 per tonne of final concentrate
- Average cash cost for first seven years of production of US\$46 per tonne of final concentrate
- Average EBITDA for first seven years of production of US\$110 million per year
- Royalties and income taxes to the Government of Guinea Bissau exceeding US\$550 million
- Improved logistics including the construction of a new port and use of existing local highway
- 19 months from the start of detailed engineering to production; longest lead item of 11 months from ordering

¹ All tonnages and quality data in this report refer to dry tonnes. Per tonne data refers to final concentrate tonnage.

Environmental Social Impact Assessment

The environmental baseline studies and the environmental and social impact assessment (“**ESIA**”) for the project site required to advance the Farim Project have been completed and were submitted to the Ministry of Energy, Industry and Natural Resources of Guinea-Bissau (the “**MNR**”) in December 2014. The ESIA for the mine was also submitted to the MNR in December 2014.

Since the submission of the ESIA for the mine, further work was commissioned for the road and port areas, and to account for any modifications to the original mine plan. In September 2015, the additional work on the ESIA for the mine, road, and port area (“**2015 ESIA**”) was completed and prepared in accordance with:

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

- Equator Principles III
- International Finance Corporation (“IFC”) Performance Standards on Social and Environmental Sustainability
- Air, noise, and water quality standards adopted by the IFC, established by the World Health Organization, or by other jurisdictions
- International Council of Mining and Metals best industry practice guidance documents on community development planning and mine closure

The updated version of the 2015 ESIA is currently being translated for submission to the MNR in the first quarter of calendar year 2016.

Mineral Rights Expenditures and Balances

	Farim Project
Balance as at June 30, 2012	\$ 73,045,069
Additions - capitalized exploration expenditures	9,374,463
Acquisition of remaining 49.9% of GBM AG on April 4, 2013	7,014,056
Write-off/impairment of the intangible asset net of purchase consideration	(18,253,131)
Foreign exchange adjustments	(47,388)
Change in future tax liability	(2,550,038)
Balance as at June 30, 2013	\$ 68,583,031
Additions - capitalized exploration expenditures	3,145,353
Foreign exchange adjustments	54,374
Balance as at June 30, 2014	\$ 71,782,758
Additions – capitalized exploration expenditures	5,425,855
Change in future tax liability	(120,815)
Foreign exchange adjustments	(20,540)
Balance as at June 30, 2015	\$ 77,067,258
Additions – capitalized exploration expenditures	1,564,144
Foreign exchange adjustments	94,998
Balance as at September 30, 2015	\$ 78,726,400

RESULTS OF OPERATIONS AND SELECTED FINANCIAL INFORMATION

As at September 30, 2015, the Company had a negative working capital of \$22,173,909 (June 30, 2015 - \$20,799,915) and reported a net loss of \$2,332,469 for the period ended September 30, 2015 (September 30, 2014 - \$1,598,508).

GB MINERALS LTD.

Management's Discussion and Analysis
 For the Three Months Ended September 30, 2015

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014
<u>Operating and Administrative Expenses</u>		
Professional fees (audit and legal)	\$ 755,780	\$ 264,275
Interest expense	465,996	421,192
Management and consulting fees	350,772	329,212
Loss on foreign exchange	170,592	68,241
General and administrative	130,286	107,499
Salaries and wages	126,483	138,092
Investor relations	119,922	39,318
Travel	113,194	63,376
Financial advisory	49,195	22,725
Director fees	35,000	33,000
Filing and transfer agent fees	10,534	1,965
Social development costs	4,371	-
Amortization	344	492
Stock option compensation	-	6,641
Total Operating and Administrative Expenses	\$ 2,332,469	\$ 1,496,028
<u>Other Loss</u>		
Loss on convertible debentures settlement	\$ -	\$ 102,480
Total Other Loss	\$ -	\$ 102,480
<u>Other Comprehensive Loss</u>		
Currency translation differences	\$ 266,594	\$ (97,084)
Total Other Comprehensive Loss	\$ 266,594	\$ (97,084)
Comprehensive Loss	\$ 2,599,063	\$ 1,501,424

For the three months ended September 30, 2015 compared to the three months ended September 30, 2014

The Company's comprehensive loss (income) for the three months ended September 30, 2015 was \$2,599,063 (September 30, 2014 – \$1,501,424). General and administrative expenses totalled \$130,286 (September 30, 2014 - \$107,499), which included rent, insurance, repair and maintenance, security, fuel, and other items for day-to-day business operations. General and administrative expenses increased due to an in-country visit with various participating groups in July 2015 related to consideration for project financing during the current quarter. Management and consulting fees amounted to \$350,772 (September 30, 2014 – \$329,212), which included administrative consulting, financial consulting, management consulting, and project operations consulting. Management and consulting fees increased due to an

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

increase in the monthly consulting fee accrued or paid to the Project Director of the Company. Salaries and wages totalled \$126,483 (September 30, 2014 - \$138,092). Salaries and wages are relatively similar as compared with the prior comparative quarter. Professional fees (audit and legal) increased significantly to \$755,780 (September 30, 2014 - \$264,275), of which \$143,841 was related to corporate legal and \$611,939 was related to litigation. The increase of professional fees (audit and legal) in the current quarter was mainly due to the increased level of engagement in litigation against GBM Minerals Engineering Consultants Limited ("GBMMEC") involving an application made in September 2015 to the courts to amend its defence and counterclaim to reflect information and findings uncovered in the discovery stage of the proceeding. Interest expense totalled \$465,996 (September 30, 2014 - \$421,192). For the current quarter ended September 30, 2015, the Company's interest expense is mainly associated with the notes payable as described in note 5 and the debt payable as described in note 6 of the Q1 Financial Statements. Investor relations increased significantly to \$119,922 (September 30, 2014 - \$39,318) due to the purchase of a two-phase phosphate rock market study. Travel increased significantly to \$113,194 (September 30, 2014 - \$63,376) due to an in-country visit with various participating groups in July 2015 related to consideration for project financing during the current quarter. Loss on foreign exchange totalled \$170,592 (September 30, 2014 - \$68,241) due to unfavourable fluctuation in the value of the Canadian Dollar as mainly compared to the British Pound, in which the Company has a significant portion of its accounts payable and accrued liabilities, and debt payable in the current quarter. The loss on foreign exchange is also affected by the unfavourable fluctuation in the value of the Canadian Dollar against the Swiss Franc and the Central African Franc in the current quarter as compared with the prior comparative quarter.

RESULTS OF FINANCIAL POSITION

The Company's total assets as at September 30, 2015 amounted to \$82,152,380 (June 30, 2015 - \$78,755,854). Cash and cash equivalents of \$2,813,108 as at September 30, 2015 (June 30, 2015 - \$1,020,839). During the period ended September 30, 2015, cash and cash equivalents increased significantly due to the receipt of \$2,678,800 as part of the aggregate gross proceeds of a \$3,972,100 non-brokered private placement completed on October 23, 2015 as described in note 7b and 14a of the Q1 Financial Statements. Other receivable amounted to \$69,760 (June 30, 2015 - \$141,159). During the period ended September 30, 2015, other receivable decreased significantly due to a lesser goods and services tax refund receivable from the Canada Revenue Agency. Prepaid expenses as at September 30, 2015 amounted to \$479,040 (June 30, 2015 - \$462,211), of which mostly represented deposits for the 2015 Feasibility Study, 2015 ESIA and various legal and technical advisors in consideration for project financing consultancy and advisory work. As at September 30, 2015, mineral rights totalled \$78,726,400 (June 30, 2015 - \$77,067,258).

The Company's total liabilities as at September 30, 2015 amounted to \$32,445,595 (June 30, 2015 - \$29,327,400). The increase in total liabilities was mainly due to an increase in the accounts payable and accrued liabilities and convertible notes payable during the period ended September 30, 2015.

Shareholders' equity as at September 30, 2015 was \$49,706,785 (June 30, 2015 - \$49,428,454). For the period ended September 30, 2015, the increase in the total shareholders' equity was due to the net loss of \$2,332,469 (September 30, 2014 - \$1,598,508) and other comprehensive loss (income) of cumulative translation reserve in the amount of \$266,594 (September 30, 2014 - <\$97,084>), offset by an increase of \$2,678,800 (September 30, 2014 - \$10,908,869) in share capital, which represented the to-be-issued equity in the amount of \$2,678,800 as part of the aggregate gross proceeds of a \$3,972,100 non-brokered private placement completed on October 23, 2015, and an increase of \$198,594 (September 30, 2014 - \$102,480) in convertible feature of convertible notes, and \$Nil (September 30, 2014 - \$6,641) in share-based reserve of stock options.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

RESULTS OF CASH FLOW

The Company's ending cash and cash equivalents as at September 30, 2015 amounted to \$2,813,108 (June 30, 2015 - \$1,020,839). Cash used in operating activities of \$234,363 for the period ended September 30, 2015 decreased significantly from the cash outflow of \$2,873,547 for the prior comparative period due to a combination of net loss of \$2,332,469 (September 30, 2014 - \$1,598,508) and changes in non-cash working capital of \$1,891,451 (September 30, 2014 - <\$1,512,124>), offset by the adjustments for non-cash items in the amount of \$206,655 (September 30, 2014 - \$237,085). For the period ended September 30, 2015, cash used in investing activities in the amount of \$1,659,217 (September 30, 2014 - \$498,325) was mainly due to the addition of exploration expenditures in the 2015 Feasibility Study and 2015 ESIA, for the period ended September 30, 2015. For the period ended September 30, 2015, the cash provided from financing activities of \$3,678,800 (September 30, 2014 - \$3,508,869) included the to-be-issued equity of \$2,678,800 as part of the aggregate gross proceeds of a \$3,972,100 non-brokered private placement completed on October 23, 2015 as described in note 7b and 14a of the Q1 Financial Statements.

Financial results for the quarters ended September 30, 2015, 2014, and 2013:

	2015	2014	2013
Revenue	\$Nil	\$Nil	\$Nil
Total net loss	\$ 2,332,469	\$1,598,508	\$1,684,772
Total net loss per share (basic and diluted)	\$0.01	\$0.01	\$0.03
Total assets	\$82,152,380	\$73,319,396	\$70,946,938
Total long-term liabilities	\$6,908,705	\$7,009,791	\$13,541,703
Total liabilities	\$32,445,595	\$21,414,210	\$23,688,923
Shareholders' equity (deficiency)	\$49,706,785	\$51,905,186	\$47,258,015
Cash dividends per share	\$Nil	\$Nil	\$Nil

The period to period variations are summarized in the followings:

The Company's total net loss for the quarter ended September 30, 2015 was \$2,332,469 (September 30, 2014 - \$1,598,508). The period to period variations of total net loss in the amount \$733,961 in the current quarter was mainly due to a significant increase of litigation cost against GBMMEC; foreign exchange loss due to unfavourable fluctuation in the value of Canadian Dollar as mainly compared to the British Pound, in which the Company has a significant portion of its accounts payable and accrued liabilities. The loss on foreign exchange is also affected by the unfavourable fluctuation in the value of the Canadian Dollar against the Swiss Franc and the Central African Franc; and an increase in investor relation costs due to the purchase of a two-phase phosphate rock market study.

The Company's total assets as at September 30, 2015 amounted to \$82,152,380 (September 30, 2015 - \$73,319,396). The period to period balance variations of total assets in the amount of \$8,832,984 were mainly due to an increase of cash and cash equivalents in the amount of \$2,326,252 which was mainly attributable to the receipts of partial subscriptions for the non-brokered private placement completed on October 23, 2015 as described in note 7b and 14a of the Q1 Financial Statements; and an addition of

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

\$6,475,518 capitalized exploration expenditures which included the costs incurred for the completion of the 2015 Feasibility and 2015 ESIA, and the capitalized costs related to in-country operation.

The Company's total liabilities as at September 30, 2015 amounted to \$32,445,595 (September 30, 2015 - \$21,414,210). The period to period balance variations of total liabilities in the amount of \$11,031,385 were mainly due to an increase in the accounts payable and accrued liabilities of \$4,634,455 which included an increase of the accrued interests and unpaid invoices recorded; the increase of \$4,600,000 in notes payable and \$828,120 in convertible notes payable as described in note 5 of the Q1 Financial Statements; a decrease of \$120,815 in deferred income tax liability; and an increase of the currency translation of the debt payable at the closing rate at the date of the statement of financial position, resulting in the increase on the balance of debt payable in the amount of \$1,069,974.

SUMMARY OF QUARTERLY RESULTS FOR EACH OF THE LAST EIGHT QUARTERS:

<u>Quarter ended</u>	<u>Total revenue</u>	<u>Net loss (income)</u>	<u>Basic and diluted loss per share</u>
September 30, 2015	\$Nil	\$2,332,469	\$0.01
June 30, 2015	\$Nil	\$2,235,665	\$0.01
March 31, 2015	\$Nil	\$2,541,734	\$0.01
December 31, 2014	\$Nil	\$1,178,280	\$0.01
September 30, 2014	\$Nil	\$1,598,508	\$0.01
June 30, 2014	\$Nil	<\$368,993>	<\$0.01>
March 31, 2014	\$Nil	\$1,776,670	\$0.03
December 31, 2013	\$Nil	\$1,779,518	\$0.03

The quarterly variations are summarized in the followings:

The increase of \$2,145,663 in net income from the quarter of March 31, 2014 to the quarter of June 30, 2014 can be mainly attributed to the adjustments made on the gain of debt settlement in that quarter, offset partially by the quarterly operating loss. The increase of \$1,967,501 in net loss from the quarter of June 30, 2014 to the quarter of September 30, 2014 can be mainly attributed to the quarterly operating loss and loss on settlement of convertible debentures due to early repayment of the existing convertible debentures. The increase of \$1,363,454 from the quarter of December 31, 2014 to the quarter of March 31, 2015 can be mainly attributed to foreign exchange loss, an increase in litigation cost and financial advisory costs, and an increase in consulting fees due to the retention of a recruitment agency for the hiring by the Company of a Country Manager in that quarter. The quarterly variations have been relatively similar unless noted otherwise in the quarterly variations summarized above.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

OFF BALANCE-SHEET ARRANGEMENTS

The Company has no off balance-sheet arrangements.

CAPITAL RESOURCES AND GOING CONCERN

As at and for the period ended September 30, 2015, the Company had a negative working capital of \$22,173,909 (June 30, 2015 - \$20,799,915) and a net loss of \$2,332,469 (September 30, 2014 - \$1,598,508) respectively.

In December 2013, GBMMEC delivered to the Company a feasibility report on the Farim Project. As of September 30, 2015, the Company has been charged pre-exploration costs of \$1,351,469 (£667,590) and mineral property costs of \$20,354,605 (£10,054,636) for the services provided by GBMMEC and its sub-consultants. On October 23, 2013, the Company exercised its right under the settlement deed entered into with GBMMEC on January 30, 2013 and subsequently amended on July 26, 2013 (the "**Settlement Deed**"), as described in note 6 and note 8a of the Q1 Financial Statements, to request clarifications on GBMMEC's unpaid invoices (the "**Request for Clarification**"). These invoices were issued under a services agreement entered into between GBM Holdings and GBMMEC on January 18, 2010 for the provision by GBMMEC of engineering consultancy services, including the production of a full feasibility study on the Farim Project (the "**GBMMEC Services Agreement**"). To date, most of the issues raised by the Company in its Request for Clarifications remain unanswered. The Company has withheld payment of its first six quarterly principal instalments to GBMMEC under the Settlement Deed on the grounds that, pursuant to GBM Holdings' defense and counterclaim to the claim introduced by GBMMEC against it, the Company's position is that GBM Holdings is not liable for further payments to GBMMEC under the GBMMEC Services Agreement. In September 2015, GBM Holdings made an application to the courts to amend its defense and counterclaim to reflect information and findings uncovered in the discovery stage of the proceedings. As a result of withholding payments, as at September 30, 2015, the Company is in default on the first six quarterly principal instalments in the aggregate amount of \$7,591,500 (£3,750,000) of its debt payable, as described in note 6 and note 8a of the Q1 Financial Statements. In October 2015, the Company provided a security for cost in escrow being held with the Company's litigation counsel, in the amount of £375,000.

The Company actively monitors its liquidity to ensure at its best effort that its cash flows and working capital are adequate to support its immediate financial obligations and capital programs. However, there is a risk that unforeseen circumstances and expenditures will limit the time period for which cash will be available, and the Company may not be able to raise financing of sufficient magnitude, or on a cost-effective basis. The Company's failure to raise further financing would limit its ability to advance its business plan and carry on current activities. The Company has no source of revenue and has significant cash requirements to meet its administrative overhead and maintain its exploration and evaluation properties and development programs. Since inception, the Company's activities have been funded through equity and/or debt financings. The Company is in continuous fundraising mode. Although the Company was able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

FINANCING ACTIVITIES

On July 16, 2015, the Company issued a note payable for a total aggregate amount of \$1,000,000 to A.B. Aterra Resources (“**Aterra Resources**”), a related party of a major shareholder A.B. Aterra Investments Ltd. (formerly Aterra Investments Ltd.) (“**Aterra Investments**”), in exchange for a promissory note (the “**July 2015 Aterra Resources Promissory Note**”). The principal amount is due on demand provided that no such demand may be made until the earlier of (i) January 31, 2017 and (ii) the occurrence of an event of default. In accordance with the provisions of the July 2015 Aterra Resources Promissory Note, the principal amount bears interest at the rate of 4% per annum and interest is payable quarterly in arrears on the first day of each January, April, July, and October (beginning on October 1, 2015). The July 2015 Aterra Resources Promissory Note may be repaid in Common Shares or in cash through other financings, at the option of the Company or Aterra Resources, to convert at \$0.075 per Common Share in the first year of the convertible note, and at \$0.10 per Common Share thereafter. Any Common Shares that may be issued pursuant to the terms of the July 2015 Aterra Resources Promissory Note would be subject to a hold period expiring on November 16, 2015.

Subsequent Events

On October 27, 2015, the Company announced that it closed on October 23, 2015 a non-brokered private placement of 79,442,000 Common Shares at a price of \$0.05 per share and raised aggregate gross proceeds of \$3,972,100. The Common Shares were purchased by various existing shareholders and related parties of the existing shareholders of the Company. The Common Shares are subject to a four-month hold period from the date of issuance. Aterra Resources and Zaff LP (“**Zaff**”), a subsidiary of a major shareholder Alpha Infrastructures LLC (“**Alpha**”), each purchased 26,788,000 Common Shares. Other existing shareholders of the Company purchased 25,866,000 Common Shares. The Company paid finder's fee of \$64,665 in relation to the private placement.

USED OF PROCEEDS

The Company continues to utilize the proceeds from the private placements to fund its operations:

Date of placement	Gross proceeds	Shares issued	Shares converted	Planned and actual use of proceeds	Use of proceeds other than planned
August 28, 2013	\$3,000,000	15,000,000	-	Property payments on the Farim Project, related in-country expenses in Guinea-Bissau, and for additional working capital	None
March 18, 2014 ¹	\$2,000,000	-	-	Repaying existing convertible debentures in the aggregate principal amount of \$500,000 that were maturing on March 31, 2014 and for expenses and development of the Farim Project, funding litigation as against	None

GB MINERALS LTD.

Management's Discussion and Analysis
 For the Three Months Ended September 30, 2015

				GBMMEC and for additional working capital	
August 29, 2014	\$10,227,596	136,367,945	-	Expenses and development of the Farim Project, to meet the Company's financial obligations, including repayment of existing convertible debentures and promissory notes and operations commitments, to fund litigation against GBMMEC and for additional working capital	None
December 10, 2014	\$3,000,000	40,000,000	-	Expenses and development of the Farim Project, to meet the Company's financial obligations and operations commitments, to fund litigation against GBMMEC and for additional working capital	None
July 16, 2015 ²	\$1,000,000	-	-	Expenses and development of the Farim Project, to meet the Company's financial obligations and operations commitments, to fund litigation against GBMMEC and for additional working capital	None
October 23, 2015	\$3,972,100	79,442,000	-	Expenses and development of the Farim Project, to meet the Company's financial obligations and operations commitments, to fund litigation against GBMMEC and for additional working capital	None

¹ Convertible debentures; and

² Convertible note payable

RELATED PARTY BALANCES AND TRANSACTIONS

For the period ended September 30, 2015, the Company paid or accrued management and consulting fees of \$39,000 (September 30, 2014 - \$39,000), of which \$Nil (September 30, 2014 - \$13,000) was non-cash share-based payments, to Monmouth Ltd., a company controlled by Owen Ryan, a director of the Company; \$115,500 (September 30, 2014 - \$115,500) to Aluso Capital Limited, a company controlled by Luis da Silva, an officer and director of the Company; \$Nil (September 30, 2014 - \$28,544) to a former officer of the Company of which \$Nil (September 30, 2014 - \$8,563) was included in the capitalization of exploration expenditures; \$38,000 (September 30, 2014 - \$46,000), of which \$Nil (September 30, 2014 -

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

\$8,000) was non-cash share-based payments, to Artisan Consulting Ltd, a company controlled by Angel Law, an officer of the Company; and \$32,028 (September 30, 2014 - \$Nil) to De Jong Capital LLC, a company controlled by Brent de Jong, a director of the Company.

For the period ended September 30, 2015, the Company incurred director fees of \$35,000 (September 30, 2014 - \$33,000) to the directors of the Company: Brent de Jong, Kirill Zimin, Robert Edwards, and Walter Davidson.

For the period ended September 30, 2015, \$Nil (September 30, 2014 - \$25,790) of stock options were vested. These stock options are non-cash stock-based compensation issued to directors, officers, and companies related by virtue of directors and officers in common.

For the period ended September 30, 2015, the Company had share-based payments in an aggregate amount of \$Nil (September 30, 2014 - \$489,761) to settle outstanding debt owed to related parties by virtue of them being directors, officers and existing shareholders, Aterra Investments and Alpha, in connection with consulting and advisory services previously provided to the Company and to current directors of the Company for their outstanding directors' fees.

For the period ended September 30, 2015, the Company expensed interest of \$Nil (September 30, 2014 - \$73,489) on convertible debentures, and \$Nil (September 30, 2014 - \$68,630) on notes payable as in note 6 of the Q1 Financial Statements, to Aterra Investments.

For the period ended September 30, 2015, the Company expenses interest of \$150,357 (September 30, 2014 - \$Nil) on notes payable described in note 5 of the Q1 Financial Statements, to Aterra Resources, and of which \$26,713 represented the amortization of the convertible notes described in note 5, and \$123,643 was included in accounts payable and accrued liabilities as at September 30, 2015. As at September 30, 2015, the Company has notes payable in the principal amount of \$4,050,000 (June 30, 2015 - \$3,050,000) outstanding to Aterra Resources, and of which \$1,650,000 Aterra Resources has the rights to demand as at September 30, 2015 (refer to note 5 of the Q1 Financial Statements).

For the period ended September 30, 2015, the Company expensed interest of \$Nil (September 30, 2014 - \$34,941) on convertible debentures, and \$58,603 (September 30, 2014 - \$6,883) on note payable described in note 5 of the Q1 Financial Statements, to Alpha, and of which \$58,603 was included in accounts payable and accrued liabilities as at September 30, 2015. As at September 30, 2015, the Company has notes payable in the principal amount of \$1,550,000 (June 30, 2015 - \$1,550,000) outstanding to Alpha, and of which \$850,000 Alpha has the rights to demand as at September 30, 2015 (refer to note 5 of the Q1 Financial Statements).

On July 16, 2015, the Company issued a note payable for a total aggregate amount of \$1,000,000 to Aterra Resources in exchange for the July 2015 Aterra Resources Promissory Note. The principal amount is due on demand provided that no such demand may be made until the earlier of (i) January 31, 2017 and (ii) the occurrence of an event of default. In accordance with the provisions of the July 2015 Aterra Resources Promissory Note, the principal amount bears interest at the rate of 4% per annum and interest is payable quarterly in arrears on the first day of each January, April, July, and October (beginning on October 1, 2015). The July 2015 Aterra Resources Promissory Note may be repaid in Common Shares or in cash through other financings, at the option of the Company or Aterra Resources, to convert at \$0.075 per Common Share in the first year of the convertible note, and at \$0.10 per Common Share thereafter. Any Common Shares that may be issued pursuant to the terms of the promissory notes would be subject to a hold period expiring on November 16, 2015.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

Subsequent Events

On October 27, 2015, the Company announced that it closed on October 23, 2015 a non-brokered private placement of 79,442,000 Common Shares at a price of \$0.05 per share and raised aggregate gross proceeds of \$3,972,100. The Common Shares were purchased by various existing shareholders and related parties of the existing shareholders of the Company. The Common Shares are subject to a four-month hold period from the date of issuance. Aterra Resources and Zaff each purchased 26,788,000 Common Shares. Other existing shareholders of the Company purchased 25,866,000 Common Shares. The Company paid finder's fee of \$64,665 in relation to the private placement. As a result of this transaction completed on October 23, 2015, Aterra Investments and Aterra Resources (together, "Aterra"), owned an aggregate of 49.17% of the issued and outstanding Common Shares; and Zaff owned an aggregate of 26.08%¹ of the issued and outstanding Common Shares. As at November 25, 2015, Aterra owned an aggregate of 49.17% of the issued and outstanding Common Shares; and Zaff owned an aggregate of 26.08%¹ of the issued and outstanding Common Shares.

¹The 26.08% of the issued and outstanding Common Shares of the Company owned by Zaff included the 59,874,312 Common Shares of the Company which were previously owned by Alpha as at September 30, 2015, and were re-registered under Zaff on October 13, 2015.

FINANCIAL INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, funds held in trust, other receivable, accounts payable and accrued liabilities, notes payable, convertible notes payable, and debt payable. The carrying values of these financial instruments approximate their fair values due to their relatively short periods to maturity.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. Note 13 of the Q1 Financial Statements presents information about the Company's exposure to each of the aforementioned risks and the Company's objectives, policies and processes for measuring and managing these risks.

CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGEMENTS

The Company's significant accounting policies, estimates and judgements are described in note 2 of the audited annual consolidated financial statements for the year ended June 30, 2015.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

For the period ended September 30, 2015 and the comparative period ended September 30, 2014, the Company incurred the following costs and expenses:

GB MINERALS LTD.

Management's Discussion and Analysis
 For the Three Months Ended September 30, 2015

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014
Capitalized exploration expenditures:		
Amortization	\$ 4,633	\$ 6,556
Asset Retirement Obligations	6,428	725
Drilling and exploration	97,723	46,289
Environmental	432,951	-
Feasibility	804,662	-
Foreign exchange adjustments	94,998	(30,435)
Freight and transportation	4,353	-
Geological consulting	-	138,326
Licence and permits	129,534	268,374
Overheads	1,838	8,563
Salaries	72,207	29,726
Travel	9,815	-
	\$ 1,659,142	\$ 468,124
General and administrative expenses:		
Fuel	\$ 14,029	\$ 13,050
Insurance	8,268	9,096
Other operations	35,034	25,137
Rent	37,636	36,970
Repair and Maintenance	18,574	6,659
Security	16,745	16,587
	\$ 130,286	\$ 107,499
Management and consulting fees:		
Administrative	\$ 20,155	\$ 31,302
Financial	6,512	8,095
Management	192,500	220,481
Project operations	131,605	69,334
	\$ 350,772	\$ 329,212
Professional fees (audit and legal):		
Audit	\$ -	\$ 1,323
Legal - Corporate	143,841	93,359
Legal - Litigation	611,939	169,593
	\$ 755,780	\$ 264,275

OUTSTANDING SHARE DATA

The Company has an unlimited number of Common Shares authorized for issuance without par value.

As at September 30, 2015, there were 252,820,516 Common Shares and 15,034,500 incentive stock options issued and outstanding. The Company had 13,333,333 convertible units relating to the

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

convertible note and no warrants outstanding as at September 30, 2015. The fully diluted number of Common Shares as at September 30, 2015 was 281,188,349.

As at November 25, 2015, there were 332,262,516 Common Shares and 15,034,500 incentive stock options issued and outstanding. The Company had 13,333,333 convertible units relating to the convertible notes and no warrants outstanding as at November 25, 2015. The fully diluted number of Common Shares as at November 25, 2015 was 360,630,349.

RISKS AND UNCERTAINTIES

The Company's securities should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the Company's Canadian regulatory filings prior to making an investment in the Company.

General

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which, though present, are insufficient in quantity and/or quality to return a profit from production.

The Company is in the resource sector and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same industry. Some of the current risks include the following:

- (a) The Company has no history of earnings and will not generate earnings until production commences.
- (b) Any future equity financings by the Company for the purposes of raising additional capital may result in substantial dilution to the holdings of existing shareholders;
- (c) There can be no assurance that an active and liquid market for the Common Shares will develop and investors may find it difficult to resell their Common Shares;
- (d) The directors and officers of the Company will devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses, and as such, conflicts of interest may arise from time to time.

The Company's Business is subject to Exploration and Development Risks

The Company's mineral property is in the exploration and development stage although reserves are disclosed in the 2015 Feasibility Study filed on SEDAR. At this stage, favourable results, estimates and studies are subject to a number of risks, including, but not limited to:

- the difficulties inherent in scaling up operations and achieving expected metallurgical recoveries;
- the possibility of cost estimates increasing in the future; and
- the possibility of difficulties procuring needed supplies of electrical power and water.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

Estimates of reserves, resources and production costs can also be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The long-term profitability of the Company's operations will be related to the cost and success of its exploration programs, which may be affected by a number of factors beyond the Company's control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as fire, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material adverse effect on the Company's financial position.

The Company will continue to rely upon consultants and others for exploration and development expertise. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the costs of operations, fluctuations in markets, allowable production, importing and exporting of minerals and environmental protection.

In addition, the mineral resource and mineral reserve figures referred to in this MD&A are estimates and no assurances can be given that the indicated levels of minerals will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Company believes that the mineral resource and mineral reserve estimates in respect of its Farim Project are well established, by their nature mineral resource and mineral reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such mineral resource and mineral reserve estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Financing Risks

Although the Company was able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

Liquidity Risks and Going Concern

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due. Although the Company takes steps at its best efforts to ensure that it has sufficient working capital and available sources of financing to meet future cash requirements for capital programs, there is no assurance that any steps taken by the Company will be successful in this regard, and there is risk that unforeseen circumstances and expenditures will limit the time period for which cash will be available. The Company is in continuous fundraising mode. The Company will issue equity at its best effort to ensure it has sufficient access to cash to meet current and foreseeable financial requirements. Although the Company was able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and evaluation of its projects with the possible loss of such properties.

The Company currently does not have sufficient cash on hand to continue with its exploration and development programs for the immediate future and its immediate and long term continuance is dependent on obtaining sufficient external financing (predominantly through the issuance of equity and/or debt) to realize the recoverability of its investment in its mineral rights which is dependent upon the existence of economically recoverable reserves and upon future profitable production. Although the Company was able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future or that the terms of such financing will be favourable; and Company's failure to raise further financing would limit its ability of the Company to advance its business plan and carry on current activities. As at September 30, 2015, the Company had a negative working capital of \$22,173,909 (June 30, 2015 - \$20,799,915), and net loss of \$2,332,469 for the period ended September 30, 2015 (September 30, 2014 - \$1,598,508). The material uncertainty surrounding the raising of additional financing casts significant doubt about the Company's ability to continue as a going concern. As at the balance sheet date of September 30, 2015, the Company has not received any revenue from mining operations. Accordingly, the Q1 Financial Statements do not reflect adjustments to the carrying value of assets, liabilities, the reported expenses and balance sheet classifications used that might be necessary if the going concern assumption were not appropriate.

Additionally, the Company is currently engaged in litigation with GBMMEC related to unpaid invoices as well as the Company's debt payable. If the Company is unable to resolve this dispute favourably or obtain favourable decision from the courts, it may have material adverse impact on its financial condition, cash flow and results of operations. The Company has withheld payment of the first six quarterly principal instalments due to GBMMEC under the Settlement Deed on the grounds that, pursuant to GBM Holdings' defense and counterclaim to the claim introduced by GBMMEC against it, the Company's position is that GBM Holdings is not liable for further payments to GBMMEC under the GBMMEC Services Agreement. In September 2015, GBM Holdings has made an application to the courts to amend its defense and counterclaim to reflect information and findings uncovered in the discovery stage of the proceeding. As a result of withholding payment, as at September 30, 2015, the Company is in default of the first six quarterly principal instalments in the aggregate amount of \$7,591,500 (£3,750,000) of its debt payable. Should the Company's above-noted position not be accepted, if the debtor exercises its rights under the Settlement Deed, the Company may be forced to liquidate its assets including mineral rights in order to repay the debt if, at that date, it lacks sufficient funds to satisfy this liability (refer to note 6 and note 8a of Q1 Financial Statements for further discussion of the agreement and ongoing litigation).

Political Risk

The Company's mineral property, which it holds through its wholly-owned subsidiary, GBM AG, is located in Guinea-Bissau, West Africa, and is subject to changes in political conditions and regulations in

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

that country. In the past, Guinea-Bissau has been subject to political instability, changes and uncertainties, which may cause changes to existing governmental regulations affecting mineral exploration and mining activities. GBM AG's activities are subject to extensive laws and regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

Guinea-Bissau regulators have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. GBM AG's mineral exploration and mining activities in Guinea-Bissau may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to GBM AG's activities or maintaining its licenses. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

A number of other approvals, licenses and permits may be required for various aspects of mine development. While the Company will use its best efforts to ensure title to the licenses and access to surface rights continue into the future, these titles or rights may be disputed, which could result in costly litigation or disruption of operations. The Company and GBM AG are uncertain if all necessary permits will be maintained on acceptable terms or in a timely manner. Future changes in applicable laws and regulation or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration and development activities on the Farim Project. Any failure to comply with applicable laws and regulations or failure to obtain or maintain permits, even if inadvertent, could result in the interruption of exploration and development operations or material fines, penalties or other liabilities.

No Assurance to Title

The Company, through GBM AG, has represented that it has valid title to its properties with the Government of Guinea-Bissau, and the Company has obtained a formal opinion on title to the property. However, it remains possible that the property may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

Litigation

The Company is currently engaged in litigation against GBMMEC, in relation to which it is incurring legal fees. If the Company is unable to resolve the dispute favourably or obtain a favourable decision from the courts, it may have a material adverse impact on its financial condition, cash flow and results of operations.

Fluctuating Price and Currency

The Company raises its equity primarily in Canadian Dollars and will conduct its principal business and operation activities in and proposes to maintain certain accounts in Canadian Dollars, United States Dollars British Pounds, Euros, Swiss Francs, and Central African Francs. GBM AG's operations in Guinea-Bissau make it subject to foreign currency fluctuation and such fluctuations may adversely affect the Company's financial position and operating results.

Competition

The mineral industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and service providers. In addition, there is no assurance that a ready market will exist for the sale of commercial quantities of phosphate. Factors beyond the control of the Company may affect the marketability of any substances discovered. These factors include market regulations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to 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 combinations of these factors may result in the Company not receiving adequate return on invested capital or losing its investment capital.

Environmental Risk

Environmental legislation on a global basis is evolving in a manner that will ensure stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessment of proposed development and a higher level of responsibility for companies and their officers, directors and employees. There is no assurance that future changes to environmental legislation in West Africa will not adversely affect the Company's operations. Environmental risks may exist on properties in which the Company holds interests which are unknown at present and which have been caused by previous or existing owners or operators. Furthermore, future compliance with environmental reclamation, closure and other requirements may involve significant costs and other liabilities.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

OUTLOOK

The Company continues to try to recover a significant amount of value added tax it was incorrectly charged under the GBMMEC Services Agreement.

In December 2014, the environmental baseline studies and the ESIA for the project site required to advance the Farim Project were submitted to the MNR. Completion of the ESIA and its submission to the MNR was an important milestone towards delivering and evolving the Company with tangible results. Since the submission of the ESIA for the mine, further work was commissioned for the road and port areas, and to account for any modifications to the original mine plan. In September 2015, the additional work on the 2015 ESIA for the mine, road, and port area was completed to Equator Principles and World Bank standards including IFC performance standards 1-8 2012.

A significant milestone has been achieved on September 14, 2015, in which the Company announced the completion of 2015 Feasibility Study. The 2015 Feasibility Study confirms the Company's belief that the Farim phosphate mine is a compelling project and the detailed study will better unlock its full potential whilst creating a new mining industry in Guinea-Bissau with its first commercial mine. This technically simple project will be accelerated to production within 19 months of commencing detailed engineering and should create 770 direct jobs at its peak.

Following the delivery of the positive feasibility study in September 2015, the second half of calendar year 2015 was marked by an equity fundraising from our key shareholders approximately of \$4 million which formed a first step in strengthening the balance sheet and propelling the Company forward towards the next phase of development. The proceeds of this round of fundraising are being used towards meeting the Company's financial obligations, working capital and continuing the development of the Farim Project by initiating some pre-EPCM works and moving the Farim Project closer to the production stage.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

The advantages to this world class asset will be numerous; to name a few such as high quality resources with expansion potential, ability to produce a superior quality product, low capital intensity, and lowest quartile operating costs well positioned for the Atlantic Basin and Africa and beyond with its low cost base. This asset will be resilient and generate free cash flow under low phosphate rock prices. In creating a new industry in the country, the Company will also be a significant contributor to Guinea-Bissau's gross domestic product generated by royalties and taxes. The local communities will be transformed by the mine's development.

The Company is progressing discussions for off-take agreements in its chosen markets as well as debt financing that will de-risk the project even further. Management looks forward to updating stakeholders in the near future.

The key objectives of the Company are focused on maximizing shareholder value on a number of fronts:

- Continue strengthening the balance sheet;
- Hold discussions with partners to offset investment risk;
- Broaden off-take partner discussions that may lead to advanced capital for development of the Farim Project;
- Work with the Government of Guinea-Bissau to finalise a definitive mining agreement with a satisfactory fiscal regime; and
- Submission of a fully translated 2015 Feasibility Study and 2015 ESIA to the Government of Guinea Bissau

DISCLOSURE CONTROLS AND INTERNAL CONTROLS ON FINANCIAL REPORTING

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the Q1 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 Q1 Financial Statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

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**"), this Venture Issuer Basic Certificate 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 this 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 accounting policies.

GB MINERALS LTD.

Management's Discussion and Analysis
For the Three Months Ended September 30, 2015

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 this 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.

QUALIFIED PERSON

Dan Markovic, P.Eng. of Lycopodium, a Qualified Person in the meaning of National Instrument 43-101, is one of the Qualified Persons responsible for the Company's most recent technical report dated September 14, 2015, and has read and approved the relevant technical information contained in this MD&A. Mr. Markovic is independent from the Company.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain information contained in this MD&A relating to the Company is forward-looking information that may relate to future events or the Company's future performance. All information other than information of historical fact is forward-looking information. The use of any of the words "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "should", "believe", "predict" and "potential" and similar expressions are intended to identify forward-looking information. This information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. No assurance can be given that this information will prove to be correct and such forward-looking information should not be unduly relied upon. Furthermore, this information speaks only as of the date of this MD&A.

The forward-looking statements in this MD&A include, among other things, statements or information relating to: the Farim Project (including the quantity and quality of mineral resource and mineral reserve estimates), the potential to upgrade inferred mineral resources, the ability of the Company to develop the Farim Project into a commercially viable mine and the proposed new plans relating thereto regarding operations and mine design, estimates relating to tonnage, grades, recovery rates, future phosphate production, future cash flows, life of mine estimates, expectations regarding production, estimates of capital and operating costs, estimates of revenues and pay-back periods, estimates of net present values and internal rates of return, expectations regarding operating parameters, construction activities, transportation methods, expectations regarding the potential environmental and socio-economic impacts of the Farim Project, expectation that all licences/permits will be able to be obtained, when required as well as the other forecasts, estimates and expectations relating to the Farim Project included in this MD&A, the future market price of commodities, strategic plans, production targets, timetables, the continued listing of the Common Shares on the TSXV, financing plans and alternatives, anticipated sources of funding, and targets, goals, objectives and plans associated therewith.

With respect to forward-looking information contained in this MD&A, assumptions have been made regarding, among other things: general business, economic and mining industry conditions; interest rates and foreign exchange rates; mineral resource and mineral reserve estimates; geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral resources and mineral reserves) and cost estimates on which the mineral resource and mineral reserve estimates are based; the parameters and assumptions employed in the 2015 Feasibility Study, (including but not limited to, those relating to construction, future mining and operating costs, processing and recovery rates, net present values and internal rates of return, timing for the commencement of production, tax and royalty rates,

GB MINERALS LTD.

Management's Discussion and Analysis

For the Three Months Ended September 30, 2015

future phosphate prices, metallurgical rates, pit design, operations and management, grades and the base case analysis); the supply and demand for commodities and the level and volatility of the prices of phosphate; market competition; the ability of the Company to raise sufficient funds from capital markets and/or debt to meet its future obligations and planned activities; the business of the Company; the political environments and legal and regulatory frameworks in Guinea-Bissau with respect to, among other things, the ability of the Company to obtain, maintain, renew and/or extend required permits, licences, authorizations and/or approvals from the appropriate regulatory authorities and the ability of the Company to continue to obtain qualified staff and equipment in a timely and cost-efficient manner to meet its demand. Assumptions used in the preparation of such information, although considered reasonable by the Company at the time of preparation, may prove to be incorrect. Actual results could differ materially from those anticipated in the forward-looking information contained in this MD&A as a result of the risk factors, including: risks normally associated with exploration and development of mineral properties; the inability of the Company to obtain required financing when needed and/or on acceptable terms or at all; political risks; risks related to the Company's title to its mineral properties; risks related to the litigation against GBMMEC; changes in exchange rates and commodity prices; competitive conditions in the mineral exploration and mining industry; risks related to environmental regulations; and future unforeseen liabilities and other factors.

Disclosure herein of exploration information and of mineral resources and mineral reserves is derived from the 2015 Feasibility Study. Information relating to "mineral resources" and "mineral reserves" is deemed to be forward-looking information as it involves the implied assessment based on certain estimates and assumptions that the mineral resources and mineral reserves can be profitable in the future. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. By their nature, mineral resource and mineral reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Accordingly, readers should not place undue reliance on forward-looking information. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration. The forward-looking information included in this MD&A is expressly qualified by this cautionary statement and is made as of the date of this MD&A. The Company does not undertake any obligation to publicly update or revise any forward-looking information except as required by applicable securities laws.