MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR SIX MONTHS ENDED APRIL 30, 2017
EXPRESSED IN CANADIAN DOLLARS
DATED : JUNE 29, 2017

INTRODUCTION

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Great Lakes Graphite Inc. ("Great Lakes", or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the six months ended April 30, 2017. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual financial statements of the Company for the year ended October 31, 2016 as well as the unaudited interim financial statements for the six months ended April 30, 2017, together with the notes thereto. Results are reported in United States dollars, unless otherwise noted. Information contained herein is presented as at June 29, 2017 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 the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if 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.

OVERVIEW

Great Lakes Graphite is an industrial minerals processing company working to supply customers with innovative, high quality value-added carbon products.

There is no significant graphite production in North America now. As pricing and demand continue to rise, Great Lakes Graphite is one of the first new domestic suppliers to a growing regional customer base. We continually work to ensure our products are of the very best quality and consistency, accompanied with outstanding customer service.

Our goals include the following:

- Establish the Great Lakes Graphite brand in the upgraded graphite products market with North American customers.

- Create a competitive and disruptive advantage by leveraging existing assets.

- Fast path to revenue and cash flow by initiating commercial operations to micronize and upgrade graphite, enabled by supply agreements with current graphite producers.

On May 3, 2017, Great Lakes Graphite and Northfil Resources Mutually Terminated the Matheson Ontario Facility Use Agreement ("FUA")

Both companies signed a mutual agreement to conclude all contractual arrangements stated in the Facilities Use Agreement for the use and operation of the Matheson Micronization Facility, located in Matheson, Ontario. The Agreement, originally signed in May 2015, allowed GLK to refurbish and repurpose sections of the Matheson Facility, owned by Northfil with the intent of micronizing graphite concentrate. Northfil advised Great Lakes Graphite management in early 2017 that they may not be able to re-finance the Matheson facility and therefore may lose control of the plant. After careful consideration and extensive discussions with representatives of Northfil Resources Limited, the Companies agreed to immediately conclude operations at the Matheson Facility and alternatively, will focus on ramping up production operations at partner locations in the US.

Shamokin Carbons is a leading global manufacturer of carbon and graphite products for many major industries including steel, glass, aerospace and semiconductors and is ISO 9001

Great Lakes Graphite and Shamokin Carbons are working together in the following areas:

- Development, manufacturing, sales and distribution of high purity micronized synthetic and micronized natural flake graphite products.
- Developing a production schedule to accommodate a ramp-up in the manufacture of micronized flake graphite at Shamokin's existing production operations.
- Collaborating with Great Lakes Graphite and Ashland Advanced Materials to prepare for high volume manufacture of ultra high purity micronized flake graphite material for use in battery anode market.

Great Lakes Graphite and Shamokin Carbons have executed a Memorandum of Understanding to define a partnership arrangement and a path for the two companies to move towards a more structured collaborative effort. The companies first began working together in 2016 on synthetic graphite product development, product qualifications and sales. Those joint efforts resulted in the sale of 400 tons of synthetic graphite in 2016.

Other Corporate Activities

On January 19th, 2015 the Company announced that it is now listed for trading on the Frankfurt Stock Exchange, under the symbol "8GL". The Frankfurt Exchange is considered to be the world's third largest stock exchange, after the NASDAQ and the NYSE.

OVERALL PERFORMANCE

Great Lakes Resource Calculation

The Company announced the completion of its inaugural Mineral Resource Estimate for its 100% owned Lochaber Graphite Project near Buckingham, Québec. On June 17th 2015 SRK Consulting (Canada) Inc ("SRK") was hired by the Company to prepare the mineral resource estimate. GLK believes this study concludes the first step in firmly establishing the viability of the

deposit and management is now working with SRK, the Québec Government and the landowners to advance the project.

The Company reported an Inferred Resource of 4,091,000 tonnes at 4.01% Cg using a cut-off grade of 2.45% Cg.

The Company believes that the work completed by SRK demonstrates that the Lochaber deposit is consistent with the Company's model, which calls for a quarry style, shallow pit mining operation using a modular, scalable plant processing mineralized feedstock to produce a graphite concentrate. Permitting for low tonnage, quarry style operations is a less complex process than what is required for a full mining permit, due to the small environmental footprint and impact.

Table 1: Mineral Resource Statement*, Lochaber Graphitic Carbon Project, Québec, SRK Consulting (Canada) Inc., June 3 2015.

Resource Category	**Quantity ('000 t)**	**Grade Graphitic C%**	**Contained Graphitic C ('000 t)**	**(Millions lbs)**
Inferred **	4,090	4.01	160	362

* Mineral resources are not mineral reserves and have not demonstrated economic viability. There is no guarantee that all or any part of the mineral resource will be converted into a mineral reserve. All figures are rounded to reflect the relative accuracy of the estimate. Composites have been capped where appropriate.

** Open pit mineral resources are reported at a cut-off grade of 2.45 percent graphitic carbon within a conceptual pit shell.

The mineral resource estimate was prepared by Sébastien Bernier, PGeo of SRK — an independent Qualified Person under National Instrument 43-101 ("NI 43-101"), using the most current Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Standards on Mineral Resources and Reserves, Definitions and Guidelines.

Matheson Micronization Facility Use Agreement

Pursuant to the agreement in principle announced on February 26th, 2015 between Great Lakes and Northfil Resources Limited ("Northfil"), the parties have since successfully concluded the negotiation process on March 12, 2015 and entered into a Facilities Use Agreement for the Matheson Micronization Facility. The agreement specifies an initial five year term, with an option to extend the agreement for an additional five years.

On May 3, 2017, the Company announced a mutual agreement with Northfil Resources Limited to conclude all contractual arrangements stated in the Facilities Use Agreement for the use and operation of the Matheson Micronization Facility. As a result of this agreement, the Company concluded operations at the Matheson Facility, resulting in a write-down of leasehold improvements of $798,564, consisting of $1,206,374 in leasehold improvements costs, less a write-down of a deferred rent liability associated with the facility of $407,810.

PRO Partnership

The Company announced on June 12, 2015 it has formed a technology partnership with Process Research ORTECH of Mississauga, Ontario to commercialize its graphite purification process. PRO recently filed a Notice of Invention to protect the intellectual property that underpins the

proprietary process of purifying flake graphite to 99.9%. The partnership agreement calls for Great Lakes Graphite and PRO to complete development work on the purification process, with a view towards high technology commercial applications.

The main objective of the partnership is to develop a purification process to achieve a graphite product of +99% purity. The proposed development program will consist of the following:

A. Chemical analysis and determination of impurities present

B. Physical beneficiation tests involving a combination of flotation and comminution to remove any gangue material adhered to the graphite flake and produce a high grade graphite concentrate.

C. Chemical leaching with PRO's proprietary purification process to remove residual metal and oxide impurities to produce a high purity (+99%) graphite product.

D. Chemical analysis and particle size analysis at selected points in the purification program

Beneficiation of graphite concentrate to a 99%-plus purity level is a requirement for use in lithium-ion batteries and for other high technology applications. For example, semiconductor technology demands constant innovation and ultra-high-purity materials from suppliers. Products made from high-purity fine-grain graphite meet these requirements. Development of materials for wafer production processes and coatings enhance the purity of the next semiconductor generation, while extending the service life of materials at the same time.

Process Research ORTECH Inc was formed in January 1999 to take over the Process Technologies division of ORTECH Corporation (Formerly Ontario Research Foundation) under the privatization scheme of the Ontario Government. The mandate of this company is to continue the research and development work carried on by this division of ORTECH Corporation for the past 70 years, and to explore innovative solutions in this area to better serve the needs of Canadian industries as well as international companies.

Exploration Activities

The company announced on January 22, 2015, the completion of its winter drill program at the Lochaber Graphite Project, located close to strong infrastructure in SW Québec.

The drill program, which commenced in early December, was completed on schedule and on budget. Eight drill holes were completed for a total of 1,200 metres. The information collected from this program will be used to verify data from past drilling programs and it was also used for the NI 43-101 Resource Calculation compiled by SRK Consulting on the Company's 100% owned Lochaber Graphite Deposit, dated July 31, 2015.

Financing and Corporate

Private Placement and Financings

Convertible Debenture #1

On June 25, 2015, the Company entered into an agreement with F2 Capital of Lincoln, Massachusetts to, amongst other things provide project funding for the recommissioning of the

Matheson Graphite Micronization Facility. The financing has been structured as a debenture ("Note 1") that provides the Company with debt financing of $750,000.

The terms of Note 1 with F2 Capital are: an interest rate of 8.5% per annum, for a term of four years; a 4% Gross Overriding Royalty on the first 30,000 tons produced from the micronization plant; the option of either the Company or the lender to convert the principal amount under Note 1 into common shares of GLK at a conversion price of $0.10. In addition, the lender was issued 1,875,000 warrants, with each warrant exercisable into a common share of the Company at an exercise price of $0.10 per share for a period of four years.

As at April 30, 2017, the Gross Overriding Royalty was assigned a fair value of $nil (October 31, 2016 - $nil), given the inherent uncertainty of achieving commercial production.

As the debenture was considered to be an equity instrument, the face value of $750,000, less costs of $11,752 and $137,813 allocated to warrants, has been allocated to the conversion option and is included in shareholders' equity in the Company's statement of financial position.

In connection with this financing, 1,875,000 warrants, issued under the terms of the agreement were assigned an aggregate fair value of $137,813 using the Black-Scholes valuation model with the following assumptions: share price $0.08 dividend yield 0%, expected volatility 178.78%, risk-free rate of return 0.68% and expected life of 4 years.

Convertible Debenture #2

On October 20, 2015, the Company closed a convertible debenture financing to, amongst other things, provide project funding for the recommissioning of the Matheson Graphite Micronization Facility. The financing raised gross proceeds of $933,631, of which $146,461 was held in trust by the Company's legal counsel. Subsequent to October 31, 2015, the funds in trust were transferred to the Company's main operating bank account.

The convertible debentures have the following terms: maturity date of September 15, 2019; an interest rate of 8.5% per annum, which will be accrued and become payable on maturity of the Note 2; 4% Gross Overriding Royalty on the first $90,000,000 in revenues produced from the Matheson Micronization Facility; and, the option of the lenders to convert the principal amount under Note 2 into common shares of GLK at a conversion price of $0.10. In addition, the convertible debenture holders have been issued a total of 2,334,078 warrants with each warrant exercisable into a common share of the Company at an exercise price of $0.10 per share until September 15, 2019.

In addition the Company incurred costs of issue of $10,775 and issued 70,000 finder's warrants, with each warrant exercisable into a common share of the Company at an exercise price of $0.10 per share for a period of two years.

As at April 30, 2017, the Gross Overriding Royalty was assigned a fair value of $nil (October 31, 2016 - $nil), given the inherent uncertainty of achieving commercial production.

NOHFC Loan Facility

On December 31, 2016, the Company received approval for financial assistance from the Northern Ontario Heritage Fund Corporation ("NOHFC") for an aggregate of $412,360 provided by way of:

a) a term loan of $288,652; and
b) a conditional contribution in an amount not to exceed $123,708

The total amount of the financial assistance may not exceed 50% of the actual eligible project costs related to the refurbishment of the Company's Matheson facility.

A General Security Agreement, ranking in first priority with respect to prior encumbrances has been provided in favour of the NOHFC on all property, except consumer goods.

The term loan is pre-payable in whole or in part at any time, bearing interest at a rate of 3.7% per annum. The Company is required to make interest-only monthly payments on the outstanding principal balance of the loan until such time as the loan is fully drawn down, after which the Company is required to make 108 consecutive monthly blended payments of $3,146. The final funding under the terms of the agreement occurred on February 15, 2017. The loan facility has been discounted over the term of the loan at a market rate of 32%.

On May 15, 2017, the Company received a notice of default from the NOHFC, as a result of the agreement to conclude operations at its Matheson Micronizatrion facility. Accordingly, the Company has recognized the full amount of the term loan and the conditional amount, totalling $405,563 on its condensed statement of financial position as a current liability. The Company is currently negotiating repayment of this obligation with the NOHFC.

Private Placements

On November 24, 2016, the Company closed a non-brokered private placement consisting of 5,882,352 Flow-through shares at a price of $0.085 per share, for gross proceeds of $500,000. A finder's fee of $40,000, equal to a cash commission of 8% of the aggregate gross proceeds from the Shares sold was paid to the finder, in addition to 470,588 finder's warrants (the "Finder's Warrants"). The Finder was also paid a $5,000 settlement fee. Each Finder's Warrant will entitle the holder to purchase one additional Great Lakes common share at a price of $0.085 for a period of twenty-four (24) months after the closing of the Offering. All securities issued by the Offering were subject to a hold period of four months plus one day.

The 470,588 finder's warrants were ascribed a fair value of $14,918 using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%; expected volatility from 118.50%; a risk-free interest rate of 0.68% and an expected life of 2 years.

On November 24, 2016, the Company closed the non-brokered private placement consisting of an offering of 5,882,352 Flow-through shares at a price of $0.085 per share, for gross proceeds of $500,000. A finder's fee of $40,000, equal to a cash commission of 8% of the aggregate gross proceeds from the Shares sold was paid to the finder, in addition to 470,588 finder's warrants (the "Finder's Warrants"). The Finder was also paid a $5,000 settlement fee. Each Finder's Warrant will entitle the holder to purchase one additional Great Lakes common share at a price of $0.085 for a period of twenty-four (24) months after the closing of the Offering. All securities issued by the Offering are subject to a hold period of four months plus one day.

On June 24, 2016, the Company completed a private placement, issuing 8,419,333 flow-through shares at a price of $0.075 per flow-through unit ("Flow-through share") for gross proceeds of $631,450. Also on June 24, 2016, the Company completed two additional tranches of this private placement, issuing an aggregate of 4,505,000 non flow-through common shares and 3,160,000 non flow-through units ("Non Flow-through unit"). Each Non Flow-through unit consists of one common share and one common share purchase warrant (the "Warrant"); each Warrant entitles the holder to purchase one additional common share at a price of $0.10 for a period of 24 months after closing. Aggregate gross proceeds raised in connection with all three tranches of this financing was $1,168,000. As part of the financing, the Company recorded a flow-through premium of $42,097.

In connection with the private placement, the Company paid fees of $64,464 and issued 454,880 finders warrants, with 406,880 exercisable for a period of 36 months from closing at $0.075 per finder warrant, and 48,000 exercisable for a period of 24 months from closing at $0.10 per finder warrant.

On December 29, 2015, the Company completed a private placement, issuing 3,253,570 flow-through units at a price of $0.07 per flow-through unit ("Flow-through unit") for gross proceeds of $227,750. Each Flow-through unit consists of one flow-through eligible common share and one common share purchase warrant (the "FT Warrant"); each FT Warrant entitles the holder to purchase one additional common share at a price of $0.10 for a period of 24 months after closing.

In connection with the private placement, the Company paid fees of $18,220 and issued 260,826 finders warrants exercisable for a period of 24 months from closing at $0.10 per finder warrant. In connection with the private placement, the agents received a cash commission of $18,220, equal to 8% of the gross sales of Units and FT Units under the Offering and received 260,826 non-transferable broker warrants, a quantity equal to 8% of the gross proceeds raised in The Offering.

In November 2014, the Company completed a private placement and issued 7,750,000 flow through units at a price of $0.10 per unit for gross proceeds of $775,000. Each unit is composed of one flow-through common share of the Company and one common share purchase warrant. Each common share purchase warrant will entitle the holder to acquire one additional common share at an exercise price of $0.12 per share for a period of 24 months from the date of issuance.

In connection with the private placement, the Company paid a finder fee of $62,000 and issued 620,400 finders warrants with a fair value of $31,186. In addition, a work fee of $10,000 was paid with respect to the foregoing private placement.

Shares issued for Debt

On June 6, 2016, the Company issued 250,000 common shares ascribed a value of $15,000, and paid USD$35,000 (CDN$45,905) in facilitation fees in connection with an equity financing agreement with Global Corporate Finance LLC through which up to USD$4,000,000 is being made available to the Company over a two year period. The facility is intended to provide access to working capital to fund operations of the Company. Aggregate facilitation fees paid during the period of $63,405 have been recognized as financing fees in the Company's statement of operations. As of April 30, 2017, the Company had not drawn upon the underlying facility.

Financial Assistance and Grants

In September 2015 the Company was advised of a financial contribution of up to $30,000 from the National Research Council of Canada Industrial Research Assistance Program (NRC-IRAP) to help support graphite purification research and development at Process Research ORTECH, located in Mississauga, Ontario. During the six months ended April 30, 2016, the Company received $9,751, net of $6,000 grant issuance costs, of the proceeds associated with this financial contribution.

EXPLORATION PROPERTIES

Lochaber Graphite Property

On March 3, 2014, the Company executed a definitive purchase agreement with Rock Tech Lithium Inc. (“Rock Tech”; TSXV:RCK) to acquire the Lochaber graphite deposit (the “Lochaber

Graphite Property”), located in the prolific Buckingham Graphite region in Outaouais/Gatineau, Québec.

Two of the Rock Tech claim blocks are contiguous with the Company’s existing claims in the area, namely those in the Diamond and the Bell claim blocks.

Under the terms of the agreement, the Company is committed to pay Rock Tech a total of $300,000 in cash and issue a total of 15,000,000 common shares of the Company to Rock Tech or to whom it may direct at an agreed price per share of $0.09. Accordingly, the aggregate transaction value amounted to $1,650,000.

The payment terms, among other things, were amended on May 16, 2014, and further amended on September 22, 2014. Accordingly, in consideration for the interest, the Company is committed to the following:

a) 5,000,000 common shares (issued) and a cash payment of $100,000 (paid) upon execution of the amending agreement;

b) 5,000,000 common shares (issued; see note 7) and a cash payment of $200,000 (paid) upon completion a NI 43-101 resource estimate of the deposit; and

c) 5,000,000 common shares (issued) upon the earlier of a Preliminary Economic Assessment, Pre-Feasibility or Feasibility Study on the Lochaber Graphite Deposit on or before January 30, 2015

The Company incurred a cash success fee of $10,000 and issued 400,000 common shares with a fair value of $42,000 associated with the foregoing Lochaber property acquisition.

Rock Tech appointed one nominee to the Board of Directors of the Company.

In Quebec, mineral properties are subject to minimum assessment work expenditures.

Accordingly, the property is subject to minimum assessment work expenditures every two years of $44,400 ($1,200 per claim) in order to maintain the claims in good standing. The Company has fulfilled the foregoing requirement and; therefore, the claims are in good standing. The property is subject to a 3% net smelter royalty of which the Company may purchase up to 2% for $1,000,000 per 1%.

RESULTS OF OPERATIONS

As the Company is in the exploration phase and its properties are in the early stages of exploration, none of the Company’s properties are in production. Therefore, the Company’s net loss is not a meaningful indicator of its performance or potential.

The key performance driver for the Company is the acquisition and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Company increases its chances of finding and developing an economic deposit.

At this time, the Company is not anticipating profit from operations. To date, graphite sales have primarily been made at or below cost as the Company builds its customer network. Until such time as the Company is able to realize profits from the production and marketing of commodities from its graphite sales and mineral interests, the Company will report an annual deficit and will rely on its ability to obtain equity or debt financing to fund on-going operations.

Additional financing is required for both current and new exploration initiatives. Due to the inherent nature of the junior mineral exploration industry, the Company will have a continuous

need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities, as well as its share of obligations relating to mineral properties.

Exploration Operations

Three Months Ended April 30, 2017

	Balance, beginning of period	Acquisition	Exploration	Recoveries of tax credits and credit on duties	Impairment	Balance, End of period
Quebec						
Lochaber	$ 2,458,219	$ -	$ 1,200	$ -	$ -	$ 2,459,419

Three Months Ended April 30, 2016

	Balance, beginning of year	Acquisition	Exploration	Recoveries of tax credits and credit on duties	Impairment	Balance, end of year
Quebec						
Lochaber	$ 2,376,239	$ -	$ 38,980	$ -	$ -	$ 2,415,219

Results from exploration work are contained in press releases found on SEDAR at www.sedar.com as well as on the Company's website at www.greatlakesgraphite.com.

SUMMARY OF QUARTERLY RESULTS

	Second Quarter April 30, 2017	First Quarter Jan. 31, 2017	Fourth Quarter Oct. 31, 2016	Third Quarter July 31, 2016
Graphite Sales	$105,010	$144,851	$192,763	$33,759
Interest income	$0	$0	$0	$0
Net loss	$1,360,045	$616,336	$799,828	$622,684
Net loss per share (basic)	$0.01	$0.01	$0.01	$0.00

	Second Quarter April 30, 2016	First Quarter Jan. 31, 2016	Fourth Quarter Oct. 31, 2015	Third Quarter July. 31, 2015
Graphite Sales	$0	$0	$0	$0
Interest income	$0	$0	$0	$0
Net loss	$323,737	$873,816	$576,809	$1,238,406
Net loss per share (basic)	$0.00	$0.02	$0.01	$0.01

Three Months Ended April 30, 2017 vs Three Months Ended April 30, 2016

The Company incurred a net loss of $1,360,045 for the three months ended April 30, 2017, compared with $323,737 for the prior three months ended April 30, 2016. The variance over the comparative period is primarily driven by $60,853 in stock-based compensation charges recognized in the current quarter, compared with $nil expensed during the comparative quarter ended April 30, 2016. Management consulting increased to $197,839 from $153,514 with the variance driven primarily by a period over period increase in the number of 3rd party consultants utilized. During the threex months ended April 30, 2017, the Company incurred financing charges of $2,642 in interest and accretion on the NOHFC loan facility.

During the quarter ended April 30, 2017, the Company continued to see growth in its graphite sales which commenced in the third quarter of fiscal 2016. Graphite is being sourced from third party facilities and shipped to the clients. The Company's sales have been limited to synthetic graphite products, upon which negative margins are achieved. The Company is focusing upon establishing and developing its client base.

Additionally, during the quarter ended April 30, 2017, the Company concluded operations at the Matheson Facility, resulting in a write-down of leasehold improvements of $798,564, consisting of $1,206,374 in leasehold improvements costs, less a write-down of a deferred rent liability associated with the facility of $407,810.

Six Months Ended April 30, 2017 vs Six Months Ended April 30, 2016

The Company incurred a net loss of $1,976,381 for the six months ended April 30, 2017, compared with $1,197,553 for the prior six months ended April 30, 2016. The variance over the comparative period is primarily driven by $70,383 in stock-based compensation charges recognized in the current quarter, compared with $399,500 expensed during the comparative quarter ended April 30, 2016. Management consulting increased to $373,186 from $365,635 with the variance driven by utilization rates of third party consultants. During the six months ended April 30, 2017, the Company incurred $40,963 in financing charges, consisting of $7,910 in interest and accretion on the NOHFC loan facility, and $33,053 in fees incurred to investigate prospective financing initiatives.

During the six months ended April 30, 2017, the Company continued to see growth in its graphite sales which commenced in the third quarter of fiscal 2016. Graphite is being sourced from third party facilities and shipped to the clients. The Company's sales have been limited to synthetic graphite products, upon which negative margins are achieved. The Company is focusing upon establishing and developing its client base for its products.

Additionally, during the six months ended April 30, 2017, the Company concluded operations at the Matheson Facility, resulting in a write-down of leasehold improvements of $798,564, consisting of $1,206,374 in leasehold improvements costs, less a write-down of a deferred rent liability associated with the facility of $407,810.

For further quarterly financial information, please refer to the Company's unaudited interim financial statements and the accompanying management's discussion and analysis that have been filed on SEDAR at www.sedar.com.

Significant Accounting Policies

A detailed summary of all of the Company's significant accounting policies is included in Note 3 to the audited financial statements the year ended October 31, 2016. Please refer to these financial statements on SEDAR.

Future Accounting Changes

The following standards have not yet been adopted and are being evaluated to determine their impact on the Company's financial statements.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in October 2010 and in its final form in June 2014 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). 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. IFRS 9 will be effective as at January 1, 2018. The Company intends to adopt the standard on its effective date.

In addition, there have been amendments to existing standards, including IAS 27, Separate Financial Statements (IAS 27), and IAS 28, Investments in Associates and Joint Ventures (IAS 28). IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 10 to IFRS 13.

IFRS 15, "Revenue from Contracts with Customers" ("IFRS 15"), was issued in May 2014, and replaces IAS 11, "Construction Contracts", IAS 18, "Revenue Recognition", IFRIC 13, "Customer Loyalty Programmes", IFRIC 15, "Agreements for the Construction of Real Estate", IFRIC 18, "Transfers of Assets from Customers", and SIC-31, "Revenue – Barter Transactions Involving Advertising Services". IFRS 15 provides a single, principles-based five-step model that will apply to all contracts with customers with limited exceptions, including, but not limited to, leases within the scope of IAS 17 "Leases"; financial instruments and other contractual rights or obligations within the scope of IFRS 9, IFRS 10, "Consolidated Financial Statements", and IFRS 11, "Joint Arrangements". In addition to the fivestep model, the standard specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. The incremental costs of obtaining a contract must be recognized as an asset if the entity expects to recover these costs. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities.

IFRS 15 is required for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company is in the process of assessing the impact of IFRS 15 on its financial statements.

Leases - In January 2016, the IASB issued IFRS 16, Leases (IFRS 16). IFRS 16 is effective for periods beginning on or after January 1, 2019, with early adoption permitted. IFRS 16 eliminates the current dual model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. The extent of the impact of adoption of IFRS 16 has not yet been determined.

LIQUIDITY AND CAPITAL RESOURCES

As of April 30, 2017, the Company had $50,500 in restricted cash compared to $68,336 in restricted cash and funds in trust as of October 31, 2016. The cash is classified as restricted as the Company is committed to spend $1,598,315 (October 31, 2016 - $1,098,315), being the remaining proceeds of flow-through share issuances from private placements.

The Company had a working capital deficiency of $1,700,248 as of April 30, 2017 as compared to a working capital deficiency of $1,035,943 as of October 31, 2016. The Company is actively seeking additional sources of liquidity.

The Company has begun to generate revenue through initial graphite sales and a negative margin. Margins are expected to become positive as the Company moves to the sale of higher grade products. In order to manage this risk the Company monitors its cash requirements and expenditures to maintain sufficient liquidity.

Short-term liabilities at April 30, 2017 consist of short-term trade payables, QST payable, flow-through share premium, NOHFC loan payable and various accrued liabilities of $2,180,382. (October 31, 2016 - $1,648,365).

The Company undertook a number of financing and liquidity initiatives, as described on page 4, “Financing and Corporate”. The Company will need to raise additional financing in the near term to continue to finance operations and pay for ongoing administration of the Company. Alternative sources of capital include but are not limited to funding from capital markets and/or other industry partners. There can be no assurances that this capital will be available in amounts or on terms acceptable to the Company, or at all.

LIQUIDITY OUTLOOK

While the financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future, there are events and conditions that cast significant doubt on the validity of that assumption. The Company has incurred losses since inception and has an accumulated deficit of $10,436,315 at April 30, 2017 (October 31, 2016 - $8,459,934). The Company will need to raise sufficient funds in order to finance ongoing exploration and administrative expenses. Though it has been successful in the past the Company has no assurance that future financing will be available or be available on favorable terms. Factors that could affect the availability of financing include the Company’s performance (as measured by numerous factors including the progress and results of its various projects), the state of international debt and equity markets, investor perceptions and expectations and the global financial and metals markets. If successful, the Company would obtain additional financing through, but not limited to, the issuance of additional equity.

The financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

As of April 30, 2017, the Company was committed to spend $500,000 in regards to the November 2016 flow-through private placement consisting of 5,882,352 flow through units at $0.085 per unit by December 31, 2017.

As of April 30, 2017, the Company was committed to spend $631,450 in regards to the June 2016 flow-through private placement consisting of 8,419,333 flow through units at $0.075 per unit by December 31, 2017.

As of April 30, 2017, the Company was committed to spend a total of $522,750 in regards to the April 2015 flow-through private placement consisting of 7,700,000 flow through units at $0.05 and the December 2015 flow-through private placement consisting of 3,253,570 flow-through units at $0.07 per unit by December 31, 2016. As at April 30, 2017, the Company had an unspent amount of $466,865.

The Company has recorded an accrual of $164,294 for Part XII.6 tax, interest, penalties and potential indemnifications of shareholders.

There is no guarantee that the Company's exploration expenses will qualify as Canadian exploration expenses, even if the Company is committed to taking all the necessary measures in this regard. Refusal of certain expenses by the tax authorities would have a negative tax impact for investors.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-bank Rule, in accordance with Canadian taxation authorities flow-through regulations. When applicable, this tax is accrued as Part XII.6 expense until paid.

Cash Generating Potential

In order to finance future operations, the Company will pursue the following alternatives:

- Raise additional financing; and
- Enter into joint ventures with other parties in order to continue its planned exploration activities; and
- Continue to expand its graphite sales initiatives.

Cash Utilization Requirements

The Company has the following requirements:

- Cash is needed to fund both its exploration activities and its administrative activities. This amount varies depending on the amount of capital raised; and
- The Company has both cash commitments and property expenditure commitments. However, as these mineral properties are under option only, the Company is not obligated to meet these commitments.
- Completion of the recommissioning of its Matheson milling facility.

SHAREHOLDERS' EQUITY

As at April 30, 2017 and the date of this document, the Company had 125,656,830 common shares issued and outstanding.

PROPOSED TRANSACTIONS

The Company has not entered into any significant transaction, nor is it currently reviewing any such transaction, that has not been discussed within this MD&A.

OFF-BALANCE SHEET ARRANGEMENTS

As at April 30, 2017, the Company does not have any off-balance sheet arrangements.

CONTINGENCIES AND COMMITMENTS

On March 9, 2015, the Company entered into a graphite offtake agreement with DNI Metals Inc.; whereby, the Company intends on purchasing up to 500 metric tons in 2015; 3,500 metric tons in 2016; and 10,000 metric tons in 2016 through to 2019. The Company and DNI Metals Inc. have a common director and advisory board member. During the three months ended January 31, 2015, the Company advanced funds amounting to $31,780, in aggregate, to DNI Metals Inc. to assist DNI Metals Inc. in securing a graphite property located Brazil. The amounts advanced are interest free and due on demand. These amounts were fully repaid during the quarter ended April 30, 2015. The CEO of Great Lakes Graphite was a director of DNI Metals Inc. until the third quarter of 2016.

On March 11, 2015, the Company entered into a facilities use agreement with Northfil Resources Limited ("NRL") for the use of the plant and certain equipment located at the plant owned by NRL on Vimy Ridge Road, Matheson, Ontario for the purpose of micronizing graphite (the "Agreement").

The Agreement has a term commencing on March 11, 2015 and ending on December 31, 2019. The Company has the ability to extend the term of the Agreement by an additional five years by providing NRL notice prior to January 1, 2019.

In consideration for the use of the equipment and plant facilities, the Company is committed to pay the following usage and access fees:

(i) $15,000 payable on execution of the Agreement for the first year of the term of the Agreement. (paid)
(ii) $60,000 payable in monthly installments of $5,000 for the second year of the term of the Agreement.
(iii) $300,000 payable in monthly installments of $25,000 for the third year of the term of the Agreement; provided however, if the Company processes more than 5,660 tonnes of graphite feed material at the plant during such year, the Company shall pay NRL an additional usage and access fees equal to $53 for each such tonne processed in excess of the foregoing threshold. The additional fees are due 90 days following the end of the third term;
(iv) $500,000 payable in monthly installments of $41,667 for the fourth year of the term of the Agreement.; provided however, if the Company processes more than 9,434 tonnes of graphite feed material at the plant during such year, the Company shall pay NRL an additional usage and access fees equal to $53 for each such tonne processed in excess of the foregoing threshold. The additional fees are due 90 days following the end of the fourth term;

(v) $500,000 payable in monthly installments of $41,667 for the fifth year of the term of the Agreement.; provided however, if the Company processes more than 8,620 tonnes of graphite feed material at the plant during such year, the Company shall pay NRL an additional usage and access fees equal to $58 for each such tonne processed in excess of the foregoing threshold. The additional fees are due 90 days following the end of the fourth year of the term;

The total lease payments of the agreement have been expensed monthly over the life of the lease.

The Company also agreed to make a minimum of $750,000 in capital improvements and refurbishments with respect to the plant facilities and equipment to be completed by no later than December 31, 2016. In addition, the Company is committed to pay all operating and maintenance costs associated with the plant facilities and equipment over the term of the Agreement. Costs incurred with respect to refurbishment are recorded as additions to leasehold improvements on

the Company's statement of financial position, and will be subject to depreciation once production has commenced.

On May 3, 2017, the Company announced a mutual agreement with Northfil Resources Limited to conclude all contractual arrangements stated in the Facilities Use Agreement for the use and operation of the Matheson Micronization Facility. As a result of this agreement, the Company concluded operations at the Matheson Facility, resulting in a write-down of leasehold improvements of $798,564, consisting of $1,206,374 in leasehold improvements costs, less a write-down of a deferred rent liability associated with the facility of $407,810.

In September 2015 the Company was advised of a financial contribution of up to $30,000 from the National Research Council of Canada Industrial Research Assistance Program (NRC-IRAP) to help support graphite purification research and development at Process Research ORTECH, located in Mississauga, Ontario. In January 2016, the Company received $9,751, net of $6,000 in grant issuance costs, of the proceeds associated with this financial contribution.

The Company has been named as a defendant, along with Mike Coscia and Jerry Janik in a claim filed in the Ontario Superior Court in May 2015, and amended in September 2015, whereby Ontario Graphite Limited ("OGL") seeks from the Company damages of $1,000,000, punitive and exemplary damages of $1,000,000 and disgorgement of profits from the Company. OGL alleges that, in relation to the OGL's position that Mike Coscia and Jerry Janik breached certain non-solicitation, non-competition, and confidentiality clauses of their employment agreements with their former employer, OGL.

On February 19, 2016, the Ontario Superior Court of Justice (the "Court") released its decision regarding certain interlocutory injunctive relief that had been requested by Ontario Graphite Ltd. ("OGL") in its legal action against Mike Coscia, Jerry Janik and the Company. The legal claim was brought by OGL based on, among other things, non-compete agreements that existed with Mike Coscia and Jerry Janik when they were employed in management positions with OGL. In its decision, the Court found that the Company and OGL are competitors and thus granted injunctive relief with respect to Mr. Coscia and Mr. Janik's involvement with the Company. Specifically, the Court ordered that Mike Coscia, the Senior Vice President of Sales of the Company's Innovations division, not work for the Company for six (6) months and that Jerry Janik, the COO of the Company's Innovations division, not work for the Company for one (1) year. No injunction was granted against the Company prohibiting its activities at the Matheson facility and the Company is therefore allowed to continue all of its activities at the Matheson Micronization Facility. This is a provisional order only, and not finally decisive of the case. The Company believes this case is without merit, and continues to vigorously defend the action of which the order is part. The Company has recorded a $175,000 provision for costs associated with this action.

CASH FLOWS

Cash flows used in operating activities were $739,949 for the six months ended April 30, 2017 as compared to cash flow used in operations of $697,124 during the comparative six months ended April 30, 2016. The decline in cash used is primarily attributable to the working capital variances experienced over the comparative period.

Cash flows used in investing activities were $24,467 for the six months ended April 30, 2017 as compared to a source of funds of $170,144 during the six months ended April 30, 2016. The prior period saw higher balances in both restricted cash and funds in trust.

Cash flows from financing activities were $764,416 for the six months ended April 30, 2017 as compared to $526,980 during the comparative six months ended April 30, 2016. The cash flows relate to proceeds received from debt issuances and private placements completed during the respective periods.

TRANSACTIONS WITH RELATED PARTIES

The following related party transactions occurred and were reflected in the financial statements during the six months ended April 30, 2017 and 2016:

For the six months ended April 30,		**2017**		2016
Management fees charged by the Chief Financial Officer		**12,000**		12,000
Management fees charged by a company controlled the Chief Executive Officer		**60,000**		60,000
Consulting fees charged by the Chief Marketing Officer who is a Director		**42,000**		42,000
Geological consulting fees charged by Sr. Vice-President who is a Director, and a company controlled by him		**-**		12,000
Consulting fees charged by a Company controlled by the Chief Operating Officer		**-**		49,800
Consulting fees charged by a company controlled by the Senior Vice-President of sales		**133,127**		69,010
	$	**247,127**	$	244,810

As at April 30, 2017, accounts payable and accrued liabilities include $232,684 (October 31, 2016 - $161,372) owing to related parties of the Company.

The Company's key management personnel has the authority and responsibility for planning, directing and controlling the activities of the Company and consists of its Directors, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Sr. VP of Sales. Total compensation paid to the Company's key management personnel during the six months ended April 30, 2017 amounted to $247,127 (three months ended April 30, 2016 - $244,810).

During the six months ended April 30, 2017, the Company expensed $44,903 (six months ended April 30, 2016 - $59,453) to Marrelli Support Services Inc. ("Marrelli Support") and DSA Corporate Services Inc. ("DSA"), together known as the "Marrelli Group" for:

(i) Robert D.B. Suttie, Vice President of Marrelli Support, to act as Chief Financial Officer "CFO") of the Company;
(ii) Bookkeeping and office support services;
(iii) Regulatory filing services
(iv) Corporate secretarial services

The Marrelli Group is also reimbursed for out of pocket expenses.
As of April 30, 2017, the Marrelli Group was owed $46,473 (October 31, 2016 - $21,929). These amounts are included in accounts payable and accrued liabilities.

During the six months ended April 30, 2017 the Black-Scholes fair value of stock-based compensation granted to officers and directors amounted to $380,579.

The above noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

CRITICAL ACCOUNTING ESTIMATES

The preparation of its financial statements requires the Company to use estimates and assumptions that affect the reported amounts of assets and liabilities as well as revenues and expenses.

Our discussion and analysis of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are contained in Note 3 to the financial statements for the year ended October 31, 2016 and changes in those policies. Certain of these policies involve critical accounting estimates because they require us to make particularly subjective or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts could be reported under different conditions or using different assumptions.

The following section discusses the critical accounting estimates and assumptions that management has made and how they affect the amounts reported in the financial statements. We consider these estimates to be an important part of understanding our financial statements.

Asset Impairment

The Company reviews the carrying values of its machinery and equipment as well as its non producing mining properties, deferred exploration and development expenditures and deposit and deferred expenditures whenever events or changes in circumstances indicate that their carrying values may exceed their estimated recoverable amounts determined by reference to estimated undiscounted future cash flows.

The recoverability of amounts shown is dependent upon the discovery of economically recoverable mineral reserves, the ability of the Company to finance the development of the properties, and on the future profitable production or proceeds from the disposition thereof. An impairment loss is recognized when the carrying value of those assets exceeds its estimated net recoverable amount.

Stock-based Compensation

The Company uses the fair value method to account for stock options granted to directors, officers, employees and non-employees. Accordingly, the fair value of the options at the date of grant is either charged to operations or capitalized to exploration of development expenditures, as appropriate, with an offsetting credit to contributed surplus, over the vesting period of the option. If and when the stock options are exercised, the applicable amounts of contributed surplus are transferred to share capital.

Warrants

The Company uses the relative fair value method to account for warrants issued pursuant to proceeds from unit private placements. The fair value of the warrant is determined using the Black-Scholes option pricing model, while fair value of the share is based on the quoted market price on the date the shares are issued. Proceeds from the issuance of units in private placement are allocated on the relatively to the proportion of the fair value of warrant and fair value of share.

Exploration and evaluation assets

The Company capitalizes mining property acquisition costs which are to be amortized when production is attained or the balance thereof written off should the property be disproven through exploration or abandoned. The carrying value of the Company's mineral property is reviewed by management at least annually, or whenever events or circumstances indicate that its carrying value may not be recovered. If impairment is determined to exist, a formal estimate of the recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset is measured at fair value less costs to sell.

Going Concern

The Company's financial statements were prepared in accordance with International Financial Reporting Standards and on the basis of a going concern assumption meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties relating to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. If management is unsuccessful in securing capital, the Company's assets may not be realized or its liabilities discharged at their carrying amounts and these differences could be material.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company currently does not own, hold or have any material interest in, or liability associated with, any derivative instruments.

DISCLOSURE OF INTERNAL CONTROLS

Management has established processes which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the 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 financial statements; and (ii) the financial statements fairly present all material respects the financial condition, results of the operations and cash flows of the Company, as of the date of and for the periods presented by the financial statements.

In contrast to the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings (MI 52-109), the Company utilizes the Venture Issuer Basic Certificate which 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 MI 52-109. In particular, the certifying officers filing the 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 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 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 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 MI 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.

RISK MANAGEMENT

Overview

The Company is engaged primarily in the mineral exploration field and accordingly it may be at risk for environmental issues and fluctuations in commodity pricing relating to the mineral extraction and exploration industry. The Company is subject to provincial and federal environmental regulations. Management has designed procedures and policies to provide for environmental compliance however, due to the diversity of environmental laws and regulations, compliance at all times cannot be assured.

Although management has taken steps to verify title on the properties on which it conducts exploration and in which it has an interest, these procedures may not guarantee the Company's title. Property title may be at risk from unregistered prior agreements, unregistered claims, other land claims and noncompliance with regulatory and environmental requirements.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity and funding risk
- Market risk

The Board of Directors approves and monitors the risk management processes.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's exposure to credit risk is on its restricted cash, funds in trust, and credit on duties receivable and accounts receivable. Restricted cash consists primarily of cash bank balances held with a Canadian chartered bank. The Company manages the credit exposure related to cash by holding its funds with reputable financial institutions. As of April 30, 2017, the Company's maximum credit exposure amounts to $246,627 (October 31, 2016 - $407,118).

Liquidity risk

Liquidity and funding risk is the risk that the Company will not have sufficient capital to meet short-term operating requirements, after taking into account the Company's holdings of restricted cash.

As at April 30, 2017, the Company had a working capital deficiency of $1,700,248 (October 31, 2016 – a working capital deficiency of $1,035,943). In the case of cash deficits arising from exploration commitments and general operating budgets, the Company will have to seek debt or equity financing. There is no assurance that such financing will be available on terms acceptable to the Company.

The Company determined that it will require additional capital in order to meet short-term business requirements, after taking into account the Company's holdings of restricted cash. The Company is actively looking to raise cash funds from private placements. The Company's restricted cash balance is invested in business accounts as of April 30, 2017.

Market risk

Foreign currency risk – The Company has limited exposure to fluctuation in USD/CAD foreign exchange rates related to its purchase and sale of graphite and graphite products.

Interest rate risk – Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company's exposure to interest rate risk is limited due to the short-term nature of its financial instruments. The Company has no-interest bearing debt.

CAPITAL MANAGEMENT

The Company considers its capital to include components of shareholders' equity, which is comprised of share capital equity component of debt, units and shares to be issued, reserve for warrants, reserve for share-based payments, contributed surplus and deficit, which as at April 30, 2017 amounted to $117,187 (October 31, 2016 – $1,540,185).

The Company's objectives in managing capital are: to maintain adequate levels of funding to support its expenditures arising from the Company's investments; to safeguard the Company's ability to continue as a going concern in order to pursue investments and new projects of merit; and to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will continue to assess its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the quarter. The Company is not subject to externally imposed capital requirements other than flow-through expenditure requirements.

INDUSTRY, ECONOMIC AND ENVIRONMENTAL RISK FACTORS AFFECTING PERFORMANCE

As a mineral exploration company, the Company's performance is affected by a number of industry and economic factors and exposure to certain environmental risks, and other regulatory requirements. These have been detailed in the Company's filing statement available at www.sedar.com under the Company's name.

Risk Factors

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties, currently in Ontario and Quebec. Due to the nature of the Company's proposed business and the present stage of exploration of its mineral properties (which are primarily early stage exploration properties with no known resources or reserves), the following risk factors, among others, will apply:

Resource Exploration and Development is Generally a Speculative Business: Resource exploration and development is a speculative business and involves a high degree of risk,

including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, 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 known resource, and there are no known reserves, on any of the Company's properties. The vast majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.** Substantial expenditures are required to establish ore reserves through drilling and metallurgical and other testing techniques, determine metal content and metallurgical recovery processes to extract metal from the ore, and construct, renovate or expand mining and processing facilities. No assurance can be given that any level of recovery of ore reserves will be realized or that any identified mineral deposit, even if it is established to contain an estimated resource, will ever qualify as a commercial mineable ore body which can be legally and economically exploited. The great majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Fluctuation of Metal Prices: Even if commercial quantities of mineral deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the metals produced. Factors beyond the control of the Company may affect the marketability of any substances discovered. The prices of various metals have experienced significant movement over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any commodities will be such that any of the properties in which the Company has, or has the right to acquire, an interest may be mined at a profit.

General economic conditions*:* The recent unprecedented events in global financial markets have had a profound impact on the global economy. Many industries, including the gold and base metal mining industry, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability. Specifically:

- the global credit/liquidity crisis could impact the cost and availability of financing and the Company's overall liquidity
- the volatility of precious and base metal prices may impact the Company's potential future revenues, profits and cash flow
- volatile energy prices, commodity and consumables prices and currency exchange rates impact potential production costs
- the devaluation and volatility of global stock markets impacts the valuation of the Company's common shares, which may impact the Company's ability to raise funds through the issuance of equity securities

These factors could have a material adverse effect on the Company's financial condition and results of operations.

Share Price Volatility: During the past year, worldwide securities markets, particularly those in the United States and Canada, have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration or development stage companies, have experienced unprecedented declines in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Most significantly, the share prices of junior natural resource companies have experienced an unprecedented decline in value and there has been a significant decline in the number of buyers willing to purchase such securities. In addition, significantly higher redemptions by holders of mutual funds has forced many of such funds (including those holding the Company's securities) to sell such securities at any price. **As a consequence, despite the Company's past success in securing significant equity financing, market forces may render it difficult or impossible for the Company to secure placees to purchase new share issues at a price which will not lead to severe dilution to existing shareholders, or at all.**

Therefore, there can be no assurance that significant fluctuations in the trading price of the Company's common shares will not occur, or that such fluctuations will not materially adversely impact on the Company's ability to raise equity funding without significant dilution to its existing shareholders, or at all.

Financing Risks: The Company has limited financial resources, has (to date) only a limited source of operating cash flow from initial graphite sales and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. 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.

Insufficient Financial Resources: The Company does not presently have sufficient financial resources to undertake by itself the acquisition, exploration and development of all of its planned acquisition, exploration and development programs. Future property acquisitions and the development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing, short or long term borrowings or other means. There is no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties.

Dilution to the Company's existing shareholders: The Company will require additional equity financing to be raised in the future. The Company may issue securities at less than favorable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Increased costs: Management anticipates that costs at the Company's projects will frequently be subject to variation from one year to the next due to a number of factors, such as the results of ongoing exploration activities (positive or negative), changes in the nature of mineralization encountered, and revisions to exploration programs, if any, in response to the foregoing. In addition, exploration program costs are affected by the price of commodities such as fuel, rubber and electricity and the availability (or otherwise) of consultants and drilling contractors. Increases in the prices of such commodities or a scarcity of consultants or drilling contractors could render the costs of exploration programs to increase significantly over those budgeted. A material increase in costs for any significant exploration programs could have a significant effect on the Company's operating funds and ability to continue its planned exploration programs.

***Mining Industry is Intensely Competitive*:** The Company's business of the acquisition, exploration and development of mineral properties is intensely competitive. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. Increased competition could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

Permits and Licenses: The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects, on reasonable terms or at all. Delays or a failure to obtain such licenses and permits, or a failure to comply with the terms of any such licenses and permits that the Company does obtain could have a material adverse effect on the Company.

Government Regulation: Any exploration, development or mining operations carried on by the Company, will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining prospect is affected by the market for precious and/or base metals which is influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing corporations, the political environment and changes in international investment patterns.

***Environmental Restrictions*:** The activities of the Company are subject to environmental regulations promulgated by government agencies in different countries from time to time. Environmental legislation generally provides for restrictions and prohibitions on spills, releases or emissions into the air, discharges into water, management of waste, management of hazardous substances, protection of natural resources, antiquities and endangered species and reclamation of lands disturbed by mining operations. Certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement. Fines and penalties for noncompliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

Foreign Countries and Political Risk: All of the mineral properties held by the Company are located in the US and Canada, where mineral exploration and mining activities may be affected in varying degrees by changes in government regulations such as tax laws, business laws, environmental laws and mining laws, affecting the Company's business in that country. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business, or if significant enough, may make it impossible to continue to operate in the country. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, foreign exchange restrictions, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Dependence Upon Others and Key Personnel: The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its mineral properties; (ii) the ability to produce minerals from any mineral deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Company's operations will

depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities.

Surface Rights and Access: Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights through the applicable courts can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access.

However, in areas where there are local populations or land owners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry on exploration and mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction. The Company has not, to date, experienced any problems in gaining access to any of its properties.

Title Matters: Although the Company has taken steps to verify the title to the mineral properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to mineral properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties for which titles have been issued are in good standing.

Exploration and Mining Risks**:** Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes, to develop the mining and processing facilities and infrastructure at any site chosen for mining. 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 cost of operations, variations of the grade of ore mined, fluctuations in the price of gold or other minerals produced, costs of processing equipment and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material. Short term factors, such as the need for orderly development of ore bodies or the processing of new or different grades, may have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Material changes in geological resources, grades, stripping ratios or recovery rates may affect the economic viability of projects.

Regulatory Requirements**:** The activities of the Company are subject to extensive regulations governing various matters, including environmental protection, management and use of toxic substances and explosives, management of natural resources, exploration, development of mines, production and post-closure reclamation, exports, price controls, taxation, regulations concerning business dealings with indigenous peoples, labour standards on occupational health

and safety, including mine safety, and historic and cultural preservation. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties, 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, any of which could result in the Company incurring significant expenditures. The Company may also be required to compensate those suffering loss or damage by reason of a breach of such laws, regulations or permitting requirements. It is also possible that future laws and regulations, or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspension of the Company's operations and delays in the exploration and development of the Company's properties.

Limited Experience with Development-Stage Mining Operations: The Company has very limited experience in placing mineral resource properties into production, and its ability to do so will be dependent upon using the services of appropriately experienced personnel or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that the Company will have available to it the necessary expertise when and if it places its resource properties into production.

Uncertainty of Resource Estimates/Reserves: Unless otherwise indicated, mineralization figures presented in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time are based upon estimates made by Company personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. There can be no assurance that:

• these estimates will be accurate;

• reserves, resource or other mineralization figures will be accurate; or

• this mineralization could be mined or processed profitably.

Because the Company has not commenced production at any of its properties, and has not defined or delineated any proven or probable reserves on any of its properties, mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. The resource estimates contained in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time have been determined and valued based on assumed future prices, cut-off grades and operating costs that may prove to be inaccurate.

Extended declines in market prices for graphite may render portions of the Company's mineralization uneconomic and result in reduced reported mineralization. Any material reductions in estimates of mineralization, or of the Company's ability to extract this mineralization, could have a material adverse effect on the Company's results of operations or financial condition. **There can be no assurance that subsequent testing or future studies will establish any resources or proven or probable reserves at the Company's properties. The failure to establish proven or probable reserves could restrict the Company's ability to successfully implement its strategies for long-term growth**.

No Assurance of Profitability: The Company has no history of earnings and, due to the nature of its business there can be no assurance that the Company will ever be profitable. The Company has not paid dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is from its initial

limited sales of graphite, the sale of its common shares or, possibly, from the sale or optioning of a portion of its interest in its mineral properties. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favorable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Company at risk.

Uninsured or Uninsurable Risks: Exploration, development and mining operations involve various hazards, including environmental hazards, industrial accidents, metallurgical and other processing problems, unusual or unexpected rock formations, structural cave-ins or slides, flooding, fires, metal losses and periodic interruptions due to inclement or hazardous weather conditions. These risks could result in damage to or destruction of mineral properties, facilities or other property, personal injury, environmental damage, delays in operations, increased cost of operations, monetary losses and possible legal liability. The Company may not be able to obtain insurance to cover these risks at economically feasible premiums or at all. The Company may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

Conflict of Interests: Certain of the directors and officers of the Company are directors or officers of, or have significant shareholdings in, other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate or may wish to participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such other companies may also compete with the Company for the acquisition of mineral property rights.

In the event that any such conflict of interest arises, a director or officer who has such a conflict will disclose the conflict to a meeting of the directors of the Company and, if the conflict involves a director, the director will abstain from voting for or against the approval of such participation or such terms. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program.

It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the provisions of the Business Corporations Act (British Columbia), the directors and officers of the Company are required to act honestly and in good faith, with a view to the best interests of the Company.

In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time.

OTHER MD&A REQUIREMENTS

ADDITONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Reconciliation of Convertible Debenture Liability

Balance, liability component, October 31, 2016	$ 553,624
Add: Accretion charges for the six months ended April 31, 2017	48,723
Add: Interest on face value accrued for the six months ended April, 2017	39,637
Balance, liability component, April 30, 2017	$ 641,984

See note 4(ii) on the Company's April 30, 2017 condensed interim financial statements.

OUTLOOK

The Company will require financing in the future primarily through further equity financing, as well as through other means in order to further explore its mineral property and complete the commissioning of its Matheson Facility. There can be no assurance that the Company will succeed in obtaining additional financing, nor or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its resources properties.

APPROVAL

The Board of Directors of the Company has approved the disclosures contained in this MD&A upon recommendation of the Audit Committee.

EVENTS AFTER THE REPORTING DATE

On May 13, 2017, the Company has closed a new non-brokered private-placement offering for a total of 2,212,500 units of Company equity. The private placement consisted of an offering of 2,212,500 units (a "Unit") at a price of $0.08 per Unit, for gross proceeds of $177,000. Each Unit will consist of one common share of Great Lakes and one common share-purchase warrant (the "Warrants"); each Warrant will entitle the holder to purchase one additional Great Lakes common share at a price of $0.10 for a period of twenty-four (24) months after the closing of the Offering.

The Warrants are subject to an acceleration provision that states if, at any time, the Company's common shares have a closing price on the Exchange at or above a price of $0.14 per share for a period of 10 consecutive trading days, the Company may give notice by news release that expiration of the warrants will be accelerated to 21 days from the date of providing such notice

OFFICERS AND DIRECTORS

As of the date hereof the current officers and directors of the Company are:

Paul Gorman – CEO and Director
Robert D. B. Suttie – CFO
Michael Coscia – Vice President of Sales
Paul Ferguson – CMO and Director
A. John Carter –Director
Laura Mottola – Director
Greg Murphy – Director
Thomas Ukolowicz – Director
Richard Lane – Director & Chairman of the Board

Jo-Anne Archibald – Corporate Secretary
Martin Ethier, P.Eng., is the Qualified Person as defined by National Instrument 43-101 for Great Lakes Graphite Inc.

DISCLOSURE OF OUTSTANDING SECURITIES

Outstanding common shares: 125,656,830
Share purchase and finders warrants: 12,264,442
Stock options: 9,235,000

FORWARD LOOKING STATEMENTS

This report may contain forward-looking statements that involve a number of risks and uncertainties including statements regarding the outlook for the Company's business and operational results. By nature, these risks and uncertainties could cause actual results to differ materially from what has been indicated. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined from estimates, capital and operating costs varying significantly from estimates, aboriginal challenges, delays in or failure to obtain governmental, environmental or other project approvals and other factors including those risks and uncertainties identified above. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information as a result of new information, future results or other such factors which affect this information, except as required by law.

ADDITIONAL INFORMATION

Additional information may be found on SEDAR at www.sedar.com as well as on the Company's website; www.greatlakesgraphite.com.