The following discussion and analysis of the operations, results, and financial position of Gray Rock Resources Ltd. (the "Company" or "Gray Rock") should be read in conjunction with the Company's condensed consolidated interim financial statements for the three months ended March 31, 2018, which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the notes thereto.

This Management Discussion and Analysis ("MD&A") is dated May 30, 2018 and discloses specified information up to that date. Gray Rock is classified as a "venture issuer" for the purposes of National Instrument 51-102.

We recommend that readers consult the "Cautionary Statement" on the last page of this report.

Additional information relating to the Company can be obtained by contacting David Wolfin, the President & CEO of the Company, on SEDAR at www.sedar.com, or on the Company's website at www.grayrockresources.com.

Business Overview

Gray Rock Resources Ltd. ("the Company") was incorporated under the laws of the Province of British Columbia. Its principal business comprises the exploration for and development of mineral properties.

The Company is in the exploration stage. The common shares of the Company commenced trading on the TSX Venture Exchange on November 29, 2006 under trading symbol GRK. The Company is classified as a Mineral Exploration company. The financial statements, to which this MD&A relates, have been prepared on a going concern basis, which presumes the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The Company has working capital of $102,539 at March 31, 2018 and has accumulated losses of $4,585,806 since incorporation. The Company's ability to meet its obligations and maintain its operations is contingent upon additional financing or profitable operations in the future.

Overall Performance

Silver Stream Property

Located 25km northeast of Bralorne, B.C., in the Lillooet mining district of British Columbia, the Company holds 100% tenure in the Silver Stream I and II mineral claims (the "Silver Stream Property"). First explored in 1988, the Silver Stream Property has produced a number of anomalous-to-significant gold showings in sampling, trenching, and drilling. Although still an "early-stage" property, a July 2006 Technical Report filed on SEDAR states: *"…the nature of the mineralization seen in the known showings in the context of the Bridge River camp show the property has good potential to develop economic gold mineralization."*

The renowned Bralorne gold mine, which produced 4.1 million ounces of gold between 1932 and 1971, lies about 25 kilometers southwest of Silver Stream. The average grade of the Bralorne mine complex was 0.52 opt gold, and it remains the largest historic gold producer of the Canadian Cordillera.

Documented gold exploration on the Silver Stream Project, undertaken between 1987 and 2014, has involved approximately 1,759m of diamond drilling in 10 holes, hand and excavator trenching, mapping, rock geochemistry, and reconnaissance and grid soil geochemistry. Two significant zones of gold mineralization have been discovered, the Silverstream West and Southeast zones.

In October 2017, the Company amended the existing mineral lease claim agreement for the Silver Stream I and II properties, by assigning and transferring to Marshall Creek Jade Inc. ("Marshall Creek") all rights, titles, interest and obligations from Saxifrage Geological Services Ltd. ("Saxifrage"). All other terms of the agreement remained the same.

At March 31, 2018, mineral claims Silver Stream I and II remain in good standing.

Mineral Claim Lease Agreement

The Company had previously entered into a mining lease agreement for the Silver Stream properties with Saxifrage. In accordance with the terms of the agreement, Saxifrage has agreed to pay the Company an annual rental of $12,000 starting December 12, 2016, or perform annual exploration and/or development work of at least $12,000 in value in lieu of the $12,000 payment due each year. In addition, the Company granted Saxifrage an option to purchase the property for $500,000 payable at any time during the term of the agreement, subject to a 5% Net Smelter Returns Royalty on metals and a 5% Gross Overriding Royalty on any jade production. Any future royalty payments due to the Company from Saxifrage after the exercise of option shall be reduced by $500,000.

Surprise Lake & Hot Bath Properties

(a) Update on Surprise Lake & Hot Bath Properties

In April 2018, the Company announced that it has entered into a settlement and property transfer agreement (the "Transfer Agreement") with DeCoors Mining Corp. ("DeCoors") to terminate the Company's acquisition of the Surprise Lake Property and the Hot Bath Property, consisting of 64 mineral claims in total (originally 82 mineral claims, with 16 claims being amalgamating into other claims during the year), which will be transferred back to DeCoors upon closing. In consideration of the transfer, DeCoors will release the Company from any further obligation to release from escrow the original acquisition consideration consisting of a 3.2 million common share portion remaining in escrow, and is to compensate the Company with a settlement payment in the form of 200,000 common shares of Garibaldi Resources Corp. (TSX.V: GGI) owned by DeCoors which are to be delivered to the Company. When the Transfer Agreement closes, the Company will record the recovery associated with the receipt of the 200,000 Garibaldi shares. As of the date of this MD&A, the Transfer Agreement has not closed.

Review of Operations

Three months ended March 31, 2018 compared with the three months ended March 31, 2017.

	2018	2017	Note
General and Administrative Expenses			
Administrative fees	$ 9,978	$ 6,699	
Automobile	159	26	
Consulting fees	7,500	12,500	
Depreciation	953	-	
Foreign exchange (gain) loss	(273)	114	
Interest and bank charges	27	112	
Listing and filing fees	2,101	3,988	**1**
Office and miscellaneous	2,371	5,564	**2**
Professional fees	3,088	3,538	
Share-based payments	-	468,800	**3**
Shareholder information	519	12,992	**4**
Transfer agent fees	1,005	2,115	**5**
Travel expenses	40	4,139	**6**
Operating Loss	(27,468)	(520,587)	
Other Income			
Fair value adjustment for promissory note payable	(5,324)	(4,776)	
Net Loss For The Period	(32,792)	(525,363)	**7**
Basic and Diluted Loss per Share	$ (0.00)	$ (0.03)	**7**
Weighted Average Number of Shares Outstanding	22,960,941	18,636,072	

1. During the three months ended March 31, 2018, listing and filing fees were $2,101 compared to $3,988 for the quarter ended March 31, 2017. As a result of the private placement in February 2017, the Company had higher listing and filing requirements with the TSX-V during the previous three months ended March 31, 2017, compared to the current period.

2. During the three months ended March 31, 2018, office and miscellaneous were $2,101 compared to $3,988 in 2017. The decrease of $1,887 is due to higher corporate activity in the three months ended March 31, 2017 than the current period, as a result of the private placement in February 2017, and the acquisition of the Surprise Lake property.

3. During the three months ended March 31, 2018, there were no stock options were granted to officers, directors, consultants, and employees. In Q1 2017, 1,465,000 stock options were granted and the Company recorded a share-based payment expense of $468,800.

4. During the three months ended March 31, 2018, shareholder information costs were $519 compared to $12,992 for the period ended March 31, 2017. The decrease of $12,473 was due to significant shareholder communications with regards to the acquisition of the Surprise Lake property, various news releases, and the private placement in February 2017. During the comparable period in 2018, there were significantly less costs.

5. During the three months ended March 31, 2018, transfer agent fees were $1,005 compared to $2,115. The decrease of $1,110 is due to transfer agent services required for the Private Placement and share issuance to acquire the Surprise Lake property during the three months ended March 31, 2017. During the current period ended March 31, 2018, only maintenance fees were paid to transfer agents, as there were no share issuances in the period.

6. During the three months ended March 31, 2018, travel expenses were $40 compared to $4,139 during the quarter ended March 31, 2017. The decrease in travel expenses is due to the attendance at various tradeshows to promote the Company during the three month period ended March 31, 2017.

7. As a result of these increased expenses, net loss for the three months ended March 31, 2018, has decreased by $525,363 to $30,088 compared to the three months ended March 31, 2017. The decrease in net loss did decrease the loss per share to Nil compared to $0.03 for the same quarter in 2017.

Summary of Quarterly Results

Quarter ended	2018 Mar. 31 Q1	2017 Dec. 31 Q4	2017 Sep. 30 Q3	2017 Jun. 30 Q2	2017 Mar. 31 Q1	2016 Dec. 31 Q4	2016 Sep. 30 Q3	2016 Jun. 30 Q2
Total Revenue	-	-	-	-	-	-	-	-
Net income (loss)	(32,792)	(1,902,591)	(33,267)	(253,267)	(525,363)	43,882	(21,660)	(19,323)
Basic and diluted (loss) per Share	(0.00)	(0.09)	(0.00)	(0.01)	(0.03)	0.00	(0.00)	(0.00)
Total Assets	458,675	466,016	2,723,380	2,168,573	2,207,840	391,031	393,984	345,301

The overall increase in expenses during the fourth quarter of 2017 is a direct result of the Company recording impairment expenses of $1,898,399 during the period. The increases in the first and second quarters of 2017, are a direct result of the Company granting 1,465,000 and 520,000 stock options, respectively, to officers, directors, consultants, and employees, and recognizing $476,000 and $166,800, respectively, in share-based compensation expense during these two quarters. Due to the negotiation of the proposed transaction with DeCoors, as well as the two private placements, there was an overall increase in expenses during the second and third quarters of 2016 compared to the first quarter of 2016. The fourth quarter of 2016 had net income due to the fair value adjustment relating to the recognition of the promissory note payable. Historically, the Company has generally kept its operating expenditures consistent, and will continue to review ways to reduce costs into 2018. Management expects to continue to keep the operating costs of the Company to a minimum until such time as it resumes exploration activities.

Liquidity and Capital Resources

Historically, the Company has raised funds through equity financing to fund its operations. At March 31, 2018, the Company had a cash balance of $123,281, working capital of $102,539, and accumulated losses of $4,585,806 since incorporation. The Company's ability to meet its obligations and maintain its operations is contingent upon additional financing or profitable operations in the future. However, there can be no assurance that the Company will be able to obtain additional financing, or achieve profitability or positive cash flow. If the Company is unable to generate positive cash flow or obtain adequate financing, the Company will need to further decrease its operations and exploration activities.

On September 15, 2017, the Company closed a non-brokered private placement of 640,500 units at a price of $0.40 per unit for gross proceeds of $256,200. Each unit consists of one (1) common share and one half (1/2) non-transferrable share purchase warrant. Each warrant will entitle the investor to purchase one additional common share in the capital of the Company at an exercise price of $0.60 for a term of one year expiring on September 15, 2018.

On February 16, 2017, the Company closed a non-brokered private placement of 1,000,000 units at a price of $0.30 per unit for gross proceeds of $300,000. Each unit consists of one (1) common share and one half (1/2) non-transferrable share purchase warrant. Each warrant will entitle the investor to purchase one additional common share in the capital of the Company at an exercise price of $0.50 for a term of one year expiring on February 15, 2018.

During the three months ended March 31, 2018, the Company received proceeds from the exercise of warrants of $Nil (2017 - $10,000).

The Company is reviewing other financing options to raise capital in 2018 to meet its current and future obligations and operating expenses.

The Company is in the exploration stage. The investment in and expenditures on the mineral properties comprise substantially all of the Company's assets. The recoverability of amounts shown for its mineral property interest and related deferred costs and the Company's ability to continue as a going concern is dependent upon the continued support from its directors, the discovery of economically recoverable reserves, and the ability of the Company to obtain the financing necessary to complete development and achieve profitable operations in the future. The outcome of these matters cannot be predicted at this time.

Mineral exploration and development is capital extensive, and in order to maintain its interest the Company will be required to raise new equity capital in the future. There is no assurance that the Company will be successful in raising additional new equity capital.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Related Party Transactions

(a) Key management compensation

During the year ended December 31, 2017, the Company entered into a consulting agreement with Intermark Capital Corp. ("Intermark") for the term of five years. The Company is required to pay Intermark a monthly fee of $2,500.

The Company has identified its directors and certain senior officers as its key management personnel. The compensation costs for key management personnel for the three months ended March 31, 2018 and 2017, are as follows:

	2018	2017
Consulting fees, wages and benefits	$ 9,723	$ 4,641
Share-based payments	-	328,000
	$ 9,723	$ 332,641

(b) Amounts due to related parties

In the normal course of operations the Company transacts with companies related to Avino's directors or officers. All amounts payable are non-interest bearing, unsecured, and due on demand. As at March 31, 2018 and December 31, 2017 the following amounts were due to related parties:

	March 31, 2018	December 31, 2017
Oniva International Services Corp.	$ 13,725	$ -
Intermark Capital Corp.		
	$ 21,600	$ -

(c) Promissory notes issued to related parties

	Intermark Capital Corp.		Oniva	
	2018	2017	2018	2017
Beginning balance	$ 12,888	$ 21,042	$ 164,569	$ 138,175
Borrowing	-	18,375	-	37,631
Repayment of the note	-	(30,000)	-	-
Loss on repayment of the note	-	8,327	-	-
Unwinding of the discount	386	631	4,938	17,613
Fair market value adjustment	-	(5,487)	-	(28,850)
Ending balance	$ 13,274	$ 12,888	$ 169,507	$ 164,569

As at March 31, 2018, $234,637 (2017 - $234,637) was due to Oniva International Services Corp. ("Oniva"). The Company receives rent, office and administrative supplies, and services from Oniva, a private company related by common management.

At December 31, 2017, the Company and Oniva agreed to convert the current portion due to Oniva of $37,632, along with the existing $197,005, to a long-term promissory note payable of $234,637 that is non-interest bearing, unsecured, and due on demand after December 31, 2020.

The fair value of the promissory note at March 31, 2018 was $169,507 (2017 - $164,569). The Company's calculations were performed using an interest rate of 12%, compounding quarterly over the three year period. The initial fair value adjustment of $28,580 (2017 – $4,145) was recognized in the statement of operations and comprehensive loss. The Company further recorded expenses of $4,938 related to the quarterly unwinding of the discount during the three months ended March 31, 2018 (2017 - $17,613).

During the year ended December 31, 2017, the Company entered into a loan agreement with one of its directors. The Company and the director agreed to convert the current portion due to the director of $18,375 to a long-term promissory note payable. The note payable is non-interest bearing, unsecured and is due on demand after December 31, 2020.

The fair value of the promissory note at March 31, 2018 was $13,274. The Company's calculations were performed using an interest rate of 12%, compounding quarterly over the period. The initial fair value adjustment recognized in the year ended December 31, 2017 of $5,487 was recognized in the statement of operations and comprehensive loss.

(d) Related party transactions

During the three months ended March 31, 2018, $12,253 (2017 - $21,918) was charged for office, occupancy, miscellaneous costs and salaries, and administrative services paid on behalf of the Company by Oniva. Further, the Company paid $319 of administrative fees (2017 - $560) to Oniva and $500 (2017 - $500) for reimbursement of mineral claim taxes, license fees, and staking.

The Company takes part in a cost-sharing arrangement to reimburse Oniva for a variable percentage of its overhead expenses, to reimburse 100% of its out-of-pocket expenses incurred on behalf of the Company, and to pay a percentage fee based on the total overhead and corporate expenses. The arrangement may be terminated with one-month notice by either party.

Critical Judgments and Estimates

The preparation of these financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amount of revenues and expenses for the periods reported. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in operations in the period they become known.

Financial Instruments

The Company's financial instruments include cash, investment in a related company, loan from related party, trade and other payables, and amounts due to related party. The carrying values of these financial instruments approximate their fair values due to their short term nature. The Company is not exposed to significant interest, credit, or currency risk arising from these financial instruments.

The Company's financial instruments are exposed to certain financial risks comprising credit risk, liquidity risk and market risk.

(a) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company manages credit risk, in respect of cash, by maintaining the majority of cash at high credit rated Canadian financial institutions.

Concentration of credit risk exists with respect to the Company's cash, as the majority of the amounts are held with a single Canadian financial institution.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. At March 31, 2018, the Company had cash in the amount of $123,821 (December 31, 2017 - $131,207) in order to meet short-term business requirements. At March 31, 2018, the Company had current liabilities of $35,875(December 31, 2017 – $14,754). Accounts payable have contractual maturities of approximately 30 to 90 days, or are due on demand and are subject to normal trade terms.

The maturity profiles of the Company's contractual obligations and commitments as at March 31, 2018, are summarized as follows:

	Total	Less Than 1 Year	1-5 years	More Than 5 Years
Accounts payable and accrued liabilities	$ 14,275	$ 14,275	$ -	$ -
Due to related parties	274,612	21,600	253,012	-
Total	$ 288,887	$ 35,875	$ 253,012	$ -

(c) Market Risk

Market risk consists of interest rate risk, foreign currency risk, and other price risk. These are discussed further below.

Interest Rate Risk

Interest rate risk consists of two components:

(i) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

(ii) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company's cash is currently held in highly liquid short-term investments and therefore management considers the interest rate risk to be minimal.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency.

At this time, the Company is not exposed to significant foreign currency risk, as the company currently has minimal transactions and balances in currencies other than the Canadian dollars.

Other Price Risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk.

The Company is exposed to other price risk with respect to its investment in marketable securities, as they are carried at fair value based on quoted market prices.

(d) Classification of Financial instruments

IFRS 7 *'Financial Instruments: Disclosures'* establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as at March 31, 2018:

	Level 1	Level 2	Level 3
Cash	$ 123,281	$ -	$ -
Investments	2,926		-
	$ 126,207	$ -	$ -

Risks

Mineral exploration and development involve a high degree of risk and few properties are ultimately developed into producing mines. There is no assurance that the Company's future exploration and development activities will result in any discoveries of commercial bodies of ore. Whether an ore body will be commercially viable depends on a number of factors including the particular attributes of the deposit such as size, grade and proximity to infrastructure, as well as mineral prices and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in a mineral deposit being unprofitable.

Outstanding Share Data

The Company's authorized share capital consists of unlimited common shares without par value.

As at May 30, 2018, the following common shares, warrants and stock options were outstanding:

	Number of shares	Exercise price	Remaining life (years)
Share capital	22,319,961	-	-
Warrants	4,250,450	$0.05 - $0.60	0.18 – 1.80
Stock options	1,940,000	$0.39 - $0.44	1.05 – 4.15
Total	29,150,911		

The following are details of outstanding warrants as at March 31, 2018, and May 30, 2018:

Expiry Date	Exercise Price Per Share	Number of Underlying Shares (March 31, 2018)	Number of Underlying Shares (May 30, 2018)
July 6, 2018	$0.05	2,500,000	2,500,000
August 15, 2018	$0.10	905,000	905,000
September 15, 2018	$0.60	345,450	345,450
February 15, 2020	$0.50	500,000	500,000
Total:		**4,250,450**	**4,250,450**

The following are details of outstanding stock options as at March 31, 2018, and May 30, 2018:

Expiry Date	Exercise Price Per Share	Number of Shares Remaining Subject to Options (March 31, 2018)	Number of Shares Remaining Subject to Options (May 30, 2018)
May 19, 2019	$0.39	50,000	50,000
June 26, 2019	$0.44	70,000	70,000
February 23, 2022	$0.39	1,420,000	1,420,000
June 23, 2022	$0.44	400,000	400,000
Total:		**1,940,000**	**1,940,000**

Application of new and revised accounting standards

Adoption of IFRS 15 Revenue from Contracts with Customers ("IFRS 15")

On January 1, 2018, the Company adopted the requirements of IFRS 15. IFRS 15 covers principles that an entity shall apply to report useful information to users of the financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. As the Company does not have revenue and cash flows arising from a contract with a customer, there is no material impact to the consolidated interim financial statements.

Adoption of IFRS 9 Financial Instruments ("IFRS 9")

On January 1, 2018, the Company adopted the requirements of IFRS 9. IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected-loss" impairment model. The Company adopted a retrospective approach, other than for hedge accounting, which is applied prospectively.

IFRS 9 did not impact the Company's classification and measurement of financial assets and liabilities, and there was no significant impact on the carrying amounts of the Company's financial instruments at the transition date. The Company had the option to designate its current equity securities as financial assets at fair value through other comprehensive income or loss, and has done so.

The introduction of the new 'expected credit loss' impairment model had negligible impact on the Company, given the Company has minimal receivables, with the majority being from GST recoverable from government agencies.

The Company currently has no hedging arrangements, and will apply the new accounting requirements under IFRS 9 as required.

Changes in accounting standards not yet effective

The Company has not early adopted any amendment, standard or interpretation that has been issued by the IASB but is not yet effective. The following accounting standards were issued but not yet effective as of March 31, 2018:

IFRS 16 – Leases

In January 2016, the IASB issued IFRS 16 – Leases ("IFRS 16") which replaces IAS 17 – Leases and its associated interpretative guidance, and will be effective for accounting periods beginning on or after January 1, 2019. Early adoption is permitted, provided the Company has adopted IFRS 15. This standard sets out a new model for lease accounting. The Company is currently evaluating the impact the final standard is expected to have on its condensed consolidated interim financial statements.

Disclosure Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer of the Company are responsible for evaluating the effectiveness of the Company's disclosure controls and procedures and have concluded, based on our evaluation, that they are effective as at March 31, 2018 to ensure that information required to be disclosed in reports filed or submitted under Canadian securities legislation is recorded, processed, summarized, and reported within the time period specified in those rules and regulations.

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

Cautionary Statement

This MD&A is based on a review of the Company's operations, financial position, and plans for the future based on facts and circumstances as of May 30, 2018. Except for historical information or statements of fact relating to the Company, this document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change. These statements involve known and unknown risks, uncertainties, and other factor that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward-looking statements.