GREAT QUEST FERTILIZER LTD.

Management's Discussion and Analysis
For the years ended December 31, 2022 and 2021

The information in this management discussion and analysis ("MD&A") is as of April 27, 2023 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2022 and December 31, 2021. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards

The consolidated financial statements do not include any adjustments to the recoverability and classification of recorded assets, or the amounts of, and classification of liabilities that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material. The amounts shown as mineral properties and related deferred costs represent costs net of recoveries to date, less amounts written off, and do not necessarily represent present or future values. Recoverability of the amounts shown for mineral properties is dependent upon the discovery of economically recoverable mineral reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain financing necessary to complete the exploration and development of its mineral property interests, and on future profitable production or proceeds from the disposition of the mineral property interests.

FORWARD LOOKING INFORMATION

This MD&A contains certain forward-looking statements and information relating to Great Quest Fertilizer Ltd. (the "Company" or "Great Quest" or "GQ") and its subsidiaries that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to the business of the Company including, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

DESCRIPTION OF THE CORPORATION

The Company is a resource development company whose principal business activity includes the acquisition, exploration and development of minerals in Africa. The Company holds a gold mineral resource project located in Mali, West Africa. The registered address of the Company is located at 10th floor, 595, Howe Street, Vancouver, British Columbia. The management of its financing, cash and investments in resource companies is carried out at the Company's head office located in Canada. Corporate direction of the Company's exploration office in Bamako, Mali is carried out through the Company's wholly owned subsidiary, Great Quest (Barbados) Limited, which owns Great Quest Mali SA ("GQ Mali"). The Company dissolved its inactive 94% owned subsidiary Engrais Phosphates du Mali SA ("EPM") during the year ended December 31, 2021, the Company dissolved EPM. All interests in the Sanoukou mineral property in Mali is held by GQ Mali.

All dollar figures included herein are expressed in Canadian dollars unless otherwise indicated.

Additional information about the Company has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") under the Company's profile at www.sedar.com and is available online on the Company's website at www.greatquest.com. The Company's common shares ("Common Shares") are listed on the TSX Venture Exchange under the symbol "GQ".

ANNUAL 2022 HIGHLIGHTS

Impairment of Tilemsi Phosphate Properties

The Company impaired the remaining value of its phosphate projects ($4,601,149) during the year ended December 31, 2022 (December 31, 2021: $833,091) to reflect the multi-year ongoing force majeure in Northern Mali. The impairment acknowledges the challenges with raising sufficient financing to meaningfully move forward the exploration of its phosphate properties given to the extended period of conflict in Northern Mali.

The Company allowed its phosphate property permits to expire during the fourth quarter of 2022 given the ongoing multi-year force majeure. The Company intends to reapply for these phosphate permits once the force majeure is lifted in Northern Mali and believes it will receive preferential treatment to do so given the significant historical expenditures expended on the property and inability to continue exploration given the ongoing multi-year force majeure.

Financing

On February 16, 2022, the Company closed a non-brokered private placement. Pursuant to the private placement, the Company has issued 3,490,000 units of the Company (each, a "Unit"), at a price of $0.05 per Unit, for gross proceeds of $174,500. Each Unit consists of one common share in the capital of the Company (each a "Share") and one common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one common share in the capital of the Company (a "Warrant Share") at a price of $0.10 per Warrant Share for a period of two years, subject to an acceleration provision whereby in the event that at any time after the expiry of the statutory hold period the Shares trade at $0.20 or higher on the TSX Venture Exchange ("TSXV") for a period of 10 consecutive days, the Company shall have the right to accelerate the expiry date of the Warrants to the date that is 30 days after the Company issues a news release announcing that it has elected to exercise the acceleration right. All of the securities issued pursuant to the Private Placement are subject to a four month and one day hold period from the date of issue. In connection with the Private Placement, the Company paid cash finder's fees of $3,500 and issued 70,000 finder's warrants (the "Finder Warrants") to eligible finders. Each Finder Warrant will entitle the holder thereof to acquire one share at a price of $0.05 for a period of 24 months.

Loan proceeds

During the year ended December 31, 2021, the Company received loan proceeds of $60,000 from the Canadian Emergency Business Account ("CEBA") program. During Q1 2022, the Company repaid $40,000 of the CEBA loan and realized $20,000 forgiveness under the program.

Share Cancellation

On May 25, 2022, the Company cancelled 1,886,512 of its own shares it acquired as part of its termination agreement related to the acquisition of Ivoirienne de Noix de Cajou SARL.

OUTLOOK

The Company will focus its resources on exploration at its Sanoukou gold project. The Company intends to reapply for its Tilemsi phosphate properties once the force majeure is lifted in Northern Mali. The Company is also evaluating the acquisition of other mineral properties in Africa.

PROPERTIES

GOLD MINERAL PROPERTY - SANOUKOU

On November 30, 2021, Ministry of Mines of Mali re-issued the Sanoukou gold exploration permit until February 21, 2024 with one renewal option remaining.

There are minimum expenditure requirements on the permits as per below:

- $140,000 (60,000,000 Mali FCFA) for the first year;
- $300,000 (130,000,000 Mali FCFA) for the second year; and
- $325,000 (140,000,000 Mali FCFA) for the third year.

The Company did not meet the minimum expenditure requirement for the years ended December 31, 2021 and 2022, and will be requesting an extension on the timing of the expenditure requirements such that the exploration requirements are cumulatively met by February 21, 2024.

Following an increase in artisanal mining activity observed on our Sanoukou property, the Company carried out additional sampling on the material showing high gold grades removed by the artisanal miners. The Company is planning a 2100 metre drill program (14 holes of 150 m each) to further evaluate the property. The commencement of the drill program is contingent on securing additional financing.

FERTILIZER – TILEMSI PHOSPHATE

A description of the expired permits is provided below. The Company intends to reapply for its phosphate properties once the force majeure is lifted in Northern Mali.

Geology of the Tilemsi Project

Mining operations in Mali are carried out under the Mining Code which came into force on June 21, 2012. The new Mining Code provides for different classes of mineral titles, including the research permit (“Permis de recherche”) which the Company holds on each of its properties. The permit is issued through a decree, (“Arrete”), for a specific area (“property”). The Arrete is normally preceded by an agreement, (“Convention”) between the government of Mali and the permit holder. The Company’s Tilemsi Phosphate project encompasses 1,206 km^2 in the Tilemsi valley of eastern Mali, prospective for phosphate mineralization. The project comprises three properties – Tilemsi, Tarkint Est and Aberfoul held in the name of GQ Mali, which is a subsidiary of the Company.

The Tilemsi property

The Tilemsi research permit (ARRETE No 2011 – 0352/MM-SG DU) which covers an area of 417 km^2 was issued on February 4, 2011 to EPM and transferred to GQ Mali on February 13, 2014. A new permit was re-issued on October 19, 2019, for an initial period of three years and is renewable for two periods of two years each. The permit is centered at 17°24’ North (N) and 0°17’ East (E) with four corners located at 17°26’30”N and 0°10’00”E, 17°26’30”N and 0°24’35”E, 17°18’07”N and 0°24’35”E, and 17°18’07”N and 0°10’00”E.

The Tilemsi property hosts the two target areas of the Company’s phase I drilling program carried out in June/July 2011, namely Alfatchafa and Tin Hina.

Tarkint Est research permit

Adjoining to the north and contiguous to the Tilemsi research permit, the Tarkint Est permit (ARRETE No 2011- 4050/MM-SG DU originally issued on February 16, 2011) was re-issued on October 7, 2011 for an expanded area of 589 km^2 with four corners located at 17°33’17”N and 0°10’00”E, 17°33’17”N and 0°35’56”E, 17°26’30”N and 0°35’56”E, and 17°26’30”N and 0°10’00”E. The permit was acquired through an agreement which provides for Great Quest to earn a 97% interest in the permit, subject to a 3% retained carried net profit interest. On February 20, 2013 the permit was transferred to GQ Mali. A new permit was re-issued on October 19, 2019, for an initial period of three years and is renewable for two periods of two years each.

The Tarkint Est property hosts the three target areas of the Company’s Phase II drilling program carried out in November 2011, namely In Tassit, Chenamaguel and Tagit N’Ouerene.

Inferred resources

(Estimates are rounded since the figures are not precise calculations.)

Phosphate deposits in the Tilemsi area are sedimentary in origin, having been deposited in a marine environment. The deposits are similar to those found in Florida, USA and Morocco.

The Phases I and II drilling programs, completed in 2011 on the Tilemsi and Tarkint Est permits, enabled a combined NI 43-101 compliant inferred resource* of approximately 50 million tonnes (Mt) at an average grade of 24.3% P_2O_5 and cut-off grade of 10% to be generated.

Permit of	Program	Area	Area (km^2)	Number of holes drilled	Drilled (m)	Estimate (Mt)
Tilemsi	Phase I	Tin Hina	6.75	142	1,727	32.6
		Alfatchafa	6.70	127	3,156	
Tarkint Est	Phase II	Tin Siriden	12.17	48	608	17.4
		Chenamaguel				
		Tagit N’Ouerene				
Total Phase I & II			25.62	317	5,491	50.0

Summary Inferred Resource Estimate* – Tilemsi Project (Phases I and II)

<u>* CAUTIONARY NOTE ON INFERRED RESOURCE</u>

(i) Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.

(ii) The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.

(iii) The mineral resources in this report were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council.

EXPLORATION TEAM AND QUALIFIED PERSON

The Company operates from its exploration office in Bamako, Mali. The Company employs a senior geologist in Mali to assist with planning and reporting of all geological activities in Mali. The geological staff is augmented with independent geologists on contract to assist with both its Tilemsi phosphate and gold projects.

Mr. Jed Diner M.Sc., P.Geol. is the Qualified Person, as defined by NI 43-101 and its Companion Policy, and he is responsible for the review of technical reporting by the Company, including the technical aspects of this MD&A. Mr. Diner graduated with a Bachelor of Science from Hebrew University, Israel, and a M.Sc. in Applied Earth Science, Ore Deposits and Exploration from Stanford University, California. Fluent in several languages, Mr. Diner is an international consultant on mineral deposits including gold and phosphates. Mr. Diner has reviewed and approved the technical contents of this document.

OVERVIEW OF PERFORMANCE

During the year ended December 31, 2022, the Company's total assets decreased by $5,003,604 from $5,060,077 to $56,473. The Company's working capital deficiency at December 31, 2022 was $386,142 (2021 – $218,079).

RESULTS OF OPERATIONS

The Company's operations consist of the exploration and development of mineral concessions in Mali and the maintenance of a head office in Canada.

Year ended December 31, 2022 compared with the year ended December 31, 2021

The comprehensive loss for year ended December 31, 2022, was $5,157,610 or $0.06 per share compared to $1,417,753 or $0.02 per share for the previous year. The change in comprehensive loss of $3,739,857 was mainly due to:

(i) a decrease of $40,000 in management and director fees from $314,000 in 2021 to $274,000 due mainly to an decrease in director fees of $40,000 ;

(ii) a decrease in share-based compensation of $4,040 from an expense of $4,040 in 2021 due to a lack of granting of stock options in 2022 and a granting of 200,000 stock options in 2021;

(iii) an impairment of exploration and evaluation properties in 2022 of $4,601,149 compared to an impairment in 2021 of $833,091.

LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital deficiency amounted to $386,142 at December 31, 2022 (2021 – $218,079).

The Company is pursuing its efforts in raising funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. To the extent financing is not available, the Company's financial commitments may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL JUDGEMENTS

Readers should refer to Note 3 of the Annual Audited Financial Statements for the year ended December 31, 2022 for a summary of the Company's significant accounting policies and critical judgements.

RELATED PARTY TRANSACTIONS

Key management personnel are officers and directors, or their related parties, who hold positions in the Company and its subsidiaries, that result in these officers and directors having control or significant influence over the financial or operating policies of those entities. These include the members of the Board, current and former Chief Executive Officers, Presidents, Chief Financial Officers and the Chief Operating Officers.

The following transacted with the Company in the reporting year.

Transactions with key management personnel

The aggregate value of transactions with key management personnel being directors and key management personnel were as follows:

	Year ended December 31			
Compensation		**2022**		**2021**
Short term benefits, including consulting, management and director fees	$	314,000	$	320,667
Investor relations		48,000		-
Share-based compensation		-		4,040
Total	$	362,000	$	324,707

During the year ended December 31, 2022, three executive officers of the Company participated and acquired a total of 2,200,000 units of the February 16, 2022 private placement for gross proceeds of $110,000.

During the year ended December 31, 2021, five directors and three executive officers of the Company participated and acquired a total of 9,266,315 units of the December 29, 2021 private placement for gross proceeds of $463,316.

At December 31, 2022 and 2021, the amounts payable were as follows:

Related party balances payable		**December 31, 2022**		**December 31, 2021**
Current outstanding amount				
With respect to advances on expenses from related party	$	28,015	$	50,376
With respect to management fees	$	241,749	$	71,249
	$	269,764	$	121,625
Outstanding amount due within more than one year				
With respect to management fees	$	101,667	$	201,667

The amounts due to related parties are non-interest bearing and unsecured.

SUMMARY OF QUARTERLY RESULTS

Selected consolidated financial information for the last 8 quarters is as follows:

Quarter	Revenue	Comprehensive (loss)	Net (loss) per share
2022 4th Q	$ -	$ (4,735,746)	$ (0.06)
2022 3rd Q	$ -	$ (145,493)	$ (0.00)
2022 2dn Q	$ -	$ (145,217)	$ (0.00)
2022 1st Q	$ -	$ (131,154)	$ (0.00)
2021 4th Q	$ -	$ (973,004)	$ (0.02)
2021 3rd Q	$ -	$ (141,487)	$ (0.00)
2021 2nd Q	$ -	$ (136,770)	$ (0.00)
2021 1s Q	$ -	$ (166,491)	$ (0.00)

Net loss is primarily a result of administrative costs that coincide with fluctuations in activity within the Company. Fluctuations that are not a result of consistent administrative costs are:

2022 4th Q – Impairment of exploration and evaluation properties of $4,601,149

2022 1st Q - Loan forgiveness of $20,000

2021 4th Q – Impairment of exploration and evaluation properties of $833,091.

2021 1st Q – Transfer and filing and printing services of $22,737 classified as Office and general expenses

SELECTED ANNUAL INFORMATION

Summary of the Company's financial operating results for the years ending December 31, 2022, 2021 and 2020.

	2022	2021	2020
Net (loss) income for the year	$ (5,517,610)	$ (1,417,753)	$ 399,664
(Loss) income per share	(0.06)	(0.02)	0.01
Total assets	$ 56,473	$ 5,060,077	$ 5,367,948

RISK AND UNCERTANTIES

Resource exploration is a speculative business and involves a high degree of risk. There is a probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to support the commercial production stage are also very substantial. The following sets out the principal risks faced by the Company.

Exploration risks. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

<u>Market risks</u>. The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both on short term and longer-term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

<u>Commodity price risks</u>. The Company's exploration projects for phosphate and gold in Mali have exposure to price risks of both. While there has been an increasing interest in fertilizers, including phosphates and gold resulting in price increases there can be no assurance that such price levels will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to favor this set of commodities. Phosphate prices may be affected by industrial market variations, economic considerations and supply route availability. Gold price volatility can be expected due to a number of political and economic factors, including exchange ratings on the United States dollar. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and the value of its securities and the securities it holds of other companies which are similarly exposed to the commodity price risks of gold and phosphate rock.

<u>Financing risks</u>. Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon raising equity in the capital markets to provide financing for its continuing substantial exploration budgets.

While the Company has been successful in obtaining financing from the capital markets for its projects recently, there can be no assurance that the capital markets will remain favorable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favorable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

<u>Share Price Volatility and Price Fluctuations</u>. In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies such as the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

<u>Key personnel risks</u>. The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel and management in Mali and its ability to attract and retain key management and technical personnel for its projects and provide safety and security of personnel in remote areas. The Company does not maintain "key man" insurance policies on individual employees or consultants to the Company but does hold appropriate operating insurance. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

<u>Competition</u>. Significant and increasing competition exists for the limited number of mineral property acquisition opportunities of merit available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

<u>Foreign Countries and Regulatory Requirements</u>. Currently, the Company's principal properties held by its subsidiaries are located in Mali. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, geographical and political risk. Both mineral

exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability, local conditions, and government changes to the operating environment and regulations relating to the mining industry.

Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business or ability to operate and carry out normal industry operations and engagement of international consultants and personnel. Travel and access to the projects may be curtailed due to political instability, risks to personnel in remote areas, or contagion. Operations may be affected in varying degrees by government regulations with respect to community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental legislation, water use, labour standards and workplace safety. The Company maintains the majority of its funds in Canada and only transfers sufficient funds to Mali in order to meet current obligations.

Environmental and Other Regulatory Requirements. The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, personnel and corporate taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters.

Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in exploration contractor services, production, and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to carry out exploration or to commence production on the Company's properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. The exploration projects may be in areas where villages exist and parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties. To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations. The Company has incurred net losses to date. The Company has not yet had any operating revenue from the exploration activities on its properties, nor has the Company yet determined that commercial development is warranted on any of its properties. The Company is an exploration stage company and even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce operating revenue, operate profitably or provide a return on investment from its mineral resource projects in the future.

Uninsurable risks. The Company and its subsidiaries may become subject to liability for pollution, fire, explosion, transportation, operational delays, political and other risks or adverse circumstances against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury or additional expenses and liabilities. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

COVID. In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

The Company is pursuing its efforts in raising funds in order to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. To the extent financing is not available, the Company's financial commitments may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

War in Ukraine. The Company's business financial condition and results of operations may be further negatively affected by economic and other consequences from Russia's military action against Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts, of the pandemic and the war in Ukraine to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future.

FINANCIAL INSTRUMENTS

(i) Financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- those measured subsequently at fair value (either through OCI, or through profit or loss), and
- those measured at amortized cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

• *Amortized cost:*

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains or losses. Impairment losses are presented as separate line items in the statement of profit or loss.

• *FVTPL:*

Assets that do not meet the criteria for amortized cost are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments: The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at FVPL are recognized in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment

The Company assesses on a forward-looking basis, the expected credit losses associated with its financial assets carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(ii) Financial liabilities and equity instruments

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

<u>Equity instruments</u>

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized as the proceeds received net of direct issuance costs.

<u>Compound instruments</u>

The component parts of compound instruments (convertible notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issuance, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently re-measured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognized in equity will be transferred to share capital. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognized in equity will be transferred to share-based payment reserve. No gain or loss is recognized in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issuance of the convertible notes are allocated to the liability and equity in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly as equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the convertible notes using the effective interest method.

Financial liabilities

The Company classifies its financial liabilities into one of two categories depending on the purpose for which the liability was assumed. The Company's accounting policy for each category is as follows:

- Fair value through profit or loss - This category comprises derivatives, liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term or liabilities designated upon initial recognition as FVTPL. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.
- Subsequently measured at amortized cost - financial liabilities initially recorded at fair value and subsequently measured at amortized cost, using the effective interest rate method.

The Company’s financial assets and liabilities are recorded and measured as follows:

Financial assets and liabilities	**Classification and measurement**
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost
Loan payable	Amortized cost

Financial Risk Management:
The Company is exposed in varying degrees to a variety of financial instrument related risks.

Credit Risk
The Company is exposed to credit risk by holding cash and cash equivalents. This risk is minimized by holding the investments in large Canadian financial institutions. The Company has minimal accounts receivable exposure, and its various refundable credits are due from Canadian governments.

Currency Risk
The Company’s functional currency is the Canadian dollar. There is foreign exchange risk to the Company as some of its mineral property interests and resulting commitments are located in Mali. Management monitors its foreign currency balances and makes adjustments based on anticipated need for currencies. The Company does not engage in any hedging activities to reduce its foreign currency risk.

As at December 31, 2022, the Company was exposed to currency risk through the following monetary assets and liabilities in Mali FCFA:

	Canadian$ equivalent
Cash	$ 9,140
Foreign exchange rate at December 31, 2022	0.0022

Based on the net exposures at December 31, 2022, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the Mali FCFA would not have a material impact on the Company's net earnings.

Interest Rate Risk
The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash and cash equivalent is relatively unaffected by changes in short term interest rates. The income earned on certain bank accounts is subject to the movements in interest rates. *Price Risk* Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk). The Company does not engage in any activities to mitigate this risk.

Liquidity Risk
Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company had a net working capital deficiency of $386,142 at December 31, 2022. Accounts payable is due in 30 days.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

OPERATING SEGMENTS

The Company has concluded that it has only one material operating segment, gold and phosphate exploration in Mali, for financial reporting purposes.

PROPOSED TRANSACTIONS

The Company is continuously evaluating new opportunities, other than those already covered in this MD&A, and while various negotiations may be ongoing at any given time, these may or may not be successful. This includes any potential financing transactions and there are no Letters of Intent with any third parties at this time. Expenditures on evaluations are kept to a minimum, and any discussions may or may not result in agreement(s) for consideration by the Board of Directors.

GREAT QUEST FERTILIZER LTD
Corporate Information

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DIRECTORS & OFFICERS
John A. Clarke, Chairman, Director[1]
Jed Richardson, President & CEO, Director
Jon Karas, Director
Albert Yuen, Director [1]
David Shaw, Director [1]
Mama Tapo, Director
Paul Bozoki, CFO
Mohammed Bouhsane, Chief Operating Officer

[1] *Members of the Audit committee*

INVESTOR RELATIONS
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STOCK EXCHANGE LISTINGS

TSX Venture Exchange (TSX-V)	Berlin-Bremen Exchange	Frankfurt Exchange
Trading Symbol "GQ"	Trading Symbol "GQM"	Trading Symbol "GQM"

SHARE CAPITAL

Authorized:	Unlimited
Issued:	84,846,082
Options:	2,050,000
Warrants:	31,198,815
Fully Diluted	118,094,897

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