GRAND PEAK CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED DECEMBER 31, 2016 AND 2015

The following discussion and analysis of the financial condition and results of operations of Grand Peak Capital Corp. (the "Company" or "Grand Peak") should be read in conjunction with the condensed consolidated interim financial statements and related notes for the three-month periods ended December 31, 2015 and the annual audited consolidated financial statements at September 30, 2016 and accompanying MD&A dated January 30, 2017. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional information relating to the Company and other regulatory filings can be found on SEDAR website at www.sedar.com.

The Company's head office and principal business address is 8338 – 120th Street, Surrey, British Columbia V3W 3N4. The Company is listed on the Canadian Securities Exchange (the "CSE") and trades under the symbol "GPK".

This MD&A is dated March 1, 2017.

FORWARD-LOOKING STATEMENTS

Forward looking statements are statements that are not historical facts and are generally , but not always identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or that events or conditions "will", "may", "could" or "should" occur. , The information contained herein may contain forward looking statements including expectations of future production, cash flows or earnings. These statements are based on current expectations that involve a number of risks and uncertainties which could cause actual results to differ from those anticipated. Factors that could cause the actual results to differ materially from those in forward-looking statements, but are not limited to: the risk associated with the oil and gas industry (e.g., operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserves estimates; the uncertainty of estimates and projections relating to production, costs and expenses, and health, safety and environmental risks), commodity price, price and exchange rate fluctuation and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures. The foregoing list of assumptions is not exhaustive. Additional information on these and other factors that could affect the Company's operations or financial results are included in the Company's reports on file with Canadian securities regulatory authorities. Events or circumstances could cause results to differ materially.

DESCRIPTION OF BUSINESS AND REVIEW

Grand Peak is a Canadian junior capital company that has completed its continuation from the jurisdiction of Yukon to British Columbia. Effective as of April 27, 2010, the Company is registered in British Columbia under the Business Corporations Act.

Grand Peak is engaged primarily in investing in small capital resource sector public companies. The focus is on increasing the Company's value to the benefit of its stakeholders. Accordingly, its financial success may be dependent upon the extent to which it can develop its investments and the economic viability of developing any additional investment portfolios.

Management of Grand Peak is actively looking for opportunities for investment. The team has experience evaluating and financing investment projects and anticipates expanding the Company's activities in the near future.

OVERALL PERFORMANCE

Realized investment gains or losses are a recurring element in the Company's revenues and net earnings. Realized investment gains or losses may fluctuate significantly from period to period, with a meaningful effect upon the Company's consolidated net earnings. However, the amount of realized investment gain or loss for any given period has no predictive value, and variations in amount from period to period have no practical analytical value.

Annual Results

The following table summarizes selected consolidated data for the Company prepared in accordance with International Financial Reporting Standards ("IFRS"). The information in the following table was extracted from the more detailed consolidated Financial Statements and related notes and should be read in conjunction with such Financial Statements.

The following table represents selected annual financial information on the Company's revenue and net income (loss) for the past three years:

		September 30, 2016		September 30, 2015		September 30, 2014
Revenue	$	168,376	$	6,203	$	10,108
Net income (loss)	$	535,481	$	(2,695,109)	$	(196,474)
Total assets	$	4,000,291	$	1,219,843	$	1,862,962
Debt	$	1,117,096	$	9,749	$	54,763
Shareholders' equity	$	2,883,195	$	1,210,094	$	1,808,199
Capital stock	$	9,610,604	$	9,108,854	$	8,807,804
Loss per share (basic and diluted)	$	0.03	$	(0.28)	$	(0.04)
Weighted average number of shares		17,747,612		9,685,760		4,929,340

Revenue was higher in 2016 than 2015 and 2014 because the Company optioned out its Vianey mining concessions for $100,000, and the Company has signed an agreement with its landlord to act as management for the landlord to collect rent from the tenants of the property the Company currently also occupies. In turn, the landlord agreed to pay the Company management fees equivalent to 50% of the rent collected.

Total assets increased significantly in 2016 compared to 2015 and 2014 due to the Company sold off some of its marketable securities to purchase other marketable securities. During the year ended September 30, 2016, warrant holders also exercised their warrants of the Company, generating more cash for the Company.

Debt in 2016 was higher than 2015 and 2014 due to the Company incurred some loans in 2016.

Mineral Properties

On June 7, 2011, the Company signed an agreement with Musgrove Mineral Corp. and acquired a 100% interest in the Vianey mining concessions located in Guerrero State, Mexico.

On May 24, 2013, and as amended on January 16, 2014, the Company entered into an option agreement with Lucky Minerals Inc. ("Lucky"), a company with a common director then, to grant Lucky a 100% interest in the Company's Vianey's mining concessions.

Under the agreement, Lucky was required to make payments according to a schedule and incur the minimum required expenditures. During the year ended September 30, 2015, Lucky decided to let the option agreement lapse as they were unable to meet the exploration expenditure requirement due by December 1, 2014. The Company has since regained control of the mining concessions.

On July 15, 2016, the Company entered into an option agreement to option Vianey mining concessions to an arms-length party (the "Optionee") for a total of $300,000 with the following payment schedule:

- $100,000 cash on or before July 31, 2016 or after approval by the securities exchange, if required;
- $100,000 cash within 12 months from the date of execution of the option agreement;
- $100,000 within 24 months from the date of the execution of the option agreement.

The Optionee shall commit to a work program of not less than $250,000 over the next two years and the Company shall retain a 2% net smelter royalty ("NSR"). The Optionee may acquire 1% of the NSR for a price of $1,000,000. The Company received the first $100,000 cash payment near the end of July 2016 which it recognized as income.

Investment Gains (Losses)

Realized investment gains or losses are a recurring element in the Company's revenues and net earnings. Realized investment gains or losses may fluctuate significantly from period to period, with a meaningful effect upon the Company's consolidated net earnings. However, the amount of realized investment gain or loss for any given period has no predictive value, and variations in amount from period to period have no practical analytical value.

Selected Quarterly Financial Data

The following selected financial data for the past eight business quarters have been summarized from the Company's unaudited quarterly financial statements and are qualified in their entirety by reference to, and should be read in conjunction with, such financial statements:

	2017 Q1	2016 Q4	2016 Q3	2016 Q2
Revenues	273,800	166,625	590	681
Net income (loss)	221,009	2,519,582	(977,033)	(32,375)
Total assets	4,206,095	4,000,291	1,439,788	1,072,195
Debt	1,141,266	1,117,096	72,766	79,034
Shareholders' deficit	(7,179,027)	(7,400,036)	(10,465,828)	(9,488,796)
Capital stock	9,610,604	9,610,604	9,321,354	9,152,854
Basic earnings (loss) per share	0.01	0.14	(0.05)	(0.00)
Weighted average number of shares	20,276,981	17,747,612	17,764,559	14,762,055

	2016 Q1	2015 Q4	2015 Q3	2015 Q2
Revenues	480	915	1,027	4,343
Net income (loss)	(15,457)	(2,607,404)	(52,049)	(31,755)
Total assets	914,431	1,219,843	1,952,605	1,682,770
Debt	53,168	9,749	12,341	75,944
Shareholders' deficit	(9,456,422)	(9,440,965)	(6,833,561)	(6,781,513)
Capital stock	9,108,854	9,108,854	9,108,854	8,807,804
Basic earnings (loss) per share	(0.00)	(0.27)	(0.01)	(0.01)
Weighted average number of shares	12,208,381	9,685,760	7,903,595	4,929,340

Results for the Three-Month Period ended December 31, 2016

For the three-month period ended December 31, 2016, net income was $221,009, compared to net loss of $15,457 for the same period ended December 31, 2015. The difference was mainly due to management income the Company earned from collection of rent and consulting income from companies with common directors or management in fiscal 2017.

Earnings per share for the quarter ended December 31, 2016 was $0.01, compared to loss per share of $0.00 for the same period ended December 31, 2015.

Significant expenses were: wages and benefits $33,628 (2015 – $nil), interests and bank charges $7,745 (2015 - $63), telecommunication $3,750 (2015 - $nil), and office and miscellaneous $3,521 (2015 - $nil).

LIQUIDITY AND CAPITAL RESOURCES

The Company's principal assets consist of cash, marketable securities and a mining claim. The Company's principal sources of funds are its available cash resources, and public financing. The Company has no recurring cash requirements other than corporate overheads.

As at December 31, 2016, the Company's readily available cash and equivalents totalled $66,041 (September 30, 2016 - $50,323). Additional sources of liquidity included $342,675 (September 30, 2016 - $360,800) in investments held-for-trading, $2,378,546 (September 30, 2016 - $2,286,006) in marketable securities, $1,235,773 (September 30, 2016 - $1,238,538) of loans and interests receivable, $170,389 in accounts receivable (September 30, 2016 - $61,520) and $12,671 of other receivables (September 30, 2016 - $3,104).

Working capital increased from $597,189 at September 30, 2016 to $686,283 at December 31, 2016. The improvement of the Company's working capital was due to an injection of cash from loans borrowed and revenue earned.

	December 31, 2016	September 30, 2016
Current Assets	1,827,549	1,714,285
Current Liabilities	(1,141,266)	(1,117,096)
Working Capital	686,283	597,189

Financial Position

Total assets of the Company at December 31, 2016 were $4,206,095, compared to $4,000,291 at September 30, 2016. The difference was mainly due to increase in accounts receivables, loans and interests receivable, investments held-for-trading and marketable securities.

The Company's liabilities increased from $1,117,096 at September 30, 2016 to $1,141,266 at December 31, 2016.

Shareholders' Equity

Shareholders' capital stock as of December 31, 2016 and September 30, 2016 was $9,610,604.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company has no proposed transactions at this time.

SUBSEQUENT EVENTS

See Note 12 of the condensed interim consolidated financial statements for the three months ended December 31, 2016.

FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as followings:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's credit risk is primarily attributable to cash and cash equivalents, accounts and GST receivables and investment. The majority of cash is deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by one bank, there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's another exposure to risk is on its other receivables. This risk is minimal as receivables consist primarily of refundable government goods and services taxes and from a related company. All transactions executed by the Company in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Management believes that the credit risk concentration with respect to financial instruments above is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the sale of marketable securities or the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Foreign Exchange Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's functional currency for the parent company and its subsidiaries is the Canadian dollar and major expenditures are transacted in Canadian dollars.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents as these instruments have original maturities of three months or less and are therefore exposed to interest rate fluctuations on renewal. The sensitivity of the Company to a variation of 1% in the interest rate would not have a significant impact. The

Company's other financial assets and financial liabilities do not comprise any interest rate risk since they do not bear interest.

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital, net of accumulated deficit.

There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.

OUTSTANDING SHARES

As at March 1, 2017, there were 24,988,680 common shares and nil share-purchase warrants outstanding.

RELATED PARTY TRANSACTIONS

Revenue

In August 2016, the Company entered into a revenue collection agreement with a company with a common director, who collected management and rental income on behalf of the Company. During the year ended September 30, 2016, the Company with a common director collected $34,650 (2015 - $nil) of management and rental income on behalf of the Company. In return, the Company paid $3,000 (2015 - $nil) for service fee. As at December 31, 2016, the outstanding balance of $34,650 (September 30, 2016 - $34,650) from a company with common director is included in accounts receivable.

Amounts due to and from related parties are non-interest bearing, unsecured, with no terms of repayment.

During the three months ended December 31, 2016, the Company earned gross management income of $101,000 (December 31, 2015 - $nil) and consulting income of $106,000 (December 31, 2015 - $nil) from companies with common directors or management.

As at December 31, 2016, an outstanding balance of $164,850 (September 30, 2016 - $9,450) of the management and consulting income from companies with common directors or management is included in accounts receivable.

Notes Receivable

See Note 7 of the condensed interim consolidated financial statements for the three months ended December 31, 2016.

Notes Payable

See Note 9 of the condensed interim consolidated financial statements for the three months ended December 31, 2016.

INTERNAL FINANCIAL CONTROLS

Venture issuers are not required to 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 National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI52-109"). In particular, the Company's certifying officers 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 Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

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

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 make. Investors should be aware that inherent limitations on the ability of the Company are certifying officers to design and implement on a cost effective basis.

CRITICAL ACCOUNTING POLICIES

The Company's significant accounting policies are described in Note 3 of the September 30, 2016 audited financial statements.

NEW ACCOUNTING STANDARDS INCLUDING ADOPTION

See Note 3 of the Company's financial statements for the year ended September 30, 2016 for a detailed summary of accounting standards issued but not yet effective. The Company has not adopted new accounting standards since then.

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Officers and Directors
Tajinder Johal – Chief Executive Officer, Director
Jared Scharf – Chief Financial Officer
Darnell May – Director
Harpreet Bhatti – Director

Contact Person
Tajinder Johal – Chief Executive Officer
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