GRAND PEAK CAPITAL CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED SEPTEMBER 30, 2017 AND 2016

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 audited consolidated financial statements and related notes for the year ended September 30, 2017 as well as the audited year ended September 30, 2016 accompanying this report. 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 4770 – 72nd Street, Surrey, British Columbia V4K 3N3. The Company is listed on the Canadian Securities Exchange (the "CSE") and trades under the symbol "GPK".

This MD&A is dated January 29, 2018.

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") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). 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, 2017		September 30, 2016		September 30, 2015
Revenue	$	535,251	$	64,600	$	-
Net income (loss)	$	900,550	$	535,481	$	(2,695,109)
Total assets	$	5,174,955	$	4,000,291	$	1,219,843
Debt	$	268,389	$	1,117,096	$	9,749
Shareholders' equity	$	4,906,566	$	2,883,195	$	1,210,094
Capital stock	$	9,610,604	$	9,610,604	$	9,108,854
Loss per share (basic and diluted)	$	0.04	$	0.03	$	(0.28)
Weighted average number of shares		24,988,680		17,747,612		9,685,760

Revenue was higher in 2017 than 2016 and 2015 because in August 2016, the Company 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 in 2017 compared to 2016 and 2015 due to increase in the fair value of the Company's marketable securities.

Debt in 2017 was less than 2016 due to the Company repaid some loans in 2017.

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.

During the year ended September 30, 2016, the Company entered into an option agreement to option it's mining concessions to an arms-length party (the "Optionee") for aggregate proceeds of $300,000.

The Company received the first $100,000 cash payment in July 2016, which it recognized as income, in the year ended September 30, 2016.

No further amounts were received and the option agreement was terminated.

Investment Gains (Losses)

Realized investment gains or losses are a recurring element in the Company's 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 Q4	2017 Q3	2017 Q2	2017 Q1
Revenues	129,377	89,299	42,775	273,800
Net income (loss)	688,460	28,129	(37,048)	221,009
Total assets	5,174,955	3,821,672	5,062,949	4,206,095
Debt	268,389	324,044	296,284	1,141,266
Shareholders' equity	4,906,506	3,497,628	4,766,665	3,064,829
Capital stock	9,610,604	9,610,604	9,610,604	9,610,604
Basic earnings (loss) per share	0.03	0.00	(0.00)	0.01
Weighted average number of shares	24,988,680	24,988,680	24,988,680	24,988,680

	2016 Q4	2016 Q3	2016 Q2	2016 Q1
Revenues	64,600	-	-	-
Net income (loss)	2,519,582	(977,033)	(991,611)	(15,457)
Total assets	4,000,291	1,439,788	1,072,195	914,431
Debt	1,117,096	72,766	79,034	53,168
Shareholders' equity	2,883,195	1,367,022	2,883,195	2,883,195
Capital stock	9,610,604	9,321,354	9,152,854	9,108,854
Basic earnings (loss) per share	0.14	(0.05)	(0.00)	(0.00)
Weighted average number of shares	17,747,612	17,764,559	14,762,055	12,208,381

Results for the Three-Month Period ended September 30, 2017

For the three-month period ended September 30, 2017, net income was $688,460, compared to net income of $2,519,582 for the same period ended September 30, 2016. The difference was mainly due to realized and unrealized gain on marketable securities and investments held-for-trading and the gain on Vianey option agreement in 2016, as well as less expenses in 2016.

Earnings per share for the quarter ended September 30, 2017 was $0.03, while earnings per share was $0.14 for the quarter ended September 30, 2016.

Significant income and expenses were: realized gain on sale of marketable securities $341,616 (2016 – loss of $837,106), wages and benefits $12,881 (2016 – $18,219), and professional fees $9,715 (2016 - $8,642) and consulting fees $3,500 (2016 - $6,500).

Results for the Year ended September 30, 2017

For the year ended September 30, 2017, net income was $900,550, compared to net income of $535,481 for the year ended September 30, 2016. The difference was mainly due the recognition of gain on Vianey option agreement in 2016.

Earnings per share for the year ended September 30, 2017 was $0.04, which remained the same as earnings per share of $0.03 for the year ended September 30, 2016.

Significant income and expenses were: realized gain on marketable securities $464,120 (2016 - $126,674), management income $233,611 (2016 - $44,000), consulting income $274,140 (2016 - $20,600), administration income $27,500 (2016 - $nil), wages and benefits $93,928 (2016 - $18,219), and professional fees $34,938 (2016 - $30,616).

LIQUIDITY AND CAPITAL RESOURCES

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

As at September 30, 2017, the Company's readily available cash and equivalents totalled $750,087 (2016 - $50,323). Additional sources of liquidity included $1,080,110 (2016 - $360,800) in investments held-for-trading, $2,868,585 (2016 - $2,286,006) in marketable securities, $298,392 in accounts receivable (2016 - $61,520) and $17,527 of sales tax receivables (2016 - $3,104).

Working capital increased from $597,189 at September 30, 2016 to $2,037,981 at September 30, 2017. The improvement of the Company's working capital was due to repayment of loan receivables, gain from sale of marketable securities and revenue earned.

	September 30, 2017	September 30, 2016
Current Assets	2,306,370	1,714,285
Current Liabilities	(268,389)	(1,117,096)
Working Capital	2,037,981	597,189

Financial Position

Total assets of the Company at September 30, 2017 were $5,174,955, compared to $4,000,291 at September 30, 2016. The difference was mainly due to the increase in the fair value of its marketable securities and the revenue from operations.

The Company's liabilities decreased from $1,117,096 at September 30, 2016 to $268,389 at September 30, 2017.

Shareholders' Equity

Shareholders' capital stock as of September 30, 2017 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.

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:

Market Risk

Market risk is the risk that the fair value of, or future cash flows from the Company's investment in marketable securities will significantly fluctuate because of changes in market prices. The Company is exposed to market risk or equity risk or equity price risk in trading its investment and unfavourable market conditions could result in dispositions of investments at less than favourable prices. Additionally, the Company marks its investments to market in accordance with accounting policies at each reporting period. This process could result in significant write-downs of the Company's investment over one or more reporting periods, particularly during periods of declining resource markets.

Market risk includes price risk, interest rate risk and currency risk as well as factors specific to an individual investment or its issuer or risk specific to a certain market. Market risk is managed principally through diversification of investments. Management monitors the overall market risk position on a quarterly basis.

Price Risk

The Company is exposed to price risk in relation to listed marketable securities held as available-for-sale and FVTPL investment, assessed as high.

Interest Rate Risk

Interest risk is the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk is minimal.

Currency Risk

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 is not exposed to currency risk as the Company does not hold financial instrument denominated in foreign currency.

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 primary exposure to credit risk is on its accounts receivable. During the year ended September 30, 2017, the Company recorded a bad debt expense of $79,000 (2016 - $nil), which was offset against revenue. At September 30, 2017, there is a further $62,541 of receivables that are more than 90 days past due that have not been allowed for.

The Company's other exposure to credit risk is on its cash held in bank accounts. Cash is deposited in bank accounts held with a major bank in Canada. As all 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 financial institutions as determined by rating agencies. The Company's maximum exposure to credit risk is the carrying amount of its financial assets.

Liquidity Risk

Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to meet short-term business requirements, taking into account its anticipated cash flows from operations and its holding of cash.

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.

Classification of Financial Instruments

Financial assets included in the statement of financial position are as follows:

	Fair value measurement	**September 30, 2017**	September 30, 2016
		$	$
Loans and receivables			
Cash		**750,087**	50,323
Receivables		**298,392**	61,520
Loan receivables		**160,254**	1,238,538
FVTPL			
Investments held for trading	Level 2	**1,080,110**	360,800
Available for sale			
Marketable securities	Level 1	**2,868,585**	2,286,006
		5,157,428	3,997,187

Financial liabilities included in the statement of financial position are as follows:

	September 30, 2017	September 30, 2016
	$	$
Non-derivative financial liabilities:		
Trade payables	**79,434**	81,234
Due to related parties	**40,000**	42,000
Note payable	**130,205**	978,762
	250,639	1,101,996

Fair Value

The fair value of the Company's financial assets and liabilities approximate the carrying amount wither due to their short-term nature or because the interest rates applied to measure their carrying amount approximate current market rates.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 Unadjusted quote prices in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 Inputs that are not based on observable market data.

Investments consist of common shares and share-purchase warrants of Canadian public companies (Notes 3 & 4). Investments in common shares are classified as level 1 fair value measurements. Investments in share-purchase warrants are classified as level 3 fair value measurements as the fair value estimate incorporates the use of option pricing models that use observable market data.

The Company has no financial instruments subject to Level 3 fair value measurements.

OUTSTANDING SHARES

As at January 29, 2018, there were 24,988,680 common shares outstanding and nil share-purchase warrant outstanding.

RELATED PARTY TRANSACTIONS

Transactions with key management and directors

During the year ended September 30, 2017, the Company did not have any transaction with key management and directors; however, for the year ended September 30, 2016, the Company paid directors of the Company $3,300 for consulting fees.

Revenue

In August 2016, the Company entered into a revenue collection agreement with a company formerly with a common director to collect management and rental income on behalf of the Company formerly with a common director. During the year ended September 30, 2017, the Company collected $nil (2016 - $34,650) of management and rental income on behalf of the Company formerly with a common director. In return, the Company was paid $nil (2016 - $3,000) for service fee. As at September 30, 2017, the outstanding balance of $34,650 (2016 - $34,650) from various tenants is included in accounts receivable.

During the year ended September 30, 2017, the Company earned management income of $163,500 (2016 - $24,000), consulting income of $8,500 (2016 - $19,600) and administration income of $20,000 (2016 - $nil) from companies formerly with common directors or management.

As at September 30, 2017, an outstanding balance of $110,916 (2016 -$9,450) of management and consulting income from companies formerly with common directors or management is included in accounts receivable.

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

SUBSEQUENT EVENTS

Subsequent to year ended September 30, 2017, the Company executed a promissory note for principal of $289,000. The loan bears interest at 3% per annum, is unsecured and due on demand. The loan was repaid on December 31, 2017.

Subsequent to year ended September 30, 2017, the Company executed a promissory note for principal of $825,000. The loan bears interest at 4% per annum, is unsecured and due on demand. The loan was repaid on November 15, 2017.

On November 24, 2017, the Company assumed a promissory note of $180,000 of a company with common director from a third party. The note bears interest at 5% and is due on demand. As consideration for the assignment of debt, the Company will pay a Purchase Price of $40,000.

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 2 of the September 30, 2017 audited financial statements.

NEW ACCOUNTING STANDARDS INCLUDING ADOPTION

See Note 2 of the Company's financial statements for the year ended September 30, 2017 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, Chief Financial Officer and Director
Jatinder Bains – Director
Peter Wilson – Director

Contact Person
Tajinder Johal – Chief Executive Officer
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