

REFINITIV

DELTA REPORT

10-Q

GURE - GULF RESOURCES, INC.

10-Q - JUNE 30, 2023 COMPARED TO 10-Q - MARCH 31, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	864
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 CHANGES	7
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 DELETIONS	857
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 ADDITIONS	0
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2023

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-34499

GULF RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Nevada

13-3637458

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

Level 11, Vegetable Building, Industrial Park of the East City,
Shouguang City, Shandong, China

262700

(Address of principal executive offices)

(Zip Code)

+86 (536) 567-0008

(Registrant's telephone number, including area code)

Not Applicable.

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each classTrading Symbol(s)Name of each exchange on which registered

Common Stock, \$0.0005 par value

GURE

NASDAQ Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐Accelerated filer ☐Non-accelerated filer ☐Smaller reporting company ☐Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☐

As of May 13, 2023, the registrant had outstanding 10,431,924 shares of common stock.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

GULF RESOURCES, INC.

AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Expressed in U.S. dollars)

	March 31, 2023 (Unaudited)	December 31, 2022 (Audited)
Current Assets		
Cash	\$ 115,771,833	\$ 108,226,214
Accounts receivable	5,224,530	5,363,166
Inventories, net	588,009	1,598,572
Prepayments and deposits	4,369,375	4,236,782
Other receivable	1,163	637
Total Current Assets	125,954,910	119,425,371
Non-Current Assets		
Property, plant and equipment, net	145,716,571	149,916,766
Finance lease right-of use assets	164,732	163,868
Operating lease right-of-use assets	8,543,073	8,098,427
Prepaid land leases, net of current portion	9,641,075	9,508,001
Deferred tax assets	5,719,175	5,318,909
Total non-current assets	169,784,626	173,005,971
Total Assets	\$ 295,739,536	\$ 292,431,342
Liabilities and Stockholders' Equity		
Current Liabilities		
Payable and accrued expenses	\$ 7,133,752	\$ 7,823,722
Taxes payable-current	955,868	699,563
Amount due to a related party	2,621,146	2,605,694
Finance lease liability, current portion	244,685	213,346
Operating lease liabilities, current portion	468,906	433,440
Total Current Liabilities	11,424,357	11,775,765
Non-Current Liabilities		
Finance lease liability, net of current portion	1,481,471	1,461,721
Operating lease liabilities, net of current portion	7,993,748	7,575,651
Total Non-Current Liabilities	9,475,219	9,037,372
Total Liabilities	\$ 20,899,576	\$ 20,813,137
Commitment and Loss Contingencies	\$ —	\$ —
Stockholders' Equity		

PREFERRED STOCK; \$0.001 par value; 1,000,000 shares authorized; none outstanding	\$	—	\$	—
COMMON STOCK; \$0.0005 par value; 80,000,000 shares authorized; 10,717,754 shares issued; and 10,431,924 shares outstanding as of March 31, 2023 and December 31, 2022		24,476		24,476
Treasury stock; 285,830 shares as of March 31, 2023 and December 31, 2022 at cost		(1,372,673)		(1,372,673)
Additional paid-in capital		101,237,059		101,237,059
Retained earnings unappropriated		157,531,788		158,089,535
Retained earnings appropriated		26,667,097		26,667,097
Accumulated other comprehensive income (loss)		(9,247,787)		(13,027,289)
Total Stockholders' Equity		<u>274,839,960</u>		<u>271,618,205</u>
Total Liabilities and Stockholders' Equity	\$	<u>295,739,536</u>	\$	<u>292,431,342</u>
See accompanying notes to the condensed consolidated financial statements.				

GULF RESOURCES, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Expressed in U.S. dollars)
(UNAUDITED)

	Three-Month Period Ended March 31,	
	2023	2022
NET REVENUE		
Net revenue	\$ 9,302,007	\$ 8,930,737
OPERATING EXPENSE		
Cost of net revenue	(6,769,074)	(4,549,968)
Sales, marketing and other operating expenses	(13,704)	(10,360)
Direct labor and factory overheads incurred during plant shutdown	(2,408,736)	(2,184,591)
General and administrative expenses	(910,051)	(2,242,501)
Other operating expense	—	(8,404)
	(10,101,565)	(8,995,824)
LOSS FROM OPERATIONS	(799,558)	(65,087)
OTHER INCOME (EXPENSE)		
Interest expense	(29,630)	(34,692)
Interest income	70,885	75,528
LOSS BEFORE INCOME TAXES	(758,303)	(24,251)
INCOME TAX (EXPENSE) BENEFIT	200,556	(95,695)
NET LOSS	\$ (557,747)	\$ (119,946)
COMPREHENSIVE LOSS:		
NET LOSS	\$ (557,747)	\$ (119,946)
OTHER COMPREHENSIVE INCOME		
- Foreign currency translation adjustments	3,779,502	1,549,034
COMPREHENSIVE INCOME (LOSS)	\$ 3,221,755	\$ 1,429,088
BASIC AND DILUTED LOSS PER SHARE	\$ (0.05)	\$ (0.01)
BASIC AND DILUTED WEIGHTED AVERAGE NUMBER OF SHARES:	10,431,924	10,471,924

See accompanying notes to the condensed consolidated financial statements.

GULF RESOURCES, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
THREE-MONTH PERIOD ENDED MARCH 31, 2023 AND 2022
(Expressed in U.S. dollars)

	Common stock				Treasury stock	Additional paid-in capital	Retained earnings unappropriated	Retained earnings appropriated	Accumulated other comprehensive Income(loss)	Total
	Number of shares issued	Number of shares outstanding	Number of treasury stock	Amount						
BALANCE AT DECEMBER 31, 2022 (Audited)	10,717,754	10,431,924	285,830	24,476	(1,372,673)	101,237,059	\$ 158,089,535	\$ 26,667,097	\$ (13,027,289)	\$ 271,618,205
Translation adjustment	—	—	—	—	—	—	—	—	3,779,502	3,779,502
Net loss for three-month period ended March 31, 2023	—	—	—	—	—	—	(557,747)	—	—	(557,747)
BALANCE AT MARCH 31, 2023(Unaudited)	10,717,754	10,431,924	285,830	24,476	(1,372,673)	101,237,059	\$ 157,531,788	\$ 26,667,097	\$ (9,247,787)	\$ 274,839,960
	Common stock				Treasury stock	Additional paid-in capital	Retained earnings unappropriated	Retained earnings appropriated	Accumulated other comprehensive Income(loss)	Total
	Number of shares issued	Number of shares outstanding	Number of treasury stock	Amount						
BALANCE AT DECEMBER 31, 2021 (Audited)	10,517,754	10,471,924	45,830	\$ 24,376	\$ (510,329)	\$ 100,569,159	\$ 150,463,638	\$ 24,233,544	\$ 11,858,829	\$ 286,639,217
Translation adjustment	—	—	—	—	—	—	—	—	1,549,034	1,549,034
Net loss for three-month period ended March 31, 2022	—	—	—	—	—	—	(119,946)	—	—	(119,946)

BALANCE											
AT MARCH											
31, 2022											
(Unaudited)	10,517,754	10,471,924	45,830	\$ 24,376	\$ (510,329)	\$ 100,569,159	\$ 150,343,692	\$ 24,233,544	\$ 13,407,863	\$ 288,068,305	

See accompanying notes to the condensed consolidated financial statements.

GULF RESOURCES, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in U.S. dollars)
(UNAUDITED)

	Three-Month Period Ended March 31,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (557,747)	\$ (119,946)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Amortization on capital lease obligation	28,560	33,622
Depreciation and amortization	5,360,224	5,003,078
Unrealized exchange (gain) loss on translation of inter-company balances	(32,352)	283,789
Deferred tax asset	(200,556)	95,695
Changes in assets and liabilities		
Accounts receivable	211,870	3,483,711
Inventories	1,035,921	178,444
Prepayments and deposits	(109,604)	(446,365)
Other receivables	(527)	—
Accounts and Other payable and accrued expenses	(772,506)	487,228
Taxes payable	282,007	704,492
Operating leases	(413,737)	(1,258,066)
Net cash provided by operating activities	4,831,553	8,445,682
CASH FLOWS USED IN INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(32,742)	(395,060)
Net cash used in investing activities	(32,742)	(395,060)
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	2,746,808	1,844,114
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	7,545,619	9,894,736
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	108,226,214	95,767,263
CASH AND CASH EQUIVALENTS - END OF PERIOD	\$ 115,771,833	\$ 105,661,999

GULF RESOURCES, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
(Expressed in U.S. dollars)

	Years Ended March 31,	
	2023	2022
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash paid during the year for:		
Paid for taxes	\$ 1,670,428	\$ 1,182,137
Interest on finance lease obligation	\$ 28,560	\$ 33,622
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES		
See accompanying notes to the condensed consolidated financial statements.		

GULF RESOURCES, INC.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2023
(Expressed in U.S. dollars)
(UNAUDITED)

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation and Consolidation

The accompanying audited consolidated financial statements have been prepared by Gulf Resources, Inc. ("Gulf Resources"), a Nevada corporation and its subsidiaries (collectively, the "Company").

The consolidated financial statements include the accounts of Gulf Resources, Inc. and its wholly-owned subsidiary, Upper Class Group Limited, a company incorporated in the British Virgin Islands, which owns 100% of Hong Kong Jiayang Industrial Limited, a company incorporated in Hong Kong ("HKJI"). HKJI owns 100% of Shouguang City Haoyuan Chemical Company Limited ("SCHC") which owns 100% of Shouguang Yuxin Chemical Industry Co., Limited ("SYCI"), Daying County Haoyuan Chemical Company Limited ("DCHC") and Shouguang Hengde Salt Industry Co. Ltd. ("SHSI"). All material intercompany transactions have been eliminated on consolidation.

(b) Nature of the Business

The Company manufactures and trades bromine through its wholly-owned subsidiary, Shouguang City Haoyuan Chemical Company Limited ("SCHC"); manufactures and trades crude salt through its wholly-owned subsidiary, SHSI; and manufactures chemical products for use in the oil industry, pesticides, paper manufacturing industry and for human and animal antibiotics through its wholly-owned subsidiary, Shouguang Yuxin Chemical Industry Co., Limited ("SYCI") in the People's Republic of China ("PRC"). DCHC was established to further explore and develop natural gas and brine resources (including bromine and crude salt) in the PRC. DCHC's business commenced trial operation in January 2019 but suspended production temporarily in May 2019 as required by the government to obtain project approval (see Note 1 (b)(iii)).

On March 11, 2020, the World Health Organization (WHO) officially declared COVID-19 a pandemic. The duration and intensity of the impact of the COVID-19 and resulting disruption to the Company's operations and financial position is uncertain. While not fully quantifiable, the Company believes this situation did not have a material adverse impact on its operating results in the year of 2021. In 2022, COVID may have a slightly larger impact. The government is conducting frequent unannounced inspections, somewhat disrupting production. In addition, the Company believes the focus on COVID may have slightly delayed the approval process for one or more of the closed factories. The virus outbreak and resulting supply chain issues has impacted the overall Chinese economy and thus impacted demand from end customers. It has delayed the delivery of machinery and other equipment for the Yuxin Chemical factory causing a postponement in its completion and opening. The Company believes the virus outbreak has delayed the finalization of the Sichuan Province environmental plan, causing a further delay for the Company's project in Sichuan Province.

(i) Bromine and Crude Salt Segments

In February 2019, the Company received a notification from the local government of Yangkou County that its Factory No. 1, No. 4, No. 7 and No. 9 passed inspection and could resume operations. In April 2019, Factory No.1, and Factory No.7 resumed operation.

On November 25, 2019, the government of Shouguang City issued a notice ordering all bromine facilities in Shouguang City, including the Company's bromine facilities, including Factory No. 1 and Factory No. 7, to temporarily stop production from December 16, 2019 to February 10, 2020. Subsequently, due to the coronavirus outbreak in China, the local government ordered those bromine facilities to postpone the commencement of production. Subsequently, the Company received an approval dated February 27, 2020 issued by the local governmental authority allowing the Company to resume production after the winter temporary closure. Further, the Company received another approval from the Shouguang Yangkou People's Government dated March 5, 2020 allowing the Company to resume production at its bromine factories No. 1, No. 4, No.7 and No. 9 in order to meet the needs of bromide products for epidemic

prevention and control (the "March 2020 Approval"). The Company's Factories No. 1 and No. 7 commenced trial production in mid-March 2020 and commercial production on April 3, 2020 and its Factories No. 4 and No. 9 commenced commercial production on May 6, 2020. The Company received an oral notification from the government for its Factory No. 8, which permits the Factory No. 8 to resume production in August 2022.

The Company is still waiting for governmental approval for Factories No. 2 and No. 10. To our knowledge, the government is currently completing its planning process for all mining areas including that for prevention of flood. As a result, we may be required to make some modifications to our current wells and aqueducts prior to commencement of operations of these factories to satisfy the local government's requirements.

Pursuant to the notification from the government of Shouguang City, all bromine facilities in Shouguang City were temporarily closed from December 10, 2022 until February 1, 2023 8:00 AM China Time. To comply with such notification, the Company temporarily stopped production at its bromine facilities during the aforesaid period and reopened the operating bromine and crude salt factories in February 2023.

(ii) Chemical Segment

On November 24, 2017, the Company received a letter from the Government of Yangkou County, Shouguang City notifying the Company to relocate its two chemical production plants located in the second living area of the Qinghe Oil Extraction to the Bohai Marine Fine Chemical Industrial Park ("Bohai Park"). This was because the two plants were located in a residential area and their production activities impacted the living environment of the residents. This was as a result of the country's effort to improve the development of the chemical industry, manage safe production and curb environmental pollution accidents effectively, and ensure the quality of the living environment of residents. All chemical enterprises which did not comply with the requirements of the safety and environmental protection regulations were ordered to shut down.

In December 2017, the Company secured from the government the land use rights for its chemical plants located at the Bohai Park and in June 2018, the Company presented a completed construction design draft and other related documents to the local authorities for approval. In January 2020, the Company received the environmental protection approval by the government of Shouguang City, Shandong Province for the proposed Yuxin Chemical factory. The Company began the construction on its new chemical facilities located at Bohai Marine Fine Chemical Industrial Park in June 2020 and basically completed the civil works by the end of June 2021. On November 15, 2021, the Company announced that due to the supply chain issues as well as the electric restrictions in China, the delivery of some equipment, the equipment installation and testing and beginning trial production at the chemical factory had been delayed. On February 22, 2022, the Company announced that discussions with the government have convinced management that the electricity restrictions are being eased. Accordingly, the Company has contacted its suppliers and will have the remainder of the equipment produced and delivered, so the Company can complete installation and begin testing and trial production.

The COVID restrictions and resulting national and international supply chain issues as well as permitting issues have caused delays in receiving some previously ordered machinery and equipment. The Company is working with its existing suppliers and may identify new suppliers so that it can complete construction of its factory based on accelerated delivery. Currently, the Company can not estimate when construction will be completed and production can begin.

The Company estimates this relocation process will cost approximately \$69 million in total. The Company incurred relocation costs comprising prepaid land lease, professional fees related to the design of the new chemical factory, purchase of plant and equipment and construction costs and installation costs incurred for the new chemical factory in the amount of \$45,584,344 and \$45,584,344, which were recorded in the Property, plant and equipment in the consolidated balance sheets as of March 31, 2023 and December 31, 2022.

On March 23, 2023, the Company issued a press release detailing the delays in the opening of our Yuxin chemical factory due to COVID and stricter government regulations. As noted in the press release, the Company believes that once all of the equipment is delivered, it will take 3 to 4 months to get them installed. After installation, the testing process is anticipated to take 2 to 3 months, after which it will be in a position to apply for environmental and safety

approval. After we get the approval, it will take us 4 months to conduct trial production, and then we may start commercial production.

(iii) Natural Gas Segment

In January 2017, the Company completed the first brine water and natural gas well field construction in Daying located in Sichuan Province and commenced trial production in January 2019. On May 29, 2019, the Company received a verbal notice from the government of Tianbao Town, Daying County, Sichuan Province, whereby the Company is required to obtain project approval for its well located in Daying, including the whole natural gas and brine water project, and approvals for safety production inspection, environmental protection assessment, and to solve the related land issue. Until these approvals have been received, the Company has had to temporarily halt trial production at its natural gas well in Daying. In compliance with the Chinese government new policies, the Company is also required to obtain an exploration license and a mining license for bromine and natural gas, respectively. Pursuant to the Opinions of the Ministry of Natural Resources on Several Issues in Promoting the Reform of Mineral Resources Management (Trial) promulgated by the Ministry of Natural Resources of PRC on January 9, 2020, which came into effect on May 1, 2020, privately owned enterprises are allowed to participate in the natural gas production. The Company plans to proceed with its applications for the natural gas and brine project approvals with related government departments until the governmental planning has been finalized.

(c) Allowance for Doubtful Accounts

We make estimates of the uncollectibility of accounts receivable, especially analyzing accounts receivable and historical bad debts, customer concentrations, customer credit-worthiness, current economic trends and changes in customer payment terms, when evaluating the adequacy of the allowance for doubtful accounts. Credit evaluations are undertaken for all major sale transactions before shipment is authorized. On a quarterly basis, we evaluate aged items in the accounts receivable aging report and provide an allowance in an amount we deem adequate for doubtful accounts. If management were to make different judgments or utilize different estimates, material differences in the amount of our reported operating expenses could result.

(d) Concentration of Credit Risk

The Company is exposed to credit risk in the normal course of business, primarily related to accounts receivable and cash and cash equivalents. Substantially all of the Company's cash and cash equivalents are maintained with financial institutions in the PRC, namely, Industrial and Commercial Bank of China Limited, China Merchants Bank Company Limited and Sichuan Rural Credit Union, which are not insured or otherwise protected. The Company placed \$115,771,833 and \$108,226,214 with these institutions as of March 31, 2023 and December 31, 2022, respectively. The Company has not experienced any losses in such accounts in the PRC.

GULF RESOURCES, INC.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2023
(Expressed in U.S. dollars)
(UNAUDITED)

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

(e) Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. Expenditures for new facilities or equipment, and major expenditures for betterment of existing facilities or equipment are capitalized and depreciated using the straight-line method at rates sufficient to depreciate such costs less 5% residual value over the estimated productive lives. All other ordinary repair and maintenance costs are expensed as incurred.

Mineral rights are recorded at cost less accumulated depreciation and any impairment losses. Mineral rights are amortized ratably over the term of the lease, or the equivalent term under the units of production method, whichever is shorter.

Construction in process primarily represents direct costs of construction of property, plant and equipment. Costs incurred are capitalized and transferred to property, plant and equipment upon completion and depreciation will commence when the completed assets are placed in service.

The Company's depreciation and amortization policies on property, plant and equipment, other than mineral rights and construction in process, are as follows:

	Useful life (in years)
Buildings (including salt pans)	8 - 20
Plant and machinery (including protective shells, transmission channels and ducts)	3 - 8
Motor vehicles	5
Furniture, fixtures and equipment	3 - 8

Property, plant and equipment under the capital lease are depreciated over their expected useful lives on the same basis as owned assets, or if where shorter, the term of the lease.

Producing oil and gas properties are depreciated on a unit-of-production basis over the proved developed reserves. Common facilities that are built specifically to service production directly attributed to designated oil and gas properties are depreciated based on the proved developed reserves of the respective oil and gas properties on a pro-rata basis. Common facilities that are not built specifically to service identified oil and gas properties are depreciated using the straight-line method over their estimated useful lives. Costs associated with significant development projects are not depreciated until commercial production commences and the reserves related to those costs are excluded from the calculation of depreciation.

(f) Retirement Benefits

Pursuant to the relevant laws and regulations in the PRC, the Company participates in a defined contribution retirement plan for its employees arranged by a governmental organization. The Company makes contributions to the retirement plan at the applicable rate based on the employees' salaries. The required contributions under the retirement plans are charged to the condensed consolidated statement of income on an accrual basis when they are due. The Company's contributions totaled \$154,184 and \$201,265 for the three-month periods ended March 31, 2023 and 2022, respectively.

(g) Revenue Recognition

Net revenue is net of discount and value added tax and comprises the sale of bromine, crude salt and chemical products. Revenue is recognized when the control of the promised goods is transferred to the customers in an amount that reflects the consideration that the Company expects to receive from the customers in exchange for

those goods. The acknowledgement of receipt of goods by the customers is when control of the product is deemed to be transferred. Invoicing occurs upon acknowledgement of receipt of the goods by the customers. Customers have no rights to return the goods upon acknowledgement of receipt of goods. Revenue from contracts with customers is disaggregated in Note 14.

GULF RESOURCES, INC.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2023
(Expressed in U.S. dollars)
(UNAUDITED)

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

(h) Recoverability of Long-lived Assets

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 360-10-35 "*Impairment or Disposal of Long-lived Assets*", long-lived assets to be held and used are analyzed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable or that the useful lives of those assets are no longer appropriate. The Company evaluates at each balance sheet date whether events and circumstances have occurred that indicate possible impairment.

The Company determines the existence of such impairment by measuring the expected future cash flows (undiscounted and without interest charges) and comparing such amount to the carrying amount of the assets. An impairment loss, if one exists, is then measured as the amount by which the carrying amount of the asset exceeds the discounted estimated future cash flows. Assets to be disposed of are reported at the lower of the carrying amount or fair value of such assets less costs to sell. Asset impairment charges are recorded to reduce the carrying amount of the long-lived asset that will be sold or disposed of to their estimated fair values. Charges for the asset impairment reduce the carrying amount of the long-lived assets to their estimated salvage value in connection with the decision to dispose of such assets.

For the three-month period ended March 31, 2023 and 2022, the Company determined that there were no events or circumstances indicating possible additional impairment of its long-lived assets.

(i) Basic and Diluted Net Income per Share of Common Stock

Basic earnings per common share are based on the weighted average number of shares outstanding during the periods presented. Diluted earnings per share are computed using weighted average number of common shares plus dilutive common share equivalents outstanding during the period. Potential common shares that would have the effect of increasing diluted earnings per share are considered to be anti-dilutive, i.e. the exercise prices of the outstanding stock options were greater than the market price of the common stock. Anti-dilutive common stock equivalents which were excluded from the calculation of number of dilutive common stock equivalents amounted to 0 and 0 shares for the three-month periods ended March 31, 2023 and 2022, respectively.

Because the Company reported a net loss for the three-month periods ended March 31, 2023 and 2022, common stock equivalents including stock options and warrants were anti-dilutive, therefore the amounts reported for basic and diluted loss per share were the same.

GULF RESOURCES, INC.
AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2023
(Expressed in U.S. dollars)
(UNAUDITED)

NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

(j) Reporting Currency and Translation

The financial statements of the Company's foreign subsidiaries are measured using the local currency, Renminbi ("RMB"), as the functional currency; whereas the functional currency and reporting currency of the Company is the United States dollar ("USD" or "\$").

As such, the Company uses the "current rate method" to translate its PRC operations from RMB into USD, as required under FASB ASC 830 "Foreign Currency Matters". The assets and liabilities of its PRC operations are translated into USD using the rate of exchange prevailing at the balance sheet date. The capital accounts are translated at the historical rate. Adjustments resulting from the translation of the balance sheets of the Company's PRC subsidiaries are recorded in stockholders' equity as part of accumulated other comprehensive income. The statement of income and comprehensive income is translated at average rate during the reporting period. Gains or losses resulting from transactions in currencies other than the functional currencies are recognized in net income for the reporting periods as part of general and administrative expense. The statement of cash flows is translated at average rate during the reporting period, with the exception of the consideration paid for the acquisition of business which is translated at historical rates.

(k) Foreign Operations

All of the Company's operations and assets are located in PRC. The Company may be adversely affected by possible political or economic events in this country. The effect of these factors cannot be accurately predicted.

(l) Inventories

Inventories are stated at the lower of cost, determined on a first-in first-out cost basis, or net realizable value. Costs of work-in-progress and finished goods comprise direct materials, direct labor and an attributable portion of manufacturing overhead. Net realizable value is based on estimated selling price less costs to complete and selling expenses.

(m) Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets and operating lease liabilities in the consolidated balance sheets. Finance leases are included in finance lease ROU assets and finance lease liabilities in the consolidated balance sheets.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease and finance lease ROU assets and liabilities are recognized at January 1, 2019 based on the present value of lease payments over the lease term discounted using the rate implicit in the lease. In cases where the implicit rate is not readily determinable, the Company uses its incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company does not recognize operating lease ROU assets and liabilities arising from lease arrangements with lease term of twelve months or less.

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NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

(n) Stock-based Compensation

Stock-based awards issued to employees are recorded at their fair values estimated at grant date using the Black-Scholes model and the portion that is ultimately expected to vest is recognized as compensation cost over the requisite service period. Consistent with the accounting requirement for employee stock-based awards, nonemployee stock-based awards are measured at the grant-date fair value of the equity instruments that the Company is obligated to issue when the good has been delivered or the service has been rendered and any other conditions necessary to earn the right to benefit from the instruments have been satisfied.

The Company has elected to account for the forfeiture of stock-based awards as they occur.

(o) Loss Contingencies

The Company accrues for loss contingencies relating to legal matters, including litigation defense costs, claims and other contingent matters, including liquidated damage liabilities, when such liabilities become probable and could be reasonably estimable. Such estimates may be based on advice from third parties or on management's judgment, as appropriate. Revisions to accruals are reflected in earnings (loss) in the period in which different facts or information become known or circumstances change that affect the Company's previous assumptions with respect to the likelihood or amount of loss. Amounts paid upon the ultimate resolution of such liabilities may be materially different from previous estimates.

(p) Income Tax

The Company accounts for income taxes in accordance with the Income Taxes Topic of the FASB ASC, which requires the use of the liability method of accounting for deferred income taxes. Under this method, deferred income taxes are recorded to reflect the tax consequences on future years of temporary differences between the tax basis of assets and liabilities and their reported amounts at each period end. Deferred tax assets and liabilities are measured using tax rates that are expected to apply to taxable income for the years in which those tax assets and liabilities are expected to be realized or settled. The deferred income tax effects of a change in tax rates are recognized in the period of enactment. If it is more likely than not that some portion or all of a deferred tax asset will not be realized, a valuation allowance is recognized. The guidance also provides criteria for the recognition, measurement, presentation and disclosures of uncertain tax positions. A tax benefit from an uncertain tax position may be recognized if it is "more likely than not" that the position is sustainable based solely on its technical merits. Interests and penalties associated with unrecognized tax benefits are included within the (benefit from) provision for income tax in the consolidated statement of profit (loss).

(q) New Accounting Pronouncements

Recent accounting pronouncements adopted

There were no recent accounting pronouncements adopted during the three months ended March 31, 2023.

Recently Issued Accounting Pronouncements Not Yet Adopted

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments. The amendments in this Update affect loans, debt securities, trade,

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NOTE 1 – BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

receivables, and any other financial assets that have the contractual right to receive cash. The ASU requires an entity to recognize expected credit losses rather than incurred losses for financial assets. For public entities, the amendments are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. For the Company which is a smaller reporting company, ASU No. 2019-10 extends the effective dates for two years. The Company is currently evaluating the effect of this on the condensed consolidated financial statements and related disclosure.

NOTE 2 – ACCOUNTS RECEIVABLE, NET

	March 31, 2023	December 31, 2022
Accounts receivable	\$ 5,249,916	\$ 5,388,213
Allowance for doubtful debt	(25,386)	(25,047)
	<u>\$ 5,224,530</u>	<u>\$ 5,363,166</u>

The overall accounts receivable balance as of March 31, 2023 decreased by \$138,297, as compared to those of December 31, 2022. We have policies in place to ensure that sales are made to customers with an appropriate credit history. We perform ongoing credit evaluation on the financial condition of our customers.

NOTE 3 – INVENTORIES

Inventories consist of:

	March 31, 2023	December 31, 2022
Raw materials	\$ 28,933	\$ 26,192
Finished goods	655,259	1,667,281
Less: impairment	(96,183)	(94,901)
Inventory, net	<u>\$ 588,009</u>	<u>\$ 1,598,572</u>

The Company recorded impairment charges for slow moving inventory in the amounts of \$0 and \$0 for the three months ended March 31, 2023 and 2022

NOTE 4 – PREPAID LAND LEASES

The Company has the rights to use certain parcels of land located in Shouguang, Shandong, PRC, through lease agreements signed with local townships or the government authority. The production facilities and warehouses of the Company are located on these parcels of land. The lease term ranges from ten to fifty years. Some of the lease contracts were paid in one lump sum upfront and some are paid annually at the beginning of each anniversary date. These leases have no purchase option at the end of the lease term and were classified as operating leases prior to and as of January 1, 2019 when the new lease standard was adopted. Prior to January 2019, the prepaid land lease was amortized on a straight-line basis. As of January 1, 2019, all the leases in which term has commenced and were in use were classified as operating lease right-of-use assets ("ROU"). See Note 6.

In December 2017, the Company paid a one lump sum upfront amount of \$9,253,906 for a 50-year lease of a parcel of land at Bohai Marine Fine Chemical Industrial Park ("Bohai") for the new chemical factory under construction. There is no purchase option at the end of the lease term. This was classified as an operating lease prior to and as of January 1,

2019. The land use certificate was issued on October 25, 2019. The lease term expires on August 12, 2069. The amount paid was recorded as prepaid land leases, net of current portion in the consolidated balance sheet as of March 31 2023 and December 31, 2022. As of March 31, 2023, the prepaid land lease increased to \$9,641,075 due to an additional amount paid for stamp duty and related land use rights fees. Amortization of this prepaid land lease will commence when the chemical factory is built and placed in service.

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NOTE 5 – PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net consist of the following:

	March 31, 2023	December 31, 2022
At cost:		
Mineral rights	\$ 2,806,506	\$ 2,769,091
Buildings	31,929,577	31,503,908
Plant and machinery	188,484,948	185,972,160
Motor vehicles	126,986	125,293
Furniture, fixtures and office equipment	2,312,075	2,281,251
Construction in process	10,623,600	11,356,546
Total	236,283,692	234,008,249
Less: Accumulated depreciation and amortization	(90,567,121)	(84,091,483)
Impairment	—	—
Net book value	\$ 145,716,571	\$ 149,916,766

The Company has certain buildings and salt pans erected on parcels of land located in Shouguang, PRC, and such parcels of land are collectively owned by local townships or the government authority. The Company has not been able to obtain property ownership certificates over these buildings and salt pans. The aggregate carrying values of these properties situated on parcels of the land are \$14,535,866 and \$14,713,101 as at March 31, 2023 and December 31, 2022, respectively.

During the three-month period ended March 31, 2023, depreciation and amortization expense totaled \$5,358,871, of which \$1,949,836, \$429,955 and \$2,979,080 were recorded in direct labor and factory overheads incurred during plant shutdown, administrative expenses and cost of net revenue, respectively.

During the three-month period ended March 31, 2022, depreciation and amortization expense totaled \$5,001,619, of which \$1,761,068, \$1,197,687 and \$2,042,864 were recorded in direct labor and factory overheads incurred during plant shutdown, administrative expenses and cost of net revenue, respectively.

NOTE 6 – FINANCE LEASE RIGHT-OF-USE ASSETS

Property, plant and equipment under finance lease, net consist of the following:

	March 31, 2023	December 31, 2022
At cost:		
Buildings	\$ 119,750	\$ 118,154
Plant and machinery	2,190,664	2,161,461
Total	2,310,414	2,279,615
Less: Accumulated depreciation and amortization	(2,145,682)	(2,115,747)
Net book value	\$ 164,732	\$ 163,868

The above buildings erected on parcels of land located in Shouguang, PRC, are collectively owned by local townships. The Company has not been able to obtain property ownership certificates over these buildings as the Company could not obtain land use rights certificates on the underlying parcels of land.

During the three-month period ended March 31, 2023, depreciation and amortization expense totaled \$1,353, which was recorded in direct labor and factory overheads incurred during plant shutdown. During the three-month period ended March 31, 2022, depreciation and amortization expense totaled \$1,459, which was recorded in direct labor and factory overheads incurred during plant shutdown.

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NOTE 7 – OPERATING LEASE RIGHT-OF USE ASSETS

As of March 31, 2023, the total operating lease ROU assets was \$8,543,073.

The total operating lease cost for the three-month period ended March 31, 2023 and 2022 was \$241,021 and \$258,398, respectively.

The Company has the rights to use certain parcels of land located in Shouguang, the PRC, through lease agreements signed with local townships or the government authority. For parcels of land that are collectively owned by local townships, the Company cannot obtain land use rights certificates. The parcels of land of which the Company cannot obtain land use rights certificates covers a total of approximately 38.6 square kilometers of aggregate carrying value of \$9,116,230 as at March 31, 2023.

NOTE 8 – ACCOUNTS AND OTHER PAYABLE AND ACCRUED EXPENSES

Accounts and other payable and accrued expenses consist of the following:

	March 31, 2023	December 31, 2022
Accounts payable	\$ 411,554	\$ 57,649
Salary payable	253,475	250,610
Other payable-related party (see Note 8)	—	89,577
Accrued expense for construction	5,571,135	6,403,742
Accrued expense-others	897,588	1,022,144
Total	<u>\$ 7,133,752</u>	<u>\$ 7,823,722</u>

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NOTE 9 – RELATED PARTY TRANSACTIONS

On September 25, 2012, the Company purchased five floors of a commercial building in the PRC, through SYCI, from Shandong Shouguang Vegetable Seed Industry Group Co., Ltd. (the “Seller”) at a cost of approximately \$5.7 million in cash, of which Mr. Ming Yang, the Chairman of the Company, had a 99% equity interest in the Seller. During the first quarter of 2018, the Company entered into an agreement with the Seller, a related party, to provide property management services for an annual amount of approximately \$90,785 for five years from January 1, 2023 to December 31, 2027. The expense associated with this agreement for the three months ended March 31, 2023 and 2022 was approximately \$22,696 and \$24,568.

NOTE 9 – RELATED PARTY TRANSACTIONS – Continued

a) Related parties

Name of related parties	Position
Yang Ming	Chairman Of the Board
Liu XiaoBin	Chief Executive Officer
Li Min	Chief Financial Officer
Miao NaiHui	Chief Operating Officer

b)

	March 31, 2023	December 31, 2022
Amount due to related parties:		
Yang Ming	\$ 429,258	\$ 423,534
Liu XiaoBin	887,214	887,214
Li Min	652,337	647,473
Miao NaiHui	652,337	647,473
Total	<u>\$ 2,621,146</u>	<u>\$ 2,605,694</u>

Considering that the Company has not performed well in recent years, the Company and its executive officers mutually agreed and to returned all, or a portion of their cash compensation earned for their services with the Company, which may be considered for future compensation should the Company improve its results of operations.

NOTE 10 – TAXES PAYABLE

	March 31, 2023	December 31, 2022
Land use tax payable	25,446	25,107
Value added tax and other taxes payable	930,422	674,456
Land use tax payable	<u>\$ 955,868</u>	<u>\$ 699,563</u>

NOTE 11 – LEASE LIABILITIES-FINANCE AND OPERATING LEASE

The components of finance lease liabilities were as follows:

	Imputed Interest rate	March 31, 2023	December 31, 2022
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Total finance lease liability	6.7%	\$ 1,726,156	\$ 1,675,067
Less: Current portion		(244,685)	(213,346)
Finance lease liability, net of current portion		\$ 1,481,471	\$ 1,461,721

Interest expenses from a finance lease liability amounted to \$28,560 and \$33,622 for the three-month periods ended March 31, 2023 and 2022, respectively, were charged to the condensed consolidated statement of loss.

The components of operating lease liabilities as follows:

	Imputed Interest rate	March 31, 2023	December 31, 2022
Total Operating lease liabilities	4.89%	\$ 8,462,654	\$ 8,009,091
Less: Current portion		(468,906)	(433,440)
Operating lease liabilities, net of current portion		\$ 7,993,748	\$ 7,575,651

The weighted average remaining operating lease term at March 31, 2023 was 19 years and the weighted average discounts rate was 4.89%. This discount rates used are based on the base rate quoted by the People's Bank of China and vary with the remaining term of the lease. Lease payment in the three-months ended March 31, 2023 and 2022 was \$239,898 and \$257,879.

Maturities of lease liabilities were as follows:

	Financial lease	Operating Lease
Payable within:		
the next 12 months	\$ 273,141	\$ 847,895
the next 13 to 24 months	273,141	853,614
the next 25 to 36 months	273,141	859,366
the next 37 to 48 months	273,141	865,489
the next 49 to 60 months	273,141	871,652
thereafter	819,423	10,186,057
Total	2,185,128	14,484,073
Less: Amount representing interest	(458,972)	(6,021,419)
Present value of net minimum lease payments	1,726,156	\$ 8,462,654

NOTE 12 – EQUITY

Restricted Shares

A restricted stock award ("RSA") is an award of common shares that is subject to certain restrictions during a specified period. Restricted stock awards are independent of option grants and are generally subject to forfeiture if employment terminates prior to the release of the restrictions. The grantee cannot transfer the shares before the restricted shares vest. Shares of nonvested restricted stock have the same voting rights as common stock, are entitled to receive dividends and other distributions thereon and are considered to be currently issued and outstanding. The Company expenses the cost of the restricted stock awards, which is determined to be the fair market value of the shares at the date of grant, straight-line over the period during which the restrictions lapse. For these purposes, the fair market value of the restricted stock is determined based on the closing price of the Company's common stock on the grant date.

Retained Earnings – Appropriated

In accordance with the relevant PRC regulations and the PRC subsidiaries' Articles of Association, the Company's PRC subsidiaries are required to allocate its profit after tax to the following reserve:

Statutory Common Reserve Funds

SCHC, SYCI, SHSI and DCHC are required each year to transfer at least 10% of the profit after tax as reported under the PRC statutory financial statements to the Statutory Common Reserve Funds until the balance reaches 50% of the registered share capital. This reserve can be used to make up any loss incurred or to increase share capital. Except for

the reduction of losses incurred, any other application should not result in this reserve balance falling below 25% of the registered capital. The Statutory Common Reserve Fund as of March 31, 2023 for SCHC, SYCI, SHSI, and DCHC is 17%, 14%, 0% and 0% of its registered capital, respectively.

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NOTE 13 – TREASURY STOCK

As of March 31, 2023 and December 31, 2022, the number of treasury stock of the Company was 285,830 and 285,830, respectively.

NOTE 14 – STOCK-BASED COMPENSATION

Pursuant to the Company's 2019 Omnibus Equity Incentive Plan adopted and approved in 2019 ("2019 Plan"), awards under the 2019 Plan is limited in the aggregate to 2,068,398 shares of our common stock, inclusive of the awards that were previously issued and outstanding under the Company's 2007 Equity Incentive Plan, as amended (the "2007 Plan"). Upon adoption and approval of the 2019 Plan, the 2007 Plan was frozen, no new awards will be granted under the 2007 Plan, and outstanding awards under the 2007 Plan will continue to be governed by the terms and condition of the 2007 Plan and applicable award agreement. As of March 31, 2023, the number of shares of the Company's common stock available for grant of stock options and issuance under the 2019 Plan was 856,801 shares.

The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model. The risk free rate is based on the yield-to-maturity in continuous compounding of the US Government Bonds with the time-to-maturity similar to the expected tenor of the option granted, volatility is based on the annualized historical stock price volatility of the Company, and the expected life is based on the historical option exercise pattern.

For the three months ended March 31, 2023 and 2022, total compensation costs for options issued recorded in the consolidated statement of loss were \$0.

During the three months ended March 31, 2023, there were no options issued to employees or non-employees.

The following table summarizes all Company stock option transactions between January 1, 2023 and March 31, 2023.

	Number of Option and Warrants Outstanding and exercisable	Weighted- Average Exercise price of Option and Warrants	Range of Exercise Price per Common Share
Balance, January 1, 2023	—	\$ —	—
Granted during the period	—	—	—
Exercised during the period	—	—	—
Expired during the period	—	\$ —	\$ —
Balance, March 31, 2023	—	\$ —	—

Stock Options and Warrants Outstanding and Exercisable

	Outstanding at March 31, 2023	Range of Exercise Prices	Weighted Average Remaining Contractual Life (Years)
Outstanding and exercisable	—	—	—

All options exercisable and outstanding at March 31, 2023 are fully vested. As of March 31, 2023 there was no unrecognized compensation cost related to outstanding stock options,

The aggregate intrinsic value of options outstanding and exercisable as of March 31, 2023 and 2022 was \$0.

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NOTE 15 – INCOME TAXES

The Company utilizes the asset and liability method of accounting for income taxes in accordance with FASB ASC 740-10. If it is more likely than not that some portion or all of a deferred tax asset will not be realized, a valuation allowance is recognized.

(a) United States (“US”)

Gulf Resources, Inc. may be subject to the United States of America Tax laws at a tax rate of 21%. No provision for the US federal income taxes has been made as the Company had no US taxable income for the three-month periods ended March 31, 2023 and 2022, and management believes that its earnings are permanently invested in the PRC.

(b) British Virgin Islands (“BVI”)

Upper Class Group Limited, a subsidiary of Gulf Resources, Inc., was incorporated in the BVI and, under the current laws of the BVI, it is not subject to tax on income or capital gain in the BVI. Upper Class Group Limited did not generate assessable profit for the three-month periods ended March 31, 2023 and 2022.

(c) Hong Kong

HKJI, a subsidiary of Upper Class Group Limited, was incorporated in Hong Kong and is subject to Hong Kong taxation on its activities conducted in Hong Kong and income arising in or derived from Hong Kong. No provision for income tax has been made as it has no taxable income for the three-month periods ended March 31, 2023 and 2022. The applicable statutory tax rates for the three-month periods ended March 31, 2023 and 2022 are 16.5%. There is no dividend withholding tax in Hong Kong.

(d) PRC

Enterprise income tax (“EIT”) for SCHC, SYCI, SHSI and DCHC in the PRC is charged at 25% of the assessable profits. The operating subsidiaries SCHC, SYCI, DCHC, and SHSI are wholly foreign-owned enterprises (“FIE”) incorporated in the PRC and are subject to PRC Local Income Tax Law. The PRC tax losses may be carried forward to be utilized against future taxable profit for ten years for High-tech enterprises and small and medium-sized enterprises of science and technology and for five years for other companies. Tax losses of the operating subsidiaries of the Company may be carried forward for five years.

On February 22, 2008, the Ministry of Finance (“MOF”) and the State Administration of Taxation (“SAT”) jointly issued Cai Shui [2008] Circular 1 (“Circular 1”). According to Article 4 of Circular 1, distributions of accumulated profits earned by a FIE prior to January 1, 2008 to foreign investor(s) in 2008 will be exempted from withholding tax (“WHT”) while distribution of the profit earned by an FIE after January 1, 2008 to its foreign investor(s) shall be subject to WHT at 5% effective tax rate.

As of March 31, 2023 and December 31, 2022, the accumulated distributable earnings under the Generally Accepted Accounting Principles (“GAAP”) of PRC that are subject to WHT are \$148,449,311 and \$147,686,099, respectively. Since the Company intends to reinvest its earnings to further expand its businesses in mainland China, its foreign invested enterprises do not intend to declare dividends to their immediate foreign holding companies in the foreseeable future. Accordingly, as of March 31, 2023 and December 31, 2022, the Company has not recorded any WHT on the cumulative amount of distributable retained earnings of its foreign invested enterprises that are subject to WHT in China. As of March 31, 2023 and December 31, 2022, the unrecognized WHT are \$6,431,341 and \$6,406,394, respectively.

The Company’s income tax returns are subject to the various tax authorities’ examination. The federal, state and local authorities of the United States may examine the Company’s income tax returns filed in the United States for three years from the date of filing. The Company’s US income tax returns since 2017 are currently subject to examination.

Inland Revenue Department of Hong Kong (“IRD”) may examine the Company’s income tax returns filed in Hong Kong for seven years from date of filing. For the years 2012 through 2019, HKJI did not report any taxable income. It did not

file any income tax returns during these years except for 2014 and 2018. For companies which do not have taxable income, IRD typically issues notification to companies requiring them to file income tax returns once in every four years. The tax returns for 2014 and 2018 are currently subject to examination.

The components of the provision for income tax benefit (expense) from continuing operations are:

	Three-Month Period Ended March 31,	
	2023	2022
Current taxes – PRC	\$ —	\$ —
Deferred tax – PRC entities	(200,556)	95,695
Deferred taxes – US entity	—	—
Change in valuation allowance	—	—
	<u>\$ (200,556)</u>	<u>\$ 95,695</u>

Significant components of the Company's deferred tax assets and liabilities at March 31, 2022 and December 31, 2021 are as follows:

	March 31, 2023	December 31, 2022
Deferred tax liabilities	\$ —	\$ —
Deferred tax assets:		
Exploration costs	1,811,724	1,787,571
PRC tax losses	12,587,980	12,211,867
US federal net operating loss	1,543,076	1,336,405
Total deferred tax assets	15,942,780	15,335,843
Valuation allowance	(10,223,605)	(10,016,934)
Net deferred tax asset	<u>\$ 5,719,175</u>	<u>\$ 5,318,909</u>

The decrease in valuation allowance for the three-month period ended March 31, 2023 is \$206,671.

The increase in valuation allowance for the three-month period ended March 31, 2022 is \$22,653.

There were no unrecognized tax benefits and accrual for uncertain tax positions as of March 31, 2023 and December 31, 2022 and no amounts accrued for penalties and interest for the three months ended March 31, 2023 and 2022.

NOTE 16 – BUSINESS SEGMENTS

The Company has four reportable segments: bromine, crude salt, chemical products and natural gas. The reportable segments are consistent with how management views the markets served by the Company and the financial information that is reviewed by its chief operating decision maker.

An operating segment's performance is primarily evaluated based on segment operating income, which excludes share-based compensation expense, certain corporate costs and other income not associated with the operations of the segment. These corporate costs (income) are separately stated below and also include costs that are related to functional areas such as accounting, treasury, information technology, legal, human resources, and internal audit. The Company believes that segment operating income, as defined above, is an appropriate measure for evaluating the operating performance of its segments. All the customers are located in PRC.

Three-Month Period Ended March 31, 2023	Bromine *	Crude Salt *	Chemical Products	Natural Gas	Segment Total	Corporate	Total
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Net revenue (external customers)	\$ 8,470,372	\$ 748,681	\$ —	\$ 82,954	\$ 9,302,007	\$ —	\$ 9,302,007
Net revenue (intersegment)	—	—	—	—	—	—	—
Loss from operations before income benefit	(409,692)	42,930	(417,873)	12,685	(771,950)	(27,608)	(799,558)
Income tax benefit	94,593	(11,323)	117,286	—	200,556	—	200,556
Loss from operations after income taxes(benefit)	(315,099)	31,607	(300,587)	12,685	(571,394)	(27,608)	(599,002)
Total assets	171,616,991	11,738,247	110,666,925	1,369,522	295,391,685	347,851	295,739,536
Depreciation and amortization	5,065,606	188,687	70,911	35,020	5,360,224	—	5,360,224
Capital expenditures	32,742	—	—	—	32,742	—	32,742
Three-Month Period Ended March 31, 2022	Bromine *	Crude Salt *	Chemical Products	Natural Gas	Segment Total	Corporate	Total
Net revenue (external customers)	\$ 8,126,015	\$ 754,044	\$ —	\$ 50,678	\$ 8,930,737	\$ —	\$ 8,930,737
Net revenue (intersegment)	—	—	—	—	—	—	—
Loss from operations before income benefit	1,348,834	(521,921)	(513,282)	(26,739)	286,892	(351,979)	(65,087)
Income tax benefit	(342,161)	130,480	115,986	—	(95,695)	—	(95,695)
Loss from operations after income taxes(benefit)	1,006,673	(391,441)	(397,296)	(26,739)	191,197	(351,979)	(160,782)
Total assets	186,040,450	27,503,060	122,125,607	1,593,308	337,262,425	400,494	337,662,919
Depreciation and amortization	3,694,749	1,194,058	76,456	37,815	5,003,078	—	5,003,078
Capital expenditures	395,060	—	—	—	395,060	—	395,060

* Certain common production overheads, operating and administrative expenses and asset items (mainly cash and certain office equipment) of bromine and crude salt segments in SCHC were split by reference to the average selling price and production volume of the respective segment until April 2022. Commencing May 2022, costs were assigned to the two subsidiaries (SCHC and SHSI) by independent accounting.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2023
(Expressed in U.S. dollars)
(UNAUDITED)

NOTE 16 – BUSINESS SEGMENTS – Continued

Reconciliations	Three-Month Period Ended March 31,	
	2023	2022
Total segment operating loss	\$ (771,950)	\$ 286,892
Corporate costs	(59,960)	(68,190)
Unrealized gain (loss) on translation of intercompany balance	32,352	(283,789)
Loss from operations	(799,558)	(65,087)
Other income	41,255	40,836
Loss before income taxes	\$ (758,303)	\$ (24,251)

The following table shows the major customers (10% or more) for the three-month period ended March 31, 2023.

Number	Customer	Bromine (000's)	Crude Salt (000's)	Chemical Products (000's)	Total Revenue (000's)	Percentage of Total Revenue (%)
1	Shandong Brother Technology Limited	1,182	285	—	1,467	15.9%
2	Shandong Morui Chemical Company Limited	\$ 1,177	\$ 260	\$ —	\$ 1,437	15.6%
3	Shouguang Weidong Chemical Company Limited	1,186	202	—	1,388	15.1%
4	Shandong Shouguangshen Runfa Marine Chemical Company Limited	\$ 963	\$ —	\$ —	\$ 963	10.4%

The following table shows the major customers (10% or more) for the three-month period ended March 31, 2022.

Number	Customer	Bromine (000's)	Crude Salt (000's)	Chemical Products (000's)	Total Revenue (000's)	Percentage of Total Revenue (%)
1	Shandong Morui Chemical Company Limited	\$ 940	\$ 313	\$ —	\$ 1,253	14.1%
2	Shandong Brother Technology Limited	\$ 782	\$ 241	\$ —	\$ 1,023	11.5%

NOTE 17 – CUSTOMER CONCENTRATION

During the three-month period ended March 31, 2023, the Company sold 64% of its products to its top five customers. As of March 31, 2023, amounts due from these customers were \$3,492,933.

During the three-month period ended March 31, 2022, the Company sold 49% of its products to its top five customers. As of March 31, 2022, amounts due from these customers were \$7,115,008.

NOTE 18 – MAJOR SUPPLIERS

During the three-month period ended March 31, 2023, the Company purchased 100% of its raw materials from its top five suppliers. As of March 31, 2023, amounts due to those suppliers were \$411,554.

During the three-month period ended March 31, 2022, the Company purchased 100% of its raw materials from its top five suppliers. As of March 31, 2022, amounts due to those suppliers were \$623,523.

NOTE 19 – FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying values of financial instruments, which consist of cash, accounts receivable and accounts payable and other payables, approximate their fair values due to the short-term nature of these instruments. There were no material unrecognized financial assets and liabilities as of March 31, 2023 and December 31, 2022.

NOTE 20 – CAPITAL COMMITMENT AND OTHER SERVICE CONTRACTUAL OBLIGATIONS

The following table sets forth the Company's contractual obligations as of March 31, 2023:

	Property Management Fees	Capital Expenditure
Payable within:		
the next 12 months	\$ 90,785	\$ 14,864,350
the next 13 to 24 months	90,785	1,003,081
the next 25 to 36 months	90,785	—
the next 37 to 48 months	90,785	—
the next 49 to 60 months	—	—
Total	<u>\$ 363,140</u>	<u>\$ 15,867,431</u>

NOTE 21 – LOSS CONTINGENCIES

On or about August 3, 2018, written decisions of administration penalty captioned Shou Guo Tu Zi Fa Gao Zi [2018] No. 291, Shou Guo Tu Zi Fa Gao Zi [2018] No. 292, Shou Guo Tu Zi Fa Gao Zi [2018] No. 293, Shou Guo Tu Zi Fa Gao Zi [2018] No. 294, Shou Guo Tu Zi Fa Gao Zi [2018] No. 295 and Shou Guo Tu Zi Fa Gao Zi [2018] No. 296 (together, the "Written Decisions") were served on Shouguang City Haoyuan Chemical Company Limited ("SCHC") by Shouguang City Natural Resources and Planning Bureau (the "Bureau"), naming SCHC as respondent respectively thereof. The Decisions challenged the land use of Factory nos. 2, 9, 7, 4, 8 and 10, respectively, and alleged, among other things, that SCHC had illegally occupied and used the land in the total area of approximately 52,674 square meters, on which Factory nos. 2, 9, 7, 4, 8 and 10 were built, respectively. The Written Decisions ordered SCHC, among other things, to return the land subject to the Written Decisions to its respective legal owner, restore the land to its original state, and demolish or confiscate all the buildings and facilities thereon and pay monetary penalty of approximately RMB 1.3 million (\$184,000) in the aggregate. Each of the Written Decisions shall be executed within 15 days upon serving on SCHC. Additional interest penalty shall be imposed at a daily rate of 3% in the event that SCHC does not make the monetary penalty payment in a timely manner. Subsequently, the Bureau filed enforcement actions to the People's Court of Shouguang City, Shandong Province (the "Court"), naming SCHC as enforcement respondent and alleged, among other things, that SCHC failed to perform its obligations under each of the Written Decisions within the specified timeframe. The enforcement proceedings sought court orders to enforce the Written Decisions. On May 5, 2019, written decisions of administrative ruling captioned (2019) Lu 0783 Xing Shen No. 384, (2019) Lu 0783 Xing Shen No. 385, (2019) Lu 0783 Xing Shen No. 389, (2019) Lu 0783 Xing Shen No. 390, (2019) Lu 0783 Xing Shen No. 393, and (2019) Lu 0783 Xing Shen No. 394, respectively (together, the "Court Rulings") were made by the Court in favor of the Bureau. The Court orders, among other relief, to enforce each of the Written Decisions, to return each subject land to its legal owners and demolish or confiscate the buildings and facilities thereon and restore the land to its original state within 10 days from the service of the Court Rulings on SCHC. The Court Rulings became enforceable immediately upon service on SCHC on May 5, 2019.

In the last twenty years, to the Company's knowledge, there were no government regulations requiring bromine manufacturers to obtain land use and planning approval document. As such, the Company believes most of the bromine manufacturers in Shouguang City do not have land use and planning approval documents and lease their land parcels from the village associations. They are facing the same issues in connection with land use and planning as

the Company. To the Company's knowledge, the local government has submitted its plan to solve the issues to higher authority and are waiting for approval from the higher authority.

The Company is in the process of resolving the issues in connection with SCHC's land use and planning diligently. The Company has been in discussions closely with the local government authorities with the help from Shouguang City Bromine Association to seek reliefs and, based on verbal confirmation by local government authorities, believes the administrative penalties imposed by the Bureau according to the Written Decisions are being re-assessed by local government authorities and may be revoked. Pursuant to a Written Application dated October 28, 2019 addressed to the Court by the Bureau, the Bureau withdrew its application for the enforcement proceedings regarding the administrative penalty imposed on Factory No. 7, Factory No. 8 and Factory No.10. Pursuant to a written decisions of administrative ruling captioned (2019) Lu 0783 Xing Shen No. 389 Zhi Yi, dated November 25, 2020, the Court orders to terminate the enforcement of the case captioned (2019) Lu 0783 Xing Shen No. 389. Production of Factory No. 7 was allowed to resume in April 2019. The Company received a notification from the Shouguang City Government in February 2019 informing the Company that Factory No. 1, No.4, No. 7 and No. 9 have passed inspection and were approved to resume operation

In addition, on August 28, 2019, the People's Government of Shandong Province, issued a regulation titled "Investment Project Management Requirements of Chemical Companies in Shandong Province" permitting the construction of facilities on existing sites or infrastructure of bromine manufacturing and other chemical industry-related types of projects (clause 11 of section 3). The Company believes that the goal of the government is to standardize and regulate the industry and not to demolish the facilities or penalize the manufacturers. As of the date of this report, the Company has not been notified by the local government that it will take any measure to enforce the administrative penalties. Based on information known to date, the Company believes that it is remote that the Written Decisions or Court Rulings will be enforced within the expected timeframe and a material penalty or costs and expenses against the Company will result. However, there can be no assurance that there will not be any further enforcement action, the occurrence of which may result in further liabilities, penalties and operational disruption.

In view of the above facts and circumstances, the Company believes that it is not necessary to accrue for any estimated losses or impairment as of March 31, 2023.

NOTE 22 – SUBSEQUENT EVENT

Not Applicable.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Note Regarding Forward-Looking Statements

The discussion below contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act, and Section 21E of the Exchange Act. We have used words such as "believes," "intends," "anticipates," "expects" and similar expressions to identify forward-looking statements. These statements are based on information currently available to us and are subject to a number of risks and uncertainties that may cause our actual results of operations, financial condition, cash flows, performance, business prospects and opportunities and the timing of certain events to differ materially from those expressed in, or implied by, these statements. Except as expressly required by the federal securities laws, we undertake no obligation to update such factors or to publicly announce the results of any of the forward-looking statements contained herein to reflect future events, developments, or changed circumstances, or for any other reason.

Overview

We are a Nevada holding company which conducts operations through our wholly-owned China-based subsidiaries. Our business is conducted and reported in four segments, namely, bromine, crude salt, chemical products and natural gas.

Through our wholly-owned subsidiary, SCHC, we produce and trade bromine and crude salt. We are one of the largest producers of bromine in China, as measured by production output. Elemental bromine is used to manufacture a wide variety of bromine compounds used in industry and agriculture. Bromine also is used to form intermediary chemical compounds such as Tetramethylbenzidine. Bromine is commonly used in brominated flame retardants, fumigants, water purification compounds, dyes, medicines and disinfectants. Crude salt is the principal material in alkali production as well as chlorine alkali production and is widely used in the chemical, food and beverage, and other industries.

Through our wholly-owned subsidiary, SYCI, we manufacture and sell chemical products used in oil and gas field exploration, oil and gas distribution, oil field drilling, papermaking chemical agents, inorganic chemicals and materials that are used for human and animal antibiotics.

Our wholly-owned subsidiary, DCHC, was established to explore and develop natural gas and brine resources (including bromine and crude salt) in Sichuan Province, China.

As disclosed in the Company's Current Report on Form 8-K filed on September 8, 2017, the Company received, on September 1, 2017, letters from the Yangkou County, Shouguang City government addressed to each of its subsidiaries, SCHC and SYCI, which stated that in an effort to improve the safety and environmental protection management level of chemical enterprises, the plants are requested to immediately stop production and perform rectification and improvements in accordance with the country's new safety and environmental protection requirements. In the Company's press release of August 11, 2017 and on its conference call of August 14, 2017, the Company addressed concerns that increased government enforcement of stringent environmental rules that were adopted in early 2017 to insure corporations bring their facilities up to necessary standards so that pollution and other negative environmental issues are limited and remediated, could have an impact on our business in both the short and long-term. The Company also expressed that although it believed its facilities were fully compliant at the time, the Company did not know how its facilities would fare under the new rules. Teams of inspectors from the government were sent to many provinces to inspect all mining and manufacturing facilities. The local government requested that facilities be closed, so that the facilities could undergo the inspection and analysis in the most efficient manner by inspectors' team. As a result, our facilities were closed on September 1, 2017.

The Company believes that this is another step by the government to improve the environment. It further believes the goal of the government is not to close all plants, but rather to codify the regulations related to project approval, land use, planning approval and environmental protection assessment approval so that illegal plants are not able to open in the future and so that plants close to population centers do not cause serious environmental damage. In addition, the Company believes that the Shandong provincial government wants to assure that each of its regional and county governments has applied the Notice in a consistent manner.

The Shouguang City Bromine Association, on behalf of all the bromine plants in Shouguang, started discussions with the local government agencies. The local governmental agencies confirmed the facts that their initial requirements for the bromine industry did not include the project approval, the planning approval and the land use rights approval and that those three additional approvals were new requirements of the provincial government. The Company understood from the local government that it has been coordinating with several government agencies to solve these three outstanding approval issues in a timely manner and that all the affected bromine plants will not be allowed to commence production prior to obtaining those approvals.

In February 2019, the Company received a notification from the local government of Yangkou County that its Factory No. 1, No.4, No. 7 and No. 9 had passed inspection and could resume operations. In April 2019, Factory No. 1 and No. 7 resumed operations.

On February 28, 2020, the Company announced that it received an approval from the government to resume bromine production after winter temporary closure. Subsequently, it received another approval from the Shouguang Yangkou People's Government dated on March 5, 2020 to resume production at its bromine factories No.1, No. 4, No.7 and No. 9 in order to meet the needs of bromide products for epidemic prevention and control. With these two approvals, the Company was allowed to resume production at all four bromine factories.

The Company received an oral notification from the government for its Factory No. 8, which permitted Factory No.8 to resume production in August 2022. Factory No.8 started to contribute revenue in the fourth quarter 2022.

Pursuant to the notification from the government of Shouguang City, all bromine facilities in Shouguang City were temporarily closed from December 10, 2022 until February 1, 2023 8:00 AM China Time. To comply with such notification, the Company had temporarily stopped production at its bromine facilities during the aforesaid period and reopened the operating bromine and crude salt factories in February 2023.

The Company is still waiting for governmental approval for factories No.2 and No.10. To the Company's knowledge, the government is currently completing its planning process for all mining areas including that for prevention of flood. As a result, the Company may be required to make some modifications to our current wells and aqueducts prior to commencement of operations of these factories to satisfy the local government's requirements.

On November 24, 2017, Gulf Resources received a letter from the People's Government of Yangkou County, Shouguang City notifying the Company that due to the new standards and regulations relating to safety production and environmental pollution, from certain local governmental departments, such as the municipal environmental protection department, the security supervision department and the fire department, its chemical enterprises would have to be relocated to a new industrial park called Bohai Marine Fine Chemical Industry Park. Although our chemical companies were in compliance with regulations, they were also close to a residential area. As a result, the government determined we should relocate to the Bohai park. Chemical companies that are not being asked to move into the park are being permanently closed. Since our factories closed, the Company has secured from the government the land use rights for its chemical plant. On January 6, 2020, the Company received the environmental protection approval by the government of Shouguang City, Shandong Province for the proposed Yuxin Chemical factory. The Company began the construction on its new chemical facilities located at Bohai Marine Fine Chemical Industrial Park in June 2020. The construction was expected to take approximately one year and an additional six months to complete the equipment installation and testing, however due to the COVID epidemic and utility restrictions, the opening of the chemical factory has been delayed. The Company has received the refrigeration and air compressor units. The rest equipment is expected to be delivered by the second quarter or the third quarter of 2023.

In January 2017, the Company completed the first brine water and natural gas well field construction in Daying located in Sichuan Province and commenced trial production in January 2019. On May 29, 2019, the Company received a verbal notice from the government of Tianbao Town, Daying County, Sichuan Province, whereby the Company is required to obtain project approval for its well located in Daying, including the whole natural gas and brine water project, and approvals for safety production inspection, environmental protection assessment, and to solve the related land issue. Until these approvals have been received, the Company has to temporarily halt trial production at its natural gas well in Daying. In compliance with the Chinese government new policies, the Company is also required to obtain an exploration license and a mining license for bromine and natural gas, respectively. Pursuant to the Opinions of the

Ministry of Natural Resources on Several Issues in Promoting the Reform of Mineral Resources Management (Trial) promulgated by the Ministry of Natural Resources of PRC on January 9, 2020, which came into effect on May 1, 2020, privately owned enterprises are allowed to participate in the natural gas production. The Company plans to proceed with its applications for the natural gas and brine project approvals with related government departments after the government has finalized the land and resource planning for Sichuan Province. In April 2022, Shouguang Hengde Salt Industry Co. Ltd “SHSI” , our subsidiary, was incorporated in Shandong Province, China, for crude salt production and trading. On January 28, 2020 we completed a 1-for-5 reverse stock split of our common stock, such that for each five shares outstanding prior to the stock split there was one share outstanding after the reverse stock split. All shares of common stock referenced in this report have been adjusted to reflect the stock split figures.

Our current corporate structure chart is set forth in the following diagram:



As a result of our acquisitions of SCHC and SYCI, our historical financial statements and the information presented below reflects the accounts of SCHC, SYCI, SHSI and DCHC. The following discussion should be read in conjunction with our condensed consolidated financial statements and notes thereto appearing elsewhere in this report.

RESULTS OF OPERATIONS

The following table presents certain information derived from the condensed consolidated statements of income, cash flows and stockholders’ equity for the three-month periods ended March 31, 2023 and 2022.

Comparison of the Three-Month Periods Ended March 31, 2023 and 2022

--	--

	Three-Month Period Ended March 31, 2023	Three-Month Period Ended March 31, 2022	Percent Change Increase/ (Decrease)
Net revenue	\$ 9,302,007	\$ 8,930,737	4 %
Cost of net revenue	\$ (6,769,074)	\$ (4,549,968)	49 %
Gross profit (loss)	\$ 2,532,933	\$ 4,380,769	(42 %)
Sales, marketing and other operating expenses	\$ (13,704)	\$ (10,360)	32 %
Direct labor and factory overheads incurred during plant shutdown	\$ (2,408,736)	(2,184,591)	10 %
Other operating expense	\$ —	(8,404)	—
General and administrative expenses	\$ (910,051)	\$ (2,242,501)	(59 %)
Loss from operations	\$ (799,558)	\$ (65,087)	1128 %
Other income, net	\$ 41,255	\$ 40,836	1 %
Loss before taxes	\$ (758,303)	\$ (24,251)	3027 %
Income tax benefit	\$ 200,556	\$ (95,695)	310 %
Net loss	\$ (557,747)	\$ (119,946)	365 %

Net revenue The table below shows the changes in net revenue in the respective segment of the Company for the three-month period ended March 31, 2023 compared to the same period in 2022:

Segment	Net Revenue by Segment				Percent Change Increase
	Three-Month Period Ended March 31, 2023		Three-Month Period Ended March 31, 2022		
		% of total		% of total	
Bromine	\$ 8,470,372	91 %	\$ 8,126,015	91 %	4 %
Crude Salt	\$ 748,681	8 %	\$ 754,044	8 %	(1 %)
Chemical Products	\$ —	—	\$ —	—	—
Natural Gas	\$ 82,954	1 %	\$ 50,678	1 %	64 %
Total sales	<u>\$ 9,302,007</u>	<u>100 %</u>	<u>\$ 8,930,737</u>	<u>100 %</u>	<u>4 %</u>
					Percentage Change
		Three-Month Period Ended			Increase
Bromine and crude salt segments product sold in tonnes		March 31, 2023	March 31, 2022		
Bromine (excluded volume sold to SYCI)		2,020	1,005	101 %	
Crude Salt		20,360	15,460	32 %	

Bromine segment

For the three-month periods ended March 31, 2023 and 2022, the net revenue for the bromine segment was \$8,470,372 and \$8,126,015. This increase was due to the 101% increase in tonnes sold and a 48% decrease in average selling price.

Crude salt segment

For the three-month periods ended March 31, 2023 and 2022, the net revenue for the crude salt was \$748,681 and \$754,044. This increase was due to the 32% increase in tonnes sold and a 25% decrease in average selling price.

Chemical products segment

For the three-month periods ended March 31, 2023 and 2022, the net revenue for the chemical products segment was \$0 due to the closure of our chemical factories since September 1, 2017.

Natural gas segment

For the three-month period ended March 31, 2023 and 2022, the net revenue for the natural gas production was \$0.

Equipment Lease

For the three-month period ended March 31, 2023 and 2022, the net revenue for the equipment lease was \$82,954 and \$50,678.

Cost of Net Revenue

Segment	Cost of Net Revenue by Segment				Percent Change of Cost of Net Revenue
	Three-Month Period Ended March 31, 2023		Three-Month Period Ended March 31, 2022		
		% of total		% of total	
Bromine	\$ 6,148,443	90.8 %	\$ 3,920,325	86.1 %	57 %
Crude Salt	\$ 620,258	9.2 %	\$ 629,560	13.8 %	(1.5 %)
Chemical Products	\$ —	—	\$ —	—	—
Natural Gas	\$ 373	—	\$ 83	0.1	—
Total	\$ 6,769,074	100 %	\$ 4,549,968	100 %	49 %

Cost of net revenue reflects mainly the raw materials consumed and the direct salaries and benefits of staff engaged in the production process, electricity, depreciation and amortization of manufacturing plant and machinery and other manufacturing costs. Our cost of net revenue was \$6,769,074 for the three-month period ended March 31, 2023, an increase of \$2,219,106 (or 49%) as compared to the same period in 2022 due to the increase of net revenue by 4% and the decline in the selling price for bromine and crude salt for the three-month period ended March 31, 2023 as compared to the same period in 2022.

In May 2022, we separated the bromine and the crude salt business to conform with government regulations. This separation required different allocation of costs. The net impact was to increase the cost allocations to bromine and decrease the cost allocations to crude salt.

Bromine production capacity and utilization of our factories

The table below represents the annual capacity and utilization ratios for all of our bromine producing properties:

	Annual Production Capacity (in tonnes)		Utilization Ratio (i)
Three-month period ended March 31, 2022	31,506	—	19 %
Three-month period ended March 31, 2023	31,506	—	39 %
Variance of the three-month periods ended March 31, 2023 and 2022	—		20 %

(i) Utilization ratio is calculated based on the annualized actual production volume in tonnes for the periods divided by the annual production capacity in tonnes.

Bromine segment

For the three-month period ended March 31, 2023 the cost of net revenue for the bromine segment was \$6,148,443. For the three-month period ended March 31, 2022 the cost of net revenue for the bromine segment was \$3,920,325.

Crude salt segment

For the three-month period ended March 31, 2023 the cost of net revenue for the crude salt segment was \$620,258. For the three-month period ended March 31, 2022 the cost of net revenue for the crude salt segment was \$629,560.

Chemical products segment

Cost of net revenue for our chemical products segment for the three-month period ended March 31, 2023 and 2022 was \$0.

Natural gas segment

Cost of net revenue for our natural gas segment for the three-month period ended March 31, 2023 and 2022 was \$373 and \$83.

Gross Profit (Loss) Gross profit was \$2,532,933, or 27%, of net revenue for three-month period ended March 31, 2023 compared to \$4,380,769, or 49% of net revenue for three-month period ended March 31, 2022.

Segment	Gross Profit (Loss) by Segment				% Point Change of Gross Profit (Loss) Margin
	Three-Month Period Ended		Three-Month Period Ended		
	March 31, 2023		March 31, 2022		
		Gross Profit Margin		Gross Profit Margin	
Bromine	\$ 2,321,929	27 %	\$ 4,205,690	52 %	(25 %)
Crude Salt	\$ 128,423	17 %	\$ 124,484	17 %	—
Chemical Products	\$ —	—	\$ —	—	—
Natural Gas	\$ 82,581	100 %	50,595	99	1 %
Total Gross Profit (Loss)	\$ 2,532,933	27 %	\$ 4,380,769	49 %	(22 %)

Bromine segment

For the three-month period ended March 31, 2023, the gross profit margin for our bromine segment was 27%, compared to 52% in the three-month period ended March 31, 2022. The decrease in gross profit margin was primarily attributable to the lower average selling price of bromine of \$4,193 per ton in the three-month period ended March 31, 2023 compared to \$8,082 per ton in the three-month period ended March 31, 2022.

For the three-month period ended March 31, 2022, the gross loss margin for our bromine segment was 52%.

Crude salt segment

For the three-month period ended March 31, 2023, the gross profit margin for our crude salt segment was 17%, compared to (17%) in three-month period ended March 31, 2022. This decrease was primarily attributable to the lower average selling price of crude salt of \$37 per ton in three-month period ended March 31, 2023 compared to \$49 per ton in three-month period ended March 31, 2022.

For the three-month period ended March 31, 2022, the gross loss margin for our crude salt segment was 17%.

Direct labor and factory overheads incurred during plant shutdown On September 1, 2017, the Company received notification from the government of Yangkou County, Shouguang City of PRC that stated that production at all its bromine and crude salt and chemical factories should be halted with immediate effect in order for the Company to perform rectification and improvement in accordance with the county's new safety and environmental protection requirements. On November 24, 2017, the Company received a letter from the Government of Yangkou County, Shouguang City notifying the Company to relocate its two chemical production plants located in the second living area of the Qinghe Oil Extraction Plant to Bohai Park. As a result, direct labor and factory overhead costs (including depreciation of plant and machinery) in the amount of \$2,408,736 and \$2,184,591 incurred for the three-month periods

ended March 31, 2023 and 2022, respectively, of factories that have not resumed production were presented as part of the operating expense.

General and Administrative Expenses General and administrative expenses were \$910,051 for the three-month period ended March 31, 2023, an decrease of \$1,332,450 (or 59%) as compared to \$2,242,501 for the same period in 2022. The decrease was mainly due to the unrealized foreign currency transaction loss on intercompany balance recorded in three-month period ended March 31, 2023 compared to an unrealized foreign currency transaction gain on intercompany balance recorded in the same period in the previous year.

Loss from Operations Loss from operations was \$799,558 the three-month period ended March 31, 2023, compared to loss from operation of \$65,087 in the same period in 2022.

Segment:	Loss from Operations by Segment			
	Three-Month Period Ended		Three-Month Period Ended	
	March 31, 2023		March 31, 2022	
		% of total		% of total
Bromine	\$ (409,692)	53 %	\$ 1,348,834	470 %
Crude Salt	42,930	(6 %)	(521,921)	(182 %)
Chemical Products	(417,873)	54 %	(513,282)	(179 %)
Natural Gas	12,685	(1 %)	(26,739)	(9 %)
Loss from operations before corporate costs	(771,950)	100 %	286,892	100 %
Corporate cost	(59,960)		(68,190)	
Unrealized gain (loss) on translation of intercompany balance	32,352		(283,789)	
Loss from operations	<u>\$ (799,558)</u>		<u>\$ (65,087)</u>	

Bromine segment

Loss from operations from our bromine segment was \$409,692 for the three-month period ended March 31, 2023, compared to income from operations of \$1,348,834 in the same period in 2022. This decrease was due to the 101% increase in tonnes sold and a 48% decrease in average selling price as well as higher cost allocations due to the split off of our salt subsidiary in May 2022.

Crude salt segment

Income from operations from our crude salt segment was \$42,930 for the three-month period ended March 31, 2023, compared to loss from operations of \$521,921 in the same period in 2022, primarily due to the lower cost allocations due to the split off of our salt subsidiary in May 2022.

Chemical products segment

Loss from operations from our chemical products segment was \$417,873 for the three-month period ended March 31, 2023, compared to loss from operations of \$513,282 in the same period in 2022.

Natural gas segment

Income from operations from our natural gas segment was \$12,685 for the three -month period ended March 31, 2023, compared to a loss of \$26,739 in the same period in 2022.

Other Income Net Other income, net of \$41,255 represented bank interest income, net of finance lease interest expense for the three -month period ended March 31, 2023, an increase of \$419 (or approximately 1%) as compared to the same period in 2022.

Net Loss Net loss was \$557,747 for the three-month period ended March 31, 2023, compared to a net loss of \$119,946 in the same period in 2022.

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2023, cash and cash equivalents were \$115,771,833 as compared to \$108,226,214 as of December 31, 2022. The components of this increase of \$7,545,619 are reflected below.

Statement of Cash Flows

	Three-Month Period Ended March 31,	
	2023	2022
Net cash provided by operating activities	\$ 4,831,553	\$ 8,445,682
Net cash used in investing activities	\$ (32,742)	\$ (395,060)
Effects of exchange rate changes on cash and cash equivalents	\$ 2,746,808	\$ 1,844,114
Net increase(decrease) in cash and cash equivalents	\$ 7,545,619	\$ 9,894,736

For the three-month period ended March 31, 2023, we met our working capital and capital investment requirements mainly by using cash on hand.

Net Cash Provided by Operating Activities

During the three -month period ended March 31, 2023, cash flow provided by operating activities of approximately \$4.8 million was mainly due to a net loss of \$0.56 million, a decrease in accounts receivable of \$0.2 million, a decrease in accounts payable of \$0.8 million, an increase in deferred taxes of \$0.2 million, and a non-cash adjustment related to depreciation and amortization of property, plant and equipment of \$5.36 million, offset by increases in operating leases, and prepayments.

During the three -month period ended March 31, 2022, cash flow provided by operating activities of approximately \$8.4 million was mainly due to a decrease in accounts receivable of \$3.5 million, and a non-cash adjustment related to depreciation and amortization of property, plant and equipment, reduced by a net loss of \$0.12 million and an adjustment for income tax benefit of \$0.1 million.

Accounts receivable

Cash collections on our accounts receivable had a major impact on our overall liquidity. The following table presents the aging analysis of our accounts receivable as of March 31, 2023 and December 31, 2022.

	March 31, 2023		December 31, 2022	
		% of total		% of total
Aged 1-30 days	\$ 5,223,995	99.98 %	\$ 2,792,156	52 %
Aged 31-60 days	535	0.02 %	2,571,010	48 %
Aged 61-90 days	—	—	—	—
Aged 91-120 days	—	—	—	—
Aged 121-150 days	—	—	—	—
Aged 151-180 days	—	—	—	—
Aged 181-210 days	—	—	—	—
Aged 211-240 days	—	—	—	—
Total	\$ 5,224,530	100 %	\$ 5,363,166	100 %

The overall accounts receivable balance as of March 31, 2023 decreased by \$138,636, as compared to those of December 31, 2022. We have policies in place to ensure that sales are made to customers with an appropriate credit history. We perform ongoing credit evaluation on the financial condition of our customers. No allowance for doubtful accounts for the three-month period ended March 31, 2023 is required.

Inventory

Our inventory consists of the following:

	March 31, 2023		December 31, 2022	
		% of total		% of total
Raw materials	\$ 28,933	5 %	\$ 26,192	2 %
Finished goods	559,076	95 %	1,572,380	98 %
Total	<u>\$ 588,009</u>	<u>100 %</u>	<u>\$ 1,598,572</u>	<u>100 %</u>

The net inventory level as of March 31, 2023 decreased by \$1,010,563 (or 63%), as compared to the net inventory level as of December 31, 2022.

Raw materials increased by \$2,741 as of March 31, 2023 as compared to December 31, 2022.

Our finished goods decreased by \$1,013,304 as of March 31, 2023 as compared to December 31, 2022.

Net Cash Used in Investing Activities

For the three-month period ended March 31, 2023, we used approximately \$0.04 million to acquire property, plant and equipment.

For the three-month period ended March 31, 2022, we used approximately \$0.4 million to acquire property, plant and equipment.

Net Cash Used in Financing Activities

We have no financing activities for the three-month periods ended March 31, 2023 and 2022.

We believe that our available funds and cash flows generated from operations will be sufficient to meet our anticipated ongoing operating needs and our obligations as they fall due in the next twelve (12) months.

We had available cash of approximately \$115.8 million at March 31, 2023, most of which is in highly liquid current deposits which earn no or little interest. We do not anticipate paying cash dividends in the foreseeable future.

We intend to continue to focus our efforts on the activities of SCHC, SYCI, SHSI and DCHC as these segments continue to expand within the Chinese market.

We may not be able to identify, successfully integrate or profitably manage any businesses or business segment we may acquire, or any expansion of our business. An expansion may involve a number of risks, including possible adverse effects on our operating results, diversion of management's attention, inability to retain key personnel, risks associated with unanticipated events, risks associated with the COVID-19 pandemic and the financial statement effect of potential impairment of acquired intangible assets, any of which could have a materially adverse effect on our condition and results of operations. In addition, if competition for acquisition candidates or operations were to increase, the cost of acquiring businesses could increase materially. We may effect an acquisition with a target business which may be financially unstable, under-managed, or in its early stages of development or growth. Our inability to implement and manage our expansion strategy successfully may have a material adverse effect on our business and future prospects.

Contractual Obligations and Commitments

We have no significant contractual obligations not fully recorded on our condensed consolidated balance sheets or fully disclosed in the notes to our condensed consolidated financial statements. Additional information regarding our contractual obligations and commitments at March 31, 2023 is provided in the notes to our condensed consolidated financial statements. See "Notes to Condensed Consolidated Financial Statements, Note 18- Capital Commitment and Other Service Contractual Obligations".

Material Off-Balance Sheet Arrangements

We do not currently have any off -balance sheet arrangements falling within the definition of Item 303(a) of Regulation S-K.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and this requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We base its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Accordingly, actual results may differ significantly from these estimates under different assumptions or conditions. We have identified the following critical accounting policies and estimates used by us in the preparation of our financial statements: accounts receivable and allowance for doubtful accounts, inventories and allowance for obsolescence, assets retirement obligation, property, plant and equipment, recoverability of long-lived assets, mineral rights, leases, revenue recognition, income taxes, and loss contingencies. These policies and estimates are described in the Company's Form 10-Q for the three months ended March 31, 2023.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a "smaller reporting company," as defined by Rule 229.10(f)(1).

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules, regulations and related forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Form 10-Q.

(b) Changes in internal controls

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) under the Exchange Act) during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

On or about August 3, 2018, written decisions of administration penalty captioned Shou Guo Tu Zi Fa Gao Zi [2018] No. 291, Shou Guo Tu Zi Fa Gao Zi [2018] No. 292, Shou Guo Tu Zi Fa Gao Zi [2018] No. 293, Shou Guo Tu Zi Fa Gao Zi [2018] No. 294, Shou Guo Tu Zi Fa Gao Zi [2018] No. 295 and Shou Guo Tu Zi Fa Gao Zi [2018] No. 296 (together, the “Written Decisions”) were served on Shouguang City Haoyuan Chemical Company Limited (“SCHC”) by the Shouguang City Natural Resources and Planning Bureau (the “Bureau”), naming SCHC as respondent.

For more details and information related to the Written Decisions, please see “Note 19 – Loss Contingencies, Notes to Condensed Consolidated Financial Statement” contained in this quarterly report.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. Before you invest you should carefully review our Management’s Discussion and Analysis of Financial Condition and Results of Operations set forth in Item 2 of Part I of this Quarterly Report on Form 10-Q, our consolidated financial statements and related notes included in Item 1 of Part I of this Quarterly Report on Form 10-Q and our consolidated financial statements and related notes, as well as our Management’s Discussion and Analysis of Financial Condition and Results of Operations and the other information in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022. Readers should carefully review risks described in other documents we file from time to time with the Securities and Exchange Commission.

Item 2. Unregistered Shares of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
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31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.1	The following financial statements from Gulf Resources, Inc.’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations and Other Comprehensive Income (Loss); (iii) the Consolidated Statements of Changes in Equity; (iv) the Consolidated Statement of Cash Flows; and, (v) the Notes to Consolidated Financial Statements, tagged as blocks of text.
104	Cover Page Interactive Data File

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GULF RESOURCES, INC.

Dated: May 15, 2023

By: /s/ Xiaobin Liu

Xiaobin Liu

Chief Executive Officer

Dated: May 15, 2023

By: /s/ Min Li

Min Li

Chief Financial Officer

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Exhibit 31.1

Certification of Chief Executive Officer Pursuant to Rule 13A-14(A)/15D-14(A) of the Securities Exchange Act of 1934

I, Xiaobin Liu, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended **March 31, 2023** **June 30, 2023** of Gulf Resources, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

- c. evaluated the effectiveness of registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

By: /s/ Xiaobin Liu

Xiaobin Liu

Chief Executive Officer and President

Dated: May 15, 2023 August 14, 2023

Exhibit 31.2

Certification of Chief Financial Officer
Pursuant to Rule 13A-14(A)/15D-14(A)
of the Securities Exchange Act of 1934

I, Min Li, certify that:

- 1. I have reviewed this Quarterly Report on Form 10-Q for the period ended March 31, 2023 June 30, 2023 of Gulf Resources, Inc.;
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - c. evaluated the effectiveness of registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

By: /s/ Min Li

Min Li

Chief Financial Officer

Dated: May 15, 2023 August 14, 2023

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350 AND EXCHANGE ACT RULES 13a-14(b) AND 15d-14(b)
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report of Gulf Resources, Inc. on Form 10-Q for the period ended **March 31, 2023** **June 30, 2023**, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his or her knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of the operation of the Company.

Dated: **May 15, 2023** **August 14, 2023**

By: /s/ Xiaobin Liu

Xiaobin Liu

Chief Executive Officer and President

Dated: **May 15, 2023** **August 14, 2023**

By: /s/ Min Li

Min Li

Chief Financial Officer

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