CopperBank Resources Corp.

Management Discussion and Analysis

For the years ended December 31, 2021 and 2020

REPORTING PERIOD AND EFFECTIVE DATE

The following management's discussion and analysis of financial condition and results of operations ("MD&A") for the year ended December 31, 2021, prepared as of April 05, 2022, should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2021 and the related notes thereto of CopperBank Resources Corp. (the "Company" or "CopperBank") (the "financial statements"). The financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All amounts are expressed in Canadian dollars unless otherwise stated. Other information contained in this document has also been prepared by management and is consistent with the data contained in the financial statements.

Certain statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Additional information is available on SEDAR at www.sedar.com and at the Company's website at www.CopperBankcorp.com.

DESCRIPTION OF BUSINESS

CopperBank was incorporated on October 21, 2014 under the Business Corporations Act (British Columbia). The Company's registered office is Suite 2400, 745 Thurlow Street, Vancouver, British Columbia, V6E 0C5. The Company's head office and principal address is located at 250 - 200 Burrard St., Vancouver, British Columbia, V6C 3L6. The Company's shares are traded on the Canadian Securities Exchange ("CSE") under the symbol "CBK", and its principal business is the acquisition and development of resource properties.

As of the date of these financial statements, COVID-19 has had no impact on the Company's ability to access and explore its current properties but may impact the Company's ability to raise funding or explore its properties should travel restrictions related to COVID-19 be extended or expanded in scope.

CORPORATE UPDATE

On July 8, 2020, the Company consolidated its outstanding common shares on a four-for-one basis. The presentation of number of shares, warrants, stock options and loss per share have been retrospectively adjusted for this share consolidation.

Company Strategy

To create value through the technical advancement and economic viability of our copper projects by:

- Demonstrating leading health, safety, and environmental performance
- De-risking and optimizing Copper Creek and Contact Copper projects
- Drive awareness and reputation through stakeholder engagements

Highlights

- New management and directors in place and continuing to hire key technical and corporate positions
- Equity financing of $5.0 million completed in September 2021
- Technical teams mobilized to Copper Creek project. Key progress highlights include:
  - Diamond drilling commenced in February 2022 to complete 5,000-meter program testing both high-grade breccia and porphyry copper mineralization. As of the date of this MD&A, over 2,500 meters have been drilled
  - Geological model development underway (relogging of historic drill core and integration of historic data sets)
  - Mineral Resource Estimate ("MRE") scope of work awarded
  - Metallurgical data review substantially complete
  - Geotechnical program initiated and scope of work awarded
  - Survey program ongoing with high-resolution topographic data collection and historic data digitization in progress
- Annual General Meeting to be held on April 19, 2022
  - Recommendation of four new directors
  - Recommendation of renaming company to Faraday Copper Corp
- Company has applied to list on TSX.V[1]

[1] Listing of the Company's common shares on the TSX Venture Exchange ("TSX.V") will be subject to the approval of the TSX.V in accordance with its listing requirements and there is no assurance that the TSX.V will approve the listing application.

Upcoming Milestones

- *Q2 2022 – Company rebranded as Faraday Copper Corp*
- *Q2 2022 – Completion of Copper Creek geological model*
- *Q3 2022 – Subject to the approval of the TSX.V, expects to list on the TSX.V*[1]
- *Q3 2022 – Updated MRE for Copper Creek*
- *Q3 2022 – Commence Phase I drilling program at Contact Copper*
- *Q4 2022 – Commence Phase II drilling program at Copper Creek*
- *Q2 2023 – Updated Preliminary Economic Assessment ("PEA") for Copper Creek*
- *Q3 2023 – Updated MRE for Contact Copper*
- *Q2 2024 – Updated 43-101 technical study for Contact Copper*

Appointment of New Management and Directors

On September 2, 2021, the Company appointed Paul Harbidge as President and Chief Executive Officer, and he will also serve as a director of the Company, and Russell Ball as Chair of the Board of Directors. In addition, Kenneth Cunningham and Gavin Dirom stepped down from the Board of Directors.

On October 15, 2021, the Company appointed Graham Richardson as Chief Financial Officer, Thomas Bissig as Vice President of Exploration, and Zach Allwright as Vice President of Projects and Evaluations.

On December 1, 2021, the Company appointed Aaron Cohn as Vice President & Country Manager, USA.

On April 1, 2022, the Company appointed Angela Johnson as Vice President Corporate Development and Sustainability.

As announced on March 21, 2022, Gianni Kovacevic, Giulio Bonifacio and Tony Ricci are not standing for re-election to the Board of Directors. The following table sets out the new slate of directors being recommended to shareholders for approval:

Name	Relevant Experience (last five years)
Katherine Arnold	Owner/Member of Next Plan, LLC; Former Director and Vice President of Environment, Rosemont Copper, Hudbay Minerals – Arizona Business Unit
Randy Engel	Former Executive Vice President of Strategic Development, Newmont Mining Corporation
Robert Doyle	Former CFO of Pan American Silver Corp; Director of Maverix Metals Inc.
Audra Walsh	Former CEO of Minas Aguas Tenidas, S.A.U.; Director of Argonaut Gold Inc. and Calibre Mining Corp

Issuance of Shares from Private Placements

On February 19, 2021, the Company closed a private placement and issued 3,592,358 common shares at a price of $0.35 per share for gross proceeds of $1,257,325.

[1] *Listing of the Company's common shares on the TSX Venture Exchange ("TSX.V") will be subject to the approval of the TSX.V in accordance with its listing requirements and there is no assurance that the TSX.V will approve the listing application.*

On September 16, 2021, the Company closed a private placement offering of 12,500,000 units of the Company (the "Units") at a price of $0.40 per Unit, for aggregate gross proceeds to the Company of $5,000,000. Each Unit consists of one common share of the Company and one common share purchase warrant of the Company. Each warrant entitles the holder thereof to purchase one common share at an exercise price of $0.60 at any time up to five years following the issuance. The Company allocated all the proceeds to share capital.

Issuance and Exercise of Options

On March 18, 2021, the Company granted a total of 210,000 stock options with an exercise price of $0.65 and expiry date of March 18, 2024. The stock options vest over two years.

On June 9, 2021, the Company granted a total of 325,000 stock options with an exercise price of $0.60 and expiry date of June 9, 2026. The stock options vested immediately.

On July 21, 2021, the Company granted a total of 1,350,000 stock options with an exercise price of $0.40 and expiry date of July 21, 2026. The stock options are vested immediately.

On September 2, 2021, the Company granted a total of 9,500,000 stock options to officers and employees of the company with an exercise price of $0.40 and expiry date of September 2, 2026. Shareholder approval of the long-term incentive plan was required as part of the option grant, which was received on October 15, 2021, at which date the options were then issued. Of the granted stock options, one third vested October 15, 2021, one third will vest October 15, 2022, and one third will vest October 15, 2023.

On October 15, 2021, the Company granted a total of 150,000 stock options to officers and employees of the company with an exercise price of $0.40 and expiry date of October 15, 2026. Of the granted stock options, one third vest 6 months after grant date, one third will vest twelve months after the grant date, and one third will vest 24 months after the grant date

On February 1, 2022, the Company granted a total of 120,000 stock options with an exercise price of $0.80 and expiry date of February 1, 2027. Of the granted stock options, half vest one year after the grant date, and half vest two years after the grant date.

On April 1, 2022, the Company granted a total of 500,000 stock options to employees of the company with an exercise price of $0.86 and an expiry date of March 31, 2027, one third vest on September 1, 2022, one third vest on September 1, 2023, and one third vest on September 1, 2024.

During the year ended December 31, 2021, the Company issued 3,022,500 common shares pursuant to the exercise of 3,022,500 stock options with exercise prices varying from $0.20 to $0.40. The Company received gross proceeds of $865,246 and reallocated $672,491 from the Company's options reserve into share capital.

Subsequent to the year ended December 31, 2021, the Company issued 350,000 common shares pursuant to the exercise of 350,000 stock options with exercise prices varying from $0.23 to $0.40, for gross proceeds of $114,500.

Issuance of Restricted Share Units

On December 1, 2021, the Company granted 500,000 restricted share units ("RSUs") to an employee of the Company. Of the granted RSUs, one third vested immediately, one third will vest one year from the grant date, and one third will vest two years from the grant date. As a result, the Company recorded $155,833 of share-based compensation for the value of the RSUs granted.

On January 1, 2022, the Company granted 140,000 RSUs to an employee of the Company. Of the granted RSUs, one third vested immediately, one third will vest one year from the grant date, and one third will vest two years from the grant date.

On January 10, 2022, the Company granted 42,000 RSUs to an employee of the Company. Of the granted RSUs, one third vested immediately, one third will vest one year from the grant date, and one third will vest two years from the grant date.

On March 1, 2022, the Company granted 120,000 RSUs to an employee of the Company. Of the granted RSUs, one third vested immediately, one third will vest one year from the grant date, and one third will vest two years from the grant date.

Subsequent to the year ended December 31, 2021, the Company issued 191,100 common shares and paid $63,604 in cash upon receipt of the share unit settlement notice associated with the RSUs.

Long-term Incentive Plan

On October 15, 2021, shareholders of the Company voted at a special meeting of shareholders to approve the Long-Term Incentive Plan of the Company (the “LTIP”), as further described in the management information circular of the Company dated September 14, 2021. On September 2, 2021, the board of directors of the Company approved grants of 9,650,000 stock options to eligible participants under the LTIP, which grant was subject to the approval of the LTIP by shareholders. The grant, which is effective as of October 15, 2021, permits each holder to purchase one common share of the Company for each option held at a price of $0.40 for a period of three years.

QUALIFIED PERSONS

Technical information in this presentation has been reviewed and approved by Thomas Bissig, Professional Geologist, VP Exploration and Zach Allwright, Professional Engineer, VP Projects and Evaluations, both a “Qualified Person” as defined under NI 43 101 Standards of Disclosure for Mineral Projects.

RESOURCE PROPERTIES

As of December 31, 2021, the Company had two resource properties in the United States:

Copper Creek Project

The project is a 100% owned, large copper deposit, located ~120 road kilometres northeast of Tucson and ~24 kilometres northeast of San Manuel. The resource area is ~3 kilometres and open in all directions. The property consists of ~41 square kilometres of contiguous patented and un-patented mining claims and state prospecting permits. The area is in a mining friendly and politically secure location with excellent infrastructure including power, rail, water, roads, and access to skilled personnel.

The property is in the heart of the prolific Southwestern North America Porphyry Copper Province at the projected intersection of a major northwest trending belt of porphyry copper deposits (Ray, Miami/Globe, Superior/Resolution, Johnson Camp) with a major east-northeast oriented belt of porphyry deposits (San Manuel/Kalamazoo, Silver Bell, Lakeshore, Safford, Morenci). The property is within 50 kilometres of an operating copper mill and smelter.

The property hosts an “Early Halo-type” porphyry copper deposit with high-grade near-surface breccia-hosted mineralization. Both mineralization types include historic copper/molybdenum resources prepared in accordance with CIM standards. Gold, and silver are also present in varying amounts associated with both types of mineralization.

The historic MRE was published in a technical report titled “Copper Creek 2012 Mineral Resource Update, Pinal County, Arizona, USA, Technical Report” prepared for Redhawk Resources Inc. (“Redhawk”) by Independent Mining Consultants Inc., dated and filed by Redhawk on SEDAR on June 25, 2012.

The most recent technical study work completed on the project was published in a technical report titled “Preliminary Economic Assessment 25,000 TPD Mill with an Underground Mine for Development of the Copper Creek Resource” prepared for Redhawk by SGS Metcon/KD Engineering, Tucson Arizona, dated and filed by Redhawk on SEDAR on October 28, 2013.
Despite extensive historic exploration, with over 200,000 metres of drilling and modest past production, significant exploration upside remains. There are over 400 known breccia pipes mapped of which only about 35 were drilled and 8 are included in the MRE published in 2012.

Contact Copper Project

The project is a 100% owned, pre-feasibility stage copper oxide project located on private land in Elko County, Nevada. The project is located west of the town of Contact, U.S. Highway 93 traverses the east side of the project along with a 138 KV transmission line, between the towns of Wells and Jackpot, Nevada. The property consists of approximately 2,650 acres in 156 patented claims and 3,285 acres in 219 unpatented claims.

Copper mineralization occurs as an intrusive-related deposit within a granodiorite batholith and is observed in quartz veins within structural zones and in the surrounding intrusion. The copper content is highest in the quartz veins, particularly where chalcocite is present, but grades outward into granodiorite where copper minerals occur in quartz veinlets, fracture coatings and disseminations. Mineralization is in the form of tenorite, chrysocolla and cuprite, and lesser chalcocite and covellite. In addition, skarn mineralization potential exists at the contact of the granodiorite to the Paleozoic sedimentary rocks.

The historic MRE and technical study work completed was published in a technical report titled "NI 43-101 Pre-Feasibility Study on the Contact Copper Project" was prepared for Enexco International Ltd. by Hard Rock Consultants LLC, published October 1, 2013.

There is expected to be significant exploration upside with several targets that have not been drill tested including Copper Ridge. The Copper Ridge zone features oxide copper mineralization with grab samples containing up to 12.4% copper.

SUMMARY OF QUARTERLY RESULTS

All the Company's resource properties are in the exploration stage. The Company has not had revenue from inception and does not expect to have revenue in the near future. The Company's operating result is not seasonal in nature and has been mainly related to the amount of exploration activities in such quarter. The Company's quarterly performance in the latest eight quarters is as follows:

	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020	Q1 2020
	$	$	$	$	$	$	$	$
Revenue	**-**	-	-	-	-	-	-	-
Net loss	**3,600,238**	1,036,301	452,998	378,364	148,483	486,679	148,348	255,918
Loss per share	**0.04**	0.01	0.01	0.00	0.00	0.01	0.00	0.00

Loss per share - basic and diluted

The Company's quarterly historical results are not subject to seasonality. The loss during the quarter ended December 31, 2021 was higher than average as the Company recorded non-cash share-based compensation of $3,218,082 which was higher than average due to the appointment of new management and directors. The loss during the quarter ended September 30, 2021 was higher than average as the Company recorded to non-cash share based compensation of $658,874.

Performance Summary

		Three months ended December 31,		Years ended December 31,	
	Note	**2021**	2020	**2021**	2020
		$	$	**$**	$
Operating expenses					
Amortization		**5,063**	3,467	**15,280**	13,622
Consulting and management fees	(a)	**217,648**	59,590	**655,815**	303,345
General and administration		**47,948**	35,907	**131,286**	118,958
Resource property maintenance and consulting		**8,808**	35,640	**75,069**	87,759
Professional fees	(b)	**104,815**	29,039	**172,176**	78,975
Promotion, advertising, and investor relations	(c)	**16,782**	48,977	**331,346**	84,586
Rental		**-**	16,687	**-**	16,687
Share-based compensation	(d)	**3,236,499**	96,589	**4,123,045**	302,594
Travel		**26,285**	7,595	**34,938**	41,512
Total operating expenses		**(3,663,848)**	(333,491)	**(5,538,955)**	(1,048,038)
Other income (expenses)					
Foreign exchange loss		**-**	(3,107)	**-**	(3,107)
Gain on write-off of accounts payable		**-**	60,011	**-**	60,011
Gain on disposition of property and equipment	(e)	**-**	-	**-**	107,968
Gain on settlement of convertible debenture	(e)	**-**	107,968	**19,730**	-
Interest and finance charges		**-**	93,811	**(20,939)**	-
Recovery (impairment) of resource properties	(f)	**63,610**	-	**63,610**	(176,515)
Net loss		**(3,600,238)**	(74,808)	**(5,476,554)**	(1,059,681)

a) Operating expenses, including consulting and management fees, are generally higher during the three months and year ended December 31, 2021, as the Company has hired new management and has been actively preparing exploration, metallurgical, and geotechnical programs to be executed throughout 2022 on both Copper Creek and Contact Copper.

b) Professional fees are higher during the three months and year ended December 31, 2021, due primarily to legal fees associated with the new LTIP plan, hiring employees and officers of the company, and corporate governance activities.

c) Promotion, advertising and investor relations expenses are higher during the year ended December 31, 2021 primarily due to business development activities during the first nine months of the year.

d) The amount of share-based compensation recorded has increased during the three months and year ended December 31, 2021 due primarily to the July 2021 option grant and the October 2021 option grant associated with the new management and directors of the company.

e) Gain from disposition of property and equipment and settlement of convertible debenture are non-recurring in nature.

f) Recovery of resource properties during the three months and year ended December 31, 2021 relates to the agreed settlement of an outstanding liability associated with the Pyramid property.

PROPOSED TRANSACTIONS

The Company does not have any proposed transactions that are material to disclose.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

During the year ended December 31, 2021, the Company used $1,402,434 (2020 - $681,984) in operating activities and $1,170,437 (2020 - $130,798) in investing activities (primarily expenditures related to the Copper Creek project). During the year ended December 31, 2021, money received from financing activities was $6,680,042 (2020 - $820,064). The Company received proceeds of $7,122,571 (2020 - $860,980) from private placements and exercise of options, which was partially offset by use of cash of $463,468 (2020 - $40,916) for repayment of convertible debentures, loan payable, and note payable.

The Company is a resource exploration stage company and does not generate any revenue and has been relying on equity-based financing to fund its operations. As at December 31, 2021, the Company had a net working capital of $3,581,323 (December 31, 2020 - net working capital deficiency of $692,021). The Company will need to raise additional funding to finance its day-to-day operations and to enable the Company achieving its long-term business objectives.

Although the Company has a history of obtaining funding when needed, readers are cautioned that there can be no assurance that management’s plan to raise further financing will be successful, as it is dependent on prevailing capital market conditions.

RELATED PARTY TRANSACTIONS

During the years ended December 31, 2021 and 2020, the Company incurred the following transactions with key management personnel and the directors of the Company:

	2021	2020
	$	$
Consulting and management fees	**652,541**	259,000
Share-based payments	**3,191,454**	200,346

As at December 31, 2021, amount due to related parties comprised of amounts owing to key management members and directors totaling $163,916 (December 31, 2020 - $88,950). Amounts owed to related parties have the same terms as the Company’s accounts payable and accrued liabilities, which are unsecured and non-interest-bearing and with no specific repayment terms.

During the year ended December 31, 2021, amounts capitalized from compensation for related parties totaled $97,562 (December 31, 2020 - $nil).

During the year ended December 31, 2021, directors of the Company subscribed for a total of 3,000,000 Units of the private placement in September 2021.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

SIGNIFICANT ACCOUNTING POLICIES

The Company has not changed its accounting policies since its prior year ended December 31, 2020 and has applied accounting policies consistently for all periods presented.

FINANCIAL INSTRUMENTS

The Company's financial instruments are exposed to several financial and market risks, including credit, interest rate, liquidity, and commodity risks. The Company may, or may not, establish from time-to-time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale, and pattern of cash flow of its operations would warrant such hedging activities. There was no change in the management of the financial risks compared to the recent year ended December 31, 2020.

CREDIT RISK

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The financial instruments that potentially subject the Company to a significant concentration of credit risk consist of cash and cash equivalents. The Company mitigates its exposure to credit loss associated with cash and cash equivalents by placing its cash and cash equivalents in major financial institutions. As at December 31, 2021, the Company had cash equivalents of $2,300 in term deposits (December 31, 2020 - $2,300).

LIQUIDITY RISK

Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due or that it will be required to meet them at excessive cost. The Company reviews its working capital position regularly to ensure there is sufficient capital to meet short-term business requirements, after considering the Company's holdings of cash. The Company's cash is invested in business accounts, which are available on demand. The Company manages its liquidity risk mainly through raising funds from private placements and from related parties.

The Company's operating cash requirements are continuously monitored and adjusted as input variables change. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint venture arrangements. There is no assurance that the necessary financing will be available in a timely manner or at a reasonable cost.

COMMODITY RISK

Commodity risk is the risk that the Company is subject to commodity price risk arising from the fluctuation of metal price beyond the Company's control. The Company may have difficulties to identify economically viable projects for the Company to invest in if metal prices are depressed for an extended period.

INTEREST RATE RISK

Interest rate risk is the risk that the Company is exposed to the risk that the value of financial instruments will change due to movements in market interest rates. As of December 31, 2021, the Company did not have debt instruments exposed to variable interest rate. The risk is not significant.

FOREIGN CURRENCY RISK

Foreign currency risk is the risk that the fair value of the Company's assets and liabilities will fluctuate due to changes in foreign exchange rates.

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The Company does not manage currency risk through hedging or other currency management tools.

As of December 31, 2021 and December 31, 2020, the Company's exposure to foreign currency risk on its financial instruments is as follows:

		December 31, 2021		December 31, 2020
Cash	**US$**	**8,614**	US$	19,200
Note payable	**US$**	**-**	US$	(50,000)
Loans payable	**US$**	**-**	US$	(106,803)
Total	**US$**	**8,614**	US$	(137,603)
Canadian dollar equivalent	**$**	**10,967**	$	(174,755)

A 5% change in the US dollar against the Canadian dollar at December 31, 2021 would result in an a $548 impact to the Company.

FAIR VALUE

Financial assets and liabilities that are recognized on the statement of financial position at fair value can be classified in a hierarchy that is based on the significance of the inputs used in making the measurements. The levels in the hierarchy are:

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

The Company does not have financial instruments measured at fair value.

The Company's financial instruments consist of cash and cash equivalents, other receivables, accounts payable and accrued liabilities, convertible debenture, loans payable, and due to related parties, which are classified as amortized cost financial instruments. The fair values of these financial instruments approximate their carrying value due to their short-term nature.

OUTSTANDING SHARE DATA

As of the date of this report, the Company 97,262,438 common shares outstanding.

RISK FACTORS

The principal activity of the Company is mineral exploration which is inherently risky. There is intensive government legislation from state, provincial, federal, municipal and aboriginal governments, surrounding the exploration for and production of minerals from our and any mining operations. Exploration and development is also capital intensive and the Company currently has no source of income. Only the skills of its management and staff in mineral exploration and exploration financing serve to mitigate these risks, and therefore constitute one of the main assets of the Company.

The Company has its cash deposited with a large, federally insured, commercial bank which it believes to be creditworthy. Federal deposit insurance covers deposit balances up to $100,000.

Title

Title to mineral properties, as well as the location of boundaries on the grounds may be disputed. Moreover, additional amounts may be required to be paid to surface right owners in connection with any mining development. At all of such properties where there are current or planned exploration activities, the Company believes that it has either contractual, statutory, or common law rights to make such use of the surface as is reasonably necessary relating to those activities. Although the Company believes it has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to its properties will not be challenged or impaired.

Successful challenges to the title of the Company's properties could impair the development of operations on those properties.

The Company's properties include unpatented mining claims, patented mining claims, state prospecting permits, and mineral rights on private lands. The Company's properties on unpatented mining claims, is land owned and administered by the U.S. government. A valid unpatented mining claim is an interest in real property that can be bought, sold, mortgaged, devised, leased and taxed, but it is always subject to the paramount title of the U.S. and the rights of third parties to use the surface of the claim in a manner that does not unreasonably interfere with the claimant's activities. Unpatented mining claims are mining claims located and staked on available federal public domain land in accordance with the U.S. General Mining Law of 1872, with dimensions not to exceed 600 feet by 1,500 feet for lode claims (which constitute the great majority of the Company's unpatented mining claims), or 20 acres for placer claims. The process of locating an unpatented mining claim is initiated by the locator. Unpatented mining claims can be staked without any invitation from or grant by the federal government or any state government. A valid unpatented mining claim must include a discovery of valuable minerals. Prior to discovery, however, a mining claimant has a possessory right to conduct mineral exploration and development activities on the claim. The locator of a valid unpatented mining claim has the right to explore for, develop and mine minerals discovered on the claim, subject to compliance with the annual maintenance requirements of the U.S. Federal Land Policy and Management Act of 1976 which currently requires timely payment of an annual maintenance fee in order to maintain an unpatented mining claim.

Unpatented mining claims are unique property interests, and are generally considered to be subject to greater title risk than private real property interests because the validity of unpatented mining claims is often uncertain. This uncertainty arises, in part, out of the complex federal and state laws and regulations that supplement the U.S. General Mining Law of 1872. Also, unpatented mining claims and related rights, such as rights to use the surface, are always subject to possible challenges by third parties or contests by the federal government. The validity of an unpatented mining claim, in terms of both its location and its maintenance, is dependent on strict compliance with a complex body of federal and state statutory and decisional law. In addition, there are few public records that definitively control the issues of validity and ownership of unpatented mining claims.

In recent years, the U.S. Congress has considered a number of proposed amendments to the General Mining Law, as well as comprehensive reform legislation. Although no such legislation has been adopted to date, there can be no assurance that such

legislation will not be adopted in the future. If ever adopted, such legislation could, among other things, impose royalties on production from currently unpatented mining claims located on federal lands. If such legislation is ever adopted, it could have an adverse impact on earnings from the Company's operations, and it could reduce estimates of the Company's present resources and the amount of the Company's future exploration and development activity on federal lands.

Permits and Licenses

Although the Company either currently holds or has applied for or is about to apply for all consents which it requires to carry out its current drilling programs, the Company cannot be certain that it will receive the necessary permits and licenses on acceptable terms or at all, to conduct further exploration and to develop its properties. The failure to obtain such permits, or delays in obtaining such permits could adversely affect the operations of the Company. Government approvals and permits are currently and may in the future be required in connection with the operations of the Company. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from continuing its mining operations or from proceeding with planned exploration or development of mineral properties.

Exploration and Development Efforts May Be Unsuccessful

There is no certainty that the expenditures to be made by the Company in the exploration and development of its properties as described herein will result in discoveries of mineralized material in commercial quantities. Most exploration and development projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any level of recovery of ore reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates of reserves, mineable deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Negative Cash Flow

The Company had negative operating cash flow for the financial years ended December 31, 2021 and December 31, 2020. None of the Company's properties have advanced to the commercial production stage and the Company has no history of earnings or cash flow from operations. The Company does not expect to generate material revenue from mining operations or to achieve self-sustaining commercial mining operations for several years. To the extent that the Company has negative cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative cash flow.

The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. Historically, the only source of funds available to the Company is through the sale of its securities. Future additional equity financing would cause dilution to current shareholders.

No Mineral Resources or Reserves in Production

The properties in which the Company has an interest or right to earn an interest are in the exploration or pre- development stages only and are without a known body of ore in commercial production.

Uncertainty of Obtaining Additional Funding Requirements

Programs planned by the Company may necessitate additional funding, which could cause a dilution of the value of the investment of the shareholders of the Company. The recuperation value of mining properties indicated in the balance sheet depends on the discovery of mineralization that can be profitably exploited and on the Company's capacity to obtain additional funds to realize these programs.

The Company's exploration activities can therefore be interrupted at any moment if the Company is incapable of obtaining the necessary funds in order to continue any additional activities that are necessary and that are not described in the exploration programs outlined in the Company's geological report for its properties.

Mineral Prices May Not Support Future Profit

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any substances discovered. The price of minerals can be volatile, and is affected by numerous factors

beyond the control of the Company, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining techniques.

Competition

The mining industry is intensively competitive in all its phases. The Company competes with companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for the recruitment and retention of qualified personnel.

Environmental Regulations

The current and future operations of the Company, including further exploration, development activities and commencement of production on its properties, requires permits from various Canadian and U.S. Federal, Provincial and State governmental authorities.

Such operations are subject to various laws governing land use, the protection of the environment, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, mine safety and other matters. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures, production costs, reduction in levels of production at producing properties, require abandonment or delays in development of new mining properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Parties engaged in mining operations may be required to compensate those suffering loss or damage because of the mining activities and may have civil or criminal fines or penalties imposed for violation of applicable laws or regulations.

Uncertainty of Reserves and Mineralization Estimates

There are numerous uncertainties inherent in estimating proven and probable reserves and mineralization, including many factors beyond the control of the Company. The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurance can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to greater uncertainty and metals prices have fluctuated widely in the past. Declines in the market price of base or precious metals also may render reserves or mineralization containing relatively lower grades of ore uneconomic to exploit. Changes in operating and capital costs and other factors including, but not limited to, short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades, may materially and adversely affect reserves.

Foreign Operations

The Company's foreign activities are subject to the risk normally associated with conducting business in foreign countries, including exchange controls and currency fluctuations, limitations on repatriation of earnings, foreign taxation, laws or policies of particular countries, labor practices and disputes, and uncertain political and economic environments, as well as risk of war and civil disturbances, or other risk that could cause exploration or development difficulties or stoppages, restrict the movement of funds or result in the deprivation or loss of contract rights or the taking of property by nationalization or expropriation without fair compensation. Foreign operations could also be adversely impacted by laws and policies affecting foreign trade, investment and taxation. The Company currently has exploration projects located in the U.S.

Liquidity and Financing Risk

The Company has no source of operating cash flow and may need to raise additional funding in the future through the sale of equity or debt securities or by optioning or selling its properties. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. No assurance can be given that additional funding will be available for further exploration and development of the Company's properties when required, upon terms acceptable to the Company or at all. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties, or even a loss of property interest, which would have a material adverse impact upon the Company.

Exploration Costs

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realized in practice, which may materially and adversely affect the Company's viability.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, risks, including, but not limited to, unexpected or unusual geological or operating conditions, natural disasters, inclement weather conditions, pollution, rock bursts, cave-ins, fires, flooding, earthquakes, civil unrest, terrorism and political violence may occur. It is not always possible to fully insure against all risks associated with the Company's operations and the Company may decide not to take out insurance against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Market Conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Market prices for shares of early-stage companies are often volatile. Share market conditions are affected by many factors such as: announcement of mineral discoveries; financial results; general economic outlook; introduction of tax reform or other new legislation; interest rates and inflation rates; changes in investor sentiment toward particular market sectors; the demand for, and supply of, capital; and terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular.

Stress in the Global Economy

Reduction in credit, combined with reduced economic activity and the fluctuations in the U.S. dollar may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices.

The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Any of these events, or any other events causing turmoil in world financial markets, may have a material adverse effect on the Company's business, operating results and financial condition.

Current Global Financial Condition

Current global financial conditions have been subject to increased volatility. As such, the Company is subject to counterparty risk and liquidity. The Company is exposed to various counterparty risks including, but not limited to financial institutions that hold the Company's cash, and through companies that have payables to the Company. The Company is also exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Company to obtain loans and other credit facilities in the future and, if obtained, on terms favorable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the common shares could be adversely affected.

Operating Hazards and Risks Associated with the Mining Industry

Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Hazards such as unusual or unexpected formations and other conditions are involved.

Operations in which the Company has direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage. The Company may become subject to liability for cave-ins and other hazards for which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration activities.

Possible Dilution to Present and Prospective Shareholders

The Company's plan of operation, in part, contemplates the accomplishment of business goals and objectives through the issuance of securities of the Company and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares, or securities convertible into common shares, would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence on Key Personnel

The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional resources may be required.

Conflict of Interest

Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company.

If a conflict arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Trading Volume

The current trading volume of the Company's shares limits the liquidity of an investment in the Company's shares.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements". These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Information concerning the interpretation of drill results, mineral resource and reserve estimates and capital cost estimates may also be deemed as forward-looking statements as such information constitutes a prediction of what mineralization might be found to be present and how much capital will be required if and when a project is actually developed. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be relied upon. In particular this MD&A contains forward looking statements pertaining to the expected timing of its updated workplan and strategy for the Contact Copper project and the Copper Creek project. These statements speak only as of the date of this MD&A. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- permitting and licensing risks;
- public health risks including risks associated with the on-going Covid-19 global pandemic
- negative cash flow
- liquidity and financing risks;
- funding risk;
- exploration costs;
- uninsurable risks;
- conflicts of interest;
- government policy changes;
- ownership risks;
- community relations;
- market conditions;
- stress in the global economy;
- current global financial condition;
- exchange rate and currency risks;
- commodity prices;

- dilution risk;
- General business and economic conditions;
- The supply and demand for, deliveries of, and the level and volatility of prices of copper or other mineral commodities under exploration;
- The availability of financing for the Company’s exploration and development projects on reasonable terms;
- The ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- The ability to attract and retain skilled staff;
- Market competition;
- The accuracy of our resource estimate (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which it is based; and
- Tax benefits and tax rates.

These forward-looking statements involve risks and uncertainties relating to, among other things, risks related to international operations, actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, as well as those factors discussed in the section “Risk Factors”. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors discussed in the section. The Company cautions that the foregoing list of important factors is not exhaustive. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.