Copperbank Resources Corp.

Management Discussion and Analysis
Year ended December 31, 2014

The following discussion and analysis of Copperbank Resources Corp. (the "Company" or "Copperbank"), prepared as of April 28, 2015, should be read together with the audited consolidated financial statements for the same year and related notes attached thereto, which are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are stated in Canadian dollars unless otherwise indicated.

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 of the Company is available on SEDAR at www.sedar.com.

Description of Business

Copperbank was incorporated on October 21, 2014 under the Business Corporation Act (British Columbia), whereby 0999279 B.C. Ltd. ("0999279"), 1016077 B.C. Ltd. ("Full Metal"), and Choice Gold Corp. ("Choice Gold"), were amalgamated as one company. The legal existence of Choice Gold and Full Metal ceased however, 0999279 survived the amalgamation continued under the name Copperbank Resources Corp. (The "Transaction")

Effective October 21, 2014, the Company consolidated its common shares on a 5-1 basis. All presentation of number of shares, warrant, share purchase warrants, per share data have been adjusted to include the effect of this 5-1 share consolidation, unless stated otherwise.

The Company's head office and principal address is located at Suite 2706 - 1011 West Cordova Street, Vancouver, BC, V6B 0C2. 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 mineral properties. All of the Company's resource properties are located in the U.S.A. and are still in their exploration stages.

The underlying value of the resource properties are entirely dependent on the existence of economically recoverable reserves, on the ability of the Company to obtain the necessary financing to complete development, and upon future profitable production.

Corporate Restructuring

a) The Transaction

Copperbank was formed on October 21, 2014 as a result of a plan of arrangement (the "Transaction") involving Choice Gold, 0999279 and Full Metal, a subsidiary of Full Metal Minerals Ltd. ("FMM"). Choice Gold, 0999279, and Full Metal amalgamated pursuant to Section 269 of the *Business Corporations Act* (British Columbia).

Upon the completion of the Transaction, each holder of 0999279's common shares received, for each common share held, 8.8 (pre-consolidation) common shares of Copperbank; each holder of Choice Gold common shares received, for each common share held, one (pre-consolidation)

common share of Copperbank; and each holder of Full Metal common shares received, for each common share held, two (pre-consolidation) common shares of Copperbank.
The Transaction's accounting has been assessed in accordance with IFRS 3 Business Combinations, and determined that 0999279 is deemed to be the accounting acquirer. The acquisition of Choice Gold and Full Metal do not fulfill the requirements to be accounted for business combinations; therefore, the Transaction will be accounted for as asset acquisition with 0999279 as the continuing entity.

Options and share purchase warrants of each of 0999279, Choice Gold, and Full Metal were converted or exchanged as follows:

- Each outstanding 0999279 option was exchanged for 8.8 (pre-consolidation) Copperbank options on the same terms and conditions of the original option except only exercisable for a period of six months after the Transaction;

- Each outstanding Full Metal option was exchanged for two (pre-consolidation) Copperbank options on the same terms and conditions of the original option except only exercisable for a period of six months after the Transaction;

- Each outstanding 0999279 share purchase warrant was exchanged for 8.8 (pre-consolidation) Copperbank warrants on the same terms and conditions of the original warrants;

- Each outstanding Choice Gold share purchase warrant was exchanged for one (pre-consolidation) Copperbank warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.10 (pre-consolidation) until 5 years following the date of the closing of the Transaction;

- Each shareholder of Full Metal received one arrangement warrant which was exchanged for one (pre-consolidation) Copperbank warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.10 (pre-consolidation) until 5 years following the date of the closing of the Transaction;

- Each outstanding 0999279 arrangement warrant was exchanged for 4.4 (pre-consolidation) Copperbank warrants. Each warrant entitles the holder thereof to purchase one common share at a price of $0.10 (pre-consolidation) until 5 years following the date of the closing of the Transaction.

Allocation of proceeds of the acquisitions is as follows:

<u>Acquisition of Choice Gold</u>

Fair value of consideration		
Common shares issued	$	750,177
Replacement warrants issued		1,468,251
Total consideration	$	2,218,428

Fair value of the identifiable net assets acquired		
Cash	$	3,153
GST receivable		1,877
Equipment		784
Less: accounts payable and accrued liabilities assumed		(64,078)
		(58,264)
Excess of consideration over net assets acquired		2,276,692
	$	2,218,428

The fair value of the Copperbank shares was estimated to be $750,177 based on an estimated fair value of approximately $0.02 per share (pre-consolidation) based on the recently completed private placement as a concurrent financing of the Transaction. The fair value of the consideration is $2,276,692 greater than the fair value of the net assets acquired and has been recorded as a transaction cost.

Upon closing of the Transaction, Copperbank issued 79,499,750 (pre-consolidation) share purchase warrants to the shareholders of Choice Gold with each warrant exercisable at $0.10 for five years from closing of the Transaction. A fair value of $1,468,251 was included in total consideration and was estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	1.40%
Expected warrant life	5 years
Expected stock price volatility	186%
Expected dividend yield	-

Acquisition of Full Metal

Fair value of consideration		
Common shares issued	$	2,372,376
Replacement options issued		1,673
Arrangement warrants issued		1,095,363
Total consideration	$	3,469,412

Fair value of the identifiable net assets acquired		
Pyramid project	$	3,889,965
Less: accrued liabilities assumed		(420,553)
	$	3,469,412

The fair value of the Copperbank shares was estimated to be $2,372,376 based on an estimated fair value of approximately $0.02 per share (pre-consolidation) based on the recently completed private placement as a concurrent financing of the Transaction. The fair value of the identifiable net assets acquired is based on the residual value of purchase consideration, after giving effect to the assumed liabilities of approximately $420,553. The Company incurred $437,960 in transaction costs.

Upon closing of the Transaction, Copperbank issued 59,309,395 (pre-consolidation) arrangement warrants to the shareholders of Full Metal with each arrangement warrant exercisable at $0.10 for five years from closing of the Transaction. A fair value of $1,095,363 was included in total consideration using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	1.40%
Expected warrant life	5 years
Expected stock price volatility	186%
Expected dividend yield	-

In addition, Copperbank issued 8,883,335 (pre-consolidation) options to the shareholders of Full Metal with a weighted average exercise price of $0.18 exercisable six months from closing of the Transaction. A fair value of $1,673 has been included in total consideration representing an allocation of the fair value of the options estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	0.91%
Expected warrant life	0.50 years
Expected stock price volatility	136%
Expected dividend yield	-

Pursuant to the Transaction, Choice Gold completed a private placement of 79,499,750 units (pre-consolidation) at a price of $0.02 per unit for gross proceeds of $1,589,995 ("Concurrent Financing"). Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.10 (pre-consolidation) for 5 years from issuance.

The Company will use the $1,589,995 gross proceeds from the Concurrent Financing as working capital.

Aggregate finder's fees of $116,000 in cash and 5,879,980 (pre-consolidation) share purchase warrants were paid in connection with the private placement upon completion of the Transaction. Each finder's warrant entitles the holder thereof to purchase one common shares at a price of $0.10 until five years from issuance. The fair value of the finder's warrants is valued at $108,780. The fair value of the finder's warrants is valued using the Black-scholes option pricing model with the following assumptions: risk-free interest rate of 1.40%; dividend yield of nil%; volatility of 186%; and an expected life of five years.

b) Acquisition of Enexco US

On June 6, 2014, 0999279 acquired all of International Enexco Limited ("Enexco") shares of its wholly owned subsidiary, Enexco International Inc. ("Enexco US") (the "Reorganization") which holds the Contact Copper Property ("Contact") in Nevada, as part of a plan of arrangement between Enexco and Denison Mines Corp. ("Denison"). 0999279 acquired Enexco US by issuing 42,942,632 common shares (pre-consolidation) and 42,942,632 arrangement warrants (pre-consolidation) to the shareholders of Enexco for 100% of the issued and outstanding common shares of Enexco US, and the balance of the intercompany loan. In addition, each option holder and warrant holder of Enexco was issued an arrangement warrant for each option or warrant of Enexco held. Each arrangement warrant entitles the holder thereof to purchase 0.50 common share at a price of $5 per share until six months from issuance.

The common shares and arrangement warrants of the Company were distributed to the shareholders of Enexco by way of a dividend in kind on the basis of one common share and one arrangement warrant of the Company for one common share of Enexco US.

The fair value of the consideration paid and the net identifiable assets acquired was $7,557,949. The advances from parent company balance was transferred to 0999279 and $16,182,235 has been recorded to other reserves upon the Reorganization.

Exploration Properties Overview

During 2014, Copperbank was formed as an aggregator of copper projects in politically safe jurisdictions. The Pyramid Project, previously controlled by Full Metal Minerals, is located in southwest Alaska on Native-owned lands and hosts an initial inferred resource with excellent exploration upside. The Contact Project in Nevada, previously controlled by Enexco, host a substantial resource with a recent, positive prefeasibility study.

Pyramid Property

The 16,835 hectare Pyramid Porphyry Project lies along the southern margin of the Alaska Peninsula approximately eight kilometers from tidewater. The Project is optioned from The Aleut Corporation, an Alaska Native-owned corporation.

During the 2012 season, thirteen holes were completed totaling 3,241 meters. Drill holes were typically shallow for a Porphyry system, with most holes less than 300 meters in total length. Coupled with work from 2010 and 2011, drilling has spanned an area measuring approximately 1,800 meters east-west and 1,050 meters north-south.

In May 2013, an initial Inferred Resource Estimate at Pyramid was announced. At a 0.21% copper equivalent cut-off, total contained copper in the Inferred resource category is estimated to be 1,338,000,000 pounds of copper, 74,000,000 pounds of molybdenum and 488,000 ounces of gold. Both near-surface supergene enriched mineralization as well as hypogene copper mineralization were modeled and interpolated. The mineral resource estimate shows that the hypogene mineral resource remains open to depth and along strike in most areas, and the higher grade supergene enriched mineralization is also open for expansion in several areas.

This 2013 initial resource estimate is based on 30 drill holes totaling 7,486 meters completed by Full Metal and Antofagasta during 2010 to 2012. Additionally, 19 shallow historic holes totaling 1,921 meters completed by Quintana-Duval during the mid-1970’s were included in the estimate.

The inferred resource for the Pyramid deposit reported at Cu Eq. grade of 0.21 percent is presented in Table 1.

Table 1: Mineral resource statement, Pyramid Deposit, SRK Consulting (Canada) Inc., May 01, 2013

Deposit	Class	Tonnes	Au g/t	Au oz	Cu %	Cu lb	Mo %	Mo lb
Pyramid	Inferred	173,000,000	0.088	488,000	0.35	1,338,000,000	0.02	74,000,000

Note: All numbers have been rounded to reflect the relative accuracy of the estimates.

Mineral resources are reported in relation to a conceptual pit shell. Mineral resources are not mineral reserves and do not have demonstrated economic viability. The contained copper represents estimated contained metal in the ground and has not been adjusted for metallurgical recoveries.

<u>Supergene Resources</u>

Under zero to 90 meters of leach cap, the Pyramid deposit hosts a supergene enrichment blanket, dominated by chalcocite and local covellite mineralization. The supergene blanket has a variable depth, extending to below 250 meters surface in some areas.

At a 0.21% Cu Equiv. cutoff, this near surface supergene enrichment zone hosts 93.7 million tonnes averaging 0.40% Cu, 0.019% Mo and 0.092 g/t Au, or 0.55% Cu equivalent. This equates to 823,000,000 lb. Cu, 40,000,000 lb. Mo and 277,000 oz Au. Several areas have been identified to date with near-surface high-grade mineralization within the supergene zone, particularly in the south-central area of the inferred resource. These areas include drill hole PY11-016, which, intersected 155.90 meters averaging 0.71% Cu, 0.179 g/t Au and 0.018% Mo or 0.91% Cu equivalent. 250 meters southwest of PY11-016, drill hole PY12-019 encountered a high-grade zone of supergene enrichment averaging 1.01% Cu, 0.165 g/t Au and 0.009% Mo or 1.16% Cu equivalent over 42.0 meters, occurring near surface at 24.0 meters down-hole.

<u>Hypogene Resources</u>

Underlying the supergene zone in most areas, the hypogene zone hosts 79.1 million tonnes averaging 0.26% Cu, 0.020% Mo 0.083 g/t Au, or 0.45% Cu equivalent at a 0.21% Cu Eq. cutoff. This equates to 514,000,000 lb. Cu, 35,000,000 lb. Mo and 212,000 oz Au. The hypogene zone is open for expansion to depth in most areas, as most holes completed to-date at Pyramid are 250 meters long or less. Only two drill holes have been completed to depth of 500 meters.

Complete Inferred resources at various cutoff values for the Supergene and Hypogene Resources are as follows:

Table 2: Inferred Mineral Resources, Pyramid Deposit, SRK Consulting (Canada) Inc., May 01, 2013

Zone	Cutoff	Tonnes	Au (g/t)	Au (oz)	Cu (%)	Cu (lb)	Mo (%)	Mo (lb)	NSR ($)	CuEq (%)
Super-gene	>0.4%	69,528,515	0.11	239,133	0.46	702,535,609	0.021	32,398,237	49.35	0.632
	>0.35%	78,978,212	0.10	257,135	0.44	757,589,748	0.020	35,404,545	46.95	0.602
	>0.3%	86,079,432	0.10	267,853	0.42	792,844,809	0.020	37,646,536	45.18	0.579
	>0.25%	91,314,699	0.09	274,669	0.40	814,626,519	0.019	39,121,880	43.84	0.562
	>0.21%	**93,696,332**	**0.09**	**276,665**	**0.40**	**822,878,710**	**0.019**	**39,722,759**	**43.19**	**0.553**
	>0.15%	94,628,683	0.09	277,601	0.40	825,683,995	0.019	39,869,480	42.91	0.550
	>0.1%	94,810,052	0.09	277,633	0.40	826,061,951	0.019	39,896,455	42.85	0.549
	Total	**94,810,052**	**0.09**	**277,633**	**0.40**	**826,061,951**	**0.019**	**39,896,455**	**42.85**	**0.549**

Table 2: Inferred Mineral Resources, Pyramid Deposit, SRK Consulting (Canada) Inc., May 01, 2013

(cont.)

Hypo -gene	>0.4%	52,957,717	0.09	149,525	0.34	393,205,903	0.021	24,307,227	38.83	0.498
	>0.35%	68,474,140	0.09	188,107	0.31	473,123,835	0.020	30,685,813	36.69	0.470
	>0.3%	75,802,999	0.08	205,195	0.30	503,046,447	0.020	33,740,607	35.61	0.456
	>0.25%	78,235,466	0.08	210,213	0.30	512,085,506	0.020	34,467,021	35.18	0.451
	>0.21%	**79,128,480**	**0.08**	**211,806**	**0.30**	**514,736,418**	**0.020**	**34,707,556**	**34.98**	**0.448**
	>0.15%	79,411,773	0.08	212,208	0.29	515,554,993	0.020	34,755,283	34.91	0.447
	>0.1%	79,411,773	0.08	212,208	0.29	515,554,993	0.020	34,755,283	34.91	0.447
	Total	**79,411,773**	**0.08**	**212,208**	**0.29**	**515,554,993**	**0.020**	**34,755,283**	**34.91**	**0.447**
Total		**174,221,826**	**0.09**	**489,840**	**0.35**	**1,341,616,944**	**0.019**	**74,651,738**	**39.23**	**0.503**

Table 2: Inferred Mineral Resources, Pyramid Deposit, SRK Consulting (Canada) Inc., May 01, 2013 (cont.)

Zone	**Cutoff**	**Tonnes**	**Au (g/t)**	**Au (oz)**	**Cu (%)**	**Cu (lb)**	**Mo (%)**	**Mo (lb)**	**NSR ($)**	**CuEq (%)**
Comb -ined	>0.4%	122,486,231	0.10	388,658	0.41	1,095,741,511	0.021	56,705,464	44.80	0.574
	>0.35%	147,452,352	0.09	445,242	0.38	1,230,713,583	0.020	66,090,358	42.18	0.541
	>0.3%	161,882,430	0.09	473,048	0.36	1,295,891,256	0.020	71,387,143	40.70	0.522
	>0.25%	169,550,164	0.09	484,882	0.35	1,326,712,025	0.020	73,588,901	39.84	0.511
	>0.21%	**172,824,812**	**0.09**	**488,471**	**0.35**	**1,337,615,128**	**0.020**	**74,430,316**	**39.43**	**0.505**
	>0.15%	174,040,456	0.09	489,809	0.35	1,341,238,988	0.019	74,624,763	39.26	0.503
	>0.1%	174,221,826	0.09	489,840	0.35	1,341,616,944	0.019	74,651,738	39.23	0.503
	Total	**174,221,826**	**0.09**	**489,840**	**0.35**	**1,341,616,944**	**0.019**	**74,651,738**	**39.23**	**0.503**

Multiple hydrothermal centers have been identified at Pyramid, within an oval-shaped 2,300 meter by 1,400 meter mapped extent of phyllic and potassic alteration zones. Classic vein styles are identified in the core with early halo veins, A, B, and D veins hosting mineralization. Copper mineralization with variable molybdenum occurs within multiple phases of porphyritic intrusive rocks as well as hornfelsed sediments. Quartz diorite porphyry and quartz feldspar porphyry intrusives make up the bulk of the igneous rock types and hosts; diorites are known for their gold bearing affinity.

Mineralization is typically comprised of chalcocite, covellite, chalcopyrite and molybdenite with supergene enrichment at depths ranging from 120 to over 250 meters below surface.

Mineral resources were prepared by SRK Consulting (Canada) Inc. under the supervision of Dr. Gilles Arseneau, P.Geo. using 3D Gemcom block modeling software. Resources were estimated in multiple passes in 25 by 25 by 10 m blocks by ordinary kriging. Grade estimates were based on capped two meter composited assay data. Copper capping levels were set at 1.3% Cu for the supergene zone and 0.83% Cu for the hypogene zone. Molybdenum was capped at 0.1% and 0.08% Mo for the supergene and hypogene respectively. Gold grades were capped at 4.2 g/t Au for the supergene and 0.215 g/t for the hypogene. In calculating the CuEq, SRK Consulting (Canada) Inc. utilized the long term metal prices provided by Energy and Metals Consensus Forecast (Cu US$ 3.54/lb, Mo US$ 18.23/lb, Au US$ 1,480/oz). *The contained copper* *represents estimated contained metal in the ground and has not been adjusted for metallurgical recoveries*.

Due to challenging market conditions, no field work is currently planned for 2015 for Pyramid or the adjacent San Diego Bay exploration target.

Contact, Nevada USA

Copperbank controls a strategic position over the historical Contact mining district, covering mines and prospects which produced (unofficial estimate, 1970) 30 million pounds of copper, and 126,000 ounces of silver with minor amounts of gold, lead, zinc and tungsten. *Note that these production figures are historical in nature, have not been verified by an independent qualified person as defined by NI43-101, and should not be relied upon.* The mineral deposits of the district occur near the contact of a Jurassic-aged granodiorite stock. Copper mineralization extends from surface to depths greater than 3,000 feet vertically.

Copperbank holds approximately 15,000 acres in the Contact district within 155 patented claims and 287 unpatented lode claims.

On November 28, 2011, Enexco announced that it had commenced a drill program to include approximately 20,000 feet, (6,100 metres) targeting the in-fill and potential expansion of resources east of the current reserve base. Based upon results (News Releases January 16, 2012, February 14, 2012, and March 19, 2012), the drill program was expanded to approximately 40,000 feet (12,192 metres). The Company announced additional drill results on April 26, 2012, and May 23, 2012 and reported that the results demonstrate continuity of mineralization and confirm an additional strike length of over 3,000 feet (914 metres) from the eastern limit of reserves found in the 2010 Pre-feasibility study.

On July 18, 2012, and September 10, 2012, the Company announced additional drill results and that the drilling program had concluded. Since November 2011, 42,418 feet (12,932 m) was drilled in 58 reverse circulation holes and 24 core holes had been completed. The strike length to the identified copper oxide mineralization now extends over 7,250 feet (2,210 m) in length.

On August 27, 2012, the Company announced results from a surface sampling program at the Contact project. High-grade copper assays were returned from a suite of 28 rock chip samples taken at the Copper Ridge prospect, located one mile (1.6 km) southwest of the main Contact Copper project resource. The recent sampling has returned grades of up to 12.4% copper from outcrops of oxide mineralization within quartz monzonite. Samples were collected in an area of recently acquired claims and confirm work completed by the previous owner. The sampling was done within an area that extends approximately 8,000 feet by 2,000 feet (2,500 m by 600 m). Previous activity in the area is limited to shallow prospect pits, and has no previous drilling. The results support further work in exploring the area as an area that could provide additional copper oxide material for the Contact Copper Project.

Metallurgical testing including bottle roll tests, and column tests of both open-cycle and locked-cycle were started with Metcon and continued with McClelland during the period. Mineralogical study was done on three samples at Montana Tech. On September 18, 2012, the Company announced positive test results. Copper extractions ranged from 68% to 79%. The samples were weathered and unweathered oxide material, with results that are typical of the extractions in copper oxide leaching operations. Composite samples grading from 0.15 to 0.54% copper (Cu) were obtained from whole HQ drill core and crushed to 100% -minus one inch. Column test work was conducted by Metcon Research of Tucson, Arizona.

The three composites consist of: GA, weathered material from 0 to 30 m depth; GB, weathered material from 30 to 50 m depth; and MID, unweathered material from 60 to 130 m depth.

Summary of Leach Test Results

Test No.	Sample	Acid Cure (kg/t)	Leach Days	Calculated Head Assay Grades (%)		Extraction (%)		Gangue Sulfuric Acid Consumption	
				Cu	Fe	Cu	Fe	(kg/tonne)	(kg/kg Cu)
CL-10	GA	16.3	88	0.54	1.87	73.05	16.29	20.54	5.16
CL-11	GB	6.3	88	0.15	1.70	68.06	3.31	11.52	11.51
CL-12	MID	6.3	88	0.27	1.82	79.18	7.41	11.88	5.64

Samples from the weathered zone show a low work index for crushing. Subsequent testing indicated no geotechnical problems in permeability and compaction with the weathered or unweathered samples. The results from the metallurgical tests demonstrate the leachability of key material types. Further metallurgical testing is in progress to optimize leach parameters and develop data from composite samples representing production periods. Information from testing will be used in the preparation of a bankable feasibility study.

On October 10, 2012, the Company announced an updated mineral resource estimate. The updated mineral resource estimate incorporates results from 42,418 feet (12,932 m) of drilling. Measured plus Indicated resources contain an estimated 1.06 billion pounds of copper, an increase of 49% over the previous resource estimate.

Mineral Resource Estimate reported at 0.10% Copper cut-off

Category	Tons	Copper (%)	Pounds Copper
Measured	58,977,000	0.26	306,680,000
Indicated	156,733,000	0.24	752,318,000
Measured + Indicated	215,710,000	0.25	1,058,998,000
Inferred	70,921,000	0.24	340,421,000

On October 1, 2013, Enexco announced positive results for an independent National Instrument 43-101-compliant updated Pre-Feasibility Study (PFS) of the 100% owned Contact Copper Project, Nevada. The PFS was prepared by Hard Rock Consultants, LLC (HRC) of Golden Colorado. The PFS describes the technical and economic viability of an open-pit mine with recovery of copper by heap leaching with solvent extraction and electrowinning (SX-EW). All amounts are stated in U.S. dollars.

Highlights of the PFS study are as follows:

- 95% increase in copper contained in Proven and Probable Reserve
- Average annual production of 49.2 million pounds per year of copper cathode over 9.4 years
- Estimated cash cost of $1.73 per pound (includes mining, processing, property taxes and royalties)
- Before-tax NPV-8% of $136 million and IRR of 30.4%
- After-tax NPV-8% of $107 million and IRR of 25.9%
- Payback period of 3.0 years before-tax and 3.4 years after-tax
- Economic results support advancing the project to a feasibility study

Copper mineralization has been defined by drilling for 7,500 feet in length and 3,000 feet in width along an east-west trend. The mineralization occurs in and around quartz veins within granodiorite, forming zones of vein and disseminated copper oxides tens to hundreds of feet in width and extending to depths greater than 1,000 feet. An updated resource estimate was completed in 2012 using the results of drilling since the land deal with Allied Nevada Gold Corp (2012 NI 43-101 Technical Report on the Contact Copper Project, Nevada, USA by 3L Resources, Ltd (2012 RE)). Drilling on the property now totals 254,998 feet in 329 core and reverse circulation holes.

The PFS updates the resource estimate in the 2012 RE, and a previous reserve estimate and economic analysis in the 2010 NI 43-101 Technical Report Pre-feasibility Study Update for the Contact Copper Project by Gustavson Associates. The current estimates utilize the same database and parameters as the 2012 RE with minor adjustments to geologic boundaries. Mineral resources in the 2012 RE were global estimates, and were unconstrained by pit limits. In the PFS, the updated NI 43-101 compliant Mineral Resource estimate is constrained by a pit based on a copper price of $4.00 per pound[1] with costs and recoveries in the PFS at a calculated cut-off of 0.07% copper (Cu). The Measured and Indicated Mineral Resources is inclusive of those mineral resources modified to produce the Mineral Reserves.

The updated NI 43-101 compliant Mineral Resource estimate in the PFS contains 75 million tons at 0.21% Cu (314 million pounds of copper) in the measured category, and 138 million tons at 0.19% Cu (518 million pounds of copper) in the indicated category, for a total Measured and Indicated Resource of 213 million tons at 0.20% Cu (832 million pounds of copper) at a 0.07% Cu cut-off. The resource estimate also has 13 million tons of 0.20% Cu (52 million pounds of copper) in the inferred category. Inferred mineral resources are resources that are normally too speculative to be considered as mineral reserves. There is also no certainty that inferred resources will be converted to measured and indicated resources through drilling, or into mineral reserves once economic considerations are applied.

[1] The copper price of $4.00 per pound was selected for definition of mineral resources as the copper price under which the deposit has reasonable prospects for economic extraction. The copper price of $3.20 was selected for definition of mineral reserves as the copper price over the duration of the project life, representing 98% of the 5-year trailing price for copper.

Mineral Resource Estimate at 0.07% Cu Cut-off			
Category	**Cu %**	**Tons (000)**	**Pounds Cu (000)**
Measured	0.21	75,473	313,968
Indicated	0.19	137,640	517,526
Total Measured + Indicated	**0.20**	**213,113**	**831,494**
Inferred	0.20	12,982	52,188

The Mineral Reserve in the PFS was determined from an optimized pit using operating cost and recovery values from the PFS. Overall pit slopes were varied according to the results of geotechnical study, and ranged from 40 to 52 degrees. Only measured or indicated blocks were used in the optimization, and inferred blocks were treated as waste. The ultimate pit is divided into three phases for the production schedule.

The NI 43-101 compliant Mineral Reserve estimate in the PFS contains 58 million tons of 0.23% Cu (263 million pounds of copper) in the proven category and 83 million tons of 0.21 % Cu in the probable category (348 million pounds of copper) for a total Proven and Probable Reserve of 141 million tons of 0.22% Cu (612 million pounds of copper) at a 0.07% Cu cut-off grade. The reserves are extractable by surface mining methods at an overall waste-to-ore ratio of 2.3:1. No inferred resources were included in the Proven and Probable Reserve or in the economic analysis.

Mineral Reserve Estimate at 0.07% Cu Cut-off			
Category	**Cu %**	**Tons (000)**	**Pounds Cu (000)**
Proven	0.23	57,678	263,249
Probable	0.21	83,416	348,499
Total Proven + Probable	**0.22**	**141,094**	**611,748**

Metallurgical data, including previously reported column leach tests, were reviewed by Dr. Deepak Malhotra of Resource Development, Inc. Copper extractions were included in the block model by material type and resulted in a projected overall copper extraction of approximately 76% for the production schedule. From the data, it was determined the ore requires crushing to minus-1-inch size and requires no pre-curing with strong acid. From column tests and neutralization potential data, acid consumption was calculated at 17 pounds per ton of ore. Further test work is needed to confirm copper recovery, acid consumption and leaching characteristics for a feasibility study.

Capital costs were developed by HRC for the major project areas. The mining capital is developed from a major equipment list with quotes from manufacturers, which includes lease-purchase of the initial mining fleet. The heap leach pad capital is developed from estimates by MWH Global, Inc. who designed the heap leach pad and related facilities. The plant capital is developed from equipment quotes, factored estimates, and comparisons with other recently constructed projects. The initial capital costs are estimated at $188.9 million, including indirect costs and contingency. With working capital, sustaining costs and reclamation, the total life-of-mine capital costs are estimated at $331 million. Operating costs were estimated from schedules of labor, materials and supplies over the project life, with ore production ranging up to 57,000 tons per day. Including property taxes and royalties, operating costs are estimated at $5.68 per ton of ore, or $1.73 per pound of copper produced. The required labor force is estimated to range from 235 to 309 employees.

Initial Capital Cost	**Cost (000)**
Site Preparation	$2,688
Mining Equipment	50,332
Crushing & Conveying	18,371
Pad & Ponds	26,146
SX-EW Plant, Infrastructure & First Fills	49,921
Direct Costs Total	$147,459
Indirect Costs Total	$41,486
Total Initial Capital	**$188,945**

Indirect costs include EPCM, freight and mobilization, owner's costs and contingencies of 10% on mine equipment and 20% on all other costs. .

Operating Cost	**$/lb Cu**	**$/ton Ore**
Mining	0.92	3.01
Processing	0.70	2.31
G&A	0.06	0.21
Property Tax	0.04	0.12
Cash Operating Costs	*1.72*	*5.65*
Royalties	0.01	0.03
Total	$1.73	$5.68

Cost basis includes sulfuric acid, at an estimated delivered cost of $120 per ton, fuel, at $3.00 per gallon, and electrical power, at $0.05/kWh.

The economic analysis by HRC is developed from the production schedule using a copper price of $3.20 per pound. Ore production to the heap leach pad is projected at an initial rate of 30,000 tons per day, increasing to 57,000 tons per day by Year 6 of operation. Copper production from the SX-EW plant is projected to average 49.2 million pounds per year over a 9.4 year mine life, for total production of 462 million pounds of copper cathode. U.S. corporate, state and local taxes are applied to the after-tax analysis. Sensitivity of the project to varying copper prices is shown in the accompanying table.

Project Valuation	Before-tax Analysis	After-tax Analysis
Total Cash flow (millions)	$303.9	$255.6
NPV @ 5.0%; (millions)	$183.8	$149.1
NPV @ 8.0%; (millions)	$135.5	$106.7
NPV @ 10.0%; (millions)	$110.1	$84.5
Internal Rate of Return	30.4%	25.9%
Payback Period	3.0	3.4

Sensitivity to Copper Price			
Cu Price	**After-tax NPV @ 8.0%**	**After-tax IRR**	**Payback Years**
$2.75	$14.5	10.6%	5.1
$2.90	$45.3	15.9%	4.1
$3.05	$76.0	21.0%	3.7
$3.20	$106.6	25.9%	3.4
$3.35	$137.2	30.6%	3.1
$3.50	$167.5	35.2%	2.7

HRC concludes the economic analysis supports advancing the project to a feasibility study. A number of areas are noted to enhance the project further, including extending the mine life by defining additional copper oxide resources on the property. The two most significant targets identified thus far by Enexco are the Copper Ridge and the New York prospects, both are untested by drilling.

The Qualified Persons for the PFS for the Contact Copper Project are Jeff Choquette, PE, Principal Mining Engineer, MMSA-QP, Terre Lane, Associate Mining Engineer and QP, MMSA-QP, Zachary J. Black, Principal Resource Geologist and QP SME-RM No. 4156858RM, and Deepak Malhotra, PhD, Resource Development, Inc., MMSA-QP.

The Company owns a SX-EW plant which was purchased by Enexco from Kennecott for a cost of US$173,695. The Company has written down the SX-EW plant as at December 31, 2014 for accounting purpose. However, this equipment can be used in construction of a pilot plant for future metallurgical testing if needed.

Technical disclosure on the Contact and Pyramid Projects was prepared and approved by Robert McLeod, P.Geo, CEO of Copperbank and a Qualified Person as defined by NI 43-101.

Property Costs and Exploration and Evaluation Expenses

Amount of acquisition and deferred exploration cost during 2014 are disclosed in the Note 6 to the Company's audited consolidated financial statements for the year ended December 31, 2014.

Selective Annual Information

As discussed previously, Copperbank was incorporated on October 21, whereby 0999279, Full Metal, and Choice Gold were amalgamated as one company. 0999279 survived the amalgamation continued under the name Copperbank Resources Corp.

0999279 is the surviving entity of the plan of arrangement between Enexco US and 0999279 in connection with the Reorganization completed in June 2014 which has been discussed in the section of "Restructuring". As a result, the financial position and result of operations of 0999279 have been presented under the continuity of interest basis of accounting and reflect the statement of financial position, statement of comprehensive loss, as if the assets and liabilities transferred to the Company from Enexco US had always been in 0999279.

The Company's annual financial summary in the last three years is as below:

	2014	2013	2012
	$	$	$
Revenues	-	-	-
Net loss	12,689,706	642,070	250,774
Net loss per share, basic and diluted	0.21	551,825	25,077
Total assets	12,536,327	15,940,238	14,810,280
Total long term liabilities	-	-	-

Summary of Quarterly Results

All of the resource properties of the Company are in their exploration stages. 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 are as follows:

	2014				**2013**			
Quarter ended	**$ 31-Dec**	**$ 30-Sep**	**$ 30-Jun**	**$ 31-Mar**	**$ 31-Dec**	**$ 30-Sep**	**$ 30-Jun**	**$ 31-Mar**
Revenues	-	-	-	-	-	-	-	-
Net Loss	3,200,345	54,217	9,101,659	222,242	95,471	72,772	110,846	362,981
Loss per share (i)	0.06	0.00	0.20	22,241	47,736	36,386	55,423	181,991

(i) loss per share for basic and diluted

Performance Summary

Year ended December 31, 2014

The Company is an exploration stage company, has had recurring losses since inception, and has been financing the Company's operations through equity financing or related party loan in the past.

Loss in the 2014 was $12,578,463 comparing to a loss of $642,070 in 2013. The Company has not earned any revenue from operation since inception and does not expect to earn income in the near future. The $12,578,463 loss was a combined result of incurring $1,008,958 (2013 - $427,636) in operating expenses and the following non-recurring expenditures:

- $2,276,692 transaction cost in connection with the Company's Transaction (2013– $Nil),
- impairment charges of $236,985 on its properties and equipment (2013 - $Nil)
- impairment charge of $8,739,117 on its resource properties (2013 – 241,770).
- Reorganization cost of $437,960 in connection with the Company's Reorganization discussed in the above (2013 - $Nil)

Main components of the operating expenses in 2014 were $137,949 in consulting fees (2013 - $Nil), $108,073 for filing fees (2013- $Nil), $380,532 in salaries (2013 - $95,245), and $77,217 of professional fees (2013 – $6,983)

Operating expenditures were generally higher in 2014 because of the completion of Transaction and Reorganization in 2014.

As at December 31, 2014, the Company had $772,418 in cash (2013 – $48,271), $11,698,720 in resource properties (2013 - $15,298,685), and $122,007 in accounts payable and accrued liabilities (2013 - $24,486). These changes were mainly a combined result of receiving $1,673,995 from issuance of shares and $279,152 from disposition of properties and equipment, which were partially offset by using $930,329 in operating activities, and for the use of $306,018 in exploration expenditures.

Three months ended December 31, 2014 (the "Fourth Quarter" or "2014 Q4")

Loss in the 2014 Q4 was $3,200,345 comparing to a loss of $95,471 in the same quarter in 2013. The $3,200,345 loss was a combined result of incurring $437,546 (2013 Q4 - $97,974) in operating expenses and the following non-recurring expenditures:

- $2,276,692 transaction cost in connection with the Company's Transaction (2013 Q4 – $Nil),
- impairment charges of $236,985 on its properties and equipment (2013 Q4 - $Nil)
- impairment charge of $293,748 on its resource properties (2013 Q4 – 1,502).

Main components of the operating expenses in 2014 Q4 were $10,186 in consulting fees (2013 Q4 -$Nil), $89,217 for filing fees (2013 Q4- $Nil), $152,334 in salaries (2013 Q4- $26,462), and 54,444 of professional fees (2013 Q4 – $1,003)

Operating expenditures were generally higher in 2014 Q4 because of the completion of Transaction during 2014 Q4 and the success listing of the Company's common shares on the Canadian Securities Exchange.

Proposed Transactions

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

Liquidity and Capital Resources

The Company ended the year with $772,418 (December 31, 2013 - $48,271) cash and working capital of $724,695 (December 31, 2013 – deficiency of $23,365,995).

Net cash used in operating activities for 2014 was $930,329 as compared to $349,256 net cash from operating activities in the prior year.

Net cash used in investing activities for 2014 was $23,714 as compared to ($557,994) in 2013. The change is mainly a combined result of receiving from disposition of equipment (2014 - $279,152; 2013 -$54,597) which is offset by spending less in exploration activities (2014 - $306,018; 2013 - $756,374).

Net cash provided from financing activities for the period ended was $1,673,995 as compared $772.226 in 2013.

Management believes the cash on hand and the working capital are adequate to meet the current accounts payable and accrued liabilities when they are due. However, management realizes that the Company's current resources is not adequate for the Company to meet its long term business objective. The Company will raise further equity/debt funding when it is needed.

The Company is not subject to external restriction in using its capital resources.

Related Party Transactions

During the year ended December 31, 2014, the Company paid salary of $166,350 (2013 - $159,619) to a key member of management.

Including in the Company's accounts payable and accrued liabilities, there was an amount owing to this management member of $43,500 (2013 - $Nil). Payable to related party has the same terms of the Company's trade payable, which is unsecured and non-interesting bearing.

Off-Balance Sheet Arrangements

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

Critical Accounting Policies

The Company's significant accounting policies under IFRS are presented in Note 3 of the consolidated financial statements for the year ended December 31, 2014.

Financial Instruments

Details of the Company's financial instruments and approach to manage risks in connection with these financial instruments are presented in the Note 3 and Note 12 of the consolidated financial statements for the year ended December 31, 2014.

Outstanding share data

As of the date of this report, the Company has 130,432,291 common shares, 75,511,102 share purchase warrants 4,950,000 stock options 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 Corporation 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. Therefore, the majority of the Company's cash on deposit exceeds federal deposit insurance available.

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 in connection with 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, 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 in order 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, in order 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 particular 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.

Lack of Cash Flow

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.

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 in order 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 Corporate 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 is volatile over short periods of time, 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 employees.

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, labour 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 by reason 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, labour 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.

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.

Ability to Manage Growth

Should the Company be successful in its efforts to develop its mineral properties or to raise capital for other mining ventures it will experience significant growth in operations. If this occurs management anticipates that additional expansion will be required in order to continue development. Any expansion of the Company's business would place further demands on its management, operational capacity and financial resources. The failure to manage growth effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Lack of a Dividend Policy

The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's board of directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders

The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, 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 general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

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.

Lack of Trading Volume

The lack of trading volume of the Company's shares reduces the liquidity of an investment in the Company's shares.

Volatility of Share Price

Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries, financial results, and other factors could have a significant effect on the price of the Company's shares.

Forward Looking Statements

Certain statements contained in this Management Discussion and Analysis 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 Management Discussion and Analysis should not be relied upon. These statements speak only as of the date of this Management Discussion and Analysis. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by forward-looking statements contained in this Management Discussion and Analysis. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the supply and demand for, deliveries of, and the level and volatility of prices of copper, uranium, 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.