COPPER FOX METALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2017

As at June 29, 2017

1. INTRODUCTION

This management's discussion and analysis ("**MD&A**") should be read in conjunction with Copper Fox Metals Inc.'s (the "**Company**" or "**Copper Fox**") unaudited interim consolidated financial statements for the three and six months ended April 30, 2017 and the related notes thereto and the audited consolidated financial statements for the year ended October 31, 2016 and the related notes thereto.

All of the Company's material subsidiaries are wholly owned except for Carmax Mining Corp. ("**Carmax"**), of which the Company owns 65.4% of the outstanding common shares as at April 30, 2017. As of the date of this MD&A, the Company owns 65.4% of Carmax. The unaudited interim consolidated financial statements include 100% of the assets and liabilities related to Carmax and include a non-controlling interest representing 34.6% of Carmax's assets and liabilities not owned by the Company. Accounting policies are applied consistently throughout all consolidated entities.

Technical and corporate information contained in this MD&A has previously been disseminated by way of news releases and are filed on Sedar at www.sedar.com and on the Company's website at www.copperfoxmetals.com. The reader should be aware that historical results are not necessarily indicative of future performance (readers should refer to "**Forward Looking Statements**" on page 3).

All amounts expressed are in Canadian dollars unless otherwise stated. The MD&A is current as of June 29, 2017 and was reviewed, approved and authorized for issue by the Company's Board of Directors on the aforementioned date.

Description of Business

Copper Fox is a Canadian based resource company with a Tier 1 listing on the TSX Venture Exchange (**TSX.V: CUU**). The Company is focused on the exploration and development of copper projects in North America. The Company maintains its head office at Suite 650, 340 – 12th Avenue SW, Calgary, Alberta.

Copper Fox's wholly-owned subsidiaries are Desert Fox Copper Inc. ("**Desert Fox**") and Northern Fox Copper Inc. ("**Northern Fox**"). Desert Fox has an office in Miami, Arizona and holds the US assets of the Company and Northern Fox holds Copper Fox's investment in Carmax. Copper Fox's main assets are it's 25% interest in the Schaft Creek Joint Venture (**"SCJV"**) with Teck Resources Limited ("**Teck**") on the Schaft Creek copper-gold-molybdenum-silver project located in northwestern British Columbia and its 100% owned Van Dyke copper project in Arizona. In addition to its two main assets, Copper Fox through its wholly owned subsidiary Desert Fox owns a 100% interest in the Sombrero Butte and Mineral Mountain copper exploration projects in Arizona. Northern Fox holds 65.4% of the Carmax shares outstanding. Carmax owns a 100% working interest in the Eaglehead project (subject to resolution of a judicial review) located in northern British Columbia.

The Company established Desert Fox in order to manage all future exploration and development activities on company operated projects located within the United States. Northern Fox was established to hold acquired equity interests and non-operating working interests in copper projects within North America. To date the Company has not earned revenues from any of these activities and these projects are considered to be in the exploration and development stage.

As at the date of this MD&A, Copper Fox's directors and officers are as follows:

Directors	Officers and Position
Elmer B. Stewart (Chairman)	Elmer B. Stewart, President and Chief Executive Officer
R. Hector MacKay-Dunn	Braden Jensen, Chief Financial Officer
J. Michael Smith	J. Michael Smith, Corporate Secretary
Ernesto Echavarria	
Erik Koudstaal	

Audit Committee	Corporate Governance and Nominating Committee	Compensation Committee
Erik Koudstaal (Chairman)	Elmer B. Stewart	R. Hector MacKay-Dunn
J. Michael Smith	Erik Koudstaal	J. Michael Smith
Ernesto Echavarria	R. Hector MacKay-Dunn	Ernesto Echavarria

Qualified Person

Mr. Elmer B. Stewart, MSc. P. Geol., President and CEO of the Company, is the qualified person as defined under National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") who has reviewed and approved all technical and scientific disclosure contained in this MD&A regarding the Company's mineral properties.

2. DISCLOSURE CONTROLS AND PROCEDURES

The Company's management is responsible for the design and effectiveness of disclosure controls and procedures that are intended to provide reasonable assurance that material information related to the Company, including our consolidated subsidiaries, is made known to the Company's certifying officers. The Company is not required to certify the design and evaluation of its disclosure controls and procedures and the Company's management has not completed such an evaluation. Further, inherent limitations on the ability of the certifying officers to design and implement on a cost effective basis disclosure controls and procedures for the Company may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

3. FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "*forward-looking statements*" within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this MD&A and the Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable laws.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral resource and mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. Readers are cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability.

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. This MD&A contains forward-looking statements which reflect management's expectations and goals, as well as statements with respect to our belief, plans, objectives, expectations, anticipations, estimates and intentions. The words "may", "will", "continue", "could", "should", "would", "suspect", "outlook", "believes", "plan", "anticipates", "estimate", "expects", "intends" and words and expressions of similar import are intended to identify forward-looking statements.

Forward-looking statements include, without limitation, information concerning possible or assumed future results of the Company's operations. These statements are not historical facts and only represent the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities and commitments and future opportunities. Although management considers those assumptions to be reasonable based on information currently available to them, they may prove to be incorrect.

These statements are not guarantees of future performance and involve assumptions and risks and uncertainties that are difficult to predict, therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

By their very nature, forward looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, and readers are advised to consider such forward-looking statements in light of the risk factors set forth below and as further detailed in the "*Risks and Uncertainties*" section of this MD&A.

These risk factors include, but are not limited to, fluctuation in metal prices which are affected by numerous factors such as global supply and demand, inflation or deflation, global political and economic conditions; the Company's need for access to additional capital to explore and develop its projects; the risks inherent in the exploration for and development of minerals including the risks of estimating the quantities and qualities of minerals, operating parameters and costs, receiving project permits and approvals, successful construction of mining and processing facilities, and uncertainty of ultimate profitability of mining operations; risks of litigation and other risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on any forward-looking statements in this MD&A to make decisions with respect to the Company, investors and others should carefully consider the risk factors set out in this MD&A and other uncertainties and potential events.

4. SIX MONTHS ENDED APRIL 30, 2017 HIGHLIGHTS AND SIGNIFICANT EVENTS

On February 2, 2017, the SCJV Management Committee approved a $0.9 million budget to complete; resource remodel, Desktop Engineering and Trade-off Studies, continue collection of baseline environmental data and obtain a Multi-Year Area Based Permit ("**MYAB**"). The main activities covered pursuant to a MYAB permit include approval for up to 50 diamond drill holes, 5 kms of new drill road and 20 kms of line cutting; none of which are planned for at the current stage.

On February 8, 2017 Copper Fox reported the final results of the 2016 rock sampling program on its 100% owned Mineral Mountain property, a Laramide age copper-molybdenum-gold project, located in central Arizona. The additional results from the sampling program expanded the dimensions of the mineralized area to 900m by 1,100m and yielded a significant number of the samples that contained assays with a copper range of greater than 1% up to 6.6%.

On March 2, 2017, Copper Fox reported the results of the compilation of the 2015 and 2016 rock sampling programs on its 100% owned Mineral Mountain project located in central Arizona. The compilation work outlined porphyry style copper-molybdenum-gold mineralization and associated alteration hosted in Laramide age rocks over an area that measures approximately 3 kms by 1.5 kms. The porphyry environment at Mineral Mountain is located in the same northeast trending structural lineament that hosts the porphyry copper deposits at Casa Grande, Florence, and Resolution and in the Globe-Miami district, Arizona.

On March 23, 2017, Copper Fox reported that it had located 57 mineral lode claims east of its 100% owned Mineral Mountain property in central Arizona. These claims were located to protect an area of oxide copper mineralization identified in historical reports and the interpreted extension of the recently announced porphyry style mineralization hosted in a Laramide Age Quartz Monzonite intrusion.

On April 12, 2017**,** Copper Fox announced that through its wholly owned subsidiary, Desert Fox Van Dyke Co., NV5, Inc. ("**NV5**") of Phoenix, Arizona was retained to commence preparation of the documentation to obtain the two main permits required to complete the eight well pilot scale in situ leach ("**ISL**") test as recommended in the Preliminary Economic Assessment on its 100% owned Van Dyke oxide copper project located in Miami, Arizona. The main permits required for the pilot ISL test are: i) Aquifer Protection Permit ("**APP**") for leaching operations and surface impoundments; ADEQ. ii) Underground Injection Control Permit ("**UIC**") for injection wells; USEPA. The cost to acquire the APP and UIC permits is estimated to be US $425,000 and is expected to take one year to complete.

On April 19, 2017 Copper Fox announced a non-brokered private placement to raise up to $750,000 in gross proceeds (the "**Offering**"). On May 31, 2017, Copper Fox announced that it had extended the closing of the Offering announced until the end of June 2017. The Offering consist of up to 6,250,000 units at a price of $0.12 per Unit. Each Unit will consist of one common share the Company and one whole common share purchase warrant. Each warrant will entitle the holder to purchase one common share for an exercise price of $0.15 during the first 12 month period after the closing of the Offering and $0.17 during the second 12 month period after the closing of the Offering. In the event that the 20-day volume weighted average price of the common shares listed on the TSX Venture Exchange is above $0.20, the expiry date of the warrants will be accelerated to a date that is 30 days after the first date such threshold is reached.

Subsequent to the Period End:

On May 30, 2017 Copper Fox issued a news release to clarify and retract certain technical disclosures made by the Company regarding the resource estimate contained in a technical report dated June 29, 2012 (the "**Eaglehead Report**") prepared on behalf of Carmax Mining Corp on its 100% owned Eaglehead copper-molybdenum-gold project located in northern British Columbia. Carmax filed the Eaglehead Report approximately two years before Copper Fox became a shareholder in Carmax. Copper Fox has not independently verified the resource estimate contained in the Eaglehead Report and therefore, the resource estimate cannot not be relied on by Copper Fox.

Accordingly, the Company retracted all disclosures made with respect to the mineral resource estimate contained in the Eaglehead Report on the Eaglehead Property. The Company has removed any reference to the resource estimates on its website and other investor relation materials and cautions readers that the retracted disclosure may persist in the public domain.

On June 27, 2017, the Company updated its press releases dated April 19, 2017, May 1, 2017 and May 30, 2017. The Company is continuing its plans to complete, subject to the approval of the TSX Venture Exchange, a non-brokered private placement to raise up to $750,000 in gross proceeds.

The Offering is now expected to close by the end of July, 2017. In accordance with applicable securities legislation, securities issued pursuant to the Offering are subject to a hold period of four months plus one day from the date of the completion of the Offering.

The net proceeds raised from the Offering will be used for ongoing activities and general corporate purposes of the Company.

The Offering may include one or more subscriptions by insiders of the Company, which will include a subscription by Mr. Ernesto Echavarria, a director, insider and a control person of the Company (as defined by the policies of the TSX Venture Exchange) of a minimum of 3,750,000 Units.

Subscriptions completed by insiders in the Offering, including the subscription by Mr. Echavarria, may constitute a "Related Party Transaction" under Policy 5.9 of the TSX Venture Exchange which adopts Multilateral Instrument 61-101 ("**MI 61-101**") as a policy of the TSX Venture Exchange. In completing such transactions, Copper Fox intends to rely on the applicable exemptions from the valuation requirement and minority security holder approval requirements available under Sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that the participation in the private placement by insiders will not exceed 25% of the Company's market capitalization.

5. PROPERTY SUMMARY

Over the past several months, the price of copper has increased to the US $2.50 to $2.60 range. The increase in copper prices provided renewed optimism in the copper sector that a return to a positive commodity cycle maybe occurring. A copper deficit is predicted to develop during 2017 or 2018 due to a number of factors including; increasing demand, supply disruption and lower head grades, which are all considered positive signs for an increase in the price of copper.

Copper Fox has two main assets, a 25% interest in the Schaft Creek Joint Venture and a 100% interest in the Van Dyke project. For the foreseeable future, Copper Fox plans to focus on its two main assets until conditions in the copper sector and availability of capital dictate otherwise. With the work at the Schaft Creek project being funded and managed by Teck, Copper Fox is working on obtaining the two main permits required to conduct the pilot scale in situ leach test that was recommended in the 2015 Preliminary Economic Assessment of the Van Dyke project. Copper Fox will continue its efforts to locate an industry partner to advance its exploration on the 100% owned Mineral Mountain and Sombrero Butte exploration copper projects in Arizona as well as monitor its investment in Carmax.

For the Three and Six Months Ended April 30, 2017 (Expressed in Canadian Dollars)

Schaft Creek Project

Copper Fox's primary asset is a 25% working interest in the Schaft Creek Joint Venture ("**SCJV**"). The SCJV holds two main assets: i) the Schaft Creek copper-gold-molybdenum-silver project located in northwestern British Columbia and ii) an 85.41% equity interest in Liard Copper Mines ("**Liard**"). Liard holds a 30% Net Proceeds Interest in the Schaft Creek project subject to certain terms and conditions. Teck is the operator of the SCJV.

On January 23, 2013, Copper Fox filed a NI 43-101 Technical Report entitled "*Feasibility Study on the Schaft Creek Project, BC, Canada*" prepared by Tetra Tech with A. Farah, P.Eng., et al as Qualified Persons (the "**Feasibility Study**"). The Feasibility Study proposed a 130,000 tonne per day ("**TPD**") flotation/open pit mine with Proven and Probable Reserves as follows:

Reserve Category	Tonnes (Mt)	Copper (%)	Molybdenum (%)	Gold (g/t)	Silver (g/t)
Proven	135.40	0.31	0.018	0.25	1.81
Probable	805.41	0.27	0.018	0.19	1.70

The Proven and Probable Reserve were deemed sufficient to support a 21 year mine life and are estimated to contain 5.6 billion pounds of copper, 373.5 million pounds of molybdenum, 6.03 million ounces of gold, and 51.7 million ounces of silver. The reserves are reported at a $6.60 Net Smelter Return ("**NSR**") per tonne. The Feasibility Study suggested annual production from the Schaft Creek project would be in the order of 230 million pounds of copper, 201,000 ounces gold, 1.2 million ounces silver and 10.2 million pounds of molybdenum.

The Feasibility Study also showed that the Schaft Creek deposit hosts a Measured and Indicated Resource of 1.2 billion tonnes, grading 0.26% copper, 0.017% molybdenum, 0.19 g/t gold and 1.69 g/t silver as well as a 597.2 million tonne Inferred Resource grading 0.22% copper, 0.016% molybdenum, 0.17 g/t gold and 1.65 g/t silver. The resources are reported using a 0.15% copper equivalent ("CuEq") cut off. ***The above stated Proven and Probable Reserves for the Schaft Creek project are included within the stated Measured and Indicated Resources.***

Readers are cautioned that the SCJV is undertaking a remodel of the resources on the Schaft Creek deposit. The results of the remodeling may differ materially from the Feasibility Study. The information, assumptions and projections used in the 2013 Feasibility Study have changed since the date of the Feasibility Study. There is no assurance that the economic analysis, reserves and resources and conclusions set out in the Feasibility Study will be realized.

The Feasibility Study indicated that the Net Present Value ("**NPV**") and the Internal Rate of Return ("**IRR**") for the Schaft Creek project were most sensitive to fluctuations in the Foreign Exchange ("**FOREX**") between the Canadian and United States dollar and the price of copper.

In July 2013, Copper Fox and Teck created the SCJV to further explore and develop the Schaft Creek project. Pursuant to the Joint Venture agreement, among other commitments, Teck is responsible for funding the first $60 million in pre-production expenditures at Schaft Creek. As of April 30, 2017, Teck has funded approximately $19.6 million of work on the Schaft Creek project since mid-2013.

The last resource estimate for the Schaft Creek project was completed in 2012. Since 2013, Teck, as Operator of the SCJV, completed a considerable amount of work including re-logging approximately 44,000 meters ("**m**") of core and surface mapping. In addition to these activities, many other changes have occurred since the date of the Feasibility Study including metal pricing, exchange rates, technology, operating costs and capital costs. The 2017 work program provides the SCJV the opportunity to update many aspects of the Schaft Creek project by incorporating the results of the geotechnical, comminution and infrastructure reviews completed since 2013 as well as the results of the core re-logging and 2013 drilling program.

The $0.9 million 2017 program and budget for the Schaft Creek project will be used to fund completion of the resource remodeling of the Schaft Creek deposit and a number of other activities related to the project.

The resource remodeling of the Schaft Creek deposit was expected to be completed by the end of Q1 2017, however, due to the inherent complexity of the process, completion of the remodeling work has been delayed from the original estimated completion date. The SCJV is nearing completion of the remodeling work which is expected to be finalized by Q3 2017. On completion of the remodel work, the management committee for the SCJV will discuss the results of the remodeling and Copper Fox will issue a news release on the conclusions and recommendations of the remodeling work.

The results of the remodeling work will be compared to the resource estimation completed in 2012 to determine if either positive or negative changes to resource categories, tonnes and grades has occurred. The decision on if an updated resource estimate for the Schaft Creek deposit is required will be made upon the completion of the remodeling work.

Van Dyke Project

In 2012, Copper Fox acquired 100% of Bell Copper Corporation's ("**Bell**") interests in the Van Dyke copper project ("**Van Dyke**") located in Globe-Miami district in Arizona. The Vendors retained a 2.5% NSR from the Van Dyke deposit. The project consists of 26 patented mineral claims covering 531.5 ha (1,312.8 acres) and 35 unpatented lode claims ("BLM claims") covering 292.0 ha (721 acres). The project also includes 5.75 hectares (14.02 acres) of surface rights.

Between 1968 and 1980 Occidental Minerals completed a significant amount of exploration and two successful (permitted pursuant to Arizona Statutes) ISL tests on a portion of the Van Dyke copper deposit. Kocide Chemicals also permitted the project and produced copper from the Van Dyke deposit using the ISL recovery method between 1988 and 1990.

In 2015, Copper Fox completed a NI-43-101 Technical Report entitled "*Preliminary Economic Assessment Technical Report for the Van Dyke Copper Project*" dated November 18, 2015 and amended on May 19, 2017 by Moose Mountain Technical Services, Mr. Jim Gray, P.Eng., et al as the Qualified Persons. The Preliminary Economic Assessment (the "**PEA**"); is an independent assessment of the Van Dyke project and recommended that a pre-feasibility study be completed. The pre-feasibility study (estimated cost – US $16.6 million) consists of, among other activities, a 10,000m diamond drilling program to upgrade the inferred resource to a higher resource category as well as test the interpreted extensions of the mineralized zone and an eight hole pilot ISL test program to investigate; soluble copper recoveries, hydraulic connectivity, hydrology and other geotechnical parameters related to the proposed ISL of the Van Dyke deposit.

The PEA on the Van Dyke project yielded an after-tax NPV of US $149.5 million and IRR of 27.9% based on a long term copper price of US $3.00/lb and an Inferred Resource of 183 million tonnes containing 1.33 billion pounds of copper at an average total copper grade of 0.33%.

The results of the PEA are preliminary in nature as they include an Inferred Mineral Resource which is considered too speculative geologically to have the economic considerations that would enable them to be categorized as mineral reserves. There is no certainty that the PEA forecasts will be realized or that any of the resources will ever be upgraded to reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

The 2016 Data Gap Analysis completed by NV5; an engineering company located in Phoenix, Arizona, on the Van Dyke project, indicated that the estimated cost of the permitting process would be approximately US $425,000, will take a year to complete, and that a considerable amount of the historical data used in the previous two ISL programs on the Van Dyke project may be applicable to a future permitting process.

In order to advance the Van Dyke property to the pre-feasibility stage, obtaining an APP and an UIC are required. Upon obtaining these permits, the proposed eight hole pilot ISL test, followed by the recommended drill program could be completed. The Company would complete the drill program after the pilot ISL test has been completed. If the geotechnical and engineering results from the pilot ISL test are either marginal or negative, completing the drill program may not be warranted.

For the six months ended April 30, 2017, Copper Fox incurred $52,172 in expenditures towards the Van Dyke project, primarily related to retaining NV5 to commence preparation of the permit applications required to conduct the pilot ISL test. The applications for the APP, administered by the Arizona Department of Environmental Quality ("**ADEQ**") and the UIC, administered by the Environmental Protection Agency ("**EPA**") require very similar information. Subsequent to the quarter end, a preliminary meeting was held with the ADEQ to obtain feedback on the permitting process and assess to what extent historical data can be used in the permitting applications.

Sombrero Butte Project

In 2012, Copper Fox acquired 100% of Bell's interest in the Sombrero Butte project located in the Bunker Hill District, 44 miles northeast of Tucson, Arizona. At that time, the property consisted of three Arizona exploration permits, 59 BLM claims and 3 patented mineral claims that covered approximately 1,205 ha (2978 acres). In 2013, Copper Fox added 22 BLM claims covering 183.9 ha (454.5 acres) to the Sombrero Butte project.

In 2016, Copper Fox re-negotiated the option payments on the patented claims to a US $40,000 annual payment from a US $60,000 annual payment. On completion of these annual payments, Copper Fox will hold an undivided 100% working interest in the Sombrero Butte (including the patented mineral claims) property. The option agreement on the patented mineral claims is as of the date of this MD&A in good standing. The next option payment of US $40,000 is due on or before October 15, 2017. During Q3 2017, Copper Fox will assess the importance of these patented mineral claims to the overall mineral potential of the Sombrero Butte project. The Sombrero Butte project is considered to be an exploration stage project.

In 2015, Copper Fox completed 12.3 kms of Titan 24 DC-IP survey ("**Titan Survey**") and sampled drill cutting from two historical drill holes believed to have been completed in the early 1970's, which are located within the surface exploration target. The Titan Survey identified two chargeability anomalies within the surface exploration target. The drill cutting from the historical drill holes yielded copper 2,079 ppm and 1,683 ppm. These results are considered encouraging and supports the interpretation of a buried porphyry copper system.

In 2016 Copper Fox completed a geochemical study of the mineralized breccia pipes. The study indicated multiple phases of breccia pipe formation and demonstrated an excellent correlation between this chargeability anomaly and the down dip extension of the mineralized breccia pipes. Based on the Titan Survey and the 2016 geochemical study, two drill targets have now been identified.

For the six months ended April 30, 2017, Copper Fox incurred $10,796 in expenditures towards the Sombrero Butte project related to core storage and a number of due diligence property visits with other copper companies. As of the date of this MD&A, Copper Fox has not received a proposal from any of the companies that visited the project. To advance the property, a Titan Survey to better delineate the two chargeability/resistivity signatures within the surface exploration target, followed by diamond drill testing of the chargeability anomalies, would be required. In order to complete either a Titan Survey or a drilling program on the property, Copper Fox would need to receive permits from the State of Arizona. It is expected that 90 to 120 days would be required to obtain these permits.

Due to the challenging economic environment, Copper Fox does not plan to conduct a Titan Survey on the Sombrero Butte project in 2017. Due to the FOREX between the Canadian and United States dollar, Copper Fox is not planning any exploration expenditure on this project in 2017 but plans to incur the expenses required to maintain all mineral tenures in good standing and other project related expenses. Copper Fox's objective in 2017 is to attract an industry partner to fund future exploration of the property.

Mineral Mountain Project

Mineral Mountain is a porphyry copper-molybdenum project located in the Laramide copper province of Arizona. The property consists of one Arizona exploration permit (725 acres) and 209 BLM claims (4,318 acres) covering approximately 2,043 ha and is 100% owned by Copper Fox. The Mineral Mountain project is located in the same northeast trending structural trend that hosts the porphyry copper deposits at Casa Grande, Florence, Resolution and in the Globe-Miami District, Arizona.

The 2016 bedrock sampling program outlined an area measuring approximately 1,100m by 900m of porphyry style copper-molybdenum-gold mineralization hosted in a potassic altered Laramide age Quartz Monzonite and Granodiorite. A significant number of samples from the sampling program contained between 1% and up to 6.6% copper due to the presence of chalcocite and covellite. The sample results suggested that the mineralized area is open in two directions.

The copper-molybdenite-gold mineralization occurs in steeply dipping classical "A" veins with potassic +/- chlorite +/- hematite envelopes and exhibits a rhenium-tellurium-bismuth geochemical association, features typical of a porphyry copper system. The main copper minerals are chalcocite and chrysocolla along with rare chalcopyrite and covellite. Gangue minerals observed are goethite after pyrite (forming box work texture) and jarosite. The presence of the chalcocite and covellite suggests that leaching has occurred and there is a possibility that supergene enrichment could have formed a "chalcocite blanket" at depth.

Compilation of the 2015 and 2016 bedrock sampling results outlined a large 2.5km by 1.1km "footprint" of northeast trending porphyry style copper-molybdenum-gold-mineralization which includes the mineralized area delineated in 2016 (see news release dated February 8, 2017).

The northeast trending footprint is hosted in potassic and sericitic altered Laramide age Quartz Monzonite and Granodiorite and covers an area of approximately 3.0 km by 2.0 km. The mineralized footprint and the phyllic altered Laramide age intrusives are terminated to the north by an interpreted graben. The alteration pattern associated with the mineralization is consistent with a porphyry copper system; a potassic core (potassic envelopes, secondary biotite), an intermediate zone of phyllic (sericite-pyrite-quartz) surrounded by regionally extensive propylitic (hematite-epidote-late stage epidote veining) alteration.

For the six months ended April 30, 2017, Copper Fox incurred expenditures of $64,687 towards the Mineral Mountain project primarily related to locating, but not recording, of, 57 BLM claims (see news release dated March 23, 2017) and due diligence property visits by other copper companies. The 57 BLM claims were located to provide the Company a 90 day time period to assess the mineral potential of the area covered by these claims. Upon review of the field observations made during locating the lode claims it was determined that the mineral potential of the new area did not warrant incurring the additional expenditures required to register the mineral claims.

The next phase of the exploration required to advance the property would consist of approximately 25 line kilometers of Titan Survey over the mineralized area outlined in 2016. To conduct a Titan Survey, Copper Fox would need to obtain permits from the State of Arizona. It is expected that between 90 and 120 days would be required to obtain the permits. If the Titan Survey delineated anomalies suggestive of a porphyry copper target, then preliminary drill testing of these anomalies would be required. Until the Titan Survey is completed, the number of meters of drilling that would be required to test anomalies cannot be determined.

Due to the challenging economic environment and the FOREX between the Canadian and United States dollar, Copper Fox does not plan to conduct a Titan Survey on the Mineral Mountain project until market conditions improve. Copper Fox is not planning any exploration expenditure on this project in 2017 but plans to incur the expenses required to maintain the mineral tenures in good standing and other project related expenses. Copper Fox's objective in 2017 is to attract an industry partner to fund future exploration of the property.

Carmax Mining Corp.

Copper Fox, through its wholly owned subsidiary Northern Fox, owns 65.4% of the common share of Carmax Mining Corp. ("**Carmax**"). Carmax holds a 100% working interest in the Eaglehead copper-molybdenum-gold-silver property (13,540 ha) located in the Liard Mining Division, approximately 40 kilometers east of Dease Lake in northern British Columbia. Carmax's ownership of the mineral title to the Eaglehead project is subject to a judicial review involving the Chief Gold Commissioner (the "**CGC**") for the province of British Columbia and a number of individuals (the "**Intervening Parties**"). **Until the decision of the court has been rendered, ownership of the mineral title to the Eaglehead project is in doubt.**

In 2016, Carmax reported that it had completed a $1.5 million exploration program to eliminate "legacy data" issues related to previous exploration programs. The 2016 program consisted of: i) re-logging, and either sampling or re-sampling of 40 historical drill holes (13,562m) from the Camp-Pass-Bornite-East zones, ii) re-analysis of approximately 15,000 pulp and core samples from historical drill core, and iii) preliminary metallurgical testwork.

In May 2017, Carmax reported that the court decision related to the judicial review had been delayed until July 17, 2017. There is no assurance that the court's decision will be delivered on July 17, 2017. **While the decision of the judicial review will not change Copper Fox's 65.4% ownership of the shares of Carmax, it could be a risk to the dollar value of Copper Fox's investment in Carmax.**

Carmax is not a party to the judicial review. On April 12, 2016, Carmax was advised that the mineral tenure comprising its Eaglehead Property had been forfeited on April 11, 2016. The circumstances giving rise to the forfeiture involved a filing made by Carmax in March 2015 to amalgamate all mineral claims to create one mineral claim (#1034634). Prior to the amalgamation, 30 of the 34 claims that were amalgamated had expiry dates of February 11, 2019. By amalgamating all of the claims into one claim, the earliest expiration date of any of the mineral tenures, being April 11, 2016, was applied to the amalgamated mineral claim.

For the Three and Six Months Ended April 30, 2017 (Expressed in Canadian Dollars)

Prior to April 12, 2016, Intervening Parties staked mineral tenures over the forfeited mineral claim. Carmax subsequently requested the CGC for the Province of British Columbia to set aside the April 11, 2016 forfeiture of mineral claim #1034634 pursuant to the CGC's authority under Section 67 of the Mineral Tenure Act (the "**Act**") and allow a further period of time to comply with Section 29 of the Act. On April 22, 2017, Carmax received a written decision from the CGC to reinstate the Carmax mineral claim #1034634 and allowed Carmax until September 30, 2016 to comply with Section 29 of the Act. Carmax complied with the requirements of the extension by filing an assessment report on the Eaglehead project on September 8, 2016.

In June, 2016, certain Intervening Parties filed a Petition in the Supreme Court of British Columbia requesting a judicial review of the CGC's decision. The judicial review was heard in the Supreme Court of British Columbia on January 24, 2017. Since the date of the court hearing, the decision of the court related to the judicial review has been delayed several times. The court decision on the judicial review is expected to be delivered on July 17, 2017.

Until the court's decision on the Judicial Review has been delivered, Carmax advised Copper Fox that the Eaglehead project has been placed on care and maintenance and only necessary expenditures related to the project will be incurred. On receipt of the court decision regarding the judicial review, Copper Fox will assess its investment in Carmax.

6. SUMMARY OF QUARTERLY RESULTS

The quarterly results are as follows:

	April 30, 2017 *3 months ended*	**January 31, 2017** *3 months ended*	**October 31, 2016** *3 months ended*	**July 31, 2016** *3 months ended*
Loss before non-operating items and taxes	$ 453,045	$ 207,014	$ 633,383	$ 305,814
Net loss	453,045	207,014	37,171	305,814
Comprehensive (gain)/loss	(220,645)	549,757	(724,814)	(201,748)
Comprehensive (gain)/loss per share, basic and diluted	(0.00)	0.00	(0.00)	(0.00)

	April 30, 2016 *3 months ended*	**January 31, 2016** *3 months ended*	**October 31, 2015** *3 months ended*	**July 31, 2015** *3 months ended*
Loss before non-operating items and taxes	$ 413,437	$ 314,527	$ 358,917	$ 484,385
Net loss	413,437	314,527	358,917	484,385
Comprehensive (gain)/loss	1,995,501	(284,576)	(14,846)	(309,555)
Comprehensive (gain)/loss per share, basic and diluted	0.00	(0.00)	(0.00)	(0.00)

The Company's quarterly comprehensive loss increased in Q2 2017 compared to Q2 2016, as a result of increased administration costs in the current quarter compared to the previous comparable quarter.

7. DISCUSSION OF OPERATIONS

All of the information described below is accounted for in accordance with IFRS, as issued by IASB. The reader is encouraged to refer to Note 2 of the Company's audited annual financial statements for the year ended October 31, 2016 for Copper Fox's "*Basis of Presentation and Significant Accounting Policies*".

For the Three and Six Months Ended April 30, 2017 (Expressed in Canadian Dollars)

For the six months ended April 30, 2017 and April 30, 2016, the consolidated expenses were:

	Six Months Ended	
	April 30, 2017	April 30, 2016
Expenses:		
Administration	**$ 619,417**	$ 626,963
Depreciation, amortization and accretion	**13,706**	15,340
Professional fees	**46,857**	106,381
Interest and other income	**(19,879)**	(20,807)
Loss Before Taxes	**$ 660,101**	**$ 727,877**

Six months ended April 30, 2017 Compared to Six months ended April 30, 2016

For the six months ended April 30, 2017, the Company recorded a net loss before taxes of $660,101 or $0.00 per share compared to a net loss before taxes of $727,877 or $0.00 per share in the comparable prior period. The overall decrease in net loss before taxes of $67,776 is due to decreases in professional fees.

8. LIQUIDITY AND CAPITAL RESOURCES

Liquidity

As an exploration company, Copper Fox has no regular cash in-flow from operations, and the extent of its operations is principally a function of the availability of capital resources. To date, the primary source of funding has been equity financing.

As at April 30, 2017, the Company had $113,882 in cash (October 31, 2016 - $847,505). For the foreseeable future, as existing properties are explored and developed, the Company will continue to seek capital through the issuance of equity, strategic alliances or joint ventures, and debt, of which the Company currently has none.

Major expenditures are required to establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities. The recoverability of valuations assigned to exploration and development mineral properties are dependent upon the discovery of economically recoverable reserves, the ability to obtain necessary financing to complete such exploration and development as well as the future profitable production or proceeds from potential dispositions.

Management reviews the carrying value of the Company's interest in each property and, where deemed necessary, exploration and evaluation mineral properties are written down to their estimated recoverable amount. Although management has made its best estimate of these factors, it is reasonably possible that certain events could adversely affect management's estimates of recoverable amounts and the need for, as well as the amount of, provision for impairment in the carrying value of exploration properties and related assets.

Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining adequate financing at favourable terms for these or other endeavours, including general working capital purposes.

Working Capital

As at April 30, 2017, Copper Fox had working capital of $9,275 (October 31, 2016 – $868,645). The working capital decreased in the fiscal six months ended April 30, 2017 compared to the year ended October 31, 2016 as a result of the capital outflows for Mineral Mountain, Van Dyke, Sombrero Butte and Eaglehead, in addition to the daily operating costs, which were not offset by any new financings in Q1 or Q2 2017. The Company manages its working capital through conscientious controlling of spending on its properties and operations. Due to the on-going planned advancement of project milestones for the Van Dyke, Sombrero Butte, Mineral Mountain and Eaglehead (pending the judicial review decision) projects over the near term, Copper Fox intends to continue to incur expenditures without revenues and accumulate operating losses. As a result, the Company needs to obtain adequate financing to fund future exploration and development, including the potential construction of a mine, in order to reach profitable levels of operation. It is not possible to predict whether future financing efforts will be successful or whether financing on favourable terms will be available.

Copper Fox has no long-term debt or long-term liabilities, other than its consolidated decommissioning provision of $217,896 and its deferred tax liability of $2,179,513. The Company has no capital lease obligations, operating or any other long term obligations, other than its office lease.

Going Concern

The recoverability of amounts shown for resource properties and related exploration and evaluation costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

During the six months ended April 30, 2017, the Company incurred a net loss of $660,101 (April 30, 2016 - $727,877), the Company's cash was $113,882 (October 31, 2016 - $847,505) and its working capital was $9,275 (October 31, 2016 - $868,645). The Company is currently developing its US properties and Eaglehead. To date, none of the Company's projects have achieved profitability and they have experienced operating losses and significant negative cash flows. The Company has concluded that the working capital as held at April 30, 2017 is insufficient to fund its day to day operations and planned expenditures for at least the next twelve months. Unless additional funds are raised, the Company will have insufficient funds to realize its assets and discharge its liabilities in the normal course of business.

The conditions described above indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Company plans to address this uncertainty by raising additional funds in the capital markets in the fiscal year ended 2017. Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital. These financial statements do not contain any adjustments to the amounts that may be required should the Company be unable to continue as a going concern. Such adjustments could be material.

For the Three and Six Months Ended April 30, 2017 (Expressed in Canadian Dollars)

Cash Flow Highlights

	Six Months Ended	
	April 30, 2017	April 30, 2016
Cash used in operating activities	$ (572,195)	$ (631,415)
Cash used in investing activities	(190,341)	(756,399)
Cash provided by financing activities	-	1,439,213
Decrease in cash for the year	(762,536)	51,399
Translation effect of foreign currency	28,913	(8,602)
Cash balance, beginning of year	847,505	1,529,138
Cash Balance, End of Period	**$ 113,882**	**$ 1,571,935**

Cash Flow for the Years Ended April 30, 2017 and April 30, 2016

Operating Activities

Cash used in operating activities was $572,195 in the current period compared to $631,415 in the prior period. The decrease of $59,220 is due to a decrease in professional fees.

Investing Activities

Cash used in investing activities was $190,341 in the current period compared to cash used in investing activities of $756,399 in the prior comparable period. The decrease of $566,058 in cash used in investing activities is due to the decrease the increased expenditures incurred for the Eaglehead drill program this period compared to the prior comparable period.

Financing Activities

Cash inflow from financing activities was $Nil in the current period compared to $1,439,336 in the prior period, due to there being no equity financings in Q1 or Q2 2017.

Contractual Commitments

The Company has the following commitments:

Rent

Year Ended	2017	2018	2019
Amount	$ 56,015	$ 116,078	$ 87,058

Sombrero Butte

The Company is also committed to pay the balance outstanding of five yearly option payments totalling US $200,000 (CDN $273,040) under the Sombrero Butte acquisition agreement. The next payment of US $40,000 (CDN $54,608) is due on October 15, 2017.

Schaft Creek Joint Venture

Teck holds a 75% interest and the Company holds a 25% interest in the Schaft Creek Joint Venture ("**SCJV**"), and Teck is the operator of the SCJV. Management of the SCJV is made up of two representatives from Teck and the Company with voting proportional to their equity interests.

Under the SCJV agreement, Teck is required to make three cash milestone payments to the Company: (i) $20 million upon entering into the agreement (received), (ii) $20 million upon a Production Decision approving mine construction, and (iii) $20 million upon completion of construction of mine facilities.

The SCJV agreement provides that Teck and the Company are each responsible for their pro-rata share of project costs in accordance with their interests, except that Teck is solely responsible for the first $60 million in pre-production costs. If pre-production costs exceed $60 million, the Company's pro rata share of such costs will be set off against the two remaining cash milestone payments (totaling $40 million) payable by Teck to the Company. If pre-production costs exhaust the two cash milestone payments, Teck will further assist the Company by providing loans, as necessary, without dilution to the Company's 25% joint venture interest.

By way of example, assuming the existing 75% interest held by Teck and the 25% interest held by the Company remain unchanged, pre-production expenditures on the Schaft Creek Project would have to exceed a cumulative

total of $220 million in order to eliminate the two cash milestone payments payable to the Company through set-off, after which Teck would be obligated to fund the Company's pro-rata share of additional pre-production costs by way of loan to the Company (at prime plus 2%).

Once a production decision has been made, Teck will make an irrevocable offer to the Company:

(i) to use all reasonable commercial efforts to arrange project equity and debt financing for at least 60% of project capital costs or such portion as Teck determines is commercially available on reasonable terms at the relevant time; and

(ii) to fund by way of loans to the Company, the Company's pro rata share of project capital costs not covered by project debt financing, if requested by the Company, without dilution to the Company's 25% joint venture interest.

The Company must notify Teck within 60 days after Teck's offer as to whether it accepts Teck's offer or whether it will arrange for its own financing.

9. RELATED PARTY TRANSACTIONS

Copper Fox

During the six months ended April 30, 2017, legal fees of $30,001 (April 30, 2016 – $49,458) were paid to Farris, Vaughan, Wills & Murphy LLP ("**Farris**"). As at April 30, 2017, included in accounts payable to Farris was $18,271 (October 31, 2016 - $Nil). One of the principle partners at Farris sits on Copper Fox's Board of Directors.

For the Three and Six Months Ended April 30, 2017 (Expressed in Canadian Dollars)

Carmax

For the six months ended April 30, 2017, $2,500 (April 30, 2016 - $7,500) was paid in rent to a company controlled by an officer of Carmax.

Key Management Compensation

The remuneration of the CEO, CFO, directors and those persons having authority and responsibility for planning, directing and controlling activities of the Company, including Carmax are as follows:

Description	April 30, 2016	April 30, 2017
Salaries, consulting and directors fees	182,804	**240,750**
Total	**$ 182,804**	**$ 240,750**

In the prior year, the capitalized costs for salary and consulting fees were not included in the key management compensation. Beginning in fiscal 2017, these capitalized fees are now included in the total key management compensation amount, thereby increasing the 2017 key management compensation amount.

10. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's financial instruments consist of cash, trade and other receivables, investments and trade and other payables, and investments in shares.

Determination of Fair Value

The Company classified the fair value of its financial instruments measured at fair value according to the following hierarchy, based on the amount of observable inputs used to value the instrument:

- *Level 1* – observable inputs such as quoted prices in active markets. The Company's common share ownership in Bell Resources is a Level 1 instrument;

- *Level 2* – inputs, other than the quoted market prices in active markets, which are observable, either directly and or indirectly. The Company's direct investment in Liard, for all years carried at fair market value is a Level 2 instrument; and

- *Level 3* – unobservable inputs for the asset or liability in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Risk Management

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Company's risk exposures and their impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from partners and tax authorities. The maximum exposure to credit risk at April 30, 2017 is $184,233 (October 31, 2016 - $201,101).

Market Risk

Market risk is the risk that changes in market conditions, such as commodity prices, foreign exchange rates and interest rates will affect the Company's income or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximizing the Company's return.

Foreign Currency Exchange Rate Risk

Foreign currency exchange rate risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. During the six months ended April 30, 2017 the Company was involved with preliminary exploration activities in the United States. As such, the Company is exposed to fluctuations in the United States dollar exchange rates compared to Canadian dollar exchange rates. A 5% strengthening (or weakening) of the US dollar would have minimal impact on the total assets of the Company.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As of April 30, 2017, the Company is exposed only on its cash balance.

Commodity Price Risk

Commodity price risk is the risk that future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by the relationship between the Canadian dollar and United States dollar as well as the global economic events that dictate levels of supply and demand.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company's financial liabilities consist of accounts payable and accruals. Accounts payable consists of invoices payable to trade suppliers for office, field operating activities and capital expenditures. The Company processes invoices within a normal payment period of approximately 30 days. Accounts payable have contractual maturities of less than one year. The Company maintains and monitors a certain level of cash flow which is used to finance all operating and capital expenditures.

Due to its US activities, the Company has an exposure to foreign currency exchange rates. The carrying values of US dollar denominated monetary assets and liabilities are subject to foreign exchange risk. As at April 30, 2017, the Company had $7,886 in US denominated cash balances.

11. RISKS AND UNCERTANTIES

It is Indeterminable if Exploration Properties Will Result in Profitable Commercial Mining Operations

Mine development projects, specifically the Schaft Creek and Van Dyke projects, require significant expenditures during the development phase before production is possible. Development projects are subject to the completion of successful feasibility studies and environmental assessments, issuance of necessary governmental permits and availability of adequate financing. The economic feasibility of development projects is based on many factors, including: estimation of mineral reserves, anticipated metallurgical recoveries, environmental considerations and permitting, future metal prices, and anticipated capital and operating costs. The Schaft Creek and Van Dyke projects have no operating history upon which to base estimates of future production and cash operating costs. Particularly for development projects, estimates of Proven and Probable Mineral Reserves and cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies that derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, expected recovery rates of metals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, it is possible that actual capital and operating costs and economic returns will differ significantly from those currently estimated for a project prior to production.

Any of the following events, among others, could affect the profitability or economic feasibility of a project. Unanticipated changes in grade and tons of ore to be mined and processed, unanticipated adverse geological

conditions, unanticipated metallurgical recovery problems, incorrect data on which engineering assumptions are made, availability and costs of labor, costs of processing and refining facilities, availability of economic sources of power, adequacy of water supply, availability of surface on which to locate processing and refining facilities, adequate access to the site, unanticipated transportation costs, government regulations (including regulations with respect to prices, royalties, duties, taxes, permitting, restrictions on production, quotas on exportation of minerals, environmental), fluctuations in metals prices, foreign exchange rates, accidents, labor actions and force-majeure events.

It is not unusual in new mining operations to experience unexpected problems during the start-up phase, and delays can often occur at the start of production. The actual results for the Schaft Creek and Van Dyke projects could differ from current estimates and assumptions, and these differences may be material. In addition, experience from actual mining or processing operations may identify new or unexpected conditions that could reduce production below, or increase capital or operating costs above, current estimates. If actual results are less favorable than currently estimated, our business, results of operations, financial condition and liquidity could be materially adversely affected.

Joint Ventures

Copper Fox participates in a joint venture with Teck on the Schaft Creek project. There are risks associated with joint ventures, including but not limited to:

- disagreement with a joint-venture partner about how to develop, operate or finance a project;
- a joint-venture partner not complying with a joint-venture agreement;

- possible litigation between joint-venture partners about joint-venture matters; and
- Limited control over decisions related to a joint venture in which Copper Fox does not have a controlling interest.

Securing Additional Funding to Bring the Ore Body into Commercial Production

The business of mineral exploration and extraction involves a high degree of risk with very few properties that are explored ultimately achieving commercial production. As a mining company in the exploration stage, the future ability of the Company to conduct exploration and development will be affected principally by its ability to raise adequate amounts of capital through equity financings, debt financings, joint venturing of projects and other means.

In turn, the Company's ability to raise such funding depends in part upon the market's perception of its management and properties, as well as metal prices and the marketability of securities of speculative mineral exploration and development companies.

There is no assurance that the Company will be successful in obtaining the required financing.

Estimates of Mineral Reserves and Resources May Not be realized

The Mineral Reserves and Resources estimates contained in this MD&A are only estimates. No assurance can be given that any particular level of recovery of metals will be realized or that identified resources will ever qualify as a commercially mineable or viable deposit which can be legally and economically utilized. The Company relies on laboratory-based recovery models to project estimated ultimate recoveries by mineral type.

Actual recoveries may exceed or fall short of projected laboratory test results. In addition, the grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geologic, metallurgical or engineering work, and work interruptions. Short term factors, such as the need for an orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of those operations. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Material changes in proven and probable reserves or resources, grades, waste-to-minerals ratios or recovery rates may affect the economic viability of projects. The estimated Proven and Probable Mineral Reserves and Mineral Resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

The Company's Activities on its Properties are Subject to Environmental Regulations and Approvals

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations, or its ability to develop its properties economically. Before production may commence on any property, the Company must obtain regulatory and environmental approvals and permits. There is no assurance such approvals and permits will be obtained on a timely basis, if at all. Compliance with environmental and other regulations may reduce profitability, or preclude economic development of a property entirely.

Title Matters

In those jurisdictions where the Company has property interests, the Company makes a search of mining records in accordance with mining industry practices to confirm satisfactory title to properties in which it holds or intends to acquire an interest, but does not obtain title insurance with respect to such properties. The possibility exists that title to one or more of its properties, particularly title to undeveloped properties, might be defective because of errors or omissions in the chain of title, including defects in conveyances and defects in locating or maintaining such claims, or concessions. The ownership and validity of mining claims and concessions are often uncertain and may be contested. There is, however, no guarantee that title to the Company's properties and concessions will not be challenged or impugned in the future. The properties may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects.

Share Price Risk

The market price of a publicly traded stock is affected by many variables not directly related to the success of the Company, including the market sentiment toward the resource sector and for all resource sector shares, the breadth of the public market for the stock, the need for certain Funds to sell shares for external reasons other than those relevant to the Company and the attractiveness of alternative investments. The effect of these and other factors on the market price of the common shares of the Company on the exchanges on which the common shares are listed suggests that the share price will be volatile.

12. PROPOSED TRANSACTIONS

We do not currently have any proposed transactions; however, the Company from time to time does review potential property acquisitions and divestitures, in addition to conducting further exploration work on its property. The Company releases appropriate public disclosure as it conducts exploration work on its existing property and if the Company makes an acquisition or divestiture.

13. DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

a) **Authorized**

An unlimited number of common shares without par value.

For the Three and Six Months Ended April 30, 2017 (Expressed in Canadian Dollars)

b) Issued and Outstanding

Common Shares	Number	Amount
Opening Balance, October 31, 2016:	427,813,495	**$ 75,884,886**
Additions:		
There was no share activity in Q1-Q2 2017	-	-
Balance, June 29, 2017	**427,813,495**	**$ 75,884,886**

c) Warrants

As of the date of the MD&A, the Company has warrants outstanding entitling the holders to acquire common shares as follows:

Share Purchase Warrants	Number of Warrants	Amount
Opening Balance, October 31, 2016:	10,753,000	**$ 693,626**
There was no warrant activity in Q1-Q2 2017	-	-
Balance, June 29, 2017	**10,753,000**	**$ 693,626**

d) Stock Options

As of the date of the MD&A, the Company has options outstanding entitling the holders to acquire common shares as follows:

Stock Options	Weighted Avg. Exercise Price	Number of Options
Opening Balance, October 31, 2016:	$ 1.04	**550,000**
Expired	1.04	(550,000)
Balance, June 29, 2017	**$ -**	**-**

On April 24, 2017, the remaining 550,000 stock options with an exercise price of $1.04 expired unexercised.

14. OFF-BALANCE SHEET ARRANGEMENTS

During the six months ended April 30, 2017, the Company was not party to any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, revenues, expenses, liquidity, capital expenditures or capital resources of the Company.

15. CHANGES IN ACCOUNTING STANDARDS

There were no changes in the Company's accounting policies during the six months ended April 30, 2017. New and revised accounting standards and interpretations issued but not yet adopted are described in Note 3, "Standards Issued but Not Yet Effective", of the audited consolidated financial statements for the year ended October 31, 2016.

16. CRITICAL ACCOUNTING ESTIMATES

The preparation of these financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The Company bases its estimates and assumptions on current and various other factors it believes to be reasonable under the circumstances. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available

suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Depreciation

Significant judgment is involved in the determination of useful life and residual values for the computation of depreciation and no assurance can be given that actual useful lives and residual values will not differ significantly from current assumptions.

Impairment

The carrying value of property and equipment is reviewed each reporting period to determine whether there is any indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and an impairment loss is recognized in earnings. The assessment of fair values, including those of the cash generating units (the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflow from other assets or groups of assets) ("**CGUs**") for purposes of testing goodwill, require the use of estimates and assumptions for recoverable production, long-term commodity prices, discount rates, foreign exchange rates, future capital requirements and operating performance. Changes in any of the assumptions or estimates used in determining the fair value of goodwill or other assets could impact the impairment analysis.

Site Closure and Reclamation Provisions

The Company assesses its mineral property's rehabilitation provision at each reporting date or when new material information becomes available. Exploration, development and mining activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation obligations requires management to make estimates of the future costs that the Company will incur to complete the reclamation work required to comply with existing laws and regulations at each location. Actual costs incurred may differ from those amounts estimated.

Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation. The provision represents management's best estimate of the present value of the future reclamation and remediation obligation. The actual future expenditures may differ from the amounts currently provided.

Title to Mineral Properties

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Share-Based Payments

Management uses valuation techniques in measuring the fair value of share options granted. The fair value is determined using the Black Scholes option pricing model which requires management to make certain estimates, judgements, and assumptions in relation to the expected life of the share options and share purchase warrants, expected volatility, expected risk-free rate, and expected forfeiture rate. Changes to these assumptions could have a material impact on the Company's financial statements.

Contingencies

The assessment of contingencies involves the exercise of significant judgment and estimates of the outcome of future events. In assessing loss contingencies related to legal proceedings that are pending against the Company and that may result in regulatory or government actions that may negatively impact the Company's business or operations, the Company and its legal counsel evaluate the perceived merits of the legal proceeding or un-asserted claim or action as well as the perceived merits of the nature and amount of relief sought or expected to be sought, when determining the amount, if any, to disclose as a contingent liability or when assessing the impact on the carrying value of the Company's assets. Contingent assets are not recognized in the Company's financial statements.

17. APPROVAL

The Board of Directors of Copper Fox has reviewed and approved the disclosures contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and it is also available under our SEDAR profile at www.sedar.com.