

COPPER FOX METALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2015

June 17, 2015



Management's Discussion and Analysis
Three and Six Months Ended April 30, 2015

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, 2015 and related notes thereto and the audited consolidated financial statements for the year ended October 31, 2014 and related notes thereto.

All of the Company's material subsidiaries are wholly owned except for Carmax Mining Corp. ('Carmax') (TSX-V: CXM), of which the Company owns 50.97% (as of May 1, 2015) of the outstanding common shares. The consolidated financial statements include 100% of the assets and liabilities related to Carmax and include a non-controlling interest representing 57.91% 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 release and is 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 11).

The effective date of this MD&A is June 17, 2015. All amounts expressed are in Canadian dollars unless otherwise stated.

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. Copper Fox's corporate office is located in Calgary, Alberta. Copper Fox's wholly-owned subsidiaries are Desert Fox Copper Inc. ('Desert Fox') and Northern Fox Copper Inc. ('Northern Fox'). Desert Fox holds all the assets of Copper Fox located in the United States and Northern Fox holds the investment in Carmax. Desert Fox has an office in Miami, Arizona to support the Preliminary Economic Assessment being completed on the Van Dyke copper deposit. Copper Fox's primary assets are its 25% interest in the Schaft Creek Joint Venture with Teck Resources Limited ('Teck') on the Schaft Creek copper-gold-molybdenum-silver project located in northwestern British Columbia and the Van Dyke oxide copper deposit located in Miami, Arizona. Pursuant to the Joint Venture agreement with Teck dated July 15, 2013, among other obligations, Teck is required to fund the first \$60 million in expenditures on the Schaft Creek project.

For corporate and tax planning purposes, the Company established Desert Fox and Northern Fox to manage all future exploration/development activities as well as any equity or working interest acquired in other mineral projects in North America. Desert Fox and its wholly-owned subsidiaries, hold mineral tenures located in Pinal County, Arizona (the 'Sombrero Butte Copper Project') and in Gila County, Arizona (the 'Van Dyke Copper Project'), both located in the Arizona porphyry copper belt.

During the quarter, Teck, as operator of the Schaft Creek joint venture, proposed and the joint venture approved a \$4.8 million program in 2015 to continue the optimization studies commenced in 2014 to advance the Schaft Creek project.

Management's Discussion and Analysis
Three and Six Months Ended April 30, 2015

The NI 43-101 resource estimate on the Van Dyke project in 2014 outlined a current Inferred mineral resource of 261.7 million tonnes grading 0.25% total copper using a 0.05% total copper cutoff containing approximately 1.44 billion pounds of copper.

In May of 2015, Copper Fox increased its equity interest in Carmax to 50.97% by way of a private placement. The proceeds of this private placement will be used by Carmax to fund the 2015 exploration program on its 100% owned Eaglehead copper-molybdenum-gold project located in northwestern British Columbia. The Eaglehead project is an advanced exploration project with a current inferred mineral resource of 102.5 million tonnes grading 0.29% copper, 0.01% molybdenum and 0.08 g/t gold containing 662 million pounds of copper, 22 million pounds of molybdenum and 265,000 ounces of gold.

In the United States, Copper Fox is funding Desert Fox's activities by way of a series of loans to advance the Van Dyke and Sombrero Butte projects. The majority of Desert Fox's current activities are focused on the Van Dyke oxide copper deposit with the objective to complete a Preliminary Economic Assessment ('PEA') for the Van Dyke project in fiscal 2015.

To date the Company has not earned revenues from any of these activities and is considered to be in the exploration and development stage.

Highlights for the period ended April 30, 2015

Schaft Creek Project

Copper Fox is a 25% partner in the Schaft Creek Joint Venture ('SCJV') with Teck. Teck is the operator of the SCJV which holds two main assets: i) the Schaft Creek copper-gold-molybdenum-silver project located in northwestern British Columbia and ii) a 78% equity interest in Liard Copper Mines Limited ('Liard'). Liard holds a 30% Net Proceeds Interest in the Schaft Creek project subject to certain terms and conditions. On January 23, 2013, a National Instrument 43-101 ('NI 43-101') Technical Report was prepared by Tetra Tech under the direction of Copper Fox comprising a feasibility study of a 130,000 tonne per day-open pit mine with a Proven and Probable Reserve of 940.8 million tonnes grading 0.27% copper, 0.19 g/t gold, 0.018% molybdenum and 1.72 g/t silver over a 21 year mine life with contained metal of 5,611.7 million pounds of copper, 5.8 million ounces of gold, 363.5 million pounds of molybdenum and 51.7 million ounces of silver.

The Technical Report prepared by Tetra Tech indicated that the Net Present Value ('NPV') and Internal Rate of Return ('IRR') for the Schaft Creek project were most sensitive to the Foreign Exchange ('FOREX') between the Canadian and United States dollar and the price of copper. The Technical Report used a FOREX of 0.97 \$CDN to \$US. The FOREX at the end of the Quarter was quoted as 1.2119; a significant shift which has a positive impact on the implied value of the Schaft Creek project based on the input parameters used in the Technical Report. To partially offset the positive impact of the FOREX, the price of copper has dropped from the \$US3.25 per pound to \$US2.75. In addition to the FOREX and copper prices, several other potential economic enhancements to the Schaft Creek project were identified in the Technical Report.

Management's Discussion and Analysis
Three and Six Months Ended April 30, 2015

The Schaft Creek deposit hosts a Measured and Indicated Resource of 1.228 billion tonnes grading 0.26% copper, 0.017% molybdenum, 0.19 g/t gold and 1.69 g/t silver and 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 above stated Proven and Probable Reserves for the Schaft Creek project are included within the stated Measured and Indicated Resources for this project.

The field portion of the 2015 work program has commenced with mobilization to the Schaft Creek camp. The objectives of the field program are to continue the optimization studies that were commenced in 2014 and to test the copper-gold mineralization located in the LaCasse zone. The 2015 program for the Schaft Creek project is estimated to cost \$4.8 million which is funded by Teck pursuant to the Joint Venture agreement.

The 2015 field work includes additional infill sampling and re-logging of diamond drill cores for geometallurgical purposes, litho-geochemistry and acid rock drainage investigations as well as an estimated 2,500m (approximately 5 drill holes) of diamond drilling focusing on the copper-gold mineralization in the LaCasse zone. The last two holes of the proposed 2015 drilling program are contingent on results of the first three holes.

Studies on comminution (grinding), daily milling rates, electrical demand, mine planning, land use concepts, updating the resource model, review of infrastructure planning, water management and various possibilities related to tails and tails storage are also part of the 2015 program for the Schaft Creek project.

As per the Schaft Creek Joint Venture agreement, in addition to other obligations, Teck is responsible for funding the first \$60 million in joint venture expenditures at Schaft Creek.

Van Dyke Copper Project

The Van Dyke oxide copper project (100% owned by Desert Fox) is located in the Globe-Miami Mining District in Arizona which hosts the Pinto Valley, Carlota and Miami-Inspiration (all currently in operation) copper mines. The Van Dyke property was developed in the early 1900s using underground mining methods. Between 1968 and 1980 Occidental Minerals Corporation ('Occidental') completed exploration on the Van Dyke oxide copper project including two in-situ leaching ('ISL') tests consisting of drilling injection and recovery wells into the oxide portion of the deposit to recover copper. The first test was preliminary in nature (two wells). The second test (1978 and until May 1980) consisted of five injection and recovery wells and eight monitoring wells with a well pattern spacing of 100 feet demonstrated, in Occidental's opinion, the technical viability of an in-situ leach operation on the Van Dyke oxide copper deposit.

During the quarter, Desert Fox announced commencement of a Preliminary Economic Assessment ('PEA') on the Van Dyke project. The completion of a PEA on the Van Dyke oxide copper deposit would provide a conceptual study that includes an independent preliminary engineering assessment of the project, operating costs, capital and sustaining costs, a conceptual plan on the development and operations of the Van Dyke oxide copper deposit and is expected to contain a number of recommendations for further work.

The PEA is estimated to cost approximately \$750,000 and is expected to be completed within fiscal 2015.



Management's Discussion and Analysis
Three and Six Months Ended April 30, 2015

Eaglehead Project

On May 1st, 2015, the Company, through its wholly owned subsidiary Northern Fox, closed a non-brokered \$550,000 private placement in Carmax Mining Corp. ('Carmax') (TSX-V: CXM). The private placement consists of 11,000,000 Units at a cost of \$0.05 per Unit. The Units (each a 'Unit') were subscribed for at a price of \$0.05 per Unit and consisted of one previously unissued common share ('Share') and one common share purchase warrant ('Warrant') of Carmax. Each Warrant is exercisable until May 1, 2017 and entitles the holder, on exercise, to purchase one additional common share of Carmax at a price of \$0.075 per share. The proceeds from the private placement will be used by Carmax to complete the 2015 exploration program on the Eaglehead copper-molybdenum-gold project.

As of the date of this MD&A, Copper Fox now beneficially owns and controls 36,566,528 common shares of Carmax, representing approximately 50.97% of the issued and outstanding common shares of Carmax on an undiluted basis (based on a total of 71,742,525 common shares of Carmax issued and outstanding). Copper Fox also holds Warrants which, collectively, entitle Copper Fox to indirectly acquire an additional 36,566,528 common shares of Carmax.

The results of the preliminary metallurgical testwork on the copper mineralization from the Eaglehead project were received during the quarter. These tests were completed by SGS Mineral Services to provide an indication of the potential range of recoveries (expressed in percentages) for the copper-gold-molybdenum-silver from the mineralization on the Eaglehead project.

The tests consisting of three composite samples each representing a different copper grade (0.11%, 0.23% and 0.40%) and a master composite (0.26% copper) were subjected to characterization and open circuit flotation testwork. A total of 10 tests were completed. The copper content of the mineralization is present as copper sulphides, primarily as chalcopyrite and bornite. The tests produced a series of concentrate samples the first of which is referred to as the rougher concentrate and ending up at the third cleaner concentrate; the final stage of testwork.

Copper recoveries in the third cleaner concentrate ranged from 77.1% (0.11% composite) to 92.7% (master composite sample) with the corresponding concentrates containing between 21.1% and 37.9% copper with by-product credits of 11.8 g/t gold and 96 g/t silver. The third cleaner concentrate contained 0.816% molybdenum with low concentrations of arsenic, selenium and tin. Based on the molybdenum content of the third cleaner concentrate, it is expected that a separate molybdenum concentrate could be produced. Tests to upgrade molybdenum recovery in a separate molybdenum cleaner circuit were not completed.

Metal recoveries in the third cleaner concentrate samples ranged from 65-87% for gold, 71-80% for silver and 17-55% for molybdenum. The testwork suggests that the overall molybdenum recovery may improve in closed circuit testing (lock cycle tests).

The 2015 Eaglehead exploration program commenced in early June and is expected to cost in the order of \$650,000. The program will focus on the area of the project referred to as the Pass zone which is located immediately along strike of the Bornite zone and inside the chargeability anomaly (6,000m long by 900m wide) outlined in 2014. The objectives of the program are to bring the 22 historical drill holes located within this zone into the project database by re-logging, re-sampling, sampling and confirmation diamond drilling. Based on the reported historical results, only intervals of

Management's Discussion and Analysis
Three and Six Months Ended April 30, 2015

higher grade copper mineralization were sampled. Significant intervals of the historical drill cores were not sampled despite the drill logs indicating the presence of copper mineralization in the un-sampled intervals. The diamond drilling program consists of approximately 1,200m of drilling (in 2-3 drill holes) to confirm the reported historical exploration results in these holes. The 2015 program also includes establishing the sampling sites and commencing a base line water quality testing program to monitor the effects if any that exploration has on the water quality in the area around the Eaglehead project.

Sombrero Butte Project

The Sombrero Butte project (100% owned by Desert Fox) is located in the Arizona porphyry copper belt that hosts large porphyry copper deposits such as Miami/Globe, Superior/Resolution and San Manuel/Kalamazoo.

The exploration results from the Sombrero Butte property suggest the presence of a buried porphyry copper system. The company has received permission from a company that holds ground immediately adjacent to the Sombrero Butte property to conduct a portion of a proposed Titan-24 DCIP survey on their land. The reason for this is to obtain the depth penetration necessary to test the property for chargeability/resistivity anomalies that could be indicative of a buried porphyry copper system. In 2014, the Company received approval from Arizona state authorities (but did not complete) to conduct a Titan-24 DCIP survey on the property. The Company is currently assessing its options related to the future exploration of this project. If the Company decides to complete the proposed Titan-24 survey, the estimated cost of the Titan-24 survey would be in the order of \$250,000.

Elmer B. Stewart, MSc. P. Geol., President of Copper Fox, the Company's nominated non-independent Qualified Person pursuant to National Instrument 43-101, Standards for Disclosure for Mineral Projects, has reviewed the technical information disclosed in the preceding paragraphs.

Period Overview

Revenues

The Company has no income producing assets and has not reported revenue from operations for either of the periods ended April 30, 2015 and April 30, 2014. The Company is considered to be in the exploration and development stage.

Expenses

During the three and six months ended April 30, 2015 Copper Fox incurred expenses of \$350,360 (2014 - \$613,970) and \$1,062,004 (2014 - \$1,080,742). A comparison of the expenses incurred by Copper Fox for the periods ended April 30, 2015 and April 30, 2014 are set out below:



Management's Discussion and Analysis
Three and Six Months Ended April 30, 2015

	Three Months Ended		Six Months Ended	
	April 30, 2015	April 30, 2014	April 30, 2015	April 30, 2014
Expenses:				
Administration	\$ 396,207	\$ 321,035	\$ 705,270	\$ 679,892
Depreciation, amortization and accretion	8,794	4,811	17,394	15,014
Professional fees	23,898	308,732	414,646	406,444
Share based compensation	29,500	-	34,500	-
Interest income	(108,039)	(20,608)	(109,806)	(20,608)
Net loss	350,360	613,970	1,062,004	1,080,742

Includes 100% of Carmax Expenditures

The change in total expenses for three months ended April 30, 2015 compared to the three months ended April 30, 2014 is mainly due to a decrease in legal fees.

Included in the administration expense for the three and six months ended April 30, 2015 is \$81,415 (2014 – Nil) and \$169,926 (2014 – Nil) related to Carmax and \$15,191 (2014 - \$16,709) and \$38,067 (2014 - \$31,536) of unrealized foreign exchange expense related to the conversion of the Desert Fox balances from US dollars to CDN dollars at the end of the period.

Loss/Income

Copper Fox had a net comprehensive loss for the three and six months ended April 30, 2015 of \$854,264 (2014 – \$768,651) and \$339,570 (2014 - \$948,089).

Per Share Amounts

Per share amounts are computed by dividing net loss for the period by the weighted average number of shares outstanding. In computing per share amounts the weighted average number of shares outstanding during the three and six months ended April 30, 2015 was 407,660,044 (2014 – 404,740,044) common shares. Stock options and warrants granted by the Company have not been included in the computation of diluted per share amounts as they are anti-dilutive.

The (loss)/income per share for the three and six months ended April 30, 2015 was \$0.00 (2014 – \$0.00) and \$0.00 (2014 – \$0.00).

Total Assets

Total assets of the Company at April 30, 2015 are \$79,653,074 (October 31, 2014 - \$80,067,623).



Management's Discussion and Analysis
Three and Six Months Ended April 30, 2015

Selected Unaudited Quarterly Financial Information

	Net (loss)/income		Net (loss)/income per share - basic and diluted	
<u>2015</u>				
Second Quarter	\$	(854,264)	\$	0.00
First Quarter	\$	509,648	\$	0.00
<u>2014</u>				
Fourth Quarter	\$	696,685	\$	0.00
Third Quarter	\$	(951,334)	\$	0.00
Second Quarter	\$	(613,970)	\$	0.00
First Quarter	\$	(469,429)	\$	0.00
<u>2013</u>				
Fourth Quarter	\$	(439,695)	\$	0.00
Third Quarter	\$	3,117,445	\$	0.01

The gain in the first quarter and the loss in the second quarter of 2015 are mainly related to unrealized foreign exchange. The gain for the fourth quarter of 2014 is due to a deferred income tax recovery. The increase in net loss for the third quarter of 2014 is mainly due to share based compensation related to the Carmax acquisition. The increase in loss for the second quarter of 2014 is due to professional fees related to the BCMETC audit. Income in the third quarter of 2013 is primarily due to a future income tax adjustment of \$3,887,762.

Liquidity and Capital Resources

At April 30, 2015, the Company had working capital of \$4,983,118 and an accumulated deficit of \$17,959,001 and had comprehensive loss of \$339,570 for the six months ended April 30, 2015.

Fixed costs to maintain operations, pay taxes and upkeep on the Arizona properties are approximately \$220,000 per annum, this includes an annual payment to Silver Nickel for Sombrero Butte of approximately \$157,000 CDN. Corporate and general costs have been approximately \$1,200,000 in 2013 and 2014.

As at April 30, 2015, the Company's cash and cash equivalents were \$3.6 million. The Company has access to sufficient funds to meet its current overhead and planned capital expenditures.

Off Balance Sheet Arrangements

The Company has a commitment with respect to its office lease in Calgary as follows:

Period	May 1, 2015 - Oct 31, 2015	Nov 1, 2015 - Oct 31, 2016	Nov 1, 2016 - Oct 31, 2017	Nov 1, 2017 - Oct 31, 2018	Nov 1, 2018 - Jun 30, 2019
Amount	\$ 55,341	\$ 110,682	\$ 112,031	\$ 112,031	\$ 87,058

Management’s Discussion and Analysis
Three and Six Months Ended April 30, 2015

The Company is required to pay US \$390,000 (CDN \$472,641) under the Sombrero Butte acquisition agreement. The next payment of US \$130,000 (CDN \$157,547) is due on October 15, 2015 and on each October 15 thereafter with the final payment being in 2017.

In the Schaft Creek Joint Venture arrangement, the Company is responsible for 25% of pre-production costs beyond \$60 million and 25% of capital costs following a production decision. Copper Fox’s pro rata share of any pre-production costs in excess of \$60 million will be funded by Teck and the two remaining direct cash payments payable to Copper Fox (based on certain milestones being achieved) will be reduced by an equivalent amount, and Teck will fund any additional costs incurred prior to a production decision, if required, by way of loan to Copper Fox to the extent of its pro rata share, without dilution to Copper Fox’s 25% joint venture interest. The joint venture arrangement also provides that Teck is responsible by way of a loan at prime plus 2% to Copper Fox to cover Copper Fox’s share of capital costs. The loan amounts are recoverable by Teck from 90% of the net free cash flow from the Schaft Creek project.

Related Party Transactions

During the three and six months ended April 30, 2015, directors and officers of the Company incurred Nil (2014 - \$3,750) and Nil (2014 - \$69,750) for management and technical services on behalf of the Company. At April 30, 2015 Nil (2014 – Nil) is included in accounts payable.

Mineral Property

All operations and expenditures on the Schaft Creek project in British Columbia are now allocated to the Schaft Creek Joint Venture of which Teck Resource Limited is the operator.

A comparison and detail of expenditures related to the Arizona properties for 2015/2014 and 2014/2013 is as follows:

Van Dyke Property				
	Expenditures November 1, 2014 to April 30, 2015		Expenditures November 1, 2013 to October 31, 2014	
Drilling Program	\$	52,261	\$	2,080,874
Environmental Program		4,050		111,074
Geology		52,890		359,256
Geotechnical		21,766		704,092
Land Management		16,742		156,424
Metallurgy		8,019		103,121
Miscellaneous		7,611		68,330
PEA		136,497		-
Permits		-		7,951

Management's Discussion and Analysis
Three and Six Months Ended April 30, 2015

Resource Estimate	44,867	183,342
Testing, Assaying, Mapping, Etc.	27,793	192,727
Travel	13,093	178,926
	\$ 385,590	\$ 4,146,115

Sombrero Butte Property		
	Expenditures November 1, 2014 to January , 2015	Expenditures November 1, 2013 to October 31, 2014
Environmental Program	\$ -	\$ 5,827.91
Geology, Engineering, Metallurgy	4,168	27,692
Land Management	-	13,968
Travel	-	11,959
Miscellaneous	5,113	11,431
Permits	3,951	25,955
	\$ 13,232	\$ 96,833

Recent Accounting Pronouncements

In December 2011, "Offsetting Financial Assets and Financial Liabilities", amendments to IAS 32 "Financial Instruments: Presentation" was published by the IASB. These amendments clarify the requirements for offsetting financial instruments. The amendments introduce new disclosure requirements for financial assets and financial liabilities that are offset in the Consolidated Balance Sheets, or are subject to enforceable master netting arrangements or similar agreements. The amendments to IAS 32 are applied retrospectively for annual periods beginning on or after January 1, 2014. The adoption of these standards had no impact on the amounts recorded in the financial statements for the periods presented in these consolidated interim financial statements.

On November 1, 2014, the Company adopted IFRIC 21 Levies. IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. The interpretation also clarifies that no liability should be recognized before the specified minimum threshold to trigger that levy is reached. The adoption of this standard had no impact on the amounts recorded in the financial statements for the periods presented in these consolidated interim financial statements.

Share Capital

The Company is authorized to issue an unlimited number of common shares of which 407,660,044 were outstanding at April 30, 2015. The following table shows the detailed number of shares, options and warrants outstanding as of April 30, 2015 and changes (if any) that have occurred up to the date of this MD&A.



Management's Discussion and Analysis
Three and Six Months Ended April 30, 2015

	As of 30-Apr-15	Change	As of 17-Jun-15
Common shares issued and outstanding	407,660,044	-	407,660,044
Common shares issuable upon exercise of stock options	1,650,000	-	1,650,000
Common shares issuable upon exercise of warrants	3,358,228	-	3,358,228
Common shares fully diluted	412,668,272	-	412,668,272

Cautionary Note Regarding Forward-Looking Information

This Management's Discussion and Analysis (MD&A) contains forward-looking statements within the meaning of the Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and forward-looking information within the meaning of the Canadian securities laws (collectively, "forward-looking information"). Forward-looking information in this MD&A includes the Proven and Probable mineral reserves and the Measured, Indicated and Inferred resources on the Schaft Creek project; plans for 2015 field work at Schaft Creek at a cost of \$4.8 million, including additional infill sampling and re-logging of diamond drill cores for geometallurgical purposes as well as lithogeochemistry and acid rock drainage investigations, an estimated 2,500m (approximately 5 drill holes) of diamond drilling focusing on the copper-gold mineralization in the LaCasse zone, and various studies; completing a Preliminary Economic Assessment ('PEA') for the Van Dyke project in fiscal 2015 at a cost of approximately \$750,000; production of a separate molybdenum concentrate at the Eaglehead project, with the suggestion that molybdenum recovery may improve in closed circuit testing; an expected cost of \$650,000 for the 2015 Eaglehead exploration program, including bringing the 22 historical drill holes located within the Pass zone of the Eaglehead project into the project database, establishing sampling sites, and commencing a base line water quality testing program; the presence of a buried porphyry copper system on the Sombrero Butte project, and the ability to conduct a portion of the proposed survey on neighbouring land; the possibility of conducting a Titan-24 survey on the Sombrero Butte project, at an estimated cost of \$250,000; and the future funding and payments from Teck in the Schaft Creek Joint Venture arrangement.

In connection with the forward-looking information contained in this MD&A, Copper Fox has made numerous assumptions, regarding, among other things: the geological, metallurgical, engineering, financial and economic advice that Copper Fox has received is reliable, and is based upon practices and methodologies which are consistent with industry standards; the continued financing of Copper Fox and Desert Fox's operations; the ability to find and retain suitable venture partners; the processing time of various parties; and continued economic and market stability. While Copper Fox considers these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies. Additionally, there are known and unknown risk factors which could cause Copper Fox's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. Known risk factors include: the Company may change its focus; studies and testwork may be inaccurate or may not yield the results hoped for; resource estimates may fall short, or not result in economic mining thereof; further exploration and development of the Schaft Creek property may not occur as expected, and estimated costs may be exceeded; funding to the Company may not be paid in the quantum or timing expected, or at all; financing commitments may not be sufficient to advance the projects as expected, or at all; the planned activities for the Van Dyke property may not commence as currently planned, or at all; a Preliminary Economic Assessment may never be obtained by the Company for the Van Dyke property, and estimated costs may be exceeded; the actual mineralization in the Eaglehead property may not be as favorable as suggested by the resource estimate; the planned activities for the Eaglehead property may not commence as currently planned, or at all, and estimated costs may be exceeded; metal prices and currency exchange rates may fluctuate; there may be uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; there may be inaccuracies in the estimates of capital and operating costs, recovery rates, and estimated economic return; the need to obtain additional financing and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs; uncertainty of meeting anticipated program milestones; conditions in the financial markets and overall economy may deteriorate; the Company may not complete the proposed Titan-24 survey on the Sombrero Butte project on a timely basis or at all, and estimated costs may be exceeded; there may not be timely availability of permits and other governmental approvals; and venture partners may not provide expected funding and payments.

A more complete discussion of the risks and uncertainties facing Copper Fox is disclosed in Copper Fox's continuous disclosure filings with Canadian securities regulatory authorities at www.sedar.com. All forward-looking information herein is qualified in its entirety by this cautionary statement, and Copper Fox disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.