COPPER FOX METALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED OCTOBER 31, 2013

February 11, 2014

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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') audited annual consolidated financial statements for the year ended October 31, 2013 and related notes thereto.

Technical and corporate information contained in this MD&A has previously been disseminated by way of news release 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 14).

The effective date of this MD&A is February 11, 2014. All amounts are in Canadian dollars unless otherwise stated.

Description of Business

Copper Fox is a Canadian resource development company listed on the TSX-Venture Exchange (TSX-V: CUU) with offices in Calgary, Alberta, Vancouver, British Columbia and Miami, Arizona for its 100% owned subsidiary Desert Fox. Copper Fox's primary asset is its 25% interest in a joint venture (the 'Schaft Creek Joint Venture') with Teck Resources Limited ('Teck') on the Schaft Creek copper/gold/molybdenum/silver project located in northwestern British Columbia.

For corporate planning purposes, the Company established Desert Fox Copper Inc., a wholly owned subsidiary, to manage all future exploration/development activities as well as any equity or working interest acquired in other significant copper projects in North America. Desert Fox Copper Inc. ('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. To date the Company has not earned any revenues from these activities and is considered to be in the exploration and development stage.

On execution of the Schaft Creek Joint Venture, Copper Fox has a 25% interest in the Schaft Creek project and beneficially owns approximately 21.07% of the shares of Liard Copper Mines Limited ('Liard'). The Schaft Creek Joint Venture holds 70% and Liard holds 30% net proceeds interest in the Schaft Creek project. Thus the Company now holds an interest of 23.82% of the net proceeds of the Schaft Creek project. On completion of the feasibility study, Copper Fox had advanced the Schaft Creek project to the stage where the expertise of a major mining company was required to move the Schaft Creek project to the next stage of development. The initial cash payment associated with the Schaft Creek Joint Venture agreement provided Copper Fox with the ability to provide its shareholders with a small cash payment by way of a reduction of capital and approximately $8 million of unallocated cash. Copper Fox has filed the documentation required to claim approximately $4.4 million in mineral exploration tax credits from the province of British Columbia ('BCMETC'). The BCMETC will be a cash payment to the company and is expected to be received in the next year.

The Company currently operates through its wholly owned subsidiary, Desert Fox, and will utilize its unallocated cash to advance the Arizona copper assets with the majority of the effort on the Van Dyke oxide copper deposit. The historical data strongly suggests that the Van Dyke oxide copper deposit could be exploited using in-situ leaching, a production method widely used in the uranium industry and currently being considered by several other similar advanced oxide copper projects in Arizona. The in-situ leaching method is environmentally friendly and requires lower capital costs resulting in a low operating cost per pound of metal produced. Desert Fox's objective is to complete, as soon as possible, the work required to prepare a Preliminary Economic Assessment technical report on the Van Dyke project to estimate a preliminary valuation for this project.

Highlights for the Year Ended October 31, 2013

Schaft Creek Joint Venture
During the quarter ended July 31, 2013, the Company announced the formation of a joint venture with Teck on the Schaft Creek copper-gold-molybdenum-silver project located in northwestern British Columbia, Canada.

Terms of the Joint Venture Agreement

- The agreement replaces and supersedes the 2002 option and joint venture agreement between Teck and Copper Fox dated January 2, 2002 in connection with the Schaft Creek project.
- Teck is the operator of the Schaft Creek Joint Venture.
- Teck will pay a total of $60 million in three direct cash payments to Copper Fox as follows: $20 million upon signing the Schaft Creek Joint Venture Agreement (Paid July 15, 2013), $20 million upon a Production Decision, and $20 million upon the completion of the mine facility.
- Teck will fund 100% of costs incurred prior to a production decision up to $60 million; Copper Fox's pro rata share of any pre-production costs in excess of $60 million will be funded by Teck and the direct cash payments payable to Copper Fox 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.
- On signing Teck also reimbursed $3.93 million to Copper Fox for its Schaft Creek mineral tenure acquisition costs and costs related to the Stewart Bulk Terminal land reservation agreement.
- Management of the Joint Venture consists of two representatives each from Teck and Copper Fox with voting proportional to equity interests.
- Teck has agreed to use all reasonable commercial efforts to arrange project equity and debt financing for project capital costs of constructing a mining operation upon a production decision being made; Teck has agreed to fund Copper Fox's pro rata share of project capital costs by way of a loan, if requested by Copper Fox, without dilution to Copper Fox's 25% joint venture interest.

Teck and Copper Fox's Interest in the Liard Shares
Liard holds a 30% net proceeds interest in the Schaft Creek property. Seventy eight percent of the shares of Liard are held by the Schaft Creek Joint Venture. These shares are held in the name of Teck for the benefit of Copper Fox (25%) and Teck (75%).

All activities related to the Northwest Transmission Line ('NTL') with BC Hydro and Stewart Bulk Terminals for the storage and loading of concentrate from the Schaft Creek project were transferred to the Schaft Creek Joint Venture.

Corporate Activities

The formation of the Schaft Creek Joint Venture resulted in a reduced level of activity at Schaft Creek for Copper Fox. The reduced level of activity at Schaft Creek combined with other corporate activities has resulted in the following:

a) A tax free cash distribution of $0.0275/share as a return of capital was declared to shareholders of record on Tuesday, August 20, 2013 (the 'Record Date'). The distribution was paid to shareholders on Thursday, August 29, 2013;

b) The Company's wholly-owned subsidiary has been named "Desert Fox Copper Inc." and is the primary operating vehicle responsible for acquisitions, and exploration and development activities;

c) The wholly-owned subsidiaries of Desert Fox have been renamed as follows: Copper Fox Minerals Co. to Desert Fox Minerals Co., Copper Fox Van Dyke Co. to Desert Fox Van Dyke Co. and Copper Fox Sombrero Butte Co. to Desert Fox Sombrero Butte Co.;

c) Copper Fox management and personnel have now been assigned to Desert Fox to support Desert Fox's new role as the primary operating vehicle for the Company, re-aligning overhead and providing savings and cost efficiencies;

d) With the reduced activity at Schaft Creek and changes to Copper Fox management the general and administrative expenses have been significantly reduced;

e) Desert Fox has commenced activities on its Van Dyke and Sombrero Butte copper projects located in Arizona. Activities include compilation and review of over 6,000 boxes of core and samples from 72 drill holes completed on the Van Dyke copper deposit and a detailed review of the environmental, geotechnical and copper production data collected from the historical work completed on the Van Dyke copper project. A surface mapping and sampling program was completed on the Sombrero Butte project in preparation for a geophysical exploration program; and

f) Desert Fox is actively reviewing potential copper companies to either acquire and/or invest in advanced poly-metallic copper projects within North America to take advantage of unprecedented current market value opportunities.

Arizona

During the year ended October 31, 2013, the Company completed the acquisition of Bell's interests in the Van Dyke oxide copper deposit (the 'Van Dyke Deposit') located in Miami, Arizona (see News Release dated July 9, 2012). Under the terms of the acquisition, Copper Fox acquired the Van Dyke Deposit by paying to Bell CDN $500,000 in cash, paying to the vendors of the Van Dyke Deposit US $1.5 million and assuming the continuing obligations in respect of the Van Dyke Deposit, subject to certain amended terms and conditions. The $1.5 million cash payment to the vendors on closing of the transaction eliminated a total of $2.5 million in cash payments to the vendors as required pursuant to an original agreement with the vendors. The vendors of the Van Dyke deposit retain a 2.5% Net Smelter Return ('NSR') production royalty from the Van Dyke deposit. Copper Fox, in its sole and absolute discretion, has the right to purchase up to 2% of the 2.5% NSR for a period of three years by the payment of US $1.5 million for each 1% NSR purchased.

Copper Fox located (staked) an additional 22 mineral lode claims contiguous to the Sombrero Butte project to protect the extension of the mineralized breccia pipes previously explored by Bell.

2013 Schaft Creek Program

Subsequent to the establishment of the Schaft Creek joint arrangement, Teck commenced a program to expand the current resource and to collect additional data for pit slope stability studies. Highlights of the drilling program are summarized in the tables below:

Zone	DDH ID	Dip	Azimuth	From (m)	To (m)	Interval (m)	copper (%)	gold (g/t)	silver (g/t)	molybdenum (%)	Rec. Cu Eq (%)
Mike	SCK-13-431	65	090	112.1	129.0	16.9	0.004 to 0.017	0.005 to 0.014	trace	0.001 to 0.003	not estimated
			and	170.5	259.0	88.5	0.008 to 0.045	0.005 to 0.015	trace	trace	not estimated
			and	558.0	573.0	15.0	0.018 to 0.038	0.006 to 0.042	trace	trace	not estimated
Paramount	SCK-13-434	80	270	No significant mineralization, hole terminated at 180m depth due to bad ground conditions							
Paramount	SCK-13-435	70	270	239.0	596.8	357.8	0.363	0.108	1.26	0.023	0.44
			including	305.4	349.0	43.6	0.648	0.241	1.52	0.043	0.80
			including	533.0	575.9	42.9	0.591	0.072	2.16	0.057	0.71
			and	615.6	665.5	49.9	0.180	0.188	0.67	0.015	0.29
Discovery	SCK-13-436	60	090	50.5	68.5	18.0	0.090	0.117	0.56	0.001	0.14
Paramount	SCK-13-438	60	090	No significant mineralization, hole terminated at 15m depth							
Paramount	SCK-13-432	60	270	18.0	56.3	36.75	0.198	0.062	1.69	0.004	0.22
			and	64.2	420.5	356.3	0.215	0.196	1.71	0.016	0.33
			including	81.0	157.5	76.5	0.399	0.444	4.39	0.032	0.67
			and	442.0	469.5	27.5	0.148	0.036	0.33	0.002	0.15
Paramount	SCK-13-433	55	090	387.0	495.0	108.0	0.187	0.029	1.16	0.025	0.25
			and	521.0	562.0	41.0	0.149	0.033	0.53	0.026	0.22
Paramount	SCK-13-437	55	090	No significant mineralization, hole terminated at 202m depth due to bad ground conditions							
Paramount	SCK-13-439	60	270	38.0	67.0	29.0	0.144	0.027	0.98	0.003	0.15

Note:

a) The above noted core intervals do not represent true widths of the mineralized intervals; and
b) Recoverable copper equivalent calculations are based on 86.3% of the copper content plus 73% of the gold content, 58.8% of the molybdenum content and 48.3% of the silver content. Metals prices used are copper US $3.25/pound, gold US $1,445/ounce, molybdenum US $14.64/pound and silver US $27.74/ounce.

The drill holes completed in the Paramount zone intersected significant mineralization between 100m and 300m east of the current resource block model and tested several blocks of inferred resources in the Paramount zone. The drilling results supported the interpretation that the mineralization in the Paramount zone extended to the east past the limits of the current block model. DDH SCK 13-432, DDH SCK-13-435 and DDH SCK-13-439 intersected mineralization in areas of the Paramount zone that was previously categorized as waste in the 2012 feasibility study prepared by Copper Fox.
To view the location of 2013 drill holes completed to date, please visit the Copper Fox website at www.copperfoxmetals.com.

Van Dyke Copper Project
During and subsequent to the last quarter of fiscal 2013, Desert Fox recovered approximately 6,000 boxes of core, 3,500 of the original pulp samples and a considerable amount of geotechnical, hydrogeological and copper production statistics from the Van Dyke deposit.

During December 2013, personnel from Moose Mountain Technical Services ('MMTS') and Knight Piésold Ltd. ('KP') conducted a site visit and preliminary review to assess the quality of the historical data and to propose a program to complete the geological, engineering and environmental work necessary to prepare a Preliminary Economic Assessment of the Van Dyke copper deposit.

Subsequent to the field visit, MMTS recommended a program to verify the historical results from the Van Dyke oxide copper deposit that consists of a 5,000m (approximately nine holes) diamond drilling program to twin seven historical drill holes, as well as submitting pulps from original drill core samples and splitting the mineralized core interval for certain historical drill holes (see table below). Two drill holes are planned to test areas of the Van Dyke copper deposit where based on modelling suggest extension of the copper mineralization into areas that have not been tested by diamond drilling. Based on the results of the sampling and the verification drill program, MMTS plans to use the new data to verify the accuracy of the historical information and then to complete a NI 43-101 compliant resource estimation for the Van Dyke copper deposit. Hydrogeological and geotechnical data required for a Preliminary Economic Assessment will be collected and incorporated into the project data base. Contingent on the results of the initial drilling program, a follow-up 25 hole drilling program has been proposed for the Van Dyke deposit.

DDH ID	From (m)	To (m)	Interval (m)	Total Cu %	Oxide Cu%	Sulfide Cu%
OXY-2	402.64	419.10	16.46	0.422	0.345	0.077
OXY-2	463.30	494.69	31.39	0.923	0.472	0.451
OXY-6	376.12	582.17	206.05	0.574	0.481	0.093
OXY-8	313.94	442.26	128.32	0.634	0.301	0.333
OXY-15	405.69	451.41	45.72	0.605	0.550	0.055
OXY-17B	336.19	396.85	60.66	0.772	0.480	0.292
OXY-27	524.26	661.42	137.16	0.329	0.271	0.058
VD-6	364.54	500.48	135.84	0.330	0.273	0.057

Note: The core intervals listed in the above tables do not represent true widths.

The proposed verification drill holes cover an 800m wide east-west and 500m long north-south section through the deposit. Applications for the various permits required to conduct a diamond drilling program and selection of a diamond drill contractor is expected to commence immediately.

Historical Results Van Dyke Project
The Van Dyke project is located in the Globe-Miami District in the Arizona porphyry copper belt. In the early 1900s, the property is reported to have produced 11.8 million pounds of copper between 1929 and 1945 from oxide copper mineralization at a reported grade of 5.0 % copper. Between 1988 and 1989 Kocide Chemicals recovered 4 million pounds of copper from the Van Dyke copper deposit utilizing an in-situ leaching mining method.

Between 1968 and 1973, Occidental Minerals Corporation ('Occidental') and a number of other companies drilled 70 exploration holes (sixty-two of which encountered measureable copper mineralization) on the Van Dyke property of which 46 holes were used to complete an historical estimate of 112,000,000 tons at a grade of 0.52% copper (estimated to contain 1.2 billion pounds of copper). Occidental used a polygonal method to complete the historical estimate. The parameters used to complete the historical estimate are: mineralization was extrapolated a maximum distance of 400 feet from a drill hole and copper grades were capped at 2.5% with a tonnage factor of 12.5 cubic feet per ton. The minimum mineralized interval used in the historical estimate was 15 feet depending on trend, geology and grade of adjacent mineralized intercepts. The historical estimate is set out in a report entitled "Report and Recommendations for the Van Dyke Copper Project, Arizona", dated December 12, 1973 prepared by Mr. J. A. Johnston, geologist.

Copper Fox cautions that a Qualified Person has not done sufficient work to classify the Van Dyke historical estimate as a current resource estimate. Copper Fox is not treating the Van Dyke historical estimate as a current resource estimate. The work completed by Occidental has not been verified by Copper Fox and is not considered reliable when compared with National Instrument 43-101 ('NI 43-101') standards.

Additional diamond drilling, assaying, confirmation of the extent and grade of the mineralization reported in the core holes used in the historical estimate, density measurements, updated metal prices and additional metallurgical testwork is required to either upgrade or verify the Van Dyke historical estimate as a current mineral resource.

Sombrero Butte Copper Project
The Sombrero Butte property consists of 3,342 acres located in the Bunker Hill Mining District of Arizona, 44 miles northeast of Tucson, Arizona. The project is located 9 miles east of the San Manuel Mine (14 billion lbs Cu), and 2 miles south of Redhawk Resources' Copper Creek project (7 billion lbs Cu).

Desert Fox's objective in 2013 on the Sombrero Butte project is to assess this project for its potential to host a large porphyry copper-molybdenum deposit. The mineralized breccia pipes (see table below) located on the property are typical of other porphyry copper deposits in this part of Arizona and are interpreted to represent one or more underlying porphyry copper systems at depth. To achieve this objective, a program of surface mapping and sampling followed by a deep penetrating geophysical survey (Induced Polarization) to identify chargeability/resistivity anomalies indicative of porphyry copper systems is currently underway.

Previous exploration on this project located 25 breccia pipes which elsewhere in the district overlie associated porphyry copper systems. The source of the mineralized breccia pipes is interpreted to be one or more underlying porphyry copper systems. Between 2006 and 2008, 29 of 34 holes drilled to test 8 breccia pipes intersected significant copper mineralization over core intervals ranging from 2m to 72m with average copper grades ranging from 0.37% to 5.85%, for these intervals (see table below). The mineralization in these breccia pipes remains open at depth. Some of the mineralized intervals from the 34 holes completed are as follows:

Breccia Pipe	Drill Hole ID	From (m)	To (m)	Interval (m)	Copper (%)
Magma	SB-02	286	334	48	1.06
Campstool	SB-03	272	294	22	0.58
Sunset	SB-05	18	40	22	4.74
Rattler	SB-09	96	110	14	0.83
Audacious	SB-14	20	86	66	1.45
Victor's	SB-29	4	70	66	0.61

The mineralized intervals listed in the above table do not represent true widths.

Elmer B. Stewart, MSc. P. Geol., President of Copper Fox, the Company's nominated 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 any of the years ended October 31, 2013, October 31, 2012 and October 31, 2011. The Company is considered to be in the exploration and development stage.

Expenses

During the year ended October 31, 2013 Copper Fox incurred expenses of $2,627,112 compared to $3,235,538 for the year ended October 31, 2012 and $3,882,381 for the year ended October 31, 2011. A comparison of the expenses incurred by Copper Fox for the years ended October 31, 2013, 2012 and 2011 is set out below:

	2013	2012	2011
Expenses:			
Administration	$ 1,560,857	$ 1,484,203	$ 1,384,972
Amortization and accretion	121,986	164,816	148,143
Professional fees	957,897	995,210	568,494
Share based compensation	117,089	593,254	1,780,708
Foreign exchange (gain)/loss unrealized	(105,076)	(1,467)	289
Interest (income)	(25,641)	(478)	(225)
(Income)/loss before income taxes	$ 2,627,112	$ 3,235,538	$ 3,882,381

The decrease in expenses for the year ending October 31, 2013 compared to the year ending October 31, 2012 is mainly due to a decrease in share based compensation and amortization and accretion both of which are non-cash items. The decrease in expenses from the year ended October 31, 2011 to October 31, 2012 is due to changes in share based compensation which does not affect the cash flow of the Company. The increase in professional fees from 2011 to 2012 is due to an increase in legal fees pertaining to the Arizona acquisitions and an increase in accounting fees due to the conversion to IFRS. The increase in professional fees from 2011 to 2013 is due to an increase in legal fees pertaining to the Schaft Creek Joint Venture.

For the three months ended October 31, 2013 the Company incurred expenses of $531,441 compared to $812,324 for the three months ended October 31, 2012 and $630,291 for the three months ended October 31, 2011. The increase from 2011 to 2012 and decrease from 2012 to 2013 was mainly due to professional fees relating to the acquisition of the Arizona properties.

Loss/Income
Copper Fox had net income and comprehensive income for the year ended October 31, 2013 of $1,386,744 and a net loss and comprehensive loss for the year ended October 31, 2012 of $3,209,198 and net loss and comprehensive loss for the year ended October 31, 2011 of $3,686,739. The income for the year ended October 31, 2013 is due to a reversal of the deferred income tax of $4,013,856 due to the assignment of assets to the joint arrangement, and expenditures of $2,627,112.

Loss/Income per Share
Loss/income per share is computed by dividing net loss/income for the period by the weighted average number of shares outstanding. In computing loss/income per share the weighted average number of shares outstanding during the year ended October 31, 2013 is 401,447,882 (2012 – 388,148,045) (2011 – 371,626,823) common shares. Stock options and warrants granted by the Company during this period have not been included in the computation of loss per share as they are anti-dilutive.

The loss/income per share for the year ended October 31, 2013 was $0.00 (2012 – ($0.01)) (2011 – ($0.01)).

Total Assets
Total assets of the Company at October 31, 2013 are $78,937,779 (October 31, 2012 - $90,267,920).

Selected Unaudited Quarterly Financial Information

	Net Loss		Net (loss)/income per share - basic and diluted	
2013				
Fourth Quarter	$	(405,347)	$	0.00
Third Quarter	$	3,117,445	$	0.01
Second Quarter	$	(697,664)	$	0.00
First Quarter	$	(525,595)	$	0.00
2012				
Fourth Quarter	$	(812,324)	$	0.00
Third Quarter	$	(1,328,328)	$	0.00
Second Quarter	$	(514,292)	$	0.00
First Quarter	$	(554,254)	$	0.00

The decrease in loss for the fourth quarter of 2013 is mainly due to an unrealized gain on foreign exchange. Income in the third quarter of 2013 is primarily due to a future income tax adjustment. The increase in loss for the second quarter of 2013 is primarily due to legal fees relating to the Arizona acquisition. The increase in loss in the third and fourth quarters of 2012 and the decrease in loss for the third quarter of 2013 is due to share based compensation expense which does not affect the cash flow of the Company.

Liquidity and Capital Resources
At October 31, 2013, the Company had working capital of $13,098,464 and a deficit of $15,835,791 and had net income of $1,386,744 year ended October 31, 2013.

Off Balance Sheet Arrangements
The Company has a commitment with respect to its office leases in Calgary and Vancouver as follows:

Period	Nov 1, 2013 - Jun 30, 2014	
Amount	$	90,903

The Company is required to pay US $520,000 under an acquisition agreement. The first payment of US $130,000 is due on October 15, 2014 and on each October 15 thereafter with the final payment being in 2017.

In the Schaft Creek joint 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 direct cash payments payable to Copper Fox 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.

Related Party Transactions
During the year ended October 31, 2013 directors and officers of the Company incurred $1,081,578 (2012 - $902,981) for management and technical services on behalf of the Company. At October 31, 2013 Nil (2012 – $43,199) is included in accounts payable. Share based compensation issued to related parties during the year ended October 31, 2012 was 365,000 options for a total fair market value of $67,303 (2012 – 500,000 options, $413,078).

Mineral Property
Expenditures on the Schaft Creek zone on the British Columbia ('BC') property for the year ended October 31, 2013 were $3,354,108 compared to $12,756,456 for the year ended October 31, 2012 and $16,390,130 for the year ended October 31, 2011. The decrease is mainly due to a decrease in drilling and feasibility expenditures with an increase in expenditures on the environmental program.

A comparison and detail of expenditures related to the Schaft Creek zone on the BC property for 2013, 2012 and 2011 is as follows:

	Expenditures November 1, 2012 to October 31, 2013	Expenditures November 1, 2011 to October 31, 2012	Expenditures November 1, 2010 to October 31, 2011
Drilling Program/camp activities	$ 360,090	$ 6,490,133	$ 11,404,933
Environmental Program	1,555,576	1,191,512	860,951
Feasibility Study	680,596	2,768,243	1,998,185
Social License	150,195	99,629	211,995
Geology, Engineering, Metallurgy	354,446	785,084	450,692
Testing, Assaying, Mapping, Etc.	7,625	857,030	603,903
Miscellaneous	245,580	358,281	272,547
Capital Compensation	-	206,544	586,924
	$ 3,354,108	$ 12,756,456	$ 16,390,130

A comparison and detail of expenditures related to the ES, GS and South zones for 2013, 2012 and 2011 is as follows:

	Expenditures November 1, 2012 to October 31, 2013	Expenditures November 1, 2011 to October 31, 2012	Expenditures November 1, 2010 to October 31, 2011
Acquisition costs	$ 17,867	$ 92,000	$ 2,943,788
Staking	17,809	55,081	27,096
Technical analysis	-	-	89,037
	$ 35,676	$ 147,081	$ 3,059,921

The decrease in expenditures is due to a smaller amount of acquisitions and the due dates for the mineral tenure staking falling later in the year.

A comparison and detail of expenditures related to the Arizona properties for 2013, 2012 and 2011 is as follows:

	Expenditures November 1, 2012 to October 31, 2013	Expenditures November 1, 2011 to October 31, 2012	Expenditures November 1, 2010 to October 31, 2011
Acquisition costs	$ 2,325,547	$ 977,808	$ -
Permitting	57,775	30,119	-
Technical analysis	526,567	22,809	-
	$ 2,909,889	$ 1,030,736	$ -

The increase in expenditures is mainly due to the completion of the acquisition of the Van Dyke property.

Significant Accounting Policies

(a) Use of estimates and judgements

The preparation of financial statements in conformity with IFRS requires management to make estimates, assumptions, and judgements that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the financial statements, along with reported amounts of income and expenses during the period. Actual results may differ from these estimates, and as such, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and in any future periods affected.

(b) Significant judgements in applying accounting policies

Critical judgements required in applying the Company's accounting policies that would have the most significant impact on the Company's financial statements include: commencement of commercial production, determination of control and significant influences, determination of functional currency, accounting for acquisitions, capitalization of exploration and evaluation costs, determination of economic viability of a project, recognition of deferred taxes and evaluation of contingencies.

The following are areas where significant estimations or where measurements are uncertain:

i. Mineral property and exploration and evaluation assets

The measurement and impairment of mineral properties are based on various judgments. These include the technical and commercial feasibility of these properties, which incorporates various assumptions for mineral reserves and/or resources, future mineral prices and operating and capital expenditures for the properties.

The Company's assets are aggregated into cash-generating units for the purpose of calculating impairment. Cash generating units ("CGU" or "CGUs") are based on an assessment of the unit's ability to generate independent cash inflows. The determination of these CGUs was based on management's judgement in regards to shared infrastructure, geographical proximity, similar exposure to market risk and materiality.

(c) Key sources of estimation uncertainty

Significant accounts that require estimates as the basis for determining the stated amounts include, but are not limited to, accounting for share-based payment, calculation of amortization, provision for income taxes, exploration credits, anticipated costs of asset retirement obligations and the valuation of deferred income tax assets, mining interests and deferred expenditures.

i. Taxation

Tax provisions are recognized to the extent that it is probable that there will be future outflow of funds to a taxation authority. Such provisions often require judgment on the treatment of certain taxation matters that may not have been reported to or assessed by the taxation authority at the date of these financial statements. Differences in judgment by the taxation authority could result in changes to actual taxes payable by the Company.

Deferred tax assets are recognized to the extent that certain taxable losses or deferred expenditures will be utilized by the Company to reduce future taxes payable. The amount of deferred tax assets recognized, if any is based on objective evidence that the Company will generate sufficient future taxable income to utilize these deferred assets, as well as the expected future tax rates that will apply to these assets.

Changes to the Company's ability to generate sufficient taxable income or changes to enacted tax rates could result in the recognition of deferred tax assets.

ii. Share-based compensation

The Company uses the Black-Scholes option pricing model to determine the fair value of stock options and share purchase warrants granted. This model requires management to estimate the volatility of the Company's future share price, risk-free interest rates, expected lives of stock options and future dividend yields. Consequently, there is significant measurement uncertainty in the share-based compensation expense reported.

iii. Decommissioning liabilities

Amounts recorded for the decommissioning obligations and related accretion expense require assumptions regarding removal date, future environmental legislation, the extent of reclamation activities required, the engineering methodology for estimating cost, inflation estimates, future removal technologies in determining the removal cost, and the estimate of the liability specific discount rates to determine the present value of these cash flows.

Share Capital

The Company is authorized to issue an unlimited number of common shares of which 404,740,044 were outstanding at October 31, 2013. The following table shows the detailed number of shares, options and warrants outstanding as of October 31, 2013 and changes that have occurred up to the date of this MD&A.

	As of 31-Oct-13	Change in 2013/2014	Issued in 2013/2014	As of 11-Feb-14
Common shares issued and outstanding	404,740,044	-		404,740,044
Common shares issuable upon exercise of stock options	8,410,000	(1,635,000)	-	6,775,000
Common shares issuable upon exercise of warrants	10,401,623	(7,043,395)	-	3,358,228
Common shares fully diluted	423,551,667	(8,678,395)	-	414,873,272

Cautionary Note Regarding Forward-Looking Information

This Management's Discussion and Analysis (MD&A) contains "forward-looking statements" and "forward-looking information" (collectively, "forward-looking information") within the meaning of applicable securities laws. Forward-looking information is generally identifiable by use of the words "believes," "may," "plans," "will," "anticipates," "intends," "budgets", "could", "estimates", "expects", "forecasts", "projects" and similar expressions, and the negative of such expressions. Forward-looking information in this MD&A includes statements about the formation, terms and future activities of the Schaft Creek Joint Venture; direct cash payments to Copper Fox upon a Production Decision and upon the completion date of a mine; financing to advance the Schaft Creek project, including project equity and debt financing for projected capital costs of construction of a mining operation; expectations (and timing) of the receipt of an approximate $4.4 million mineral exploration tax credit from BCMETC; the drilling results in the Paramount Zone at Schaft Creek supporting the interpretation that the mineralization in the Paramount zone extending past the current block model; the utilization of Copper Fox's unallocated cash to advance the Arizona copper assets, with the majority of effort on the Van Dyke oxide copper deposit; expectations (including environmental impact, lower capital costs and resulting low operating cost per pound of metal produced) through the use of in-situ leaching methods; ongoing and planned activities on the Van Dyke and Sombrero Butte projects, including compilation and review of boxes of core and samples, review of the environmental, geotechnical and copper production data collected from historical work, a geophysical exploration program on Sombrero Butte, and a verification drilling program with the objective of upgrading the Historical Estimate to a current (43-101 compliant) mineral resource estimate which would form the basis for a Preliminary Economic Assessment for the Van Dyke oxide copper deposit; applications to conduct a drilling program and selection of a diamond drill contractor; work objectives on the Sombrero Butte property, including the location of the source of mineralized breccias pipes, a program of surface mapping and sampling followed by a deep penetrating geophysical survey to identify chargeability/resistivity anomalies; expected capital requirements to continue planned activities; savings and cost efficiencies resulting from the re-alignment of Copper Fox management and personnel assigned to Desert Fox; the intention of Desert Fox to either acquire or invest in advanced polymetallic copper projects within North America; expected capital requirements to continue planned activities; expected sources and the adequacy of required capital resources; geological interpretations and potential mineral recovery processes.

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; and the continued financing of Copper Fox and Desert Fox's operations. 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 Schaft Creek Joint Venture may not result in a Production Decision being made, or the construction of a mine; further exploration and development of the Schaft Creek property may not occur as expected; cash payments to Copper Fox may not be paid by Teck in the quantum or timing expected, or at all; financing commitments may not be sufficient to advance the Schaft Creek project as expected, or at all; proven and probable reserves at Schaft Creek may not be in the quantum as currently expected, or result in economic mining thereof; the BCMETC mineral exploration tax credit may not be received by Copper Fox in the quantum or timing as currently anticipated, or at all; the possibility that future obligations with respect to the Sombrero Butte property may not be met on a timely basis, or at all; planned activities for the Van Dyke and Sombrero Butte properties many not commence as currently planned, or at all; a current (43-101 compliant) resource estimate, and a Preliminary Economic Assessment may never be obtained by the Company for the Van Dyke property; fluctuations in metal prices and currency exchange rates; conditions in the financial markets and overall economy may continue to deteriorate; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; uncertainty of the metallurgical testwork; the uncertainty of 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; and uncertainty of meeting anticipated program milestones.

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.