



Management's Discussion and Analysis of Financial Condition and Results of Operation

For the Three and Six Months Ended April 30, 2020

As at June 25, 2020

COPPER FOX METALS INC.

*Management's Discussion and Analysis of Financial Condition and Results of Operation
For the Three and Six Months Ended April 30, 2020 (Expressed in Canadian Dollars)*

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, 2020 and the related notes thereto.

All the Company's material subsidiaries are wholly owned except for District Copper Corp., ("**District**" or "**District Copper**") trading symbol DCOP, of which the Company owns 24.30% of the outstanding common shares as at June 25, 2020. 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 25, 2020 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**") under the trading symbol 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 space in Miami, Arizona and holds the US assets of the Company and Northern Fox holds the investment in District Copper. Copper Fox's primary assets are its 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, its 100% owned Van Dyke, Sombrero Butte and Mineral Mountain copper projects and its investment in associate interest in District Copper.

The Company established Desert Fox and Northern Fox to manage all future exploration and development activities, including any equity or working interest acquired in other mineral projects within North America. Desert Fox's wholly owned subsidiaries: Van Dyke, Sombrero Butte and Mineral Mountain, all hold mineral tenures located in Pinal and Gila Counties, which are all located in the Laramide age porphyry copper belt in Arizona. To date the Company has not earned revenues from any of these activities and these projects are still considered to be in the exploration and development stage.

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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. Mr. Stewart is not independent of the Company.

2. 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.

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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 do not guarantee 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 several 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 considering 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.

3. SIX MONTHS ENDED APRIL 30, 2020 HIGHLIGHTS AND SIGNIFICANT EVENTS

- On November 28, 2019, Copper Fox provided an update for the 2019 program on the Sombrero Butte copper project in Arizona. The field work located two large areas of copper mineralization located in the central portion of the property hosted in NNW and ENE trending vein sets within the chargeability anomaly outlined in 2015. Trace element geochemical vectoring supports an upward migration of hydrothermal fluids from a buried porphyry system. Drilling targets have been identified.
- On January 16, 2020, District Copper announce results of the 2019 field program and airborne geophysical survey completed on its Stony Lake gold project located in Central Newfoundland. The compilation suggests that the Cape Ray/Valentine Lake structural trend occurs in a 2-3 kms wide corridor along the western side of the project area. All areas of anomalous to low grade gold mineralization within this corridor show a positive correlation to three regional scale NE trending interpreted fault zones within the Cape Ray/Valentine Lake structural trend. The gold

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mineralization in the Peddles-Gaters-Twin Pond areas correlates with regional scale positive magnetic features, possibly faults or linear intrusive bodies. The airborne survey identified several potential targets in the central and southern portions of the property.

- On February 10, 2020, the Company entered into a property sales agreement with District Copper, where District agreed to sell to Northern Fox, a wholly owned subsidiary of Copper Fox, all of its right, title and interest in and to the Eaglehead property (6 contiguous mineral claims covering approximately 15,956 hectares) located in the Liard Mining Division of northern British Columbia.

The sale is subject to a 0.5% net smelter return royalty for District on any future production, total cash payments of \$1,200,000 and the assumption by Northern Fox of the reclamation bonds in the amount of \$212,000, which has been deposited by District with the Ministry of Mines and BMO.

Under the terms of the agreement, Northern Fox paid a non-refundable deposit of \$50,000 upon signing the agreement. An additional \$150,000 will be paid upon the closing of the agreement and the balance of the purchase price in the amount of \$1,000,000 will be payable in three annual installments of \$340,000, \$330,000 and \$330,000, respectively, on each anniversary of the closing date.

The \$1,000,000 unpaid portion of the purchase price is guaranteed by Copper Fox and is to be secured by a general security agreement to be registered against the assets and undertaking of Northern Fox. The assets of Northern Fox include 33,283,264 common shares of District Copper. The transaction under TSX Venture Exchange policies is considered a non-arm's length transaction as Northern Fox currently owns 24.30% of the issued and outstanding shares of District. Elmer Stewart and Mike Smith, both directors for Copper Fox, resigned before the purchase agreement was signed.

- On February 13, 2020, Copper Fox announced, a non-brokered private placement of up to 22,500,000 Units at a price of \$0.08 per Unit to raise up to \$1,800,000 in gross proceeds. Each Unit consisted of one common share and one-half common share purchase warrant. Each whole warrant entitled the holder to purchase one common share for an exercise price of \$0.12 during the first 12-month period after the closing and \$0.15 during the second 12-month period. If the 20-day volume weighted average price of the common shares listed on the TSX:V is above \$0.20, the expiry date of the warrants is accelerated to a date that is 30 days after the first date such threshold is met.
- On March 10, 2020, Copper Fox announced that, due to the extreme volatility and overall downturn in the stock markets, the Company, re-priced its non-brokered private placement announced on February 13, 2020. The re-priced placement consists of up to 30,000,000 Units at a price of \$0.06 per Unit. Each Unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share for an exercise price of \$0.10 during the first 12-month period after the closing and \$0.12 during the second 12-month period. If the 20-day volume weighted average price of the common shares listed on the TSX Venture Exchange is above \$0.15, the expiry date of the warrants will be accelerated to a date that is 30 days after the first date such threshold is met. The private placement may include one or more subscriptions by insiders of the Company, which will include

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a subscription by Mr. Ernesto Echavarria, a director, insider, and a control person of the Company, of a minimum of 20,000,000 Units.

- On March 25, 2020, Copper Fox announced the results of the updated resource estimate for the Van Dyke project. The 2020 resource update resulted in classifying a significant portion of the resource as Indicated, an increase in overall tonnage, an increase in soluble copper grade and an increase in soluble copper metal for the Van Dyke deposit. These changes are due to the 2019 re-assay program, updated geology, and updated metallurgical review and analyses.
- On March 26, 2020, Copper Fox announced closing the first tranche of its non-brokered private placement, raising gross proceeds of \$1,481,940 through the sale of 24,699,022 Units at a price of \$0.06 per Unit pursuant to the terms and conditions announced on March 10, 2020.
- On March 30, 2020, Copper Fox announced that it amended the terms of the warrants attached to its non-brokered private placement. The warrants will now have an exercise price of \$0.09 during the 36-month period after the closing and \$0.12 during the following 12-month period. In addition, the Company left the private placement open until April 24, 2020 based on the price reserved by news release on March 10, 2020.
- On April 27, 2020, Copper Fox announced that it closed the second and final tranche of its previously announced non-brokered \$1,800,000 private placement. The Offering raised aggregate gross proceeds of \$1,723,240 through the sale of 28,720,669 Units at a price of \$0.06. The net proceeds will be used for the acquisition of the Eaglehead project, exploration activities and general and administrative purposes of the Company. The Offering included subscriptions by four insiders of the Company. Mr. Ernesto Echavarria, a director, insider and a control person of the Company purchased 21,666,667 Units.

Subsequent to the Period Ended:

- On May 5, 2020, Copper Fox reported that it filed on SEDAR; a National Instrument 43-101 Technical Report titled "Technical Report and Updated Resource Estimate for the Van Dyke Copper Project" dated May 4, 2020 prepared by Moose Mountain Technical Services which includes an updated resource estimation for the Van Dyke copper project located in the Globe-Miami mining district of Arizona (see news release dated March 25, 2020). The Technical Report concluded; potential for additional resources is extensive to the south and at depth and that soluble copper recovery of 90% should be achievable. The report recommended a combined eight-hole (4,500m) drilling, metallurgical, geotechnical and hydrogeological program estimated to cost US\$2.13 million and additional engineering studies including a pilot ISCR test and updating Cost Estimates and Geotechnical and Water Management Studies at an estimated cost of US\$10 million.
- On May 21, 2020, the Company announced its intention to extend the expiry dates of 24,549,665 outstanding warrants for one year. The warrants were originally issued on June 30, 2016, July 27, 2017, and June 14, 2018 respectively, in connection with private placements of units consisting of common shares and warrants of the Company. These warrants continue to be exercisable at their original exercise price. The TSX Venture Exchange consented to the extension in the expiry dates of the warrants on May 26, 2020.

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- On May 21, 2020, District Copper announced that it had received conditional approval from the TSX Venture Exchange for the proposed sale of the Eaglehead property to Northern Fox, a wholly owned subsidiary of Copper Fox Metals Inc.
- On June 19, 2020, Copper Fox announced that the date of the Annual General Meeting of the Shareholders is August 20, 2020. The Company also provided an update on the Schaft Creek Joint Venture activities and notified the shareholders that District Copper has received conditional approval from the TSX Venture Exchange for the sale of its Eaglehead copper project to Northern Fox, a wholly owned subsidiary of Copper Fox. Closing of the transaction is subject to transferring the Eaglehead project permit and replacement of the reclamation bond, which is currently in progress. Copper Fox also advised that it filed the Geological Field Operations Plans to perform further exploration work on its 100% owned the Mineral Mountain and Sombrero Butte projects in Arizona.

4. PROPERTY SUMMARY

The proceeds of the private placement completed during the Quarter were to fund exploration activities, the acquisition of the Eaglehead copper project and general and administrative expenses. After completion of the private placement, activities during Q2 2020 were expected to consist of execution of field programs on the Arizona projects. Completions of the 2019 report of activities on the Schaft Creek project was also expected to have been achieved. On completion of the 2019 report, it is expected that Teck as Operator of the SCJV would propose a program and budget for 2020. The restriction imposed by the COVID-19 pandemic has had a significant impact on the mineral industry and caused the Company to alter its original plans and slowed the completion of the 2019 Schaft Creek project report. Given the time of the year, the existing restrictions and relatively short exploration season the reality of completing a field program on the Schaft Creek project in 2020 is unlikely. The COVID-19 restrictions have delayed completion of the field programs in Arizona. As of the date of this MD&A, relaxation of the restrictions imposed by COVID-19 is beginning and the Company is cautiously optimistic that planned exploration activities could get underway during the next Quarter subject to receipt of the Permits required from both State and Federal authorities in Arizona to conduct exploration activities. The acquisition of the Eaglehead project is progressing with receipt of conditional approval for the transaction from the TSX Venture Exchange. Closing of the transaction is subject to transfer of the project permit by the Ministry of Energy and Mines for the province of British Columbia. Both Parties have provided the required documentation to the Ministry of Mines and Energy. At this time, it is not known what period of time will be required by the Ministry of Mines and Energy to approve and transfer the permit.

Industry Overview

The repercussions of the COVID-19 pandemic, extreme volatility in equity markets and rapid decline in commodity prices over the past few months are having negative effects on the resource sector leading to reduced levels of operations and significant capital expenditure reductions in 2020. The recent increase in copper prices to the \$2.60/lb range; possibly due to the re-start of certain industries due to relaxation of COVID-19 restrictions is positive.

Despite the current uncertainty and volatility, the longer-term fundamentals and structural issues facing the copper industry remains the same. The COVID pandemic has had a significant impact on the mineral industry over these past quarter and the effects are expected to continue for the next few quarters. The

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long-term outlook and fundamentals for the metals industry are positive underpinned by the demand for copper driven by population growth, emerging economies, green initiatives, and infrastructure requirements. The significant decline of large copper discoveries in politically stable jurisdictions, despite increased exploration expenditures, combined with the historically low number of copper projects in the exploration and development pipeline, foreshadows an impending significant supply deficit within the copper industry.

Corporate Overview

To advance the positive results achieved in 2019 on Company operated projects, the Company entered 2020 with the objective of technically advancing all its projects and expanding its property portfolio through the acquisition of the Eaglehead porphyry copper-molybdenum-gold property. The acquisition of the Eaglehead project bolsters the company's pipeline of exploration and advanced stage projects. During Q3 2020, the Company is cautiously optimistic that it may be able to commence limited field operations in Canada and the United States subject to receipt of required permits to conduct the planned exploration activities. The Company is revising its exploration plans and is currently assessing the benefits of completing a combination of high resolution airborne magnetic surveys and ground geophysical surveys on two of its Arizona projects. It is expected that the 2019 report of activities for the Schaft Creek project should be completed in mid-July, the delay being primarily due to the desire by the SCJV to prepare a comprehensive report outlining improvements achieved on the 133ktpd scenario over that outlined in the 2013 Feasibility Study and next steps for the project.

COVID-19 Response Plan

The Company has developed protocols from the rules and regulations outlined by the Province of BC Ministry of Energy and Mines about operating safely in BC as well as following guidelines recommended by the State of Arizona for our US operations.

Schaft Creek Project

In July 2013, Copper Fox and Teck created the SCJV to further explore and develop the Schaft Creek project. Copper Fox's primary asset is a 25% working interest in the 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.

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 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.

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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%).

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 proposed a 130,000 tonne per day truck and shovel/flotation/open pit mine. The Feasibility Study indicated that the NPV and the 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. The Feasibility Study used a FOREX of \$1.00 US = \$0.97 CAD and a copper price of US \$3.25/lb. **The Feasibility Study was completed in early 2013 and should be treated as historical in nature. The recommendation and conclusions outlined in the Feasibility Study should not be relied upon.**

Between 2013 and 2017, the SCJV reviewed the major components of the Feasibility Study; completed limited exploration programs and continued collecting additional geotechnical, metallurgical and baseline environmental information along with social and cultural interaction with the Tahltan Nation.

In 2018, the SCJV updated the resource estimate for the Schaft Creek project and confirmed that there were no changes between the Measured and Indicated Resource categories used in the 2013 Feasibility Study and the 2018 resource update. The table below shows the 2018 Mineral Resources statement and are estimated using industry consensus long term metal price assumptions of US\$3.00/lb copper, US\$10.00/lb molybdenum, US\$1,200/oz gold, and US\$20/oz silver using a US\$4.31/t Net Smelter Return cut-off:

Category	Tonnes (Mt)	Cu (%)	Au (g/t)	Mo (%)	Ag (g/t)	Cu (Blbs)	Gold (Mozs.)	Mo (Mlbs)	Ag (Mozs.)
Measured (M)	166.0	0.32	0.20	0.021	1.5	1.17	1.07	73.17	8.00
Indicated (I)	1,127.2	0.25	0.15	0.016	1.2	6.21	5.44	397.42	43.48
M+I	1,293.2	0.26	0.16	0.017	1.2	7.38	6.50	470.60	51.49
Inferred	316.7	0.19	0.14	0.019	1.1	2.23	1.42	132.33	11.18

1. The effective date of the Mineral Resources is December 31, 2018.
2. Mineral Resources are reported within a constraining pit shell developed using Whittle software. Inputs to the pit optimization include the following assumptions: metal prices; pit slope angles of 40-44°; metallurgical recoveries reflective of prior test work that average 86.6% for copper, 58.8% for molybdenum, 73.0% for gold and 48.3% for silver.
3. Mineral Resources have been estimated using a US\$4.31/t Net Smelter Return cut-off. Mining and process costs, as well as process recovering were benchmarked against similar projects.
4. Tonnage and grade measurements are in metric units. Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal content.

In 2018 the SCJV completed a Sizing and Infrastructure Alternatives study focused on evaluating four scenarios that targeted potential capital, operating and sustaining cost reductions; a higher-grade initial starter pit and identifying other opportunities such as infrastructure and access options to enhance the value of the Schaft Creek project. The SCJV concluded that the 133ktpd scenario should be the focus of

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the 2019 program. A Multi-Year Area Based Permit (“**MYAB**”) that includes approval for up to 50 diamond drill holes, 5 kms of new drill road and 20 kms of line cutting was received in 2018. None of the activities included in the MYAB are planned for as of the date of this MD&A.

The 2019 program included an in-depth analysis of options identified in 2018 to lower capital and operating costs associated with the 133ktpd scenario. The study team assembled to complete the 2019 program consisted of technical personnel from Teck, Copper Fox and third-party contractors; focusing on lowering the capital and operating costs associated with key infrastructure and access options, mine development and sequencing alternatives and tailings management facility options.

The technical work for the 2019 program was completed during fiscal Q1 2020 and preparation of the report summarizing the work is in progress. On completion and approval of the report by the SCJV, it is expected that Teck would propose a budget and program of activities to be completed in 2020; the details of which will be announced when approved by the Management Committee of the SCJV. Due to the restrictions related to the COVID-19 pandemic a full field program will not be carried out in 2020, however a reduced environmental field program will occur.

During Q2 2020, Copper Fox incurred \$5,510 in expenditures for travel and accommodation related to SCJV activities.

Van Dyke Project

In 2012, Copper Fox through its wholly owned subsidiary Desert Fox, acquired a 100% working interest in the Van Dyke copper project located in the Globe-Miami Mining District in Arizona. Acquisition cost was US \$1,500,000 including assumption of continuing obligations in respect of the Van Dyke project, subject to certain amended terms and conditions. The Vendors retained a 2.5% Net Smelter Return production royalty from the Van Dyke deposit. The Van Dyke project consists of 531.5 hectares (1,312.8 acres) of mineral rights and 5.75 hectares (14.02 acres) of surface rights.

Historical work completed on the Van Dyke deposit between 1968 and 1990 included an extensive drilling program, two successful In-Situ Copper Recovery (“ISCR”) tests (Occidental Minerals) followed by two years of copper production (Kocide Chemicals) utilizing the ISCR method.

In 2013 and 2014, Copper Fox completed data compilation, diamond drilling, metallurgical test work, re-analysis of pulp samples and environmental baselines, hydrology, and scoping level engineering studies. The positive results from these studies warranted completion of a Preliminary Economic Analysis (“**PEA**”).

In November 2015, Copper Fox announced the results of a NI-43-101 technical report entitled “Preliminary Economic Assessment Technical Report for the Van Dyke Copper Project” dated November 18, 2015 (as amended May 2017). The Technical Report was prepared under the direction of Moose Mountain Technical Services, Mr. Jim Gray, P.Eng. et al. as the Qualified Persons. The PEA recommended completion of a pre-feasibility study (estimated cost – US \$16.6 million) consisting of, among other activities, a 10,000m diamond drilling program and an eight-hole pilot ISL test program to investigate; soluble copper recoveries and other geotechnical parameters of the Van Dyke oxide copper deposit.

The PEA yielded an after-tax NPV of US \$149.5 million and IRR of 27.9% based on a copper price of US \$3.00/lb and an Inferred Resource of 183 million tonnes containing 1.33 billion pounds of copper at an

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average total copper grade of 0.33%. The effect of the 2018 reduction in the United States corporate tax rate from 35% to 21% has not been incorporated into the 2015 PEA.

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.

Due to the change in resource classification and substantial increase in soluble copper content outlined in the 2020 resource estimate, the Company is treating the economic analysis provided in the 2015 PEA for the Van Dyke project as historical in nature and will not be relied upon.

In 2017 and 2018 work on the Van Dyke project included compiling the historical data used by Occidental Minerals and Kocide Chemicals to obtain the permits required to conduct the ISCR tests and copper production from the Van Dyke deposit. This historical data was the starting point in working toward commencing the process to obtain Class III Underground Injection Control and Aquifer Protection permits. The applications for these permits were not finalized due to the inability to reach agreement with a third party to gain surface access to the proposed pilot scale ISL test site.

In 2019, Copper Fox re-analysed 2,193 historical sample pulps and drill core samples from 38 diamond drill holes for total copper ("TCu"), acid soluble copper ("ASCu") and cyanide soluble copper ("CNCu"). In ISCR copper projects, such as Van Dyke; only soluble copper ("TSCu") is recoverable during the leaching process.

The 2019 program delineated the mineralogical zones in the Van Dyke deposit and extended the TSCu mineralized envelope to approximately 1,500m in an east-west direction and 900m in a north-south direction. The deposit is open to the south which indicates potential to increase the TSCu content and size of the Van Dyke deposit.

During Q2 2020, Copper Fox announced the results of the 2020 resource estimate; see table below.

Class	KTonnes	TCu (%)	ASCu (%)	CNCu (%)	RecCu (%)	Recovery (%)	Soluble Cu Mlbs	Total Cu Mlbs
Indicated	97,637	0.33	0.23	0.04	0.24	90	517	717
Inferred	168,026	0.27	0.17	0.04	0.19	90	699	1,007

1. The Effective Date of the above estimate is January 9, 2020.
2. The "reasonable prospects for eventual economic extraction" shape has been created based on a copper price of US \$2.80/lb, employment of in-situ leach extraction methods, processing costs of US \$0.60/lb copper, and all in operating and sustaining costs of US \$1.25/tonne, a recovery of 90% for total soluble copper and an average Specific Gravity of 2.6t/m³.
3. Approximate drill-hole spacings is 80m for Indicated Mineral Resources.
4. The average dip of the deposit within the Indicated and Inferred Mineral Resource outlines is 20 degrees. Vertical thickness of the mineralized envelope ranges from 40m to over 200m.
5. Rounding as required by Best Practices established by the CIM reporting guidelines may result in slight apparent differences between tonnes, grade and contained metal content.

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The 2020 resource update (see News Release dated March 25, 2020) resulted in classifying a significant portion of the resource as Indicated and increases in overall tonnage recoverable copper grade and contained soluble copper within the Van Dyke deposit. The Technical Report that included the 2020 resource estimation for the Van Dyke project concluded the following:

- a) The exploration potential for additional resources is extensive to the south and at depth.
- b) Metallurgical testwork indicates that the deposit is amenable to recovery using in-situ leaching with an estimated metallurgical recovery of 90%.

Recommendations for additional work include:

- a) A combined eight-hole (4,500m) drilling, metallurgical, geotechnical, and hydrogeological program estimated to cost US \$2.13 million, and
- b) Additional engineering studies including a pilot ISCR test, updating of Cost Estimates and Geotechnical and Water Management Studies at an estimated cost of US \$10 million.

The Company is currently assessing its options to advance the Van Dyke project; including additional mineralogical studies to determine acid generation/consumption curves, geotechnical modelling to further identify variations in fracture density across the deposit and mapping and sampling of the Azurite target

For Q2 2020, Copper Fox incurred \$33,376 (US \$23,994) in expenditures towards the Van Dyke project for rent, geology, and consulting fees.

Sombrero Butte Project

In 2012, Copper Fox through its wholly owned subsidiary Desert Fox, acquired the Sombrero Butte copper project located in the Bunker Hill Mining District in Arizona. Acquisition cost was US \$500,000 including assumption of continuing obligations in respect of the Sombrero Butte project, subject to certain amended terms and conditions. The Company has two \$40,000 annual option payments remaining on certain mineral and patented claims held by an arm's length third party to earn an undivided 100% working interest in the property. The next option payment is due by October 15, 2020. The Sombrero Butte project consists of three Arizona mineral exploration permits, 77 BLM claims and 3 patented mineral claims covering approximately 1,388.9 ha (3,432.5 acres).

The exploration model used to explore the Sombrero Butte project is the Laramide age, Copper Creek porphyry copper deposit located 3 kms to the north. The Copper Creek deposit is hosted in the Copper Creek granodiorite at a depth of between 300-400m below surface. The surface expression of this deposit is a swarm of mineralized breccia pipes, like that which occurs on the Sombrero Butte project and elsewhere in the district associated with buried porphyry copper deposits.

At Sombrero Butte, the Copper Creek granodiorite outcrops in the center of the property and a portion of this intrusive hosts two large, positive chargeability anomalies (interpreted disseminated sulphide bodies) associated with copper-molybdenum mineralization in potassic and phyllic altered granodiorite. The Copper Creek granodiorite and chargeability anomalies occur in the footwall of a north-south trending "range front" fault system located along the western side of the property.

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The 2019 mapping and rock characterization program was completed within the area referred to as Target #2 located on the eastern portion of the project. A total of 199 samples were collected and analyzed for base, precious and trace elements. This area of the property is underlain by Copper Creek granodiorite, Glory Hole Volcanics and a significant number of previously unknown NNW and ENE trending grey porphyry, dark porphyry, granite porphyry and diorite porphyry dikes. Forty-seven (47) additional breccia pipes were located in this area in 2019.

The area explored in 2019 exhibits copper-molybdenum mineralization in NNW and ENE trending, steep and shallow dipping veins and veinlets and extensive goethite veining (after pyrite) hosted in Copper Creek granodiorite and Glory Hole Volcanics. The higher copper-molybdenum concentrations occur in grey porphyry dikes (believed to be the source of the mineralization at the Copper Creek deposit) and Glory Hole Volcanics. The table below outlines the Median, Mean and range of values for copper, molybdenum, gold, and silver concentrations from the 2019 program.

	Cu (ppm)	Mo (ppm)	Au (ppb)	Ag (ppm)
Median	113.0	2.2	7	0.2
Mean	256.0	12.3	9	0.5
Min Value	2.2	0.1	< 5	0.1
Max Value	> 10,000	706.0	96	14.5

ppm = parts per million, Cu = copper, Mo = molybdenum, Au = gold, Ag = silver, Min = minimum, Max = maximum, > = greater than, < = less than.

The wide range in copper concentrations and extensive and widespread goethite veining is consistent with the oxidized and leached nature of the mineralized structures observed in outcrop and is typical of Arizona porphyry copper systems. Molybdenum values are interpreted to represent original concentrations in the mineralized structures. Unlike copper, molybdenum is not subject to weathering, oxidization, and enrichment.

During Q2 2020, a review of the historical and current exploration data combined with a structural interpretation has resulted in further definition and a more robust interpretation of the exploration potential of the project. This work better defined the two high priority exploration targets located to date. Target#1; at the north end of the property underlies the area of historical mining activities (mineralized breccia pipes) at a depth of 400m and has an estimated 500m strike length within the property. Target#2; located in the center of the property, is approximately 2,000m long and occurs at or near surface. The structural interpretation provides an explanation for the depth of the chargeability bodies within Target #1 and Target #2 and constraints on the distribution of the copper-molybdenum mineralization in Target #2.

The geology and alteration data collected in 2019 was used to constrain a re-interpretation of the chargeability and resistivity signatures in Target #2. Target #2 is a 2,000m long strong chargeability response (+30mrd) that extend from surface to a depth of 400m transitioning at depth into a 1,500m long zone of high resistivity/low chargeability (< 10mrad). The 1,500m long zone of high resistivity and low (<10 mrad) chargeability is interpreted to represent the potassic altered core of the porphyry system. At a depth of 400m, surrounding the interpreted potassic core: is a 200 to 600m wide zone of moderate chargeability (10-30mrd) ("phyllitic alteration zone") that transitions outward to a 300-400m wide zone of high chargeability (>30mrad) interpreted to represent the "pyritic shell" commonly observed in porphyry

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copper systems. The number and compositional variations of the intrusive dikes observed in 2019 are interpreted to represent the possible cupola of the porphyry system.

K/Al:Na/Al mapping, has defined a zone of phyllic alteration associated with the mineralized breccia pipes surrounded by an outer zone of potassic alteration on Target #1. The distribution of the alteration patterns is interpreted to represent later stage phyllic overprinting of the earlier potassic alteration. K/Al:Na/Al mapping outlined a zone of phyllic alteration in the southern portion of Target #2. Additional rock characterization sampling over the northern portion of Target #2 is required to establish the full extent of the phyllic alteration to the northwest.

The surface distribution of the mineralized structures, alteration zonation, geochemical mapping, pathfinder elements, alteration indicator mineral and geophysical signatures strongly support the presence of one or more cupolas of buried porphyry systems.

Copper Fox intends to focus on Target #2 due to its size and location within the property. Target#1 is a viable exploration target but at a deeper level than Target #2. The data review suggests that airborne and/or additional deep penetrating geophysical exploration of Target#2 would better define the geometry of the chargeability body at depth prior to selecting drill hole locations to test the porphyry system. Copper Fox has submitted their Geological Field Operations Plan (“**GFOP**”) with the Arizona State Land Department (“**ASLD**”) to conduct the proposed exploration activities.

For Q2 2020, Copper Fox incurred \$11,990 (US \$8,620) in expenditures towards the Sombrero Butte project for exploration expenses and core storage costs.

Mineral Mountain Project

In 2015, Copper Fox through its wholly owned subsidiary Desert Fox, staked the Mineral Mountain copper project located in the Mineral Mountain Mining District, 20 miles east of Florence, Arizona. Mineral Mountain is an early stage Laramide age, exploration project and is located within the 100km long, ENE structural trend that hosts the Casa Grande, Florence Resolution and Globe-Miami copper deposits. The property is 100% owned by Copper Fox and consists of one Arizona exploration permit (725 acres) and 180 BLM claims covering approximately 2,043 ha.

The Mineral Mountain project covers a Laramide age Quartz Monzonite stock. Mapping and sampling between 2015 and 2017 outlined on the eastern portion of the stock a 1,100m by 900m zone of porphyry style mineralization hosted in a potassic and phyllic altered Quartz Monzonite. A significant number of samples from this area returned between 1% and 6.6% copper due to abundant chalcocite mineralization.

The 2019 mapping and rock characterization sampling program outlined two large porphyry copper targets. The samples collected, although not necessarily representative of the mineralization on the property, provides geochemical data that could be used as a vector pointing toward the center of the porphyry system.

The western portion of the Quartz Monzonite stock is essentially fresh, exhibiting sporadic, weak propylitic alteration. To the east along the contact with Precambrian rocks, the stock hosts a large zone of mineralization and the alteration patterns typical of a porphyry copper system. The stock is interpreted to dip to the east under Precambrian rocks and is terminated to the north by a regional scale NNW trending fault zone.

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Target #1:

The copper mineralization in Target#1 (3,000m long by up to 1,500m wide) is primarily hosted in Quartz Monzonite and in Precambrian diabase and Pinal schist along the contact with the Quartz Monzonite stock. The presence of malachite, chrysocolla, chalcocite as well as rare covellite and chalcopyrite as disseminations, in quartz veinlets and fracture fillings suggests several episodes of weathering-oxidization-supergene enrichment. Three zones of coincident copper-molybdenum mineralization have been delineated; the largest of which correlates with a positive chargeability/resistivity anomaly (1,800m by 900m) outlined in 1971. The alteration patterns, coincident copper-molybdenite mineralization ("B" veins) and spatial distribution of the different styles of copper mineralization suggest the cupola of a buried porphyry system.

Target #2:

The copper mineralization is hosted in Precambrian granitic and diabase rocks and in E-W trending Laramide age granodiorite dikes. Copper mineralization occurs along a 2,800m long by 400m wide, NE trending zone characterized by quartz veinlet and fracture filled malachite and chrysocolla.

The Average Concentration and Range of Values of the styles of mineralization located within the two targets are shown in the tables below.

Style of Mineralization	Number of Samples	Average Concentration				
		Cu (ppm)	Cu (%)	Mo (ppm)	Au (ppb)	Ag (ppm)
Disseminated	47	5,752	0.575	71.8	57.9	6.6
Quartz Vein	141	12,020	1.202	65.3	127.5	16.3
Fracture	135	4,223	0.422	13.6	43.1	7.3

Cu = copper, Mo = molybdenum, Au = gold, Ag =silver, ppm = parts per million, ppb = parts per billion.

Style of Mineralization	Number of Samples	Range of Values				
		Cu (ppm)	Cu (%)	Mo (ppm)	Au (ppb)	Ag (ppm)
Disseminated	47	73 to 20,200	0.007 to 2.20	0.5 to 1,060	5 to 696	0.4 to 65.4
Quartz Vein	141	80 to 103,800	0.008 to 10.38	0.2 to 2,080	5 to 872	0.2 to 483
Fracture	135	13 to 30,000	0.001 to 3.00	0.5 to 282	5 to 465	0.2 to 65.4

Cu = copper, Mo = molybdenum, Au = gold, Ag =silver, ppm = parts per million, ppb = parts per billion.

The average metal concentrations in Quartz Vein hosted mineralization (see below) are significantly different possibly due to the depth of the source porphyry.

Area	Cu (ppm)	Cu (%)	Mo (ppm)	Mo (%)	Au (ppb)	Ag (ppm)
Target #1	9,621	0.962	80	0.008	143.9	17.6
Target #2	18,542	1.854	27	0.003	82.7	12.8

Number are rounded to reflect best practice principals.

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No field work was completed during Q2 2020. Copper Fox has commenced a review of all available historical and current data and a structural interpretation of the project. Copper Fox is currently assessing the benefits of completing a high sensitivity airborne magnetic survey to outline zones of magnetite alteration (potassic phase) versus a reconnaissance level deep penetrating induced polarization and resistivity survey to outline zones of copper mineralization at depth. Copper Fox has submitted a GFOP with the ASLD and the Bureau of Land Management to conduct the proposed exploration activities. Petrographic and geochemical vectoring studies and age dating of quartz monzonite stock are in progress.

For Q2 2020, Copper Fox incurred \$22,435 (US \$16,129) in expenditures towards the Mineral Mountain project related to in-house geological compilation work.

District Copper Investment in Associate

As of the date of this MD&A, Copper Fox, through its wholly owned subsidiary Northern Fox, owns 24.30% of the common shares of District Copper Corp.

District Copper owns a 100% working interest in the Stony Lake gold project in Newfoundland Labrador, a 50% joint venture interest in the Matachewan gold project in Ontario and a 100% working interest in the Eaglehead copper-molybdenum-gold-silver property in British Columbia. During the Quarter, Northern Fox, a wholly owned subsidiary of Copper Fox executed a purchase agreement with District Copper to acquire a 100% ownership in the Eaglehead project. The transaction has received conditional approval from the TSX Venture Exchange. All paperwork requested by the Ministry of Mines and Energy for the province of British Columbia to process the transfer of the Permit from District to Northern Fox has been submitted. The amount of time required by the province of British Columbia to process the permit transfer is unknown at this time.

No work was completed on any of the District projects during Q2 2020.

5. SUMMARY OF QUARTERLY RESULTS

The quarterly results are as follows:

	April 30, 2020 3 Months Ended	January 31, 2020 3 Months Ended	October 31, 2019 3 Months Ended	July 31, 2019 3 Months Ended
Loss before taxes	\$ 375,725	\$ 205,572	\$ 289,922	\$ 270,252
Net loss	375,725	205,572	188,765	270,252
Comprehensive (gain)/loss	(283,957)	139,438	257,746	528,250
Comprehensive (gain)/loss per share, basic and diluted	(0.00)	0.00	0.00	0.00

	April 30, 2019 3 Months Ended	January 31, 2019 3 Months Ended	October 31, 2018 3 Months Ended	July 31, 2018 3 Months Ended
Loss before taxes	\$ 1,974,306	\$ 195,607	\$ 256,899	\$ 620,441
Net (gain)/loss	1,974,306	195,607	(8,001)	620,441
Comprehensive (gain)/loss	1,732,808	197,607	226,205	456,739
Comprehensive (gain)/loss per share, basic and diluted	0.00	0.00	0.00	0.00

The Company's quarterly operating expenses increased in Q2 2020 compared to Q1 2020 due to the increase in legal fees.

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6. DISCUSSION OF OPERATIONS

All the information described below is accounted for in accordance with IFRS, as issued by the IASB. The reader is encouraged to refer to Note 2 of the Company's unaudited interim consolidated financial statements for the three and six months ended April 30, 2020 for Copper Fox's "Basis of Presentation and Significant Accounting Policies".

For the six months ended April 30, 2020 and 2019, the expenses were:

	Six Months Ended	
	April 30, 2020	April 30, 2019
<u>Expenses</u>		
Administration	\$ 389,075	\$ 426,742
Depreciation, amortization, and accretion	10,605	11,684
Impairment of mineral property	-	5,536,746
Professional fees	161,112	27,989
Interest and other income	(1,144)	(834,572)
Share of loss of an associate	21,664	-
Net Loss	\$ 581,312	\$ 5,168,589

Six Months Ended April 30, 2020 Compared to Six Months Ended April 30, 2019

For the six months ended April 30, 2020, the Company recorded a net loss of \$581,312 or \$0.00 per share compared to a net loss of \$5,168,589 or \$0.01 per share in the comparable prior period. The decrease in net loss is due to the decrease in the impairment in mineral property, offset by the decrease in interest and other income and the increase in professional fees.

7. 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, 2020, the Company's cash position was \$1,357,566 (October 31, 2019 - \$374,507).

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

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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, 2020, Copper Fox had working capital of \$1,292,391 (October 31, 2019 – \$293,176). The working capital increased during the six months ended compared to the year ended October 31, 2019 as a result of the April 27, 2020 private placement offset by the Company incurring general operational costs in the regular course of business in addition to completing the 2019 work programs.

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 and Mineral Mountain 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 decommissioning provision of \$177,835, its Sombrero Butte option payments of \$111,280 (US \$80,000) and its deferred tax liability of \$1,558,258. The Company has no capital lease obligations, operating or any other long-term obligations, other than its office lease.

Cash Flow Highlights

	Six Months Ended	
	April 30, 2020	April 30, 2019
Cash and cash equivalents used in operating activities	\$ (510,539)	\$ (423,530)
Cash and cash equivalents used in investing activities	(152,313)	(240,917)
Cash and cash equivalents provided by financing activities	1,701,540	1,351,457
Increase in cash and cash equivalents for the period	1,038,689	687,010
Translation effect of foreign currency	(55,629)	45,956
Cash and cash equivalents balance, beginning of year	374,507	564,877
Cash and Cash Equivalents Balance, End of Period	\$ 1,357,566	\$ 1,297,843

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Cash Flow for the Six Months Ended April 30, 2020

Operating Activities

Cash and cash equivalents used in operating activities in the current period was \$510,539 compared to \$423,530 in the prior comparable period. The increase is due to the increase in professional fees.

Investing Activities

Cash and cash equivalents used in investing activities on the mineral properties in the current period was \$152,313 compared to \$240,917 in the prior comparable period. The decrease is due to the COVID-19 pandemic and the restrictions imposed, resulting in the Company not being able to complete the planned field projects.

Financing Activities

Cash and cash equivalents provided by investing activities in the current period was \$1,701,540, compared to \$1,351,457 in the prior comparable period. The increase is a result of the April 27, 2020 private placement being larger than the April 29, 2019 private placement.

Capital Resources

As of April 30, 2020, and as of the date of this MD&A, the Company had \$1,357,566 and \$1,074,681 in cash respectively.

Commitments

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

Year Ended	2020	2021	2022	2023	2024
Amount	\$30,456	\$60,930	\$60,930	\$62,953	\$62,953

Sombrero Butte

The Company is committed to pay the balance outstanding of two-yearly option payments totalling \$111,280 (US \$80,000) under the Sombrero Butte acquisition agreement to earn 100% interest in the property. The next payment of \$55,640 (US \$40,000) is due on October 15, 2020 (Note 6), with the final payment due on October 15, 2021.

Schaft Creek Joint Venture

Teck holds a 75% interest and the Company holds a 25% interest in the SCJV, and Teck is the operator of the SCJV. Management of the SCJV is made up of two representatives from each of Teck and the Company with voting proportional to their equity interests.

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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.

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.

8. RELATED PARTY TRANSACTIONS

Copper Fox

During the six months ended April 30, 2020, legal fees of \$184,042 (April 30, 2019 - \$23,073) were paid to Farris, Vaughan, Wills & Murphy LLP ("**Farris**"). As at April 30, 2020, included in accounts payable to Farris was \$167,996 (October 31, 2019 - \$Nil). One of the partners at Farris' is a member of Copper Fox's Board.

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 are as follows:

	April 30, 2019	April 30, 2020
Directors fees	\$ 2,000	\$ 1,000
Salaries and consulting fees	159,750	169,750
Total	\$ 161,750	\$ 170,750

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9. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's financial instruments consist of cash and cash equivalents, amounts receivables, deposits, investments and accounts payables and accrued liabilities.

The Company's financial assets and liabilities are categorized as follows:

	As at April 30, 2020				
	Financial Assets at Amortized Cost	FVTOCI	Financial Liabilities at Amortized Cost	Total Carrying Amount	Total Fair Value
Financial Assets					
Cash and cash equivalents	\$ 1,357,566	\$ -	\$ -	\$ 1,357,566	\$ 1,357,566
Amounts receivables	59,399	-	-	59,399	59,399
Deposits	12,519	-	-	12,519	12,519
Investments	-	111,817	-	111,817	111,817
Total Financial Assets	\$ 1,409,484	\$ 111,817	\$ -	\$ 1,521,301	\$ 1,521,301
Financial Liabilities					
Accounts payable and accrued liabilities	\$ -	\$ -	\$ 124,574	\$ 124,574	\$ 124,574
Total Financial Liabilities	\$ -	\$ -	\$ 124,574	\$ 124,574	\$ 124,574

	As at October 31, 2019				
	Financial Assets at Amortized Cost	FVTOCI	Financial Liabilities at Amortized Cost	Total Carrying Amount	Total Fair Value
Financial Assets					
Cash and cash equivalents	\$ 374,507	\$ -	\$ -	\$ 374,507	\$ 374,507
Amounts receivables	47,909	-	-	47,909	47,909
Deposits	11,820	-	-	11,820	11,820
Investments	-	112,649	-	112,649	112,649
Total Financial Assets	\$ 434,236	\$ 112,649	\$ -	\$ 546,885	\$ 546,885
Financial Liabilities					
Accounts payable and accrued liabilities	\$ -	\$ -	\$ 129,240	\$ 129,240	\$ 129,240
Total Financial Liabilities	\$ -	\$ -	\$ 129,240	\$ 129,240	\$ 129,240

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,

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- *Level 2* – inputs, other than the quoted market prices in active markets, which are observable, either directly and or indirectly, 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. The Company's direct investment in Liard is carried every year at fair value and is a Level 3 instrument.

The Company's activities expose it to a variety of financial risks, which arise as a result of its exploration, development, production, and financing activities. These include:

- Credit risk
- Market risk
- Liquidity risk

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, 2020 is \$59,399 (October 31, 2019 - \$47,909).

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, 2020 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 significant impact on the total assets and the net losses of the Company.

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, 2020, the Company had \$10,691 in US denominated cash balances.

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, 2020, the Company is exposed only on its US cash balances.

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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.

Capital Management

The Company's capital structure includes working capital and shareholders' equity. The Company is largely reliant on junior resource venture capital markets for additional financing requirements.

10. RISKS AND UNCERTAINTIES

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

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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:

- 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 an 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 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

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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

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Company on the exchanges on which the common shares are listed suggests that the share price will be volatile.

11. PROPOSED TRANSACTIONS

On February 10, 2020, the Company entered into a property sales agreement with District Copper Corp., where District has agreed to sell to the Northern Fox, a wholly owned subsidiary of Copper Fox, all of its right, title and interest in and to 6 contiguous mineral claims covering approximately 15,956 hectares of lands located in the Liard Mining Division of northern British Columbia, historically referred to by District as the Eaglehead Property.

The sale is subject to the reservation a 0.5% net smelter return royalty for District on any future production. The consideration due and payable to District for the Eaglehead Property is the total sum of \$1,200,000, plus the assumption by Northern Fox of the reclamation bonds in the amount of \$212,000, which has been deposited by District with the Ministry of Mines.

Under the terms of the agreement, Northern Fox has paid a non-refundable deposit of \$50,000 upon signing the agreement. An additional \$150,000 will be paid upon the closing of the agreement and the balance of the purchase price in the amount of \$1,000,000 will be payable in three annual installments of \$340,000, \$330,000 and \$330,000, respectively, on each anniversary of the closing date.

The transaction has received conditional TSX Venture Exchange approval. All paperwork requested by the Ministry of Mines and Energy for the province of British Columbia to commence the process of transferring the Permit from District to Northern Fox has been submitted. The amount of time required by the province of British Columbia to process the permit transfer is unknown at this time.

12. DISCLOSURE OF OUTSTANDING SHARE CAPITAL DATA

Authorized

Authorized share capital consists of an unlimited number of common shares and an unlimited number of first and second preferred shares, without par value, of which no preferred shares have been issued.

As of April 30, 2020, the issued and outstanding shares are as follows:

	Number of Shares	Amount
<u>Opening Balance, November 1, 2019</u>	461,274,160	\$ 78,835,530
Additions		
April 27, 2020 private placement	28,720,669	1,723,240
April 27, 2020 warrants granted	-	(837,014)
Shares issuance costs – Legal fees	-	(21,700)
Balance, June 25, 2020	489,994,829	\$ 79,700,056

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	Number of Shares	Amount
<u>Opening Balance, November 1, 2018</u>	448,980,160	\$ 77,613,179
Additions		
February 25, 2019 warrants exercised	120,000	14,400
April 29, 2019 private placement	12,174,000	1,339,140
April 29, 2019 warrants granted	-	(122,199)
Shares issuance costs – Legal fees	-	(8,990)
Balance, October 31, 2019	461,274,160	\$ 78,835,530

During the six months ended April 30, 2020, the Company incurred the following shares issuances:

On April 27, 2020, the Company closed a non-brokered private placement, raising aggregate gross proceeds of \$1,723,240 through the sale of 28,720,669 units at a price of \$0.06 per unit. Each unit consists of one common share of the Company and one-half common share purchase warrant. Each whole warrant entitles the holder to purchase one common share for an exercise price of \$0.09 during the 36-month period after the closing of the offering and \$0.12 during the 12-month period thereafter. If the 20-day volume weighted average price of the common shares listed on the TSX Venture Exchange is above \$0.15, the expiry date of the warrants will be accelerated to a date that is 30 days after the first date such threshold is met. Shares issuance costs, in the form of legal fees, of \$21,700 were paid in connection with this private placement.

During the prior year ended October 31, 2019, the Company incurred the following shares issuances:

On April 29, 2019, the Company closed a non-brokered private placement, raising aggregate gross proceeds of \$1,339,140 through the sale of 12,174,000 units at a price of \$0.11 per unit. Each unit consists of one common share of the Company and one-half common share purchase warrant. Each whole warrant entitles the holder to purchase one common share for an exercise price of \$0.13 during the first 12-month period after the closing of the offering and \$0.15 during the second 12-month period after the closing of the offering. If 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 met. Shares issuance costs, in the form of legal fees, of \$8,990 were paid in connection with this private placement.

Warrants

As of April 30, 2020, the warrants outstanding are as follows:

	Number of Warrants	Amount
<u>Opening Balance, November 1, 2019</u>	30,636,665	\$ 1,541,073
Additions		
April 27, 2020 warrants granted	28,720,669	837,014
Balance, June 25, 2020	59,357,334	\$ 2,378,087

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	Number of Warrants	Amount
<u>Opening Balance, November 1, 2018</u>	25,919,665	\$ 1,238,412
Additions		
February 25, 2019 warrants exercised	(120,000)	-
April 29, 2019 warrants granted	6,087,000	122,199
June 9, 2019 warrants expired	(1,250,000)	-
June 30 and July 27, 2019 warrants extended	-	180,462
Balance, October 31, 2019	30,636,665	\$ 1,541,073

The value of the April 27, 2020 warrants granted were calculated using Black Sholes with an exercise price of \$0.09 in the first three years and \$0.12 in the fourth year, an expected life of four years, a volatility rate of 63.95% and a risk-free rate of 0.42%.

The value of the April 29, 2019 warrants granted were calculated using Black Sholes with an exercise price of \$0.13 in the first year and \$0.15 in the second year, an expected life of two years, a volatility rate of 67.04% and a risk-free rate of 1.56%.

Management decided to extend the June 30, 2019 warrants by one year. The value of the June 30, 2019 warrant extensions were calculated using Black Sholes with an exercise price of \$0.17, an expected life of one year, a volatility rate of 73.11% and a risk-free rate of 1.52%. The fair value incremental change of \$75,945 was recognized on the share purchase warrants line of the balance sheet.

Management decided to extend the July 27, 2019 warrants by one year. The value of the July 27, 2019 warrant extensions were calculated using Black Sholes with an exercise price of \$0.17, an expected life of one year, a volatility rate of 73.86% and a risk-free rate of 1.54%. The fair value incremental change of \$104,517 was recognized on the share purchase warrants line of the balance sheet.

The breakdown of the warrants outstanding is as follows:

Number of Warrants Outstanding	Warrant Exercise Price	Warrants Exercisable as of April 30, 2020	Warrant Expiry Date
5,880,000	\$ 0.15	5,880,000	June 18, 2020
9,503,000	0.17	9,503,000	June 30, 2020
9,166,665	0.17	9,166,665	July 27, 2020
6,087,000	0.13 – 0.15	6,087,000	April 29, 2021
28,720,669	0.09 – 0.12	-	April 27, 2024
59,357,334		30,636,665	

Stock Option Plan

The number of shares reserved for issuance under the Company's stock option plan is limited to 10% of the number of shares which are issued and outstanding on the date of a grant of options.

Under the plan, the Board of Directors determines the term of a stock option, the vesting period of the options and the option exercise price, which shall not be less than the closing price of the Company's

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share on the TSX:V immediately preceding the date of grant. The Compensation Committee determines and makes recommendations to the Board as to the recipients, nature and size of the share-based compensation awards.

in compliance with applicable securities law, stock exchange and other regulatory requirements.

As of April 30, 2020, the Company had no options outstanding.

13. OFF-BALANCE SHEET ARRANGEMENTS

During the six months ended April 30, 2020, 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.

14. CHANGES IN ACCOUNTING STANDARDS

The Company adopted a new accounting standard, IFRS 16 during the six months ended April 30, 2020. New and revised accounting standards are described in Note 3, "*Changes in Accounting Policies, New Accounting Standards*", in the unaudited interim financial statements for the three and six months ended April 30, 2020.

15. 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

Once a license to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized as exploration and evaluation assets and recorded as mineral properties. Exploration expenditure relates to the initial search for deposits with economic potential.

The recovery of the carrying amount of exploration and evaluation assets is dependent upon the future commercial success of the mineral properties or from proceeds of disposition. The amounts shown for exploration and evaluation assets represent costs incurred to date and are not intended to reflect present or future values.

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Mining tax credits are recorded in the financial statements when there is reasonable assurance that the Company has complied with, and will continue to comply with, all conditions needed to obtain the credits.

These non-repayable mining tax credits are earned in respect to exploration costs incurred in British Columbia, Canada and are recorded as a reduction of the related exploration and evaluation assets.

Each quarter, the Company assesses for impairment indicators in accordance with IFRS 6, and if any are found to exist, then the Company takes the appropriate action to determine if an impairment must be recorded.

The Company provides certain share subscribers with a flow-through component for tax incentives available on qualifying Canadian exploration expenditures. The increase to share capital when flow-through shares are issued is measured based on the current market price of common shares. Any premium, being the excess of the proceeds over the market value of the common shares, is recorded as a liability. At the later of the renouncing and the incurrence of the expenditure, the Company de-recognizes the liability, and the premium amount is recognized as income in the statement of loss. The Company may be subject to a Part XII.6 tax on flow-through proceeds, renounced under the Look-Back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial liability until the flow-through money is fully renounced.

With reference to Copper Fox's Schaft Creek agreement with Teck, the Company does not record any expenditure made by Teck on its account. It also does not recognise any gain or loss on its exploration and evaluation farm-out arrangements but re-designates any costs previously capitalised in relation to the whole interest as relating to the partial interest retained. Any cash consideration received directly from Teck is credited against costs previously capitalised in relation to the whole interest with any excess accounted for by the Company as a gain on disposal.

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.

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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.

16. APPROVAL

The Audit Committee 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.