Copperbank Resources Corp.

Management Discussion and Analysis

Year ended December 31, 2018

Background

The following discussion and analysis of Copperbank Resources Corp. (the "Company" or "CopperBank") for the year ended December 31, 2018 is prepared as of April 26, 2019 and should be read together with the consolidated financial statements for the same period and related notes attached thereto, which are presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are stated in Canadian dollar unless otherwise indicated.

Certain statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Additional information of the Company is available on SEDAR at www.sedar.com and at the Company's website at www.copperbankcorp.com.

Description of Business

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

The Company's head office is 1500 - 409 Granville Street, Vancouver, British Columbia, V6C 1T2. The Company's shares are traded on the Canadian Securities Exchange ("CSE") under the symbol "CBK" and its principal business is the acquisition and development of mineral properties. All of the Company's resource properties are located in the U.S.A. and are still in their exploration stages.

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

Corporate Update

The Company appointed Giulio T. Bonifacio as President & Director on May 10, 2018. Mr. Bonifacio has over 30 years of experience in senior executive roles in the mining industry. He has led and directed efforts at every stage of development from exploration, development, permitting and construction. Mr. Bonifacio is a Chartered Professional Accountant with extensive experience and knowledge of operations, capital markets, project finance and mergers & acquisitions. Subsequent to year end, Mr. Bonifacio became chairman of the board, relinquishing his role as President and CEO to Mr. Gianni Kovacevic.

The Company issued 15,627,143 common shares through a private placement for proceeds of $1,093,900 in May 2018. In October 2018, the Company completed a private placement financing for gross proceeds of $784,170, issuing 11,202,429 common shares at a price of $0.07 per share. No fees were paid as part of this private placement and the Company has used the proceeds to finance its working capital. In March 2019, the Company completed a private placement financing for gross proceeds of $535,958, issuing 7,656,548 common shares at a price of $0.07 per share. No fees were paid as part of this private placement and the Company is using the proceeds to finance its working capital.

The Company granted 8,600,000 and 750,000 incentive stock options to management, directors, and consultants on May 10, 2018 and May 23, 2018 respectively. These options have an exercise price of $0.10 per share, vest in a 24-month period after issuance, and expire after 5 years if unexercised. In August 2018, 500,000 stock options with an exercise price of $0.10 per share were cancelled. In February 2019, 2,000,000 stock options were granted to consultants and directors at $.10 per share, with the same expiry and vesting terms described above.

Acquisition of Redhawk Resources Inc.

On June 25, 2018 the Company executed a definitive arrangement agreement ("Arrangement Agreement") pursuant to which CopperBank will acquire all of the issued and outstanding shares of Redhawk Resources, Inc. (TSXV: RDK.H) ("Redhawk") (the "Transaction"). CopperBank's acquisition of Redhawk and its Copper Creek Project ("Copper Creek"), located in Arizona, represents a further continuation of the Company's copper consolidation business model and increases the Company's portfolio of copper development projects in the United States to four. The acquisition was completed on August 31, 2018 and effected by way of a plan of arrangement completed under the Business Corporations Act (British Columbia) (the "Plan of Arrangement") wherein CopperBank acquired all of the issued and outstanding shares of Redhawk in consideration for the issuance to each Redhawk shareholder of approximately 0.929 shares of CopperBank for each Redhawk share held (the "Exchange Ratio"). Upon completion of the Transaction, Redhawk became a subsidiary of CopperBank, and CopperBank is owned approximately 75% by current CopperBank shareholders and 25% by former Redhawk shareholders.

Transaction Highlights:

• Large US portfolio of copper development projects: The combined Company will hold a significant growth pipeline of four US-based assets, including:

> (i) 100% owned Contact Copper project, a pre-feasibility stage copper oxide project located on private lands in Nevada;
> (ii) 100% controlled resource-stage Pyramid project located in Alaska, which was the subject of an updated resource estimate in January 2018;
> (iii) 100% controlled prospective San Diego Bay project, a high-priority exploration copper-gold asset in Alaska; and
> (iv) Redhawk's Copper Creek project in Arizona, for which a Preliminary Economic Assessment ("PEA") was completed in October 2013. Copper Creek has been the subject of over $80 million in historic expenditures, with over 200,000 meters of drilling completed by Redhawk and other previous owners; its stage of development is complementary to CopperBank's existing suite of assets.
> (v) In connection with closing of the Transaction, Mr. Steve Bastable, a former director of Redhawk, was appointed a director of CopperBank and will provide continuity to Redhawk shareholders and allow for a smooth integration of the Copper Creek project into CopperBank's suite of assets.

• Located in a Tier 1 mining-friendly jurisdiction: The Copper Creek copper-molybdenum project consists of approximately 16 square miles of contiguous patented and unpatented mining claims and state prospecting permits, located near San Manuel, Arizona, about 110km north-east of Tucson and proximal to existing significant mining projects in the region, including Freeport-McMoRan's Miami, Morenci and Safford projects, Rio Tinto's Resolution project, Capstone's Pinto Valley project and Hudbay's Rosemont project. The Company's combined post-Transaction asset base will be located in Alaska, Nevada and Arizona, within supportive communities in mining friendly jurisdictions with a long-standing history of mining.

• Pipeline of growth assets with prospective exploration potential: Redhawk's Copper Creek project, along with CopperBank's existing Pyramid and Contact copper projects and San Diego Bay copper-gold project, all possess untested exploration upside to further add to existing resources while presenting additional opportunities for optimization.

• Premier copper optionality company: The business combination will create a leading copper focused explorer and developer during a time of encouraging supply and demand fundamentals.

• In-state development and capital markets experience: Senior management of CopperBank have a proven track record of systematically advancing projects through the development phase, inclusive of permitting, and possess considerable capital markets experience.

• Strategic platform for further consolidation: The Transaction results in a strengthened platform to continue to evaluate and consolidate additional prospective, domestic copper projects and other energy metals assets in the United States and elsewhere in the Americas.

• Significant copper resources: In addition to the estimated mineral resources on CopperBank's current properties, the Copper Creek project hosts historic mineral resources, including estimated Measured & Indicated resources of approximately 4.4 billion pounds of copper (a total of 501.2 million tons at 0.44% copper, consisting of Measured resources of 45.5 million tons at 0.72% copper, and Indicated resources of 456.7 million tons at 0.42% copper) plus additional Inferred resources of approximately 3.3 billion pounds of copper (481.3 million tons at 0.34% copper). For additional information on the foregoing historical mineral resource estimate, including cautions for the reader, see below detail note.

Note: The foregoing historical mineral resource estimate (the "Historical Estimate") was published in a technical report titled "Copper Creek 2012 Mineral Resource Update, Pinal County, Arizona, USA, Technical Report" prepared for Redhawk by Independent Mining Consultants Inc., dated and filed by Redhawk on SEDAR on June 25, 2012. A qualified person (as defined in National Instrument 43-101 ("NI 43-101")), has not done sufficient work to classify the foregoing historical estimate as current mineral resources or reserves, and CopperBank is not treating the estimate as current mineral resources or reserves. The Historical Estimate was calculated using a 0.20% copper equivalent ("CuEq") cut-off grade. The Historical Estimate is based on metal prices of US$3.00/lb CuEq and contained within an open pit geometry using industry comparable estimates for direct mining, milling, and G&A costs. The ratios for calculating CuEq are based upon US$2.75/lb Cu, US$12.00/lb Mo, and US$20.00/oz Ag and recoveries of 90% for Cu, 80% for Mo, and 90% for Ag. Because the Historical Estimate was completed relatively recently in 2012 and in compliance with the definitions for mineral resource categorization set out by the Canadian Institute of Mining, Metallurgy and Petroleum, and disclosed in a technical report conforming to the requirements of NI 43-101, CopperBank is of the view that the Historical Estimate is generally reliable and relevant to an evaluation of the property, however CopperBank has not completed any independent verification of the Historical Estimate. In order to verify the Historical Estimate as current, a qualified person (as defined in NI 43-101) would have to conduct a site visit on behalf of CopperBank and complete standard data verification procedures. CopperBank intends to complete additional resource expansion drilling on Copper Creek for purposes of increasing and upgrading the mineral resource prior to completion of a new mineral resource estimate. Subsequent to the Historical Estimate, Redhawk published a technical report titled "Redhawk Copper, Inc., Copper Creek Project, Preliminary Economic Assessment, 25,000 TPD Mill with an Underground Mine for Development of the Copper Creek Resource", prepared by Mr. Joseph M. Keane, P.E.; Mr. Herb Welhener, MMSA-QPM; Mr. Steve Milne, P.E.; Mr. Gene Muller, P.E; Mr. David Nicholas and SGS Metcon/KD Engineering dated July 25, 2013, amended October 28, 2013 (the "PEA Technical Report"). The PEA Technical Report contained a mineral resource estimate that related solely to the portion of the Copper Creek deposit amenable to underground mining pursuant to the mine plan set out in the PEA Technical Report, using a 0.55% CuEq cut-off, which consisted of Indicated resources totalingapproximately 2.1 billion lbs CuEq (132.0 million tons @ 0.79% CuEq) plus an Inferred resource of approximately 1.1 billion lbs CuEq (74.1 million tons @ 0.74% CuEq) based on metal prices of US$3.00/lb CuEq The ratios for calculating CuEq are based upon US$2.75/lb Cu, US$12.00/lb Mo, and US$20.00/oz Ag and recoveries of 90% for Cu, 80% for Mo, and 90% for Ag.

Transaction Details:

The Transaction completed on August 31, 2018. Redhawk and its USA subsidiaries became subsidiaries of CopperBank. Redhawk ceased to be a reporting issuer under applicable Canadian securities laws. CopperBank issued 63,506,816 common shares of the Company (with market value of $3,810,409) to shareholders of Redhawk as consideration of the Transaction and 5,288,365 common shares (with market value of $332,416) in acquisition related costs. Copperbank also advanced $200,000 to cover expenses incurred by Redhawk prior to the closing. After the Transaction, CopperBank is approximately 75% owned by current CopperBank shareholders and 25% by former Redhawk shareholders.

The Company considers the Transaction an acquisition of properties with the following details:

Consideration paid:	
Issuance of 63,506,816 shares at $0.06/share	$4,127,943
Issuance of 5,288,365 shares for transaction costs	343,744
Transaction costs	109,948
Advance to Redhawk forgiven	200,000
Fair value of 3,344,139 replacement options issued	2,967
Fair value of 4,118,191 replacement warrants issued	26,484
Total	$4,811,086
Assets acquired:	
Cash	$3,529
Receivable and prepaid	17,737
Reclamation bond	5,871
Property and equipment	248,287
Copper Creek resource property	4,955,328
Liabilities assumed:	
Accounts payable	(214,913)
Loan payable	(204,753)
Total	$4,811,086

Outstanding warrants of Redhawk are adjusted in accordance with their terms to account for the Exchange Ratio. Outstanding stock options of Redhawk will continue, following adjustment to account for the Exchange Ratio, for the lesser of their existing term or six (6) months following the closing of the Transaction.

Full details of the arrangement were included in a management information circular filed by Redhawk with regulatory authorities and mailed to shareholders in accordance with applicable securities laws.

Exploration Properties Overview

The cost incurred on the Pyramid Project is as follows:

	Pyramid (San Diego Bay project inclusive)	Copper Creek	Total
	$	$	$
Balance, December 30, 2017	7,305,080	-	7,305,080
Acquisition	-	4,955,328	4,955,328
Annual option fees and maintenance of permits	197,130	106,005	303,135
Report and analysis	47,291	-	47,291
Management and study	20,191		20,191
Effect of change in foreign exchange rate		3,010	3,010
Balance, December 31, 2018	7,569,692	5,064,343	12,634,035

During the year ended December 31, 2018, the exploration expenditure commitments were amended as follows:

- During the period January 1, 2018 to December 31, 2019, the Company shall spend (i) at least $2 million on the Pyramid Lands and (ii) at least $600,000 on the San Diego Bay Lands;
- During the year January 1 to December 31, 2020, the Company shall spend at least $500,000 on the SBC Lands.

More details of the Company’s commitment in connection with the Pyramid project is disclosed in the Company’s consolidated financial statements for the year December 31, 2018.

The Company currently controls four projects on a 100% basis.

1) The Pyramid and San Diego Bay Projects are located on the Alaska Peninsula on private property with the subsurface controlled by the Aleut Native Corporation, an Alaska Native-owned corporation. Pyramid hosts an inferred copper resource with excellent exploration upside. San Diego Bay Project was previously part of the Pyramid Project. The Company decided to separate out the San Diego Bay Project from the Pyramid as the geological studies concluded it was a standalone project. The San Diego Project, located adjacent and due East of Pyramid, is an early stage exploration project displaying anomalous gold and copper values in rock, soil and stream sediment samples. The Company also owns the Contact Copper Oxide Project located in northeastern Nevada that has a copper resource from an historical pre-feasibility study (2013). The Company added the Copper Creek Project located in Arizona during the current period.

Pyramid

At the Pyramid project, the Company completed a drilling program with two diamond core drill rigs for a total of 3,600 meters during the third quarter of 2017. The Company’s objective was to drill step-out holes from the current resource, in advance of drilling planned for 2018. A total of 11,000 meters has now been drilled at the Project. The task of calculating an updated National Instrument 43-101 resource estimate was assigned to SRK Consulting and was released to the public on February 2, 2018 with an amendment on March 15. The updated resource estimate, using a 0.2% copper cut-off, is 153.4 million tonnes at 0.37% copper, 0.02% molybdenum and 0.09 g/t gold. This resource estimation does not take into account the molybdenum or gold values due to the fluctuation of their prices and unknown recovery as no metallurgical test work has been completed.

Mineral Resource Statement*, Pyramid Project, Alaska (SRK Consulting, January 2018)

Deposit	Class	Tonnes (000)	Cu (%)	Cu (Mlb)	Mo (%)	Mo (Mlb)	Au (g/t)	Au (oz)
Main Zone	Inferred	140,900	0.38	1,186	0.022	68	0.10	442,000
West Zone	Inferred	12,500	0.28	76	0.01	2	0.04	14,000
Total	**Inferred**	**153,400**	**0.37**	**1,262**	**0.021**	**70**	**0.09**	**457,000**

** Open pit mineral resources are reported at a Cu cut-off grade of 0.20% inside a resource shell based on (USD) of Cu $3.54/lb, Mo $9.00/lb and Au $1400/oz and 90% recovery for copper, 60% for molybdenum and 50% for gold. All numbers have been rounded to reflect the relative accuracy of the estimate. Mineral resources are reported in relation to a conceptual pit shell. Mineral resources are not mineral reserves and do not have demonstrated economic viability. Numbers may not add up because of rounding of values.*

To compare the results of the 2017 resource estimate with the 2013 resource, SRK re-evaluated the 2017 resource model using the 2013 parameters. The comparison showed that the two models reported very similar grades. The 2017 model improves the confidence in the continuity of the resource and reports about 25 to 30 percent more tonnage if the same parameters are applied. The added tonnage is a reflection of the additional drilling by Copperbank which resulted in a reinterpretation of the mineralized domains and in the infill of previously un-drilled volumes.

The Company believes Pyramid shows excellent potential in the extension of the actual known mineralisation. The mineralisation seems to be controlled by major NE features. A study mandated to Auracle Geospatial Sciences defines the structural control and a planned alteration study will help the planning of future exploration programs. The 3D modelling of the new resource calculation and the information acquired over the past year will guide the definition of the 2018 drill program.

In March, 2019, the Company issued one million shares of the Company to Antofogasta Minerals SA to satisfy their July 28, 2017, assignment agreement as described in note 6 to the financial statements for the year ended December 31, 2018.

San Diego Bay, AK

A short exploration program consisting of rock and soil sampling was initiated on San Diego Bay Project, which lies adjacent to the Pyramid project, to verify the main historical mineralized zones and to follow-up in selected areas of historical pan concentrate samples anomalous in copper and/or gold. This vast area of the San Diego Project displays an intense colour anomaly over more than 17 square kilometers and has never been drill tested. The performed sampling will help design a more comprehensive 2018 program. The 2017 field season resulted in a National Instrument 43-101 technical report that was completed by SRK Consulting and was released to the public on February 26, 2018. `

2) The Contact Project - The Contact Project was the object of a historical pre-feasibility study in 2013 over the eastern portion of the property by the Company predecessor and encloses an historical resource of 141 million tons of 0.22% Cu at a 0.07% Cu cut-off grade. The Company is considering additional infill drilling to follow-up and expand higher grade resources in the area of previously drilled holes EN104 which returned 22 meters of 1.003% copper starting at 44 meters and EN111 that returned 59 meters of 0.698% copper starting at 3 meters. Selected shallow core holes are also intended to obtain material for further metallurgical testing and to provide additional recovery information required for potential mine planning. It is estimated that US$750,000 will realize these goals. A map of the project can be found in the Corporate Presentation, which can be viewed at the Company's website www.copperbankcorp.com

The Company is also considering additional exploration drilling over the prospective Copper Ridge area, located 1.6 kilometers southwest of the main Contact Copper Deposit. High grade rock chip samples released on August 27, 2012 by the previous operator returned grades in excess of 1% copper in grab samples from outcrops with visible copper oxide mineralization within a quartz monzonite host rock. The completion of a geophysical survey is being considered prior to the aforementioned drilling.

3) Copper Creek Project – Details of the Copper Creek Project is available in the section of "Acquisition of Mineral Interests" and at the website of CopperBank. The Company is currently developing a plan for this project.

Selective Annual Information

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

	2018	2017	2016
	$	$	$
Revenues	-	-	-
Net loss	1,784,662	1,516,327	634,728
Net loss per share, basic and diluted	0.01	0.01	0.00
Total assets	13,115,324	7,499,677	4,728,797
Total long term liabilities	-	-	-

The Company is an exploration company that does not have revenue since inception, The Company's results are not subject to seasonality. Loss in 2017 and 2018 are higher as the Company actively developing its business in these two years.

Summary of Quarterly Results

All of the Company's resource properties are in their exploration stage. The Company has not had revenue from inception and does not expect to have revenue in the near future. The Company's operating result is not seasonal in nature and has been mainly related to the amount of exploration activities in such quarter. The Company's quarterly performance in the latest eight quarters is as follows:

	31-Dec	30-Sept	30-June	31-Mar	Dec -31	30-Sept	30-June	31- Mar
	$	$	$	$	$	$	$	$
Revenues	-	-	-	-	-	-	-	-
Net Loss	461,631	727,457	342,402	253,172	354,070	464,764	422,691	274,802
Loss per share (i)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

(i) loss per share - basic and diluted

The Company's quarterly historical results were not subject to seasonality. The loss during the quarter ended September 30, 2018 was higher than average as the Company incurred higher share-based compensation.

Performance Summary

<u>Year ended December 31, 2018 ("2018")</u>
The Company's loss in 2018 was $1,784,589 (2017 - $1,517,322), an increase of $267,267. During 2018 the Company was finalizing its drilling and geologic analysis program started in late 2017 and did not conduct new exploration. The main components of opertaing expenses and other income were as follows:

	2018	2017	2018-2017
EXPENSES	$	$	$
Amortization	14,469	-	14,469
Consulting and management fees (i)	579,150	441,532	137,618
Mineral property maintenance and consulting (ii)	61,681	48,110	13,571
Filing fees and shareholders' services	45,562	25,592	19,970
Insurance	15,263	8,861	6,402
Rental	28,554	45,917	(17,363)
Office and administration	32,417	33,065	(648)
Promotion, advertisement and shareholder relations (iii)	186,167	298,027	(111,860)
Professional fees	61,709	93,510	(31,801)
Share-based compensation	663,561	412,326	251,235
Travel	101,911	135,896	(33,985)
Loss before the others:	(1,790,444)	(1,542,836)	(247,608)
Foreign exchange	(20,371)	(8,510)	(11,861)
Gain on debt settlement	26,153	35,019	(8,866)
Net loss	(1,784,662)	(1,516,327)	(268,335)

i. Consulting and management fees increased. The Company has added a new member during 2018.
ii. Mineral property maintenance and consulting increased as the Company has acquired Copper Creek Properties during the year.
iii. Promotion, advertisement and shareholder relations decreased. Less promotion activities throughout 2018.

iv. Share based compensation fluctuates from time to time depending on the number of options vested during each period.

<u>Three months ended December 31, 2018 ("2018 Q4")</u>

Loss in 2018 Q4 was $461,631 (2017 - $ loss of $354,070), an increase of $107,561. The Company acquired Redhawk during the third quarter of 2018 and added a new management member in May 2018, thus incurred higher operating expenditures in the 2018 Q4. Other quarterly movements are similar to the year to year analysis.

Proposed Transactions

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

Liquidity, Capital Resources and Going Concern

During 2018, the Company used $1,071,663 in operating activities and $648,777 in investing activities.

Money received from financing activities (share issuance) in 2018 was $1,829,757.

The Company is not subject to external restriction in using its capital resources other than the obligation in connection with the Alaska Pyramid and San Diego Bay Projects, and land payments under the Contact and the Copper Creek Project.

The Company is a resource exploration stage company, which does not generate any revenue and has been relying on equity-based financing to fund its operations. December 31, 2018, the Company was not able to finance its day to day activities from its operations and had a working capital deficiency of $478,603.

The Company will require additional financing either through equity or debt financing, sale of assets, joint venture arrangements or a combination thereof in order to meet its administrative costs and its obligation to develop its mineral properties. There is no assurance that sufficient future funding will be available on a timely basis or on terms acceptable to the Company.

The Company intends to finance its operations in the next twelve months by additional equity financings. Although the Company has a history of obtaining funding when needed in the past, readers are cautioned that there can be no assurance that management's plan to raise further financing will be successful, as it is dependent on prevailing capital market conditions and the continued supports from its related parties.

Related Party Transactions

The Company incurred the following transactions with key management members and the directors of the Company during 2018 and 2017:

	Nature	2018 $	2017 $
Key management	Rent	6,000	24,000
Key management	Management fees	491,281	331,048
Directors	Technical services for mineral properties	20,191	57,768
Key management and directors	Share-based payments	536,693	243,464

Included in the Company's due to related party is an amount owing to key management members of $14,072 (2017 - $29,994). Due to related party has the same terms as the Company's trade payable, which is unsecured and non-interest-bearing and due with no specific terms.

Off-Balance Sheet Arrangements

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

Significant Accounting Policies

The Company has not changed its accounting policies since its recent year ended December 31, 2017 and has applied accounting policies consistently for all periods presented except the adoption of IFRS 9 commencing January 1, 2018.

IFRS 9 addresses classification and measurement of financial assets. It replaces the multiple category and measurement models in IAS 39 Financial Instruments: Recognition and Measurement for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. Requirements for financial liabilities are largely carried forward from the existing requirements in IAS 39 except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss are generally recorded in other comprehensive income.

The following is the new accounting policy for financial instruments under IFRS 9:

Financial assets

(a) Recognition and measurement of financial assets

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

(b) Classification of financial assets

The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income ("FVTOCI") or measured at fair value through profit or loss ("FVTPL").

(i) Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost.

- The Company's business model for the such financial assets, is to hold the assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

The Company's receivables and note receivable are financial assets measured at amortized cost.

(ii) Financial assets measured at FVTPL

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

The Company's cash and cash equivalents are financial assets measured at FVTPL.

(iii) Financial assets measured at FVTOCI

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction cost directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income.

The Company's does not have any financial assets measured at FVTOCI.

(c) Derecognition of financial assets

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in the statement of loss and comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive loss.

Financial liabilities

(a) Recognition and measurement of financial liabilities

The Company recognizes financial liabilities when it becomes a party to the contractual provisions of the instruments.

(b) Classification of financial liabilities

The Company classifies financial liabilities at initial recognition as financial liabilities measured at amortized cost or measured at fair value through profit or loss.

(i) Financial liabilities measured at amortized cost

A financial liability at amortized cost is initially measured at fair value less transaction cost directly attributable to the issuance of the financial liability. Subsequently, the financial liability is measured at amortized cost based on the effective interest rate method.

The Company's accounts payable and accrued liabilities, due to related parties and note payable are financial liabilities measured at amortized cost.

(ii) Financial liabilities measured at FVTPL

A financial liability measured at FVTPL is initially measured at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial liability is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

The Company does not have any financial liabilities measured at FVTPL.

(c) Derecognition of financial liabilities

The Company derecognizes a financial liability when the financial liability is discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount is presented in the statement of financial position only when the Company has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

New Accounting Standards yet to Adopt

IFRS 16 Leases sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

The new standard supersedes the requirements in IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

Applicable to the Company's annual period beginning January 1, 2019 and the Company does not expect a material impact to its financial statements.

Financial Instruments

The Company's financial instruments are exposed to a number of financial and market risks, including credit, interest rate, liquidity and commodity risks. The Company may, or may not, establish from time to time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of cash flow of its operations would warrant such hedging activities. There was no change in the management of the financial risks compared to the prior year.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The financial instruments that potentially subject the Company to a significant concentration of credit risk consist of cash and cash equivalents. The Company mitigates its exposure to credit loss associated with cash and cash equivalents by placing its cash and cash equivalents in a major financial institution. As at December 31, 2018, the Company had cash equivalents of $2,300 in term deposits (2017 - $2,300).

Liquidity risk

Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due or that it will be required to meet them at excessive cost. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts, which are available on demand. The Company manages its liquidity risk mainly through raising funds from private placements and amounts from related parties.

The Company's operating cash requirements are continuously monitored and adjusted as input variables change. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner.

Commodity risk

The Company is subject to commodity price risk arising from the fluctuation of metal price beyond the Company's control. The Company may have difficulties to identify and acquire economically viable projects for the Company to invest in if metal prices are depressed in an extended period.

Interest rate risk

The Company is exposed to the risk that the value of financial instruments will change due to movements in market interest rates. As of December 31, 2018, and 2017, the Company has no interest-bearing debt with long-term maturities, and therefore does not believe that interest rate risk is significant. The Company does not use derivative instruments to reduce its interest rate risk as the Company's management believes that the likely financial impact of interest rate changes does not justify using derivatives.

Foreign currency risk

Foreign currency risk is the risk that the fair value of the Company's assets and liabilities will fluctuate due to changes in foreign exchange rates.

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The Company does not manage currency risk through hedging or other currency management tools.

As at December 31, 2018 and 2017, the Company's net exposure to foreign currency risk on its financial instruments is as follows:

	December 31, 2018	December 31, 2017
Cash	US$ 7,783	US$ 1,402
Other receivables	-	6,637
	US$ 7,783	US$ 8,039
Canadian dollar equivalent	$ 10,608	$ 10,085

A 5% change in the US dollar against the Canadian dollar at September 30, 2018 would result in a change of approximately $530 (2017 - $927) n comprehensive loss.

Fair value
Financial assets and liabilities that are recognized on the statement of financial position at fair value can be classified in a hierarchy that is based on the significance of the inputs used in making the measurements. The levels in the hierarchy are: Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and Level 3 - inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The Company does not have financial instruments measured at fair value.

The Company's financial instruments consists of cash and cash equivalents, other receivable, accounts payable and accrued liabilities, and due to related parties which are classified as amortized cost financial instruments. The fair values of these financial instruments approximate their carrying value due to their short-term nature.

Outstanding Share Data

As of the date of this report, the Company has 278,456,541 common shares, 83,173,469 share purchase warrants, and 20,800,000 stock options outstanding. Share purchase warrants and stock options are exercisable into common shares of the Company on a one-to-one basis.

Risk Factors

The principal activity of the Company is mineral exploration which is inherently risky. There is intensive government legislation from state, provincial, federal, municipal and aboriginal governments, surrounding the exploration for and production of minerals from our and any mining operations. Exploration and development is also capital intensive and the Company currently has no source of income. Only the skills of its management and staff in mineral exploration and exploration financing serve to mitigate these risks, and therefore constitute one of the main assets of the Company.

The Company has its cash deposited with a large, federally insured, commercial bank which it believes to be creditworthy. Federal deposit insurance covers deposit balances up to $100,000.

Title
Title to mineral properties, as well as the location of boundaries on the grounds may be disputed. Moreover, additional amounts may be required to be paid to surface right owners in connection with any mining development. At all of such properties where there are current or planned exploration activities, the Company believes that it has either contractual, statutory, or common law rights to make such use of the surface as is reasonably necessary relating to those activities. Although the Company believes it has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to its properties will not be challenged or impaired.

Successful challenges to the title of the Company's properties could impair the development of operations on those properties.

The Company's properties include unpatented mining claims, patented mining claims, and mineral rights on private lands. The Company's properties on unpatented mining claims, is land owned and administered by the U.S. government. A valid unpatented mining claim is an interest in real property that can be bought, sold, mortgaged, devised, leased and taxed, but it is always subject to the paramount title of the U.S. and the rights of third parties to use the surface of the claim in a manner that does not unreasonably interfere with the claimant's activities. Unpatented mining claims are mining claims located and staked on available federal public domain land in accordance with the U.S. General Mining Law of 1872, with dimensions not to exceed 600 feet by 1,500 feet for lode claims (which constitute the great majority of the Company's unpatented mining claims), or 20 acres for placer claims. The process of locating an unpatented mining claim is initiated by the locator. Unpatented mining claims can be staked without any invitation from or grant by the federal government or any state government. A valid unpatented mining claim must include a discovery of valuable minerals. Prior to discovery, however, a mining claimant has a possessory right to conduct mineral exploration and development activities on the claim. The locator of a valid unpatented mining claim has the right to explore for, develop and mine minerals discovered on the claim, subject to compliance with the annual maintenance requirements of the U.S. Federal Land Policy and Management Act of 1976 which currently requires timely payment of an annual maintenance fee in order to maintain an unpatented mining claim.

Unpatented mining claims are unique property interests, and are generally considered to be subject to greater title risk than private real property interests because the validity of unpatented mining claims is often uncertain. This uncertainty arises, in part, out of the complex federal and state laws and regulations that supplement the U.S. General Mining Law of 1872. Also, unpatented mining claims and related rights, such as rights to use the surface, are always subject to possible challenges by third parties or contests by the federal government. The validity of an unpatented mining claim, in terms of both its location and its maintenance, is dependent on strict compliance with a complex body of federal and state statutory and decisional law. In addition, there are few public records that definitively control the issues of validity and ownership of unpatented mining claims.

In recent years, the U.S. Congress has considered a number of proposed amendments to the General Mining Law, as well as comprehensive reform legislation. Although no such legislation has been adopted to date, there can be no assurance that such legislation will not be adopted in the future. If ever adopted, such legislation could, among other things, impose royalties on production from currently unpatented mining claims located on federal lands. If such legislation is ever adopted, it could have an adverse impact on earnings from the Company's operations, and it could reduce estimates of the Company's present resources and the amount of the Company's future exploration and development activity on federal lands.

Permits and Licenses
Although the Company either currently holds or has applied for or is about to apply for all consents which it requires to carry out its current drilling programs, the Company cannot be certain that it will receive the necessary permits and licenses on acceptable terms or at all, to conduct further exploration and to develop its properties. The failure to obtain such permits, or delays in obtaining such permits could adversely affect the operations of the Company. Government approvals and permits are currently and may in the future be required in connection with the operations of the Company. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from continuing its mining operations or from proceeding with planned exploration or development of mineral properties.

Exploration and Development Efforts May Be Unsuccessful
There is no certainty that the expenditures to be made by the Company in the exploration and development of its properties as described herein will result in discoveries of mineralized material in commercial quantities. Most exploration and development projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any level of recovery of ore reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates of reserves, mineable deposits and production costs can also be affected by such factors as

environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Lack of Cash Flow
None of the Company's properties have advanced to the commercial production stage and the Company has no history of earnings or cash flow from operations. The Company does not expect to generate material revenue from mining operations or to achieve self-sustaining commercial mining operations for several years.

The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. Historically, the only source of funds available to the Company is through the sale of its securities. Future additional equity financing would cause dilution to current shareholders.

No Mineral Resources or Reserves in Production
The properties in which the Company has an interest or right to earn an interest are in the exploration or pre-development stages only and are without a known body of ore in commercial production.

Uncertainty of Obtaining Additional Funding Requirements
Programs planned by the Company may necessitate additional funding, which could cause a dilution of the value of the investment of the shareholders of the Company. The recuperation value of mining properties indicated in the balance sheet depends on the discovery of mineralization that can be profitably exploited and on the Company's capacity to obtain additional funds to realize these programs.
The Company's exploration activities can therefore be interrupted at any moment if the Company is incapable of obtaining the necessary funds in order to continue any additional activities that are necessary and that are not described in the exploration programs outlined in the Company's geological report for its properties.

Mineral Prices May Not Support Corporate Profit
The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any substances discovered. The price of minerals is volatile over short periods of time, and is affected by numerous factors beyond the control of the Company, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining techniques.

Competition
The mining industry is intensively competitive in all its phases. The Company competes with companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for the recruitment and retention of qualified employees.

Environmental Regulations
The current and future operations of the Company, including further exploration, development activities and commencement of production on its properties, requires permits from various Canadian and U.S. Federal, Provincial and State governmental authorities.

Such operations are subject to various laws governing land use, the protection of the environment, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, mine safety and other matters. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures, production costs, reduction in levels of production at producing properties, require abandonment or delays in development of new mining properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Parties engaged in mining operations may be required to compensate those suffering loss or damage because of the mining activities and may have civil or criminal fines or penalties imposed for violation of applicable laws or regulations.

Uncertainty of Reserves and Mineralization Estimates
There are numerous uncertainties inherent in estimating proven and probable reserves and mineralization, including many factors beyond the control of the Company. The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurance can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to greater uncertainty and metals prices have fluctuated widely in the past. Declines in the market price of base or precious metals also may render reserves or mineralization containing relatively lower grades of ore uneconomic to exploit. Changes in operating and capital costs and other factors including, but not limited to, short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades, may materially and adversely affect reserves.

Foreign Operations
The Company's foreign activities are subject to the risk normally associated with conducting business in foreign countries, including exchange controls and currency fluctuations, limitations on repatriation of earnings, foreign taxation, laws or policies of particular countries, labor practices and disputes, and uncertain political and economic environments, as well as risk of war and civil disturbances, or other risk that could cause exploration or development difficulties or stoppages, restrict the movement of funds or result in the deprivation or loss of contract rights or the taking of property by nationalization or expropriation without fair compensation. Foreign operations could also be adversely impacted by laws and policies affecting foreign trade, investment and taxation. The Company currently has exploration projects located in the U.S.

Operating Hazards and Risks Associated with the Mining Industry
Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Hazards such as unusual or unexpected formations and other conditions are involved.

Operations in which the Company has direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage. The Company may become subject to liability for cave-ins and other hazards for which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration activities.

Ability to Manage Growth
Should the Company be successful in its efforts to develop its mineral properties or to raise capital for other mining ventures it will experience significant growth in operations. If this occurs management anticipates that additional expansion will be required to continue development. Any expansion of the Company's business would place further

demands on its management, operational capacity and financial resources. The failure to manage growth effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

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

Possible Dilution to Present and Prospective Shareholders
The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares, or securities convertible into common shares, would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence on Key Personnel
The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

Conflict of Interest
Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

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

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

Forward Looking Statements

Certain statements contained in this Management Discussion and Analysis constitute "forward-looking statements". These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Information concerning the interpretation of drill results, mineral resource and reserve estimates and capital cost estimates may also be deemed as forward-looking statements as such information constitutes a prediction of what mineralization might be found to be present and how much capital will be required if and when a project is actually developed. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this Management Discussion and Analysis should not be relied upon. These statements speak only as of the date of this Management Discussion and Analysis. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by forward-looking statements contained in this

Management Discussion and Analysis. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the supply and demand for, deliveries of, and the level and volatility of prices of copper or other mineral commodities under exploration;
- the availability of financing for the Company's exploration and development projects on reasonable terms;
- the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- the ability to attract and retain skilled staff;
- market competition;
- the accuracy of our resource estimate (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which it is based; and
- tax benefits and tax rates.

These forward-looking statements involve risks and uncertainties relating to, among other things, risks related to international operations, actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, as well as those factors discussed in the section "Risk Factors". Factors that could cause actual results to differ materially include, but are not limited to, the risk factors discussed in the section. The Company cautions that the foregoing list of important factors is not exhaustive. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

ADDITIONAL INFORMATION

Officers And Directors

Giulio T. Bonifacio, CPA	President and Chairman of the Board of Director (Since March 2019)
Gianni Kovacevic	Director, and CEO (Since March 2019)
Tony Ricci, CPA, CA	Director, CFO
Kenneth Cunningham	Director
Gavin C. Dirom	Director
Steve Bastable	Director (Since September 2018)