COPPER FOX METALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED OCTOBER 31, 2017

As at February 22, 2018

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**") audited consolidated financial statements for the year ended October 31, 2017 and the related notes thereto.

All of the Company's material subsidiaries are wholly owned except for Carmax Mining Corp. ("**Carmax"**) of which the Company owns 60.38% of the outstanding common shares as at October 31, 2017. The consolidated financial statements include 100% of the assets and liabilities related to Carmax and include a non-controlling interest representing 39.62% of Carmax's assets and liabilities not owned by the Company. Accounting policies are applied consistently throughout all consolidated entities.

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

All amounts expressed are in Canadian dollars unless otherwise stated. The MD&A is current as of February 22, 2018 and was reviewed, approved and authorized for issue by the Company's Audit Committee on behalf of the Company's Board of Directors on the aforementioned date.

Description of Business

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

Copper Fox's wholly-owned subsidiaries are Desert Fox Copper Inc. ("**Desert Fox**") and Northern Fox Copper Inc. ("**Northern Fox**"). Desert Fox has an office space in Miami, Arizona and holds the US assets of the Company and Northern Fox holds the investment in Carmax. 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 exposure to the Eaglehead copper-molybdenum-gold project through its controlling interest in Carmax.

The Company established Desert Fox and Northern Fox in order 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 in Arizona (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.

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

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

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

Qualified Person

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

2. FORWARD-LOOKING STATEMENTS

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

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

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

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

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

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

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

3. YEAR ENDED OCTOBER 31, 2017 HIGHLIGHTS AND SIGNIFICANT EVENTS

On February 2, 2017, the SCJV Management Committee approved a $0.9 million budget to complete among other activities; resource remodels of the Schaft Creek copper-gold-molybdenum deposit and obtain a Multi-Year Area Based Permit ("**MYAB**"). The main activities covered pursuant to a MYAB permit include approval for up to 50 diamond drill holes, 5 kms of new drill road and 20 kms of line cutting; none of which were completed in 2017.

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

On March 2, 2017, Copper Fox reported that compilation of the 2015 and 2016 rock sampling programs on its Mineral Mountain project outlined porphyry style copper-molybdenum-gold mineralization in Potassic and Phyllic altered Laramide age rocks over an area that measures approximately 3 kms by 1.5 kms.

On April 12, 2017, Copper Fox announced that its wholly owned subsidiary, Desert Fox Van Dyke Co., retained NV5 Inc. ("**NV5**") to commence preparation of the documentation to obtain Class III permits to complete an eight well pilot scale in situ leach ("**ISL**") test on the Van Dyke oxide copper project located in Miami, Arizona. The cost to acquire the APP and UIC permits was estimated to be US $425,000. The time required to obtain the permits was expected to be one year.

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

On May 30, 2017, Copper Fox issued a news release to clarify and retract all technical disclosures made by the Company regarding the resource estimate contained in a National Instrument 43-101 Technical Report dated June 29, 2012 prepared on behalf of Carmax on Carmax's 100% owned Eaglehead copper-molybdenum-gold project located in northern British Columbia. Copper Fox did not independently verified the resource estimate contained in the 2012 Technical Report and therefore the resource estimate cannot be relied on by Copper Fox. The Company removed all reference to the resource estimates on its website and other investor relation materials and cautions readers that the retracted disclosure may persist in the public domain.

On July 17, 2017, the Company announced the Supreme Court's judgment on the Petitioners' challenge to the decision of the Chief Gold Commissioner ("**CGC**") for the province of British Columbia related to ownership of Carmax's Eaglehead project. The Supreme Court dismissed the Petitioners' request for an order setting aside the CGC's decision. The petitioners had 30 days to file an appeal with the BC Court of Appeal.

On July 21, 2017, the Company announced the results of a report entitled "Technical Report on the Eaglehead Project", Effective Date July 10, 2017, prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects*. The technical report was prepared by Moose Mountain Technical Services, Mr. Robert Lane, MSc. P.Geo., as the Qualified Person. The Report was filed on SEDAR and uploaded to the Company's website.

On July 27, 2017, Copper Fox announce that it closed the previously announced non-brokered private placement, raising aggregate gross proceeds of $1,100,000 through the sale of 9,166,665 Units at a price of $0.12 per Unit. The Offering was oversubscribed by $350,000. The Offering included subscriptions by three insiders of the Company. Mr. Ernesto Echavarria, a director, insider and control person of the Company (as defined by the policies of the TSX Venture Exchange) purchased 4,791,666 Units.

On August 23, 2017, Copper Fox announce that the appeal period for the court's decision regarding the judicial review of the decision of the CGC in respect of Carmax Mining Corp.'s Eaglehead Project had expired and that no appeal had been filed.

On September 14, 2017, Copper Fox announced that Carmax had executed a Communications Agreement with the Tahltan Central Government related to ongoing and future activities contemplated by Carmax within the traditional territory of the Tahltan First Nation.

On September 21 2017, Copper Fox announced an update on the permitting process on its Van Dyke oxide copper project. Modeling the Pollution Management Area, Discharge Impact Area, Cone of Depression and Point of Compliance work, and abandonment plans required for the permit applications were completed to draft status.

Copper Fox determined that the optimal site for the ISL test is located on land to which Copper Fox owns the mineral rights and a third party owns the surface rights. Accordingly, Copper Fox temporarily suspended the work on the permit applications pending the outcome of discussions with the surface owner. The time required to complete the discussion with the surface owner is not known and there are no assurances such discussion will be successful.

Subsequent to Year End

On November 17, 2017, Copper Fox announced that the shareholders of Carmax passed a special resolution to consolidate its issued share capital on a 2:1 basis. Carmax's common shares commenced trading on a post-consolidation basis at market open on Friday, November 17, 2017 under the symbol CUX.

On January 24, 2018, the SCJV Management Committee approved a $0.8 million budget to complete among other activities; (i) desktop studies to investigate various scenarios in which to add value to the Schaft Creek project; (ii) collection of environmental data; and (iii) permitting and social activities. The objective of the desktop studies are to investigate the potential of a smaller scale, higher grade scenario for the Schaft Creek project. The work at the Schaft Creek project will be funded and managed by Teck.

On February 6, 2018, Copper Fox announces that the remodeling work completed by Teck, the Operator of the Schaft Creek Joint Venture, found no material change to the 2012 resource estimate included in the 2013 feasibility study on the Schaft Creek project and the 2013 Schaft Creek Feasibility Study remains current. If upon completion of the 2018 desktop studies, the SCJV concludes that there is the potential to materially change project economics, the SCJV will assess the timing and scope of further studies and a NI 43-101 Technical Report if warranted.

The objective of the desktop studies announced as part of the 2018 work program at Schaft Creek includes taking a multi-path approach to the project by investigating various sizing scenarios with the objective of adding value to the Schaft Creek project.

On February 12, 2018. Copper Fox announced the results of a compilation of all available historical and current data completed by Carmax on its 100% owned Eaglehead porphyry copper project. The compilation identified the presence a calc-alkalic polymetallic porphyry copper system and the existence of six zone of porphyry mineralization within a large mineralized corridor that correlates with a 6,000m long open ended positive chargeability anomaly (+ 10 millirad). The work also identified two large exploration targets and concluded that the entire Eaglehead intrusive is prospective of porphyry copper mineralization. The absence of drilling and the continuity of the chargeability anomaly between mineralized zones suggest that two or more of these zones may be connected forming a larger zone of mineralization.

4. PROPERTY SUMMARY

The copper industry has seen significant positive gains in metal prices over the past year. The lack of capital investment in new mines, increasing demand for copper from traditional and new sources compounded by supply disruption and declining head grades is forecast to create a supply deficit in the copper industry commencing as early as 2018.

The forecasted supply deficit in copper and increasing geopolitical issues in foreign jurisdictions suggest that large advanced stage projects located in stable jurisdictions such as the Schaft Creek project would be required to fill the forecasted supply deficit going forward. The long lead time required to advance a project from discovery to the feasibility stage is historically approximately 25 years, assuming no delays, and is expected to have an impact on the copper supply going forward.

Copper Fox's strategy is to build asset value through exploration by advancing either its exploration stage projects to the drill ready stage or its investment in Carmax to the point where a decision can be made to commence preliminary engineering and economic studies. These studies establish a Net Present Value ("**NPV**") and Internal Rate of Return ("**IRR**") for a project, and if positive, can be used to determine if additional project expenditures are warranted.

Copper Fox's project portfolio consists of both exploration and advanced stage properties as well as a controlling interest in a public company that has an advanced exploration stage porphyry copper project.

Copper Fox has two projects where independent National Instrument 43-101 Technical Reports demonstrate positive Net Present Value and Internal Rate of Return. Copper Fox's other projects and Investment are at the exploration stage and provide the potential to add incremental asset value by way of exploration, assuming exploration success. Copper Fox, like other junior resource companies, rely on equity markets to raise funds to continue exploration and or development of its projects. Over the last five years, junior resource companies were out of favor with the equity markets, primarily due to low commodity prices. As such, Copper Fox's level of activity and share price has been impacted by the down turn in equity markets toward resource based companies, as well as other factors including but not limited to low copper prices.

For the year ended 2017, the foreign exchange between the Canadian and United States dollar increased the costs of activities in the United States. The ownership of the mineral title on the Eaglehead project was not resolved until the end of August 2017, which negated Carmax's ability to conduct a meaningful exploration program on its Eaglehead project in northern British Columbia. The third party discussions related to the proposed site for the pilot scale test at the Van Dyke project took longer than estimated which led to suspending preparation of the permits applications until access to the proposed site is obtained. As previously indicated, there is no assurance that these discussions will lead to gaining access to the proposed site.

Copper Fox's preliminary 2018 exploration plans and budgets are set out in this MD&A. The final budgets and programs will be announced when finalized and approved by the board. Copper Fox will continue to seek an industry partner to advance the exploration of the Mineral Mountain and Sombrero Butte copper projects in Arizona.

Schaft Creek Project

Copper Fox's primary asset is a 25% working interest in the Schaft Creek Joint Venture. 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 of mine facilities.

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

By way of example, assuming the existing 75% interest held by Teck and the 25% interest held by the Company remain unchanged, pre-production expenditures on the Schaft Creek Project would have to exceed a cumulative total of $220 million in order to eliminate the two cash milestone payments payable to the Company through set-off, after which Teck would be obligated to fund the Company's pro-rata share of additional pre-production costs by way of loan to the Company (at prime plus 2%).

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 ("**TPD**") flotation/open pit mine with Proven and Probable Reserves as follows:

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

The Proven and Probable Reserve are deemed sufficient to support a 21 year mine life and contain 5.6 billion pounds of copper, 373.5 million pounds of molybdenum, 6.03 million ounces of gold, and 51.7 million ounces of silver. The Feasibility Study suggested annual production from the Schaft Creek project would be in the order of 230 million pounds of copper, 201,000 ounces gold, 1.2 million ounces silver and 10.2 million pounds of molybdenum.

The Feasibility Study concludes that the Schaft Creek deposit hosts a Measured and Indicated Resource of 1.2 billion tonnes, grading 0.26% copper, 0.017% molybdenum, 0.19 g/t gold and 1.69 g/t silver as well as a 597.2 million tonne Inferred Resource grading 0.22% copper, 0.016% molybdenum, 0.17 g/t gold and 1.65 g/t silver. *The above stated Proven and Probable Reserves for the Schaft Creek project are included within the stated Measured and Indicated Resources.*

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 per pound.

In July 2013, Copper Fox and Teck created the SCJV to further explore and develop the Schaft Creek project. Pursuant to the Joint Venture agreement, among other commitments, Teck is responsible for funding the first $60 million in pre-production expenditures at Schaft Creek. As of the date of the MD&A, Teck has funded approximately $20 million of work on the Schaft Creek project since mid-2013.

Between 2013 and 2016, the SCJV reviewed a number of the major components of the 2013 feasibility study on the Schaft Creek project. These activities included collection of additional geotechnical, baseline environmental and structural data, a limited amount of diamond drilling, surface exploration and social and cultural interaction with the Tahltan First Nation.

In 2013, the drilling (8 drill holes) completed by the SCJV tested several Inferred Resource blocks contained within the 2012 Schaft Creek resource block model.

In 2014, the SCJV commenced work to support a conceptual 12 year initial mine plan for the Liard zone. A review of the Life of Mine ("**LOM**") pit slope design set out in the 2013 feasibility study as well as mapping and core re-logging to collect additional geotechnical information to be used in future pit slope stability studies were completed. Surface exploration located the LaCasse zone, an area of copper and gold mineralization that measures 1,300m long by 800m wide north of the Discovery zone. Diamond drilling on the LaCasse zone intersected narrow intervals of low grade copper mineralization that are interpreted to be the up dip extension to the mineralization intersected in the Discovery zone located by Copper Fox in 2012.

Variability test work completed by the SCJV indicated that the mill design set out in the 2013 feasibility study based on the GeoMet Units (based on 50th percentile of hardness) suggested that throughput could range from 118,000 to 153,000 tonnes per day at a 150 micron flotation feed size. The review of the geotechnical, comminution and electrical requirement for the project found similar results to that set forth in the 2013 Feasibility Study. Mapping of the proposed tailings impoundment area yielded positive results due to the presence of surficial materials that could impact the design of the facility. This work also eliminated the concern related to the existence of a large slope sagging feature in the area of the proposed tailing storage facility reported in the 2013 feasibility study.

By the end of 2015, approximately 43,000m of historical drill core had been re-logged by the SCJV. This data was used to update the geological model and gain a better understanding of the structural controls and distribution of the mineralization in the Schaft Creek deposit. Surface mapping, geochemical and geophysical surveys located several new exploration targets both north and south of the Schaft Creek deposit.

In 2016, the SCJV voluntarily withdrew from the Environmental Assessment ("**EA**") process and its position in the queue for the Northwest Transmission Line ("**NTL**"). The SCJV was of the opinion that there were no technical or procedural disadvantages to leaving these processes. Re-entering the EA process or returning to the NTL queue at a later date is not foreseen by the SCJV to be problematic.

In January 2017, the SCJV approved a $0.9 million budget to complete a remodel of the resource estimate contained in the 2013 Feasibility Study, collection of environmental baseline data, the application for a MYAB permit and continue discussions with the Tahltan First Nation.

The remodeling work took considerably longer than originally anticipated. Although the approach taken in 2017 to the resource remodel was different than that used in 2012, the remodeling work completed by Teck, the Operator of the Schaft Creek Joint Venture, found no material change to the 2012 resource estimate included in the 2013 feasibility study on the Schaft Creek project. The SCJV also concluded that the 2013 Schaft Creek Feasibility Study remains current. If upon completion of the desktop studies planned for 2018, the SCJV concludes that there is the potential to materially change project economics, the SCJV will assess the timing and scope of further studies and a NI 43-101 Technical Report if warranted.

The collection of environmental baseline data, the application for the MYAB permit and ongoing consultation with the Tahltan First Nations were completed. In 2017, Copper Fox incurred $45,224 in consulting fees and projects costs on the Schaft Creek project.

In January 2018, the SCJV approved a budget and program estimated to cost approximately $0.8 million to complete among other activities; desk top studies to investigate the potential of a multi-phased approach to the Schaft Creek project. The 2013 Feasibility Study on the Schaft Creek project completed by Copper Fox contemplated a 130,000 tpd mining and milling operation. The SCJV in 2018 plan to utilize a multi-phased approach to investigate the effects of a smaller scale, higher grade scenario for the Schaft Creek project. The work at the Schaft Creek project will be funded and managed by Teck. As at the date of this MD&A the SCJV have not received comments from the Ministry of Mines for the province of British Columbia related to the MYAB permit for the Schaft Creek project.

Van Dyke Project

In 2012, Copper Fox acquired Bell Copper's interests in the Van Dyke copper project ("**Van Dyke**") located in Miami, Arizona. Acquisition costs were CDN $500,000 in cash to Bell Copper, $1,499,400 (US $1,500,000) to the Vendors (owners of the Van Dyke project) and 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 ("**NSR**") production royalty from the Van Dyke deposit.

Copper Fox, through its wholly owned subsidiary, owns a 100% working interest in the Van Dyke project located in the Globe-Miami Mining District in Arizona. The projects consists of 531.5 hectares (1,312.8 acres) of mineral rights and 5.75 hectares (14.02 acres) of surface rights.

Between 1968 and 1980 the Van Dyke deposit was explored by Occidental Minerals Corporation which included obtaining the permits required to complete two successful ISL tests on a portion of the Van Dyke copper deposit. Kocide Chemicals obtained permits to produced copper from the Van Dyke deposit using the ISL recovery method between 1988 and 1990.
Since commencing activities in 2013, Copper Fox took a systematic three stage approach to advance the project with the objective of establishing a potential value of the Van Dyke oxide copper deposit. The first stage consisted of accumulating and cataloguing all available historical information including the operating information and copper production statistics generated by the ISL tests completed by Occidental Minerals Corporation and Kocide Chemicals on the Van Dyke deposit.

The second stage consisted of completing the technical work required to verify the historical information and advance the project to the Preliminary Economic Assessment stage. This stage included diamond drilling (PQ core diameter), In-Situ Pressure Leach testing (8 samples) of the oxide copper mineralization to determine copper recoveries, environmental baseline studies, hydrology studies, fluid mechanics, scoping level engineering studies, and a maiden mineral resource estimate pursuant to National Instrument 43-101, *Standards of Disclosure for Mineral Projects.*

The resource estimate prepared by Moose Mountain Technical Services ("**MMTS**") and the NI 43-101 Technical Report disclosing the resource estimate was filed on SEDAR on February 2, 2015, Ms. Sue Bird – P. Eng., as the Qualified Person. The Inferred Resource (Base Case at 0.05% total copper cut-off) consists of 261.7 million tonnes grading 0.25% and 1.44 billion pounds of total copper. The modelling completed during the resource estimation suggests that the copper mineralization is open to the west and southwest.

The third stage included completion 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 19, 2017) prepared under the direction of MMTS, Mr. Jim Gray, P.Eng., et. al. as the Qualified Persons. The Preliminary Economic Assessment ("**PEA**") is an independent assessment of the historical and current results from the Van Dyke project and provided recommendations for further work.

The PEA recommended that a pre-feasibility study be completed. The pre-feasibility study (estimated cost – US $16.6 million) consists of, among other activities, a 10,000m diamond drilling program to upgrade the inferred resource to a higher resource category and an eight hole pilot ISL test program to investigate; soluble copper recoveries, hydraulic connectivity, hydrology and other geotechnical parameters of the Van Dyke oxide copper deposit.

The PEA on the Van Dyke project reports an after-tax NPV of US $149.5 million and IRR of 27.9% based on a long term copper price of US $3.00/lb and an Inferred Resource of 183 million tonnes containing 1.33 billion pounds of copper at an average total copper grade of 0.33%. The effect of the 2018 reduction in the United States corporate tax rate from 35% to 21% has not been incorporated into the 2015 PEA for the Van Dyke project.

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.

In 2016, Copper Fox commenced the process to obtain the necessary permits for the proposed pilot scale leach tests by retaining NV5 of Phoenix, Arizona to completed a Data Gap Analysis to determine the timing and estimated costs to obtain the main permits required for the proposed ISL pilot test program. The estimated cost was US $425,000 and a one year time frame required to obtain the permits.
The objective of the permitting process is to obtain a Class III; Underground Injection Control ("**UIC**") permit and an Aquifer Protection ("**AP**") permit which if acquired; is good for the life of the project. The Class III permits allows an easier transition from pilot scale testing to further development of the project. In 2017, NV5 completed to draft status; modeling of the Pollution Management Area, the Discharge Impact Area, the Cone of Depression and Points of Compliance as well as the abandonment plans for the proposed test site.

The optimal site for the proposed ISL test is on land to which Copper Fox owns the mineral rights and another company owns the surface rights. Because the information required by the regulatory authorities for the UIC and AP applications is site specific, Copper Fox suspended the work on the permit applications pending the outcome of discussions with the surface owner. As of the date of this MD&A, discussions with the surface owner have not resumed.

For the year ended October 31, 2017, Copper Fox incurred $164,476 (US $125,669) in expenditures towards the Van Dyke project, primarily related to the work completed by NV5, annual property maintenance fees, core storage and preliminary discussions with Arizona Department of Environmental Quality. As of October 31, 2017, Copper Fox has incurred $9,798,264 (US $7,600,267) in expenditures, which includes the acquisition and exploration costs as well as completion of the PEA.

Due to the $US:$CAN foreign exchange and lack of progress on obtaining access to the site of the proposed ISL test, Copper Fox at this time has no work planned for the Van Dyke project in 2018. Copper Fox will continue to review options available to it related to advancing the Van Dyke project, including seeking an Industry partner to fund and advance the Van Dyke project.

Sombrero Butte Project

Sombrero Butte is an exploration stage project located in the Bunker Hill District, 44 miles northeast of Tucson, Arizona consisting of three Arizona exploration permits, 81 BLM claims and 3 patented mineral claims covering approximately 1,388.9 ha (3,432.5 acres).

Copper Fox is required to make US $40,000 annual option payments on certain mineral and patented claims held by an arms-length third party that are included within the Sombrero Butte project. On completion of these annual payments (US $160,000 remains to be paid), Copper Fox will hold an undivided 100% working interest in the Sombrero Butte property. The option agreement is in good standing until October 2018.

The project is located in the Laramide Porphyry Copper Province in Arizona and contains two clusters of mineralized breccia pipes which elsewhere in the district are known to overlie buried porphyry copper deposits. A total of 40 mineralized breccia pipes and 12 breccia pipes that contain the mineral dickite (indicative of a porphyry environment) have been located on the property. Dickite is an indicator alteration mineral that occurs in multiple porphyry copper deposits throughout the Arizona copper belt, including BHP's San Manuel/Kalamazoo deposit.

Since commencing activities in 2013, Copper Fox has identified two exploration targets on the Sombrero Butte project. The first target consists of a large (4,000m long by 600m wide) chargeability anomaly, mineralized breccia pipes, copper mineralization in historical drill hole cuttings, mineralized vein systems in outcrop and potassic alteration. The second target is characterised by a smaller (600m long by 700m wide) chargeability anomaly, tourmaline veined potassic altered country rock and a number of mineralized and non-mineralized breccia pipes. The mineralized breccia pipes are characterized by different style of mineralization, geochemical associations and fragments of mineralized and non-mineralized country rock. Compilation work completed in 2017 shows that the 2015 Titan-24 geophysical survey mapped the down dip extensions of mineralized breccia pipes. No field work was completed on this project during 2017.

For the year-ended October 31, 2017, Copper Fox incurred $99,902 (US $76,331) in expenditures towards the Sombrero Butte project related to core storage, option payment and expenses related to maintain the claims and exploration permits in good standing until August 30, 2018. As of October 31, 2017, Copper Fox has incurred $1,944,948 (US $1,508,647) in expenditures, which includes the acquisition and exploration costs.

In 2018, Copper Fox is planning a surface mapping and sampling program to better define the surface alteration patterns related to the positive chargeability anomalies outlined in 2015. The work is subject to board approval and is to be completed on the Arizona Exploration permits at an estimated cost of approximately $25,000. This work if approved is expected to be completed before the end of July 2018.

Mineral Mountain Project

The Mineral Mountain project is an early stage exploration project in the Laramide Porphyry Copper Province in Arizona and is located on the same structural trend that hosts the Globe-Miami, Resolution, Florence and Casa Grande copper deposits. The property is located between the Florence copper deposit and the Resolution copper deposit and is underlain by Precambrian age Pinal Schist, diabase and granite that has been intruded by Laramide age quartz monzonite, granodiorite and hornblende dacite dikes.

The property is 100% owned by Copper Fox and consists of one Arizona exploration permit (725 acres) and 209 BLM claims (4,318 acres) covering approximately 2,043 ha.

Field work completed in 2015 and 2016, resulted in the delineation of an exploration target that measures approximately 1,100m by 900m of porphyry style copper-molybdenum-gold mineralization hosted in an (2.5km by 1.1km) area of potassic and phyllic altered Laramide age Quartz Monzonite and Granodiorite. A significant number of samples from within this area returned between 1% and up to 6.6% copper due to the presence of chalcocite and covellite. The sampling suggests that the mineralized area is open in two directions.

No field work was completed on the Mineral Mountain project in 2017. Copper Fox incurred expenditures of $114,510 ($87,492) on this project in 2017 primarily related to maintaining the mineral claims in good standing, assessing the mineral potential of the area immediately east of the project, field visits and compilation of historical exploration data. As of October 31, 2017 the Company has incurred $347,483 (US $269,534) in expenditures over the life of the project, by completing a regional geochemical assessment, locating claims, annual claim fees to the Bureau of Land Management ("BLM") and acquiring an Arizona Exploration permit.

The compilation work showed that eight bulldozer trenches ranging in length from 30 to 62m were completed along portions of the Induced Polarization survey lines. The Induced polarization survey was completed in 1970 and identified a positive chargeability anomaly over the area where the 2016 sampling outlined the 1,100m by 900m zones of porphyry copper mineralization.

Copper Fox's preliminary plans for 2018 include a two stage approached to advance the project to the drill ready stage. The first stage consists of re-sampling of the historical trenches to demonstrate continuity and metal concentrations of the mineralization within the trenches. If positive results are obtained from the trench sampling, stage 2 would consists of a Quantec Titan-24 DCIP geophysical survey to verify and map the historical chargeability and resistivity signatures of the mineralized zone identified in 2016. The total estimated cost and timing of the re-sampling and geophysical program is currently being compiled and will be announced by way of news release when finalized and approved by the board. Timing on completion of the geophysical survey is subject to the availability of the Quantec Titan-24 system.

Eaglehead Project

Copper Fox, through its wholly owned subsidiary Northern Fox, owns 60.38% of the common shares of Carmax Mining Corp. ("**Carmax**"). Copper Fox's equity interest decreased on August 28, 2017 from 65.40% to 60.38% due to the Company not participating in a 4,250,000 shares private placement for Carmax. Carmax holds a 100% working interest in the Eaglehead copper-molybdenum-gold-silver property (13,540 ha) located in the Liard Mining Division, approximately 40 kilometers east of Dease Lake in northern British Columbia.

In 2014, Copper Fox made its initial investment of $1,000,000 in Carmax with additional investments completed in 2015 and 2016 to fund exploration programs. Between 2014 and 2016 Carmax completed a number of exploration activities including re-logging of 20,235m of historical drill core, drilled 3,414m in six drill holes, airborne and ground geophysical surveys and two preliminary metallurgical test work programs. The six diamond drill holes completed in 2014 and 2015 tested the interpreted correlation between the Quantec Titan-24 chargeability signature and copper mineralization.

The objectives of the 2014-2016 work programs were to eliminate "legacy data" issues generated by previous exploration programs; assess the porphyry potential of the project and technical de-risking the project. Legacy data issues are normal in long life projects such as Eaglehead primarily due to the changing exploration standards, analytical techniques, core logging standards and exploration approach of the companies involved over the life of the project. Between 2014 and 2016 Carmax focussed its efforts on the Bornite, East and Pass zones of porphyry style copper style mineralization.

The preliminary metallurgical test work conducted in 2015 and 2016 yielded positive results. The work included locked cycle tests, Bond Ball Mill Work Index (BWI) tests and Bond Abrasion Index (AI) tests. Bond Ball Mill Work Index (BWI) and Bond Abrasion Index (AI) testing categorized the mineralization as hard and very hard with medium to abrasive indices.

Locked cycle tests yielded a final copper-molybdenite bulk concentrate that assayed 29.6% Cu, 2.72% Mo, 28.2 g/t Au, and 175.9 g/t Ag with estimated metal recoveries of 89.9% copper, 71.1% molybdenite, 78.6% gold, and 78.1% silver. The copper-molybdenite concentrate contained very low concentrations of arsenic, selenium and tin. Further preliminary metallurgical test work was recommended to optimize the recovery process and investigate the possibility of producing a separate high grade Molybdenum concentrate.

In July, 2017 Copper Fox completed a "Technical Report on the Eaglehead Project", with an Effective Date July 10, 2017 (the "**Report**") prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects*. The technical report was prepared by Moose Mountain Technical Services ("**MMTS**"), Mr. Robert Lane, MSc. P.Geo., as Qualified Person ("**QP**"). The technical report is filed on SEDAR and uploaded to the Company's website.

The highlights of the Report are set out below:

- The Eaglehead Project hosts a calc-alkalic porphyry copper-molybdenum-gold-silver system of significance.
- A multi-parameter exploration program estimated to cost $C4.95 million is warranted to more fully evaluate the potential of the Project to host an economic calc-alkalic porphyry Cu-Mo-Au-Ag deposit.
- The proposed recommended exploration program includes among other activities 11,000m of drilling, preliminary metallurgical testwork and geophysical surveys.
- Six zones of copper-molybdenum-gold-silver mineralization occur within a prospective, mineralized corridor (0.5-1.5 km in width and in excess of 8 km long) characterized by:
  - a 10 km long, semi-continuous copper and molybdenum in soil geochemical anomaly,
  - a 6 km long, open ended chargeability high anomaly, within which five zones of copper-molybdenum-gold-silver mineralization are located. This anomaly averages 900m wide and is open below a depth of 500m,
  - moderate to intense potassic (principally K-feldspar), pervasive phyllic (sericitic) and late propylitic alteration of the mineralized intrusive host rocks,
  - multiple phases of mineralization, consisting primarily of chalcopyrite and bornite with minor molybdenite in quartz veins, quartz stockworks, and zones of fracturing and brecciation,
  - drilling intersected good grades of copper-molybdenum-gold-silver over intervals up to 521.2m length in 120 of 126 holes completed to-date.

Copper Fox incurred expenditures of $67,845 on the Eaglehead project in 2017 related to preparation of the above mentioned Technical Report. Due to the late delivery of the court's decision on the ownership of the mineral tenures, Carmax was not able to complete an exploration program at Eaglehead due to the limited time remaining in the 2017 summer field season.

In February 2018 Copper Fox announced the results of a compilation study of all available historical and current exploration work on the Eaglehead project. The objective of the compilation was to assess the porphyry copper potential of the Eaglehead project. This work identified two large target areas, neither of which have been explored. The compilation also indicated that the chargeability signature suggests continuity of the mineralization between the mineralized zones. The areas between the mineralized zones have not been drill tested which suggests the possibility that several of the mineralized zones could be connected. The compilation also suggests that the entire Eaglehead intrusion is prospective to host porphyry copper style mineralization thereby significantly expanding the exploration potential of the Project.

Going forward, Copper Fox intends to work with Carmax to prepare the 2018 exploration program and estimated cost thereof. All work contemplated on the Eaglehead project in 2018 is contingent on Carmax's ability to raise the funding required for the 2018 program. A Notice of Work ("**NOW**") has been filed with the government of British Columbia in anticipation of completion of a 2018 exploration program. It is expected that receipt of approval for the NOW could take 3-4 months due to the review by the Ministry of Mines and First Nation consultation requirements. Details of the proposed 2018 exploration program for the Eaglehead project will be reported when received from Carmax.

5. SELECTED ANNUAL RESULTS

	October 31, 2017 *Year Ended*	**October 31, 2016** *Year Ended*	**October 31, 2015** *Year Ended*
Loss before taxes	$ 1,456,055	$ 1,667,161	$ 1,910,352
Net loss	1,200,857	1,070,949	1,546,398
Comprehensive loss	1,643,630	748,363	20,215
Comprehensive Loss per Share, Basic and Diluted	0.00	0.00	0.00
Weighted Average Number of Shares Outstanding	**430,224,452**	**419,326,720**	**407,660,044**
Financial Position			
Total assets	$ 79,737,101	$ 80,323,388	$ 79,601,459
Non-current liabilities	$ 2,148,690	$ 2,389,297	$ 2,984,494

6. SUMMARY OF QUARTERLY RESULTS

The quarterly results are as follows:

	October 31, 2017 *3 months ended*	**July 31, 2017** *3 months ended*	**April 30, 2017** *3 months ended*	**January 31, 2017** *3 months ended*
Loss before taxes	$ 400,188	$ 395,888	$ 453,045	$ 207,014
Net loss	144,910	395,888	453,045	207,014
Comprehensive loss/(gain)	(322,819)	1,637,337	(220,645)	549,757
Comprehensive loss/(gain) per share, basic and diluted		0.00	(0.00)	0.00

	October 31, 2016 *3 months ended*	**July 31, 2016** *3 months ended*	**April 30, 2016** *3 months ended*	**January 31, 2016** *3 months ended*
Loss before non-operating items and taxes	$ 633,383	$ 305,814	$ 413,437	$ 314,527
Net loss	37,171	305,814	413,437	314,527
Comprehensive loss/(gain)	(724,814)	(201,748)	1,995,501	(284,576)
Comprehensive loss/(gain) per share, basic and diluted	(0.00)	(0.00)	0.00	(0.00)

The Company's quarterly operating expenses decreased in Q4 2017 compared to Q4 2016, as a result of the investment impairment offset by the flow-through share premium liability income in Q4 2016.

7. DISCUSSION OF OPERATIONS

All of 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 audited annual financial statements for the year ended October 31, 2017 for Copper Fox's "*Basis of Presentation and Significant Accounting Policies*".

For the years ended October 31, 2017 and 2016, the consolidated expenses were:

	Year Ended	
	October 31, 2017	October 31, 2016
Expenses:		
Administration	$ 1,167,066	$ 1,083,049
Depreciation, amortization and accretion	26,271	31,387
Impairment of investment	-	652,480
Professional fees	282,852	288,922
Interest and other income	(20,134)	(388,676)
Loss Before Taxes	**$ 1,456,055**	**$ 1,667,161**

Year Ended October 31, 2017 Compared to Year Ended October 31, 2016

For the year ended October 31, 2017, the Company recorded a net loss before taxes of $1,456,055 or $0.00 per share compared to a net loss before taxes of $1,667,161 or $0.00 per share in the comparable prior year. The overall decrease in net loss before taxes of $211,106 is due to a decrease in impairment in investment, offset by the decrease in the flow-through liability premium income.

8. LIQUIDITY AND CAPITAL RESOURCES

Liquidity

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

During the year ended October 31, 2017, the Company incurred a net loss of $1,200,857 (October 31, 2016 - $1,070,949), the Company's cash position was $286,195 (October 31, 2016 - $847,505).

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 mineral resources, the delineation 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.

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

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

Working Capital

As at October 31, 2017, Copper Fox had working capital was $272, 883 (October 31, 2016 - $868,645). On February 15, 2018, the Company obtained an advance of $100,000 from one of its shareholders, resulting in the Company having a cash position of $136,997. This indicates that the Company will need to raise additional funds by the end of March 2018. Management plans to raise funds through a private placement in March 2018 and is in discussions with potential investors in this regard. If Management were to be unsuccessful in raising additional funds, they plan to sell one or more of the US properties. Management has been successful in the past in raising required equity financing and believes they will be able to do so again.

Copper Fox has no long-term debt or long-term liabilities, other than its combined decommissioning provision of US $160,000 and its deferred tax liability of $1,924,315. The Company has no capital lease obligations, operating or any other long term obligations, other than its office lease.

Cash Flow Highlights

	Year Ended	
	October 31, 2017	October 31, 2016
Cash used in operating activities	$ (1,347,393)	$ (961,215)
Cash provided by/(used) in investing activities	(528,291)	(2,044,705)
Cash provided by financing activities	1,344,144	2,287,168
Decrease in cash for the year	(531,540)	(667,629)
Translation effect of foreign currency	(29,770)	(14,003)
Cash balance, beginning of year	847,505	1,529,138
Cash Balance, End of Year	**$ 286,195**	**$ 847,505**

Cash Flow for the Years Ended October 31, 2017 and October 31, 2016

Operating Activities

Cash used in operating activities was $1,347,393 in the current year compared to $961,215 in the prior year. The increase of $386,178 is due to a reduction in the deferred income tax recovery as a result of the BC tax increase, which became substantively enacted on October 26, 2017.

Investing Activities

Cash used in investing activities in the current year was $528,291 compared to cash provided investing activities of $2,044,705 in the prior year. The decrease of $1,516,414 in cash used in investing activities is due to there being minimal money spent on the Eaglehead property for the fiscal year ended 2017.

Financing Activities

Cash inflow from financing activities was $1,344,144 in the current year compared to $2,338,290 in the prior year. The decrease of $994,146 is due to the Company not raising any flow-through funds for the fiscal year ended 2017, due to the uncertainty related to the ownership of the mineral titles comprising the Eaglehead property.

Capital Resources

As of October 31, 2017, and as of the date of this MD&A, the Company had $286,195 and $136,997 in cash.

Contractual Commitments

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

Year Ended	2018	2019
Amount	$ 116,078	$ 87,058

The Company is also committed to pay the balance outstanding of four yearly option payments totalling $ 206,272 (US $160,000) under the Sombrero Butte acquisition agreement. The next payment of CDN $ 51,568 (US $40,000) is due October 15, 2018.

Schaft Creek Joint Venture

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

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

The SCJV agreement provides that Teck and the Company are each responsible for their pro-rata share of project costs in accordance with their interests, except that Teck is solely responsible for the first $60 million in pre-production costs. If pre-production costs exceed $60 million, the Company's pro rata share of such costs will be set off against the two remaining cash milestone payments (totaling $40 million) payable by Teck to the Company. If pre-production costs exhaust the two cash milestone payments, Teck will further assist the Company by providing loans (at prime +2%), 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.

9. RELATED PARTY TRANSACTIONS

Copper Fox

During the year ended October 31, 2017, legal fees of $140,684 (October 31, 2016 – $129,737) were paid to Farris, Vaughan, Wills & Murphy LLP ("**Farris**"). As at October 31, 2017, included in accounts payable to Farris was $12,569 (October 31, 2016 - $Nil). One of the principle partners at Farris is a member of Copper Fox's Board of Directors.

Carmax

For the year ended October 31, 2017, $2,500 (October 31, 2016 - $7,500) was paid in rent to a company controlled by an officer of Carmax. There was $Nil payables outstanding as of October 31, 2017 (October 31, 2016 - $Nil).

Key Management Compensation

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

Description	October 31, 2017	October 31, 2016
Salaries, consulting and directors' fees	**$ 481,500**	$ 484,398
Total	**$ 481,500**	**$ 484,398**

10. FINANCIAL INSTRUMENTS AND RELATED RISKS

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

The Company's financial assets, measured at fair value, are categorized as follows:

	As at October 31, 2017				
Description	**Loans and Receivables**	**Available For Sale**	**Other Financial Liabilities**	**Total Carrying Amount**	**Total Fair Value**
Financial Assets:					
Cash	**$ 286,195**	**$ -**	**$ -**	**$ 286,195**	**$ 286,195**
Other Receivables	**179,040**	**-**	**-**	**179,040**	**179,040**
Deposits	**250,352**	**-**	**-**	**250,352**	**250,352**
Investments	**-**	**143,885**	**-**	**143,885**	**143,885**
Total Financial Assets	**$ 859,472**	**$ -**	**$ -**	**$ 859,472**	**$ 859,472**
Financial Liabilities:					
A/P and Accrued Liabilities	**$ -**	**$ -**	**$ 192,352**	**$ 192,352**	**$ 192,352**
Total Financial Liabilities	**$ -**	**$ -**	**$ 192,352**	**$ 192,352**	**$ 192,352**

	As at October 31, 2016				
Description	Loans and Receivables	Available For Sale	Other Financial Liabilities	Total Carrying Amount	Total Fair Value
Financial Assets:					
Cash	$ 847,505	$ -	$ -	$ 847,505	$ 847,505
Other Receivables	201,101	-	-	201,101	201,101
Prepaids	16,183	-	-	16,183	16,183
Deposits	250,352	-	-	250,352	250,352
Investments	-	137,825	-	137,825	137,825
Total Financial Assets	**$ 1,452,966**	**$ -**	**$ -**	**$ 1,452,966**	**$ 1,452,966**
Financial Liabilities:					
A/P and Accrued Liabilities	$ -	$ -	$ 196,144	$ 196,144	$ 196,144
Total Financial Liabilities	**$ -**	**$ -**	**$ 196,144**	**$ 196,144**	**$ 196,144**

Determination of Fair Value

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

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

- *Level 2* – inputs, other than the quoted market prices in active markets, which are observable, either directly and or indirectly; 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, for all years carried at fair market value is a Level 3 instrument.

Risk Management

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

a) <u>Credit Risk</u>

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 October 31, 2017 is $175,310 (October 31, 2016 - $201,101) which is comprised of GST and accounts receivable.

b) 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 year ended October 31, 2017 the Company was involved with preliminary exploration activities in the United States. As such, the Company is exposed to fluctuations in the United States dollar exchange rates compared to Canadian dollar exchange rates. A 5% strengthening (or weakening) of the US dollar would have minimal impact on the total assets and loss of the Company.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As of October 31, 2017, the Company is exposed only on its cash balance.

Commodity Price Risk

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

c) Liquidity Risk

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

Due to its US activities, the Company has an exposure to foreign currency exchange rates. The carrying values of US dollar denominated monetary assets and liabilities are subject to foreign exchange risk.

As at October 31, 2017, the Company had $9,828 in US denominated cash balances.

11. RISKS AND UNCERTANTIES

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

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

Any of the following events, among others, could affect the profitability or economic feasibility of a project. Unanticipated changes in grade and tonnes of ore to be mined and processed, unanticipated adverse geological conditions, unanticipated metallurgical recovery problems, incorrect data on which engineering assumptions are made, availability and costs of labor, costs of processing and refining facilities, availability of economic sources of power, adequacy of water supply, availability of surface on which to locate processing and refining facilities, adequate access to the site, unanticipated transportation costs, government regulations (including regulations with respect to prices, royalties, duties, taxes, permitting, restrictions on production, quotas on exportation of minerals, environmental), fluctuations in metals prices, foreign exchange rates, accidents, labor actions and force-majeure events.

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

Joint Ventures

Copper Fox participates in a joint venture with Teck on the Schaft Creek project. There are risks associated with joint ventures, including:

- disagreement with a joint-venture partner about how to develop, operate or finance a project;
- a joint-venture partner not complying with a joint-venture agreement;
- possible litigation between joint-venture partners about joint-venture matters; and
- limited control over decisions related to a joint venture in which Copper Fox does not have a controlling interest.

Securing Additional Funding to Bring the Ore Body into Commercial Production

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

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

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

Estimates of Mineral Reserves and Resources May Not be Realized

The Mineral Reserves and Resources estimates contained in this MD&A are only estimates. No assurance can be given that any particular level of recovery of metals will be realized or that identified resources will ever qualify as a commercially mineable or viable deposit which can be legally and economically utilized. The Company relies on laboratory-based recovery models to project estimated ultimate recoveries by mineral type. Actual recoveries may exceed or fall short of projected laboratory test results. In addition, the grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geologic, metallurgical or engineering work, and work interruptions. Short term factors, such as the need for an orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of those operations. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Material changes in proven and probable reserves or resources, grades, waste-to-minerals ratios or recovery rates may affect the economic viability of projects. The estimated Proven and Probable Mineral Reserves and Mineral Resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

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

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

Title Matters

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

Share Price Risk

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

12. PROPOSED TRANSACTIONS

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

13. DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

a) **Authorized**

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.

b) **Issued and Outstanding**

Common Shares	Number of Shares	Equity Amount
Opening Balance, October 31, 2016:	427,813,495	**$ 75,884,886**
Additions:		
July 27, 2017 private placement	9,166,665	**1,100,000**
Warrants granted	-	**(401,586)**
Balance, February 22, 2018	**436,980,160**	**$ 76,583,300**

c) **Warrants**

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

Share Purchase Warrants	Number of Warrants	Amount
Opening Balance, October 31, 2016:	10,753,000	**$ 693,626**
July 27, 2017 warrants granted	9,166,665	**401,586**
Balance, February 22, 2018	**19,919,665**	**$ 1,095,212**

d) **Stock Options**

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

Opening Balance, October 31, 2016:	**550,000**
Expired	**(550,000)**
Balance, February 22, 2018	**-**

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

14. OFF-BALANCE SHEET ARRANGEMENTS

During the year ended October 31, 2017, the Company was not party to any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, revenues, expenses, liquidity, capital expenditures or capital resources of the Company.

15. CHANGES IN ACCOUNTING STANDARDS

There were no changes in the Company's accounting policies during the year ended October 31, 2017. New and revised accounting standards and interpretations issued but not yet adopted are described in Note 2, "*Basis of Presentation and Significant Accounting Policies*", of the audited consolidated financial statements for the year ended October 31, 2017.

16. CRITICAL ACCOUNTING ESTIMATES

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

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

Exploration and Evaluation Expenditures

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

Depreciation

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

Impairment

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

Site Closure and Reclamation Provisions

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

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

Title to Mineral Properties

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

Share-Based Payments

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

Contingencies

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

17. APPROVAL

The 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.