INTRODUCTION

The following discussion and analysis of the operating results, financial position and future prospects of Copper Reef Mining Corporation ("Copper Reef" or the "Company"), dated March 24th, 2014 constitutes management's view of the factors that affected the Company's financial and operating performance for the year ended November 30, 2013 and subsequent period ended . This discussion should be read in conjunction with the audited financial statements and related notes of the Company for the year ended November 30, 2013. This MD&A is prepared in conformity with National Instrument 51-102 F1 and has been approved by the Board of Directors.

All financial information is presented in Canadian dollars unless otherwise stated. All references to a year refer to the year ended on November 30 of that year. Additional information related to the Company is available for review on SEDAR at www.sedar.com.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

STRUCTURE AND BUSINESS DESCRIPTION

NAME AND INCORPORATION

The Company was incorporated under the laws of the Province of Manitoba by Letters Patent of Incorporation dated March 27, 1973 as "Copper Reef Mines (1973) Limited", as amended by Articles of Amendment dated January 18, 2005, and Articles of Amendment dated September 8, 2006, changing the corporate name to "Copper Reef Mining Corporation". The head office of the Company is located at their offices at 12 Mitchell Road, Flin Flon, Manitoba R8A 1N1. Other than shares of non-related companies pursuant to certain property agreements, the Company does not have an interest in any corporations, bodies corporate, limited partnerships, partnerships, joint ventures, associations, trusts or unincorporated organizations.

THE COMPANY

The Company is a Canadian junior mineral exploration company engaged in the acquisition, exploration and development of mineral concessions with a specific focus on mineral properties in Northwest Manitoba and Northeast Saskatchewan, Canada. All of the Company's properties are currently at the exploration stage. The Company has no long-term debt and has assembled a portfolio of base metal and precious metal prospects, including strategic locations in the Provinces of Manitoba and Saskatchewan.

CORPORATE DEVELOPMENTS

- On September 16, 2013, the Company announced the appointment of Mr. James Pickell to its Board of Directors.

  Mr. Pickell is a professional geoscientist and President of Orca Geosciences Ltd., which provides technical consulting services to major, mid-tier, and junior mining companies. He has over 35 years of exploration and mining experience, primarily with Anglo American, PLC internationally, including Canada, Brazil, Sweden, Finland, Norway, Mexico, Alaska, continental USA, Namibia, Spain and Portugal, as well as with Hudson Bay Exploration and Development Co. Ltd. in the Flin Flon-Snow Lake, Greenstone Belt of Manitoba and Saskatchewan. Mr. Pickell initiated and directed the work responsible for the discovery of several economic and near economic volcanogenic massive sulphide (VMS) and magmatic nickel, copper and platinum group metals deposits within and adjacent to Flin Flon and the Cape Smith (Raglan) Belt in Northern Quebec. He is associated with at least four significant mine discoveries in the Flin Flon Belt, including the large Triple Seven (777) Mine, Konuto Lake Mine, Callinan North VMS Deposits, and Namew Lake Ni-Cu-PGE Mine.

  Mr. Pickell is a recipient of the prestigious PDAC Bill Dennis Prospector of the Year Award (2000) for the discovery of VMS deposits in the Flin Flon-Snow Lake Greenstone Belt. He is also currently a senior geological consultant and director for Chieftain Metals Corp. (CFB: TSX).

  The Company coincidentally announced the resignation of Greg Campbell who resigned for personal reasons but has agreed to remain on the Company's advisory board.

- On September 27, 2013, 1,000,000 share purchase options were granted to a director. The options are exercisable at $0.10 per share and expire September 26, 2018. A fair value of $30,000 is ascribed to these options.

- On October 4, 2013, the Company announced a non-brokered private placement financing of Flow Through Shares and Class A Units (as defined herein) at a price of $0.05 per Class A Unit and $0.05 per Flow Through Share, for aggregate gross proceeds of up to $500,000 (the "Offering"). The Issuer will determine the number of Class A Units and Flow Through Shares comprising this Offering.

- On December 29, 2013, 1,000,000 flow-through share purchase warrants, which formed part of a flow through unit offering expired.

- On January 1, 2014, 2,750,000 flow-through share purchase warrants, which formed part of a non-flow through unit offering expired.

- On January 2, 2014, pursuant to the Company's news release of October 4, 2013, the Company announced the December 31, 2013 closing of tranche one of a non-brokered private placement of 3,310,000 flow through common shares at $0.05 per unit for gross proceeds of $165,500.

  A director and officer of the Company subscribed for 1,250,000 flow-through common shares. A director of the Company subscribed for 100,000 flow-through common shares.. An officer of the Company subscribed for 300,000 flow-through common shares. A former director of the Company subscribed for 100,000 flow-through common shares. Family members of directors and officers subscribed for 660,000 flow-through common shares.

- The Company is committed to incur prior to December 31, 2014, on a best efforts basis, $165,500 in qualifying CEE pursuant to this private placement..

- On January 7, 2014, the Company announced the resignation of Edward G. Thompson, effective immediately as part of his personal agenda of retiring from all his directorships in public companies.

- On January 27, 2014 the Company announced the acquisition of two claim packages located immediately northeast of the new Pikoo diamond discovery in Saskatchewan. The two groups obtained from CanAlaska Uranium Ltd. contain a number of untested kimberlite targets outlined by an airborne magnetic survey that was originally flown by Stornoway Diamonds. The properties are located west of the village of Pelican Narrows and 140 km east of LaRonge, Saskatchewan. This newly revealed, very prospective diamond-bearing district within the Archean Sask Craton is currently being tested by North Arrow Minerals Inc. following its 2013 discovery of several diamond bearing kimberlites (North Arrow Minerals news release dated Nov. 5, 2013). The Discovery is high grade with quality diamonds (23 greater than 0.85 mm in size) in a new area for kimberlite discoveries. Copper Reef considers this new diamond area to be in its exploration infancy and have chosen to get in early.

  The terms for the acquisition of 100% interest in the properties in the two groups include: a single cash payment to CanAlaska of $50,000 with $10,000 on signing and $40,000 on regulatory approval with 500,000 of Copper Reef shares to be issued immediately and an additional 500,000 in one year. Copper Reef is obligated to spend a minimum of $100,000 over a two year period. CanAlaska will retain a 2% Net Smelter Returns Royalty ("NSR"), over which Copper Reef has a Right of First Refusal.

  Funds for the first year of exploration have been raised and will target both properties. Management feels that Copper Reef has two good target areas with clearly defined untested anomalies that can be easily followed up with mineral indicator till surveys to prioritize the airborne targets. The overburden in the area is very thin and readily lends itself to till sampling and drilling. Roads located within 5 km of the property boundaries and lakes accessible by float planes provide easy inexpensive access. This is a very focused approach on two selective pieces of ground which Copper Reef considers the pick of the litter. It is worthy of note that CanAlaska was in early and picked up those areas that contained prospective untested kimberlite anomalies that Stornaway themselves had outlined.

- On January 27, 2014, pursuant to the Company's news release of October 4, 2013, the Company announced the January 24, 2014 closing of Tranche Two of a non-brokered private placement of 1,000,000 units at $0.05 per unit for gross proceeds of $50,000. Each unit is comprised of common share and one common share purchase warrant. The warrants are exercisable at $0.10 per flow-through share and expire January 23, 2016.

EVALUATION & EXPLORATION ASSETS

The Company, with a specific focus on mineral properties in Northwest Manitoba and Northeast Saskatchewan, Canada has the second largest land position in the main Flin Flon Camp of Manitoba next to Hudson Bay Minerals. It also has significant holdings in the Snow Lake- Reed Lake Camp, and in the Sheridon Camp and the Hanson Lake Camp in Saskatchewan. The company has two large properties in the Lynn Lake Greenstone Belt of Manitoba. All of the Company's properties are currently at the exploration stage and all are 100% owned subject only to two small net smelter returns royalties on individual properties.

The Company holds interests in 40 mineral properties, with 38 held by way of mineral claims and two by mineral leases, all located in Saskatchewan and Manitoba. Twenty-six of the properties have been assembled into eight groups and the remaining fourteen are presently considered individual properties. The properties are held by way of mineral claims and mining leases.

The Company also holds a $0.75 Net Tonnage Royalty ("NTR"), which it received from Foran Mining Corp. ("FOM") in September, 2012 from the termination of the Copper Reef/Foran joint venture agreement over the McIlvenna property. As part of this agreement, Foran issued 4 million shares to Copper Reef as disclosed in the Company's financial statements and Copper Reef issued 3 milion shares to Foran.

On November 8, 2013, the Company announced an update on Foran's exploration results from the discovery of a large new deep DEEP-EM geophysical target (Anomaly A) just east of its large McIlvenna deposit a target just east of the McIlvenna property

The November 8, 2013 news release also discussed Foran's new anomaly (Target B) on its Balsam Property, on which Copper Reef holds a 2% NSR. For this anomaly, Copper Reef believes that geophysically, the anomaly is significant and may be part of a series of massive sulphide lenses analogous to the Balsam zone. The reported intersection by Foran of 4.1% copper over 3.7 m confirms that the anomalies are likely related to VMS style massive sulphide polymetallic basemetal deposits. Anomaly B, as well as the Balsam deposit, also lie along the same VMS horizon as the McIlvenna deposit.

Copper Reef also holds a 100% interest subject only to a 1% NSR in its Hanson Lake Property which is surrounded by Foran's large McIlvenna Deposit area land package. The Copper Reef property also contains the former Hanson Lake Mine which produced 147,000 tons of 10% Zn, 5.8% Pb, 0.5% Cu and 137.0 g/t Ag. No deep drilling or geophysical surveys have explored the Hanson Lake Mine Area at depth. The Property also includes the South Bay zone and its associated 1100 metres long geophysical anomaly. Drilling along this horizon has consistently outlined base-metal mineralization, with its first hole intersecting 2.01% copper over 3.26 m. The best geophysical targets remain at depth where wide zones of VMS style alternation have been encountered with disseminated copper mineralization. Down-hole geophysical surveys, by Koop Geophysical Services on Copper Reef's behalf, have outlined two targets which we intend to drill in 2014.

- The Company also holds a 2% NSR on a number of Foran Mining Corporation's Saskatchewan properties which include: the Bigstone, Balsam Hanson Lake and a few other minor properties. Copper Reef also hold a $0.75/ tonne royalty on the large former Hanson Lake JV property which contains the McIlvenna deposit. The royalty covers any new discovery on the property. Copper Reef holds various NSR royalties on some of Calinex's Properties in the main Flin Flon Camp, which includes the Pine Bay project containing the Pine Bay Deposit. Copper Reef considers these royalties to be its most important assets..

Foran Mining Corp. has released an increased mineral resource estimate for the company's 100-per-cent-owned McIlvenna Bay deposit. Highlights include:

- An indicated resource of 13.9 million tonnes (Mt) grading 1.96 per cent copper equivalent (CuEq) and an inferred resource of 11.3 Mt grading 2.01 per cent CuEq at a base-case NSR (net smelter return) cut-off of $60 (U.S.)/t;
- A 15-per-cent increase in the indicated tonnage and an 18-per-cent increase in the inferred tonnage of the deposit at the base case, including increases in the Copper stockwork zone (CSZ) of 37 per cent and 53 per cent in the indicated and inferred categories, respectively;
- At a $45-(U.S.)-per-tonne NSR cut-off, the resource estimate totals 16.3 Mt grading 1.82 per cent CuEq in the indicated category and a further 13.1 Mt grading 1.87 per cent CuEq in the inferred category, highlighting the very large resource base for the deposit;
- An average combined horizontal thickness of 18 to 20 metres in the main massive sulphide lens and adjacent CSZ. Recognition of thicker and higher-grade CSZ adjacent to the higher-grade Upper West zone (UWZ) along the updip portion of the deposit;
- Delineation of the deposit over a downplunge extent of approximately two kilometres, starting at a depth of 35 m below surface;
- The deposit is open, with potential to further increase the size of the resource.
- As announced by Foran on February 18, 2014, they are planning to drill two large anomalies this winter which appear to be the stratigraphic horizon as the McIlvenna Deposit. Copper Reef's Royalty of $0.75 /tonne would apply to the anomaly on the McIlvenna property whereas the 2% NSR held by Copper Reef would apply on the Eastern anomaly called the Thunder Zone.

  Also announced on February 18, 2014, Foran's Bigstone project contains an historic resource outlined at various cut off grades as noted below, for which Copper Reef holds a 2% NSR Royalty.

Bigstone Deposit
Historical Resource Estimate – Sensitivity Analysis (i)

Cut-off grade (%)	Tonnage	Copper Grade (%)	Zinc Grade (%)	Au Grade (g/t)	Au Grade (g/t)
1.0	3,475,500	2.03	0.14	0.33	9.3
1.5	3,136,600	2.26	0.15	0.36	9.9
2.0	1,983,600	2.57	0.17	0.48	11.3
2.5	1,199,300	3.11	0.20	0.61	13.5

(i) Foran is not treating the historic estimate as current; a Qualified Person within the meaning of National Instrument 43- 101 has not completed sufficient work to classify the historic estimate as current; additional work, including re-surveying, re-logging and drill core QA/QC would be required to verify and upgrade the historic estimate to current.

During the year, the Company incurred $164,139 in capitalised mineral exploration expenditures which are summarized overleaf:

	Total	Mink Narrows Group	Gold Rock Group	Smelter	Hanson Lake	Alberts Group	Morgan Group	Kiss/ Kississing	Otter/ Twin Lakes	Others
Claim acquisition & holding	**6,123**	140	1,200	180	195	777	600	272	48	2,711
Assay	**8,094**	–	–	–	–	–	–	–	8,094	–
Line Cutting	**19,850**	–	–	–	–	–	–	–	19,850	–
Field labour costs	**77,513**	2,138	475	975	–	16,275	1,425	–	54,800	1,425
Other fields costs	**24,933**	–	–	65	–	5,707	–	–	17,661	1,500
Diamond drilling	**27,627**	–	–	–	–	–	–	–	27,627	–
Total 2013 expenditures	**164,139**	**2,278**	**1,675**	**1,220**	**195**	**22,759**	**2,025**	**272**	**128,080**	**5,636**

The above list includes 21 properties, which are summarized into three individual properties and 18 properties that have been grouped into five groups.

In addition to the above, the company incurred $148,059 in generative exploration that was not capitalized.

EXPLORATION ACTIVITIES FOR THE YEAR

OTTER LAKE GROUP

On April 19th, 2013 the Company announced commencement of drilling the Parres Vein ("Vein") and on June 19, 2013, the Company announced preliminary results from the drilling programme>

A total of eight HQ sized drill holes holes were drilled into the vein. The intersections confirmed the high grade gold and silver nature of the veins from surface sampling. Two steeply dipping drill holes, drilled by a previous operator, had failed to intersect the vein as did two of Copper Reef's holes. We understand that this was due to a change in the dip of the vein, from steeply south to steeply north. Reported below are the assay results. True width is approximately 80-85% of width intersected. Results are summarized as follows:

	From (m)	To (m)	Interval (m)	Au (g/t)	Ag (g/t
Par 13-01 – Average	17.95	20.15	2.2	0.67	2.2
Includes	17.95	18.75	0.8	1.28	3.2
Par – 13-02	Failed to intersect vein due to dip				
Par 13-03 – Average	14.30	14.85	0.55	8.92	24.3
Includes	14.56	14.85	0.29	16.7	45.2
Par 13 – 04	Failed to intersect vein due to dip				
Par 13- 05	8.94	9.59	0.65	5.50	25.0
Includes	9.39	9.59	0.20	16.91	75.5
Par 13-06 – Average	13.03	13.28	0.25	12.06	56.6
Par 13-07 – Average	8.80	9.50	0.70	4.49	29.4
Includes	9.30	9.50	0.20	15.63	102.80
Par 13-08 – Average	8.12	9.08	0.96	7.00	55.9
Includes	8.12	8.58	0.46	14.54	116.1

Discussion

A modest exploration program was initiated last year with a prospecting and mapping survey to assess the Otter Lake Property, one of Copper Reef`s three main gold properties and the least tested. This program was expanded last winter with a larger grid and with geophysical surveys along the main structures and extensions of known veins. With a modest budget, the Company followed up the high grade sampling results of the Parres vein from last summer to test the vein with drilling as described above. The Parres vein, which averaged one meter wide, true width was only mineralized along its southern sheared flank (pay zone) over a width of 0.2 to 0.75 m. Although grades were very high in gold and silver, the widths remain narrow at this particular site. Four other known gold structures exist on the property as well as a number of prospects and recently discovered showings. Copper Reef undertook a program of prospecting and mapping; using the magnetic and VLF anomalies and structures outlined by previous geophysical surveys to determine their interrelationship to the gold mineralization known on the property as an aid to find additional gold mineralization.

Quality Control

The Company employs QA/QC protocol on all aspects of its analytical procedures. Core samples are sawn and one half of the HQ core is restored to the core boxes for future reference and the other half sent out for analysis. Samples of veining or mineralization are taken in approximately 50 cm intervals or less. Sample preparation and analytical work is conducted at TSL Labs in Saskatoon, Saskatchewan utilizing fire assaying with a two assay ton charge, with an AA finish. In addition, pulps of the samples are analysed using a multi-acid digest/ ICP-AES and AAS techniques for trace elements.

Commercially prepared standards representing 3 ranges of gold grades are inserted at intervals of 1 in 10 samples. A blank standard is inserted every 20 samples. Stephen Masson M.Sc., P.Geo. President of Copper Reef is the Qualified Person for the Company. He has reviewed the drill core and confirms the assay results.

On all other properties no significant work, other than care and maintenance to ensure claims are renewed in a timely fashion, was conducted during the course of the year.

Stephen L. Masson, P.Geo, a director of the Company, is the Qualified Person, as defined by National Instrument 43-101 (“NI 43-101”), has reviewed and approved the technical information relating to the evaluation and exploration assets disclosed in the Company’s MD&A.

RESULTS OF OPERATIONS

Operational results reflect overhead costs incurred for mineral property acquisitions and associated exploration expenses as well as other regulatory expenses incurred by the Company.

General and administrative costs can be expected to fluctuate relationally with acquisitions, exploration and operations.

SELECTED ANNUAL INFORMATION

The following are highlights of financial data on the Company for the most recently completed three financial years:

	2013 **$**	**2012** **$**	**2011** **$**
(Loss)/income for the year (1)	**(2,088,284)**	**(603,291)**	(1,912,248)
(Loss)/income per common share, basic and diluted	**(0.019)**	**(0.006)**	(0.020)
Weighted Average number of common shares	**110,163,081**	**105,087,420**	94,590,949
Balance Sheet Data			
Working Capital/(Deficiency)	**675,659**	**2,573,092**	2,613,336
Total assets	**9,478,574**	**11,228,941**	11,411,897

(1) Loss includes an unrealized loss on marketable securities of $1,568,000 (2012 - $127,000)

REVENUES

The Company is currently engaged in mineral property acquisition and exploration and does not have revenues from its operations. Net revenues shown in the Statement of Loss and Comprehensive Loss relate to un-realized Gains/(losses) with marketable securities, and option payments by third parties (cash and shares).

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected quarterly information for the preceding eight quarters ended November 30, 2012:

	Q4 November 30, 2013	**Q3 August 31, 2013**	**Q2 May 31, 2013**	**Q1 February 28, 2013**
Operating income/(loss)	(111,071)	(77,005)	(140,199)	(261,009)
Net income (loss) for the period	(205,071)	(459,005)	(882,199)	(542,009)
Net income/(loss) per share, basic non-diluted	(0.002)	(0.004)	(0.008)	(0.005)
Number of shares outstanding	110,471,300	110,471,030	110,471,030	110,179,633
	Q4 November 30, 2012	**Q3 August 31, 2012**	**Q2 May 31, 2012**	**Q1 February 29, 2012**
Operating income/(loss)	(162,395)	(129,799)	(139,383)	(151,628)
Net income (loss) for the period	(312,483)	(409,799)	(594,383)	713,372
Net income/(loss) per share, basic non-diluted	(0.003)	(0.004)	(0.006)	0.007
Number of shares outstanding	106,721,300	105,621,300	104,621,300	103,996,728

*This financial data has been prepared in accordance with International Financial Reporting Standards and all figures are stated in Canadian dollars.

RESULTS OF OPERATIONS FOR THE YEARS ENDED NOVEMBER 30:

	2013 $	2012 $	**Increase/ (decrease) $**	**Increase/ (decrease) %**
Cash expenditures				
Bank charges and interest	1,667	899	768	85.4%
Filing fees	42,366	48,060	(5,694)	-11.8%
Management fees and salaries	91,328	82,722	8,606	10.4%
Office and general	18,880	17,768	1,112	6.3%
Professional fees	89,445	125,793	(36,348)	-28.9%
Rent and utilities	44,559	25,144	19,415	77.2%
Travel and promotion	11,990	13,990	(2,000)	-14.3%
Generative exploration not capitalised	148,059	266,269	(118,210)	-44.4%
Total cash expenditures	448,294	580,645	(132,351)	-22.8%

Overal operating expenses were reduced by 22.8% from fiscal 2012

Professional fees

Significantly reduced from fiscal 2012 when the one-time legal fees were incurred resulting from the purchase of three royalty agreements covering over 20 properties.

Rent and utilities

An increase of $19,415 (77.2%) resulted from increased rent and utilities costs and the allocation of storage from generative exploration to rent.

Generative exploration, not capitalized

Planned reduction due to budget restraints.

FINANCINGS

During the year ended November 30, 2013 the Company issued 3,750,000 units for gross proceeds of $280,000 of which 1,000,000 units were comprised of one common share and one flow-through common share purchase warrant and were sold for $0.06 per unit. The balance of 2,750,000 units were comprised of one flow-through share and one flow-through common share purchase warrant and were sold for $0.08 per unit. The Company is committed to incur prior to December 31, 2013, on a best efforts basis, $220,000 in qualifying exploration expenditures pursuant to this private placement. A director and officer of the Company subscribed for 2,250,000 flow-through units. A family member of the same director and officer subscribed for 500,000 flow-through units. Each whole warrant is exercisable into one flow-through common share of the Company at a price of $0.15 per flow-through share until December 29, 2013 for the non-flow-through unit warrants and January 1, 2014 for the flow-through unit warrants. Both flow-through and ordinary warrants have expired.

On December 31, 2013, the Company completed a non-brokered private placement of 3,310,000 flow through shares at $0.05 per share for gross proceeds of $165,500.

A director and officer of the Company subscribed for 1,250,000 flow-through shares. A director of the Company subscribed for 100,000 flow-through shares. An officer of the Company subscribed for 300,000 flow-through shares.

The Company is committed to incur prior to December 31, 2014, on a best efforts basis, $165,500 in qualifying CEE pursuant to this private placement.

On January 24, 2014 the Company completed a non-brokered private placement of 1,000,000 units at $0.05 per unit for gross proceeds of $50,000. Each unit is comprised of common share and one share purchase warrant. The warrants are exercisable at $0.10 per share and expire January 24, 2016. . The common shares have been issued and have a hold period to May 25,2014.

LIQUIDITY AND CAPITAL RESOURCES

As at November 30, 2013, the Company had working capital of $675,659 as compared to working capital of $2,573,092 as at November 30, 2012. The Company's ability to remain liquid over the long term depends on its ability to obtain additional financing. There can be no assurance that the Corporation will be able to obtain sufficient capital in the case of operating cash deficits.

OUTSTANDING SHARE DATA

AUTHORIZED SHARE CAPITAL

Unlimited share capital with no par value.

As at March 24th, 2014, the Company had the following common shares, stock options and warrants outstanding:

Common shares	114,781,300
Stock options (vested and unvested)	8,070,000
Warrants	1,000,000
Fully diluted shares outstanding	**123,851,300**

	Number of Shares	Share Capital
Balance as at November 30, 2012	**106,721,300**	**12,821,625**
Shares issued for cash, private placement	3,750,000	280,000
Fair value of warrants issued	–	(26,250)
Flow through share premium	–	(55,000)
Balance – November 30, 2013	**110,471,300**	**13,020,375**
Shares issued for cash, private placement	4,310,000	195,000
Flow through share premium	–	(35,010)
Fair value of warrants issued	–	(74,960)
Balance – March 24, 2014	**114,781,300**	**13,125,905**

STOCK OPTIONS AS AT MARCH 24, 2014

Grant date	Number of options	Expiry Date	Weighted average exercise price $'s	Estimated Grant Date Fair Value $'s
Balance, November 30, 2011 and 2012	**5,095,000**		0.10	**353,800**
Granted January 25, 2013	2,275,000	Jan. 24, 2018	0.10	109,200
Cancelled, August 31, 2013	(300,000)		0.10	(20,363)
Issued September 27, 2013	1,000,000	Sept. 26, 2013	0.10	30,000
Balance November 30, 2013 and March 24, 2014	**8,070,000**		0.10	**472,637**

WARRANTS AS AT MARCH 24, 2014

The Company's warrant activity to March 24, 2014, is summarized as follows:

	Number of Warrants	Expiry Date	Weighted average exercise price $'s	Estimated Grant Date Fair Value $'s
Balance November 30, 2012	**291,667**		**0.20**	16,042
Issued - Non Flow Through	1,000,000	Dec. 30, 2013	0.15	7,000
Issued - Flow Through	2,750,000	Jan. 1, 2014	0.15	19,250
Expired – June 9, 2013	(291,667)		(0.20)	(16,042)
Balance November 30, 2013	**3,750,000**		**0.15**	**26,250**
Expired	(3,750,000)			(26,250)
Issued - Non Flow Through	1,000,000	Jan. 23, 2016	0.10	22,000
Balance - March 24, 2014	**1,000,000**		**0.10**	**22,000**

SUBSEQUENT EVENTS

On January 2, 2014, pursuant to the Company's news release of October 4, 2013, the Company announced the December 31, 2013 closing of Tranche One of a non-brokered private placement of 3,310,000 units at $0.05 per unit for gross proceeds of $165,500. Each unit is comprised of one flow-through share and one flow-through share purchase warrant. The warrants are exercisable at $0.10 per flow-through share and expire December 30, 2015.

A director and officer of the Company subscribed for 1,250,000 flow-through units. A director of the Company subscribed for 100,000 flow-through units. An officer of the Company subscribed for 300,000 flow-through units.

The Company is committed to incur prior to December 31, 2014, on a best efforts basis, $165,500 in qualifying CEE pursuant to this private placement.

On January 27, 2014, pursuant to the Company's news release of October 4, 2013, the Company announced the January 24 closing of Tranche Two of a non-brokered private placement of 1,000,000 units at $0.05 per unit for gross proceeds of $50,000. Each unit is comprised of one common share and one common share purchase warrant. The warrants are exercisable at $0.10 per share and expire January 23, 2016.

CHANGES TO ACCOUNTING POLICIES

The Company has changed certain accounting policies to be consistent with IFRS. However, these changes to its accounting policies have not resulted in any significant change to the recognition and measurement of assets, liabilities, equity, revenue and expenses within its financial statements.

Significant accounting policies adopted under IFRS, a summary of exemptions and elections along with reconciliations of Canadian GAAP to IFRS, and descriptions of the effect of transitioning from Canadian GAAP to IFRS are included in the annual audited financial statements for the year ended November 30, 2012 which are available at www.sedar.com.

OFF-BALANCE SHEET ARRANGEMENTS

As at March 24, 2014, the Company had no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS AND BALANCES

RELATED PARTY BALANCES

		November, 2013		November 30, 2012	
Related party	**Purpose**	**Amounts charged**	**Accounts payable or accrued at year-end**	Amount Charged	Amounts payable or accrued at year-end
Corporation controlled by a director	Management Fees	**33,000**	**–**	42,000	–
	expenses	**1,626**	**–**	–	–
Corporation controlled by an officer	Filing fees	**25,800**	**–**	30,000	–
	expenses	**4,500**	**–**	–	–
Corporation controlled by a director	Chief Financial Officer	**–**	**–**	30,000	–
Accounting firm of which an Officer of the Company is a partner	Professional fees	**43,860**	**7,500**	49,741	10,000
Corporation controlled by a Director and significant shareholder	Management fees, Related	**116,000**	**–**	144,000	–
	Management fees, other	**–**		13,342	
	Exploration	**151,278**	**5,447**	415,997	
	Office, Rent and General	**106,209**	**–**	43,600	–
Totals		**482,273**	**12,947**	768,680	10,000

During the year ended November 30, 2013, the Company recorded director's fees of $nil (2012 - $nil).

All of the above transactions are in the normal course of business and are measured at the exchange amounts established and agreed to by the related parties.

The remuneration of directors and other members of management were as follows:

	For the years ended November 30	
	2013	2012
	$	$
Short term employee benefits	**174,800**	246,000
Share-based payments	**121,200**	–
	296,000	246,000

In accordance to IAS 24, key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the compensation committee having regard to the performance of individuals and market trends.

COMMITMENTS AND CONTINGENCIES

COMMITMENTS

Consulting Agreement

The Company entered into an exploration management services agreement dated December 31, 2010 with M’Ore and the President and significant shareholder of M’Ore, who is an officer, director and shareholder of the Company. Pursuant to the agreement, M’Ore provides consulting and management services to the Company and incurs various administrative expenses, including administrative salaries and office and vehicle rentals on behalf of the Company. The term of the agreement is for a period of two years ended December 31, 2012 and can be renewed thereafter at the end of every 12 months.

Due to the difficulties in raising non-flow through capital, the Company and M’Ore mutually agreed to allow the agreement to lapse as at December 31, 2013, with re-instatement on similar terms deferred until current fund raising efforts have been completed.

Assuming the agreement is renewed it is anticipated that the basic terms would be unchanged. This would result in management fees and salaries incurred by M’Ore being capped at $200,000 per annum. Additional charges to the Company in prior years consisted of a lease with M'Ore whereby the Company would pay $30,000, plus operating expenses, per annum for rental of office and storage space. The lease also specifies rates to be charged for the use of various equipment if utilized by the Company.

Contingencies

The Company’s exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

FLOW-THROUGH EXPENDITURES

During the year ended November 30, 2013, the Company renounced Canadian exploration expenditures in the aggregate amount of $220,000 (2012 -$3,457,300) related to proceeds from the issuance of flow-through shares pursuant to the financings described in Note 9(b) and has incurred these qualifying Canadian exploration expenditures as at November 30, 2013. If the Company does not incur the required qualifying expenditures, it will be required to indemnify the holders of the flow-through shares for any tax and other costs payable by them as a result of the Company not making the required expenditures.

CRITICAL ACCOUNTING ESTIMATES

Copper Reef does not make any critical accounting estimates other than the carrying value of deferred exploration expenditures, and the valuation of warrants, decommissioning and restoration costs , deferred future tax assets and liabilities, and stock-based compensation.

Evaluation and exploration assets

Evaluation and exploration assets include acquired mineral rights for mineral properties held by the Company. The amount of consideration paid (in cash or share value) for mineral rights is capitalized. The amounts shown for evaluation and exploration assets represent costs of acquisition, other than transaction costs, incurred to date (excluding transaction costs), less recoveries, and do not necessarily reflect present or future values. These costs will be amortized against revenue from future production or written off if the evaluation and exploration assets are abandoned or sold. Included in the cost of evaluation and exploration assets is the cost of the estimated decommissioning liability. The Company has classified evaluation and exploration assets as intangible in nature. Depletion of costs capitalized on projects put into commercial production will be recorded using the unit-of-production method based upon estimated proven and probable reserves.

Ownership in evaluation and exploration assets involves certain inherent risks, including geological, metal prices, operating costs, and permitting risks. Many of these risks are outside the Company’s control. The ultimate recoverability of the amounts capitalized for the evaluation and exploration assets is dependent upon the delineation of economically recoverable ore reserves, obtaining the necessary financing to complete their development, obtaining the necessary permits to operate a mine, and realizing profitable production or proceeds from the disposition thereof. Management’s estimates of recoverability of the Company’s investment in its evaluation and exploration assets have been based on current and expected conditions. However, it is possible that changes could occur which could adversely affect management’s estimates and may result in future write downs of evaluation and exploration assets carrying values.

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures (“E&E”) are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Mineral exploration and evaluation expenditures are classified as intangible assets.

RISKS AND UNCERTAINTIES

The Company is in the business of acquiring, exploring and developing gold and base metal properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subjected to variations in commodity prices, market sentiment, exchange rates for currency, inflations and other risks. The Company currently has no source of revenue other than interest income. The Company will rely mainly on equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

1. Financial risks

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, deposits and accounts payable and accrued liabilities. The carrying values of cash and cash equivalents, amounts receivable, deposits, and accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments.

The Company is exposed to credit risk with respect to its cash and cash equivalents. Cash and cash equivalents have been placed on deposit with a major Canadian, financial institutions. Credit risk arises from the non-performance of counterparties of contractual financial obligations. The Company manages credit risk, in respect of cash and cash equivalents, by purchasing term deposits held at a major Canadian financial institution.

The Company's cash and cash equivalents include term deposits. The Company is not exposed to significant interest rate risk due to the short-term maturity of these monetary assets given fluctuations in market rates do not have a significant impact on estimated fair values at November 30, 2013. Future cash flows from interest on cash and cash equivalents will be affected by interest rate fluctuations. The Company manages interest rate risk by investing in highly liquid investments with maturities of three months or less.

Foreign exchange risk is the risk arising from changes in foreign currency fluctuations. The Company does not use any derivative instruments to reduce its exposure to fluctuations in foreign currency rates.

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to significant other price risk.

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due. The Company's expected source of cash flow in the upcoming year will be through equity financings. The Company maintained sufficient working capital at

November 30, 2013 in the amount of $675,659, in order to meet short-term business requirements. At November 30, 2013, the Company had accounts payable and accrued liabilities of $99,010 which will be repaid within three months.

2. Going Concern

The Company's capability to continue as a going concern is dependent upon its ability to obtain additional debt or equity financing to meet its obligations as they come due. If the Company were unable to continue as a going concern, then significant adjustments would be required to the carrying value of assets and liabilities, and to the balance sheet classifications currently used.

Copper Reef has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues.

The Company plans to obtain financing in the future primarily through further equity financing, as well as through joint venturing and/or optioning out the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its mineral properties.

Management has initiated a strict cost control program to effectively control expenditures. As a result of these cost control measures, it is expected that the current cash position will be sufficient to fund the Company's needs for the 2014 fiscal year. Management will review several funding options including equity financing and seeking joint venture partners to further its mineral property interests at the appropriate time. While the Company has been successful in raising funds in the past, there are no assurances that additional funding and/or suitable joint venture agreements will be obtained.

3. Exploration and Mining Risks

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, the Company's properties have no known body of commercial ore. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable adequate machinery, equipment or labor are other risks involved in the operation of mines and the conduct of exploration programs. The Company has relied on and may continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineral deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold, copper and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The Company has no producing mines at this time. All of the properties in which the Company may earn an interest are at the exploration stage only. Most exploration projects do not result in the discovery of commercially mineable deposits of ore.

4. Development Risks

The marketability of any minerals which may be acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection.

5. Loss of Interest in and Value of Properties

The Company's ability to maintain its interests in its mineral properties and to fund ongoing exploration costs will be entirely dependent on its ability to raise additional funds by equity financings. If the Company is unable to raise such funds it may suffer dilution or loss of its interest in its mineral properties. The amounts attributed to the Company's interests in mineral properties in its financial statements represent acquisition and exploration costs, and should not be taken to reflect realizable value.

6. Financing Risks

The Company has no history of earnings and no source of operating cash flow and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its equity shares. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its property, there is no assurance that any such funds will be available. If available, future equity financings may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

7. Metal Prices

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of ore are discovered, a profitable market may exist for the sale of minerals produced by the Company. Factors beyond the control of the Company may affect the marketability of any substances discovered. Mineral prices, in particular gold prices, have fluctuated widely in recent years. The marketability of minerals is also affected by numerous other factors beyond the control of the Company. These other factors include government regulations relating to price, royalties, allowable production and importing and exporting of minerals.

8. Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

9. Environmental and Other Regulatory Requirements

Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit the mining properties is subject to various reporting requirements and to obtaining certain government approvals and there is no assurance that such approvals, including environmental approvals, will be obtained without inordinate delay or at all.

10. No Assurance of Titles, Boundaries or Surface Rights

The Company has investigated rights of ownership of all of the mineral properties in which it has an interest and, to the best of its knowledge, all agreements relating to such ownership rights are in good standing. However, all properties may be subject to prior claims or agreement transfers, and rights of ownership may be affected by undetected defects. While to the best of the Company's knowledge, title to all properties in which it has the right to acquire an interest is in good standing, this should not be construed as a guarantee of title. Other parties may dispute title to the mining properties in which the Company has the right to acquire an interest. The properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects or the statutes referred to above.

11. Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

12. Inability to Meet Cost Contribution Requirements

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party and the Company may as a result, be subject to loss of its rights to acquire interests in the properties subject to such agreements.

13. Reliance on Key Personnel

The nature of the business of the Company, the ability of the Company to continue its exploration and development activities and to thereby develop a competitive edge in the marketplace depends, in a large part, on the ability of the Company to attract and maintain qualified key management personnel. Competition for such personnel is intense, and there can be no assurance that the Company will be able to attract and retain such personnel. The development of the Company now and in the future, will depend on the efforts of key management figures, the loss of whom could have a material adverse effect on the Company. The Company does not currently maintain key-man life insurance on any of the key management employees.

CONFLICTS OF INTEREST

Copper Reef's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which Copper Reef may participate, the directors and officers of Copper Reef may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, Copper Reef will follow the provisions of the *Business Corporations Act (BC)* ("Corporations Act") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of Copper Reef's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of Manitoba, the directors and officers of Copper Reef are required to act honestly, in good faith, and in the best interest of Copper Reef.

Future Accounting Pronouncements

Certain new accounting standards and interpretations have been published that are not mandatory for the November 30, 2013 reporting period. The following standards are assessed not to have any impact on the Company's financial statements:

IFRS 9 Financial Instruments ("IFRS 9").
IFRS 12 Disclosure of Interests In Other Entities ("IFRS 12").
IFRS 13 Fair Value Measurement ("IFRS 13").
IAS 28 Investments in Associates and Joint Ventures ("IAS 28") .
IAS 32 Financial Instruments: Presentation ("IAS 32")
IAS 36 Impairments of Assets ("IAS 36").
IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39").

The Board of Directors of Copper Reef has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Forward Looking Statements

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources, the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve 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 the forward-looking statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined;

future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labor disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking 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 forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning the mining industry and general expectations concerning the mining industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors.