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 25, 2015 constitutes management’s view of the factors that affected the Company’s financial and operating performance for the year ended November 30, 2014 and subsequent period ended March 25, 2015. This discussion should be read in conjunction with the audited financial statements and related notes of the Company for the year ended November 30, 2014 and 2013. This MD&A is prepared in conformity with National Instrument 51-102 F1 and has been approved by the Board of Directors on March 25, 2015.

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 December 29, 2013, 1,000,000 flow-through share purchase warrants, which formed part of a flow through unit offering expired.
- On December 31, 2013, pursuant to a non-brokered private placement of 3,310,000 flow-through common shares, announced October 4, 2013, the shares were issued 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 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 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 1, 2014, 2,750,000 flow-through share purchase warrants, which formed part of a non-flow through unit offering expired.
- 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 24, 2014, pursuant to the placement announced October 4, 2013, the Company issued 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 common share and expire January 23, 2016.
- On June 4, 2014, the Company announced that it had revamped its website with the new site having the following web address: **www.copperreefmining.com**. The restructuring of the website was directed towards a more modern, user friendly site, which will continue to be updated on an ongoing basis.
- Pursuant to a news release dated December 18, 2014, the Company closed a, non-brokered, Flow Through Unit private placement on December 31, 2014 at a price of $0.05 per Unit for net proceeds of $40,000. A total of 800,000 Flow Through Units were subscribed for in the provinces of Manitoba and Saskatchewan. The shares have been issued and have a hold period to May 1, 2015. The Flow Through Units consist of one Common Share of the Issuer, issued as a "flow-through share" (the "Flow Through Shares") within the meaning of the Income Tax Act (Canada) and One Flow-Through Warrant. Each whole Warrant shall entitle the holder to purchase one Common Share for a purchase price of $0.10 per Common Share for a period of twenty four months following the date of issuance. A director and officer of the Company subscribed for 150,000 of these units

LIQUIDITY AND CAPITAL RESOURCES

As at November 30, 2014, the Company had working capital of $508,871 as compared to working capital of $675,659 as at November 30, 2013. 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.

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 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.

- During the year ended November 30, 2014 and subsequent period ended March 25, 2015, the Company received a total of $42,408 in rebates from the Manitoba Government from work previously completed on the Company's Otter/Twin Lakes ($29,983) and Burn ($12,425) properties. These funds were used to complement the Company's exploration budget.

- **On January 23, 2014**, pursuant to a property purchase agreement described in Note 7 of annual financial statements for the year ended November 30, 2014 and 2013, the company issued 500,000 common shares at a deemed fair value o $0.03 per share.On January 27, 2014 the Company announced the January 23, 2014 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 October 7, 2014**, the Company provided an overview of exploration work during the preceding summer months:

Pikoo Diamond Project in Saskatchewan

Till sampling of several high-priority kimberlite target possibilities directly associated with circular aeromagnetic anomalies has been completed on both of the company's Pikoo diamond project properties near Pelican Narrows, Saskatchewan. Till samples were collected to search for a suite of the unique 'indicator' minerals that are often key elements of diamondiferous kimberlite intrusions. Each airborne anomaly was ground truthed after locating it precisely in the field by detailed ground magnetic survey cross over methods. A line of magnetic readings at 25m intervals is covered on the ground in the approximate location of the airborne anomaly.

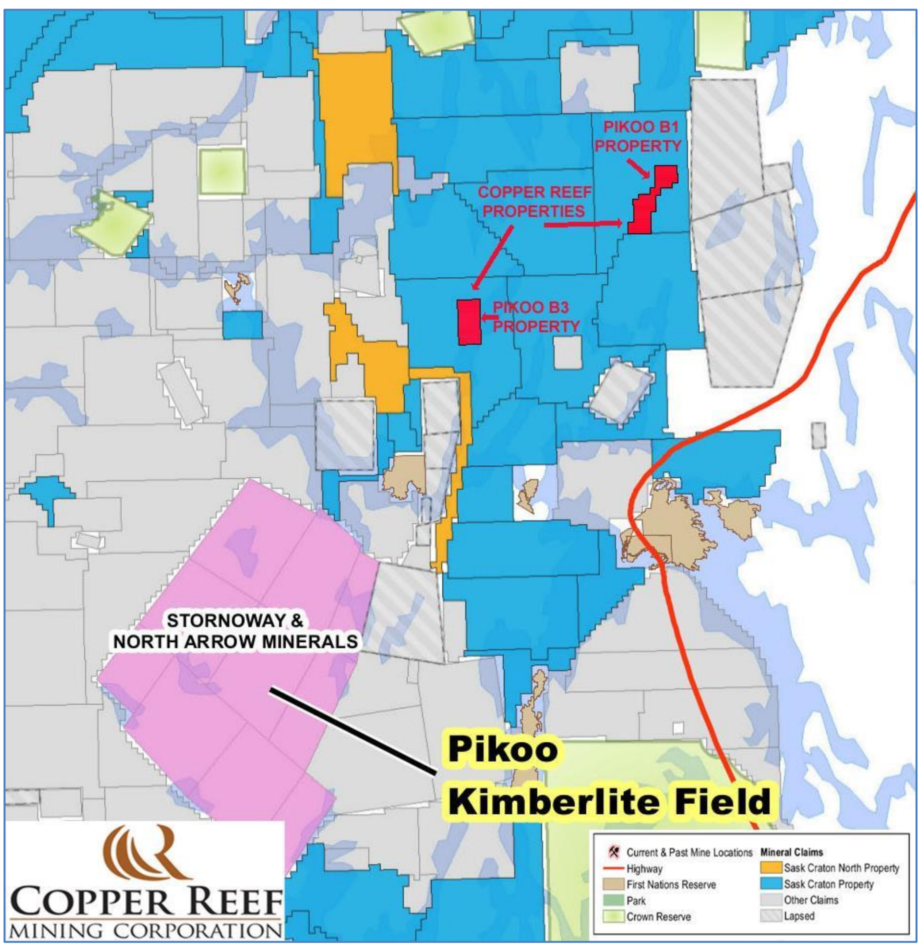
At the point of highest magnetic readings on the first line, a second line of magnetic readings was acquired perpendicular to the first line to form a crossover anomaly. Once the magnetic anomaly was located precisely, samples of nearby outcrops were described and sampled, then readings with a magnetic susceptibility meter were taken of the various lithologies. Three to five till samples were taken at 50 to 100 m intervals along a line situated southwest of each magnetic peak anomaly and essentially perpendicular to the direction of the regional continental glacial ice movement, which is from the north east. The line of till samples southwest of each anomaly collectively would in theory capture indicator minerals from any kimberlite possibility that might be of interest on the property. Only glacial till material was sampled, while sand, clay, and organic swamp material were not sampled. In general, the glacial till was found to be thin and/or covered by extensive areas of swampy organic material or clay. Some glacial outwash material was observed in the field and rejected for sampling.

Overall, the till sampling and detailed ground magnetic surveys were successful. However, a small number of locations presented challenges to finding till. In one instance, one of the larger airborne anomalies could not be located by the detailed ground follow-up magnetic surveys. Therefore, there will need to be a further re-examination of the airborne data. In any event, several till samples were collected to the southwest of the phantom anomaly. It is possible the target may actually lie beneath lake waters slightly further off-shore could require an additional magnetic survey on lake ice to locate and define the target.

Burn, Nickel-Copper Project in Manitoba

- Geological mapping, prospecting and sampling has been completed over the Company's nickel-copper-PGE-bearing Burn property located in the BC Lake area to the southeast of Flin Flon Manitoba.
- In November 2011 a VTEM Airborne ElectroMagnetic (AEM) survey outlined at least seven, strong AEM targets. Two of AEM targets appear to have been previously drilled by Hudson Bay Exploration in 1982. One drill hole encountered a formational graphitic sulphide conductor of no economic interest, while the second intersected anomalous copper, nickel, silver and gold mineralization associated with an AEM conductor

coincident with a strong aeromagnetic anomaly. The drill hole intersected 70.1 metres of breccia within a syenite complex containing highly variable quantities of massive and semi-massive sulphides.

- Seventy-two drill core samples were collected from the hole. Assays form the drill hole ranged from trace up to 2.46 % copper, 1.2 % nickel, 10.8 g/t silver and 0.6 g/t gold. To the north and parallel to this copper-nickel bearing conductor is a longer (1.2 km) electromagnetic anomaly with a similar, coincident magnetic shoulder response. This anomaly, which appear to occur within the same syenite complex, was never drilled and appears to continue on to Callinex's Gurney Mine Property (to the east).
- On strike to the west, using the aeromagnetic trends as marker units, the anomaly continues over a strike length of 300 m beneath B.C. Lake.
- Geological mapping efforts carried out over the summer indicated monzogabbro and intrusive breccia within an area that also hosts several gossanous metasedimentary ± sulphidic iron formation units. Present, but not always found in outcrop were numerous large boulders of pyroxenite that may occur as a large dike beneath the waters of BC Lake and follow the trace of the southernmost VTEM anomaly. No boulders of this assumed pyroxenite unit were found north of the AEM anomaly. This may be somewhat similar to the Thompson Ni-Cu-PGE deposit model whereby nickel deposits are formed within mafic to ultramafic intrusions as a partial consequence of the incorporation.
- **On December 23, 2014** the Company announced the initial results from the 2014 till sampling program on its B1 and B2 Pikoo Diamond Project in Saskatchewan.
- 

- Twenty-five samples were successfully collected on the B1 Pikoo property and 7 samples on the B3 Pikoo property. Three out of the nine magnetic anomalies that were till sampled on Copper Reef's B1 and B3 Pikoo properties returned diamond indicator minerals derived from 'down-ice' till samples., Only one of the nine magnetic anomalies (Pikoo 1-001) proved to be quite problematic for till sampling purposes, as the magnetic anomaly was likely located under a lake.

  The best till results came from down ice of the magnetic anomaly Pikoo 1-002 that is located within the B1 Pikoo property and represents the largest, northernmost and most significant magnetic anomaly. The sampling came back with 3 chrome diopsides and 1 eclogitic olivine. A ground magnetic survey over the area outlined a strong circular anomaly approximately 100 m in diameter beneath overburden and occurring just south of a large, mostly non-magnetic granite hill.

  Also down-ice from the Pikoo 1-002 magnetic anomaly, a single grain of chrome diopside was found in a till sample collected just south of magnetic anomaly 'B'. Ground geophysics over this anomaly indicated a weak anomaly caused by a small body less than 25 meters wide and likely representing a dike. The chrome diopside could have just as easily have come from target Pikoo 1-002 which is up ice and not anomaly 'B'.

  Another highly significant magnetic target within the B1 Pikoo property was the Pikoo 1-004 anomaly, which was also investigated by Stornoway Diamond Corporation. Here a single grain of possibly kimberlitic orthopyxene was found in till sourced just south of this anomaly. While the anomaly appears to be caused by a NNE-trending dike located in an overburden-covered NNE lineament depression situated between two non- magnetic large granite outcrops, there is some concern whether the ground magnetic anomaly actually coincides with the aeromagnetic anomaly or if it is a separate magnetic feature. In addition, the aeromagnetic target may not have been properly covered by ground magnetic surveys and appears to lie further west beneath the lake in an area on strike with a more northerly lineament. In any event, till sampling carried out in 2014 may not have adequately covered the down- ice aspect of the target.

  No samples were collected south of the second largest circular airborne magnetic anomaly on the B1 Pikoo property (i.e., the Pikoo 1-001 target) which likely lies beneath lake waters immediately south along the same lineament as the Pikoo 1-004 target.

  There were no indicator minerals obtained from till sampling on the western B3 Pikoo property. The magnetic anomalies mostly appear to be explained by magnetite-bearing metasedimentary gneisses intruded by pegmatites possessing up to fist-size clusters of magnetite. The northernmost and quite intriguing circular magnetic anomaly on the B3 Pikoo property was investigated both geologically and geophysically. However, no till samples were collected down-ice the from the ground magnetic anomaly and the magnetic anomaly also appear to be explained by magnetite-bearing metasedimentary gneisses.

  In conclusion, the highest priority target noted to date on Copper Reef's Pikoo properties is represented by the B1 Pikoo property 1-002 circular magnetic target, which possesses key kimberlite indicators located in glacial tills collected down-ice from this anomaly. Although this target could represent a kimberlite pipe, it will require additional till sampling and confirmation drilling. The B3 Pikoo property magnetic targets have now been downgraded as not having an obvious kimberlitic association. Management and Copper Reef's Board are evaluating the results and how to best to approach the B1 Pikoo 1-002 target in particular, as well as targets B1 Pikoo 1-001 and 004 as they may lie beneath lake waters.

Other Work

Also explored during this prospecting program was a VTEM anomaly that occurs just south of the Gurney Mine Structure. A gold deposit possibility similar to Callinex's nearby Gossan Hill gold zone which is located just to the east of the property. The anomaly lies beneath the waters of Burn Lake and will require ground geophysics over ice to accurately locate.

Two drill targets were recommended in the 2014 Burn Property Report (now completed) with three other drill targets recommended following ground geophysical work. Further work on Hudbay's drill core, now located at Copper Reef's core logging facility, will be carried out this Fall to look in detail at the lithologies hosting the mineralization and to assay for Platinum Group Metals (PGMs). The nickel-copper target horizon could also continue onto Callinex's propertyto the east.

- **On February 4, 2015**, the Company announced that an airborne magnetic survey had been completed over its B1 Property, located in the Pikoo diamond exploration play near Pelican Narrows, Saskatchewan.

  As noted in the company's December 23rd, 2014 press release, several significant till samples containing Kimberlite Indicator Minerals (KIMs) analysed at C F Minerals, are aligned along a prospective north-northeastward trend on the company's B1 property that may be associated with magnetic anomalies, originally outlined by Stornoway Diamond Corporation in a 2007 aeromagnetic survey.

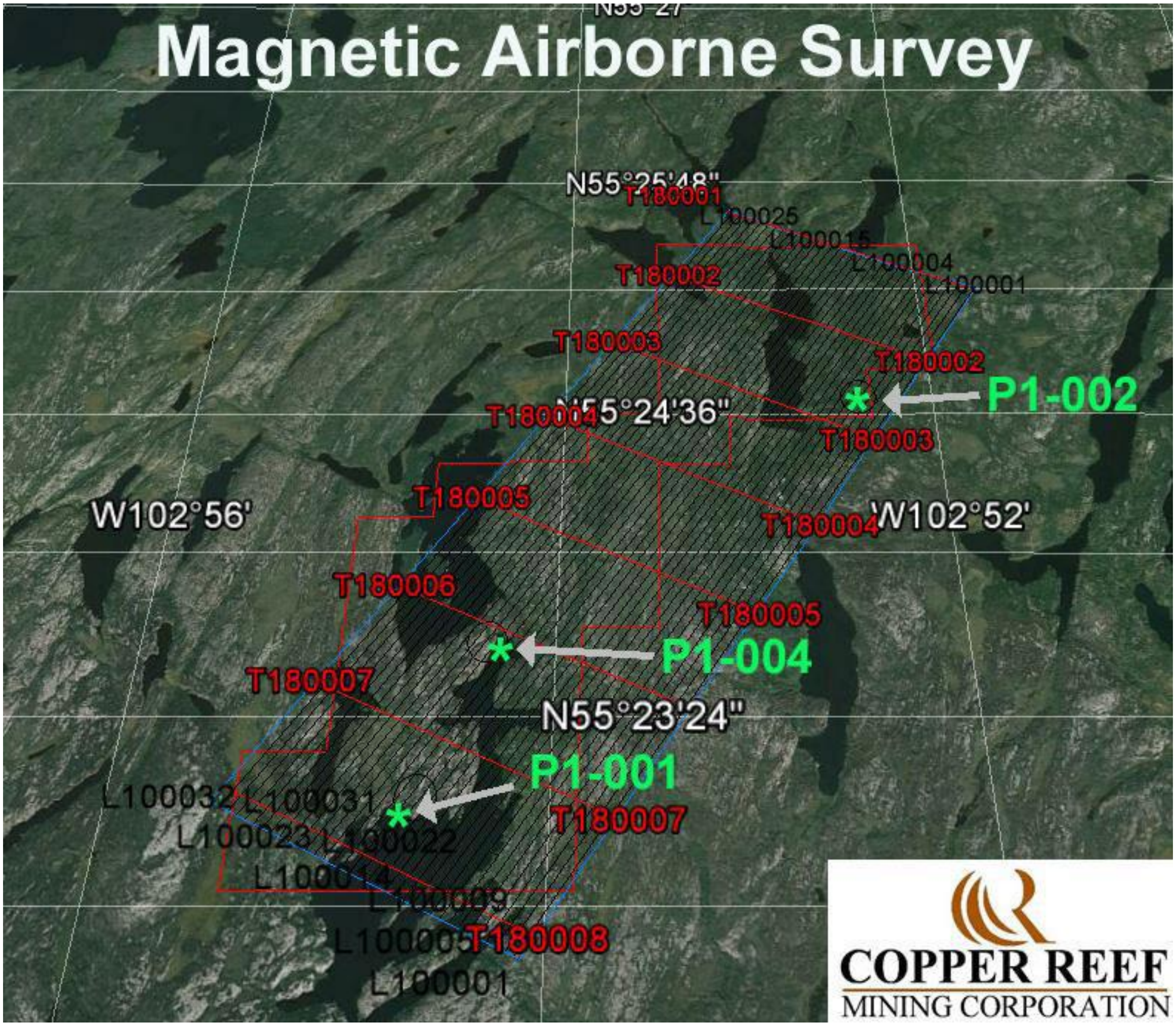
  This newly completed aeromagnetic survey over the entire B1 Property is expected to provide a much clearer, higher resolution image of the two main southern magnetic targets (Pikoo 1- 001 and 004) on that property. Owing to lake cover and proximity to shorelines, previous ground magnetic surveys were unable to accurately locate and define the two southern aeromagnetic targets.

  It is also important to note that the some of the best KIM in till results noted within the B1 Pikoo property were picked up immediately down-ice of the Pikoo 1-002 magnetic anomaly, that may easily represent one of the largest, northernmost and most significant magnetic anomalies on the B1 Pikoo property.

  The new 220 line-km airborne magnetic survey covering the Copper Reef properties (see below) was flown at a 50 metre line spacing, parallel to an azimuth of 207 degrees, and along 34 lines. Eight tie lines flown parallel at an azimuth of 117 degrees are also included in the 220 line-km total.

  Management feels that this new survey will provide a much better definition to the cluster of magnetic anomalies on the property and may further explain the second largest circular airborne magnetic anomaly on the B1 Pikoo property (i.e., the Pikoo 1-001 target) that likely ccurs beneath lake waters and immediately south along the same lineament as the Pikoo 1- 004 target. Copper Reef intends to follow the targets with prospecting and further till sampling in order to establish drill targets with confidence.

  Please refer overleaf for a map of the property.



During the year ended November 30, 2014, the Company incurred $195,871 in capitalised mineral exploration expenditures which are summarized overleaf. No significant work was done on the Company's other properties during the year other than care and maintenance to ensure claims are renewed in a timely fashion.

For the year ended November 30, 2013

	Total	Mink Narrows Group	Gold Rock Group	Smelter Group	Hanson Lake	Alberts Lake Group	Morgan Group	Burn	Otter/ Twin Lakes	Pikoo	Others
Claim acquisition & holding	**6,123**	140	1,200	180	195	777	600	–	48	–	2,983
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	**24,932**	–	–	65	–	5,707	–	–	17,660	–	1,500
Diamond drilling	**27,627**	–	–	–	–	–	–	–	27,627	–	–
Total 2013 expenditures	**164,139**	**2,278**	**1,675**	**1,220**	**195**	**22,759**	**2,025**	–	**128,079**	–	**5,908**

For the year ended November 30, 2014

	Total	Mink Narrows Group	Gold Rock Group	Smelter Group	Hanson Lake	Alberts Lake Group	Morgan Group	Burn	Otter/ Twin Lakes	Pikoo	Others
Claim acquisition & holding	**80,132**	516	732	–	–	1,092	7,470	100	217	65,050	4,955
Assay	**8,039**	–	–	–	–	–	–	100	–	7,939	–
Line cutting	**8,171**	–	93	–	–	–	–	760	4,968	2,350	–
Field labour costs	**69,931**	–	8,075	–	–	7,125	–	26,511	8,551	19,669	–
Other fields costs	**29,598**	–	–	–	–	302	2,550	8,030	426	17,158	1,132
Total 2014 expenditures	**195,871**	**516**	**8,900**	**–**	**–**	**8,519**	**10,020**	**35,501**	**14,162**	**112,166**	**6,087**

In 2014, the company incurred $134,800 in generative exploration that was not capitalized (2013 - $148,059).

EXPLORATION ACTIVITIES FOR THE YEAR

During the year ended November 30, 2014, work was concentrated on the Burn, Otter/Twin Lakes and Pikoo properties. Other work was conducted with the goal to maintain the properties in good standing while increasing the Company's geolgical knowledge of the properties in question.

Work on the Burn, Otter/Twin Lakes and Pikoo properties is summarized previously under Evaluation & Exploration Assets.

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.

Stephen L. Masson, P.Geo, also 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:

	2014 **$**	2013 $	2012 $
(Loss) for the year (1)	**(166,350)**	(2,088,284)	(603,291)
(Loss) per common share, basic and diluted	**(0.001)**	(0.019)	(0.006)
Weighted Average number of common shares	**114,787,327**	110,163,081	105,087,420
Statement of Financial Position Data			
Working capital surplus	**508,871**	675,659	2,573,092
Total assets	**9,460,442**	9,478,574	11,228,941

(1) Gain/(Loss) includes an unrealized Gain/(Loss) on marketable securities of $85,106 (2013 – $(1,568,000))

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 Statements 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, 2014:

	Q4 November 30, 2014	Q3 August 31, 2014	Q2 May 31, 2014	Q1 February 28, 2014
Operating (loss)	(113,969)	(37,087)	(125,585)	(82,949)
Net income (loss) for the period	31,975	(39,424)	(515,953)	357,051
Net income/(loss) per share, basic non-diluted	0.000	(0.000)	(0.004)	0.003
Weighted average shares outstanding	114,787,327	115,281,300	115,281,300	113,402,300
	Q4 November 30, 2013	Q3 August 31, 2013	Q2 May 31, 2013	Q1 February 28, 2013
Operating (loss)	(111,071)	(77,005)	(140,199)	(261,009)
Net (loss) for the period	(205,071)	(459,005)	(882,199)	(542,009)
Net (loss) per share, basic non-diluted	(0.002)	(0.004)	(0.008)	(0.005)
Weighted average shares outstanding	110,163,081	110,471,300	110,471,300	109,179,633

*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:

	2014 **$**	2013 $	**Increase/ (decrease) $**	**Increase/ (decrease) %**
Cash expenditures				
Bank charges and interest	**589**	1,667	(1,078)	-65%
Filing fees	**25,522**	42,366	(16,844)	-40%
Management fees and salaries	**32,375**	55,738	(23,363)	-42%
Office and general	**62,086**	54,470	7,616	14%
Professional fees	**52,387**	89,445	(37,058)	-41%
Rent and utilities	**39,400**	44,559	(5,159)	-12%
Travel and promotion	**11,177**	11,990	(813)	-7%
Generative exploration not capitalised	**134,800**	148,059	(13,259)	-9%
Total cash expenditures	**358,336**	448,294	(89,958)	-20.1%

Overall cash expenditures were reduced by 20.1% from fiscal 2013. Certain figures from 2013 were re-stated to reflect the current year's expense allocations.

During the year ended November 30, 2014, the Company successfully reduced all areas of expenditures. The reduction in demand for the shares of junior exploration companies has continued and Copper Reef is no exception. Operations were largely funded through an orderly selling programme of a portion of the Company's investment in Foran Mining Corp.

Management decided to put the Company on what is essentially a care and maintenance programme that takes into account the need to maintain titles of Company's portfolio of mineral properties in good standing.

Generative exploration, not capitalized

Planned reduction due to budget restraints.

OUTSTANDING SHARE DATA

- **AUTHORIZED SHARE CAPITAL**

Unlimited share capital with no par value.

As at March 25, 2015, the Company had the following common shares, stock options and warrants outstanding:

Common shares	116,581,300
Stock options (all vested)	8,070,000
Warrants	1,800,000
Fully diluted shares outstanding	**126,451,300**

	Number of Shares	Share Capital
Balance as at November 30, 2013	**110,471,300**	**13,020,375**
Shares issued for cash, private placement	4,310,000	215,000
Shares issued under Property Purchase Agreement (Pikoo)	500,000	15,000
Flow through share premium	–	(52,960)
Fair value of warrants issued	–	(16,000)
Balance – November 30, 2014	**115,281,300**	**13,181,915**
Shares issued for cash, private placement	800,000	40,000
Shares issued under Property Purchase Agreement (Pikoo)	500,000	15,000
Fair value of warrants issued	–	(12,000)
Balance – March 25, 2015	**116,581,300**	**13,224,915**

- **STOCK OPTIONS AS AT MARCH 25, 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, 2018	0.10	30,000
Balance November 30, 2014 and 2013 and March 25, 2014	**8,070,000**		0.10	**472,637**

- **WARRANTS AS AT MARCH 25, 2014**

The Company’s warrant activity to March 25, 2014, is summarized as follows:

	Number of Warrants	Expiry Date	Weighted average exercise price $'s	Estimated Grant Date Fair Value $'s
Balance November 30, 2013	**3,750,000**		**0. 15**	26,250
Issued - Non Flow Through	1,000,000	Dec. 30, 2015	0.10	16,000
Expired	(3,750,000)			(26,250)
Balance November 30, 2014	**1,000,000**		**0.10**	**16,000**
Issued – Flow Through	800,000	Dec 31, 2016	0.10	12,000
Balance – March 25, 2015	**1,800,000**		**0.10**	**28,000**

CHANGES TO ACCOUNTING POLICIES

The Company has adopted certain accounting policies to be consistent with IFRS effective December 1, 2013. 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 Note 2(b) of the annual audited financial statements for the year ended November 30, 2014 and 2013 which are available at www.sedar.com.

OFF-BALANCE SHEET ARRANGEMENTS AND PROPOSED TRANSACTIONS

- As at March 25, 2015, the Company has no off-balance sheet arrangements, nor any proposed transactions.

RELATED PARTY TRANSACTIONS AND BALANCES

- **RELATED PARTY BALANCES**

		November, 2014		November 30, 2013	
Related party	**Purpose**	**Amounts charged during the year $**	**Amounts payable or accrued at year-end $**	Amount Charged during the year $	Amounts payable or accrued at year-end $
Corporation controlled by a director	Management fees	**–**	**–**	33,000	–
	Expenses	**–**	**–**	1,626	–
Corporation controlled by an officer	Filing fees	**7,775**	**–**	25,800	–
	Expenses	**2,498**	**1,625**	4,500	–
Corporation controlled by a director	Chief Financial Officer	**–**	**–**	–	–
Accounting firm of which an Officer of the Company is a partner	Professional fees	**7,500**	**7,500**	43,860	7,500
Corporation controlled by a Director and significant shareholder	Management fees, Director	**101,125**	**–**	116,000	–
	Management fees, other		**–**	–	–
	Exploration	**146,505**	**19,996**	151,278	5,447
	Office, rent and general expenses	**99,741**	**21,737**	106,209	–
Totals		**365,144**	**50,858**	482,273	12,947

During the year ended November 30, 2014, the Company recorded director's fees of $nil (2013 - $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 account payabale and accrued liabilities to related parties are unsecured, non-interest bearing with no fixed terms of repayment.

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

	November 30 2014	November 30 2013
	$	$
Short term employee benefits	**108,900**	174,800
Share based payments	**–**	121,200
Totals	**108,900**	296,000

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. On March 28, 2013, the Company has extended the term of the agreement for a further two year term to December 31, 2014.

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, 2014, the Company renounced Canadian exploration expenditures in the aggregate amount of $165,500 (2013 -$220,000) related to proceeds from the issuance of flow-through shares pursuant to the financings and has incurred these qualifying Canadian exploration expenditures as at November

30, 2014. 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.

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, marketable securities, amounts receivable, and accounts payable and accrued liabilities. The carrying values of cash, amounts receivable, and accounts payable and accrued liabilities approximate their estimated 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 amounts receivable. Cash has 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 by purchasing term deposits held at a major Canadian financial institution.

Amounts receivable consist of amounts due from the Company's brokerage house, Financier Banque Nantional. Management believes that the credit risk concentration with respect to these financial instruments is minimal.

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, 2014. Future cash flows from interest on cash 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 estimated 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, 2014 in the amount of $508,871, in order to meet short-term business requirements.

Risk to the Company from its marketable securities is derived from two factors:

- The ability of the issuer to sustain itself financially; and
- The ability to monetize the securities of the issuer.

The Company's marketable securities consist of 2,870,200 shares of Foran Mining Corporation (2013 – 4,000,000 shares) with a quoted market value at November 30, 2014 of $602,742 (2013 − $720,000) and 20,000 shares of Jaxon Minerals Inc. (2013 - 20,000 shares) with a quoted market value at November 30, 2014 of $1,000 (2013 − $2,000). A 1% change in the quoted market prices of these marketable securities would result in a $6,027 change to the Company's net loss for the year ended November 30, 2014 (2013 – $7,220).

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 statements of financial position 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 2015 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 pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after December 1, 2014 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

- IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.
- IFRS 13 – Fair Value Measurement ("IFRS 13") was amended to clarify that the exception which allows fair value measurements of a group of financial assets and liabilities on a net basis applies to all contracts within the scope of IAS 39 or IFRS 9, regardless of whether they meet the definitions of financial assets or liabilities as defined in IAS 32. The amendment is effective for annual periods beginning on or after July 1, 2014.
- IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016. Earlier adoption permitted.
- IAS 32 – Financial Instruments: Presentation ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014.

- IAS 36 – Impairments of Assets ("IAS 36") was amended by the IASB in May 2013 to clarify the requirements to disclose the recoverable amounts of impaired assets and require additional disclosures about the measurement of impaired assets when the recoverable amount is based on fair value less costs of disposal, including the discount rate when a present value technique is used to measure the recoverable amount. The amendments to IAS 36 are effective for annual periods beginning on or after January 1, 2014.
- IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39") was amended by the IASB in June 2013 to clarify that novation of a hedging derivative to a clearing counterparty as a consequence of laws or regulations or the introduction of laws or regulations does not terminate hedge accounting. The amendments to IAS 39 are effective for annual periods beginning on or after January 1, 2014.

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.