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 July 22, 2015 constitutes management's view of the factors that affected the Company's financial and operating performance for the period ended May 31, 2015 and subsequent period ended July 22, 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 July 22, 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

- 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.

- On May 12, 2015, the Company announced that it has entered into non- binding letters of intent with Wildcat Exploration Ltd. (TSX-V: WEL) to sell to Wildcat its diamond exploration properties in the Pikoo and Fort a la Corne diamond exploration areas of Saskatchewan as well as all of its gold properties in the main Flin Flon mining camp of Manitoba. The terms of the LOIs contemplate that the parties will enter into definitive agreements, subject to applicable regulatory and board approvals, on or about May 31, 2015 or such other date as the parties agree.

  Consideration for all the diamond properties will, subject to regulatory approval, be common shares of Wildcat and consideration for the gold properties will be $200,000 to be satisfied by a non-interest bearing demand note payable to Copper Reef, secured by the gold properties or common shares of Wildcat. Copper Reef's proposed sale of diamond exploration assets in the Pikoo and Fort a la Corne area includes ha on 11 separate properties and 4,722 ha on 5 gold properties in the Flin Flon Camp of Manitoba. The properties are known as the Alberts-Gwynn, Otter, Kiss, Burn, and Jewel Box mineral claims. All the gold properties have significant prospects, including some with extensive drilling.

  This is a commodity-focused transaction for Copper Reef, which will concentrate on its very large base metals property holdings within the Flin Flon-Snow Lake Camp as well as its advanced gold holdings in the Snow Lake area of Manitoba, Copper Reef will still be exposed to diamond and gold exploration through its significant holdings (5,500,000 common shares) in Wildcat.

  The Flin Flon –Snow Lake Camp is one of the most prolific Paleoproterozoic Volcanic-hosted Massive Sulphide districts (VMS) in the world, where at least 27 mines have operated. While copper and zinc often account for the lion's share of the production from the VMS mines in this district, it is quite normal for many of these VMS deposits to have exceptional gold and silver by-products. Gold-Silver mines have also operated throughout the region.

The transactions involving Copper Reef and Wildcat are part of a larger arrangement with Strike Diamond Corp. (“Strike”) and Kalt Industries Ltd. (“Kalt Industries”), whereby Wildcat will gain a very strong presence in the Pikoo Diamond exploration area. Upon completion of the proposed arrangement, the combined Pikoo property package in total will be comprised of more than 55,790 hectares immediately southeast and contiguous to the Pikoo diamond play belonging to North Arrow Minerals Inc. (“North Arrow”) and Stornoway Diamond Corp (“Stornoway).

Pikoo is a new diamondiferous kimberlite district located in east central Saskatchewan, associated with the Archean-aged Sask Craton. On November 6, 2013, North Arrow announced the discovery of two distinct kimberlite indicator mineral trains in the area and, in follow-up drilling, the PK 150 kimberlite, which returned 745 diamonds larger than 0.106 mm, including 23 diamonds larger than 0.85 mm from a 209.7 kg sample of drill core. More recently, on March 30, 2015, North Arrow announced the discovery of three new kimberlite bodies within their Pikoo property. In addition, other publicly-traded companies have recently identified several distinct kimberlite indicator mineral trains in the Pikoo area. Under the proposed arrangement, Wildcat will also have a significant presence in the Fort a la Corne - Smeaton area where the Star-Orion South diamond project of Shore Gold Inc. is located and is currently being explored.

- On May 28, 2015 the Company announced the appointment of Mr. Kelly Gilmore to its Board of Directors. Mr. Masson, President and CEO of the Company, welcomes Mr. Gilmore to the Board, who has been a longtime colleague of Stephen Masson and Jim Pickell. The entire board is excited as Copper Reef continues to build its team of proven minder finders and discovery expertise with a combined expertise of over 150 years in exploration. Kelly’s depth of knowledge in various areas of exploration and proven skills at finding major deposits will be a valuable asset to Copper Reef exploring its extensive quality land position in Flin Flon Belt, from Snow Lake Manitoba to Hanson Lake Saskatchewan. Mr. Gilmore joins Copper Reef at a time that he will help lead the company to refocus on its base metal exploration efforts in the prolific Flin Flon Belt that continues to turn out world class copper-zZinc–silver-gold deposits.

  Mr. Gilmore a graduate geologist of the University of Manitoba has over 30 years of experience designing and executing exploration programs with documented success in the application and integration of geophysics, geochemistry and geology for VMS copper-zinc, nickel sulphide, gold and IOCG or Porphyry style mineralisation. His experience with Hudson Bay Exploration and Development Company Limited (HBED) primarily focussed on the Flin Flon-Snow Lake Greenstone Belt of Manitoba and Saskatchewan, Manitoba and later as Chief Exploration Geologist with Hudbay Minerals Inc included projects in Balmat, New York State, Chile, northern and south western Ontario and the Tom-Jason property in the Yukon.

  Kelly is associated with many mine discoveries in the Flin Flon Belt, including the large Triple Seven (777) Mine and the Lalor Deposit for which he was twice part of teams awarded the PDAC Bill Dennis Prospector of the Year Award.

  To Copper Reef he also brings the breadth of over 20 years involvement in leading edge research partnerships with various industry, academic and government agencies at both provincial and national levels as well as 7 years of experience with the mining associations of Manitoba and Saskatchewan.

  Kelly is registered as a professional geoscientist with the Association of Professional Engineers and Geoscientists of Manitoba (APEGM) and served two terms as a councillor. He is also a member of the Association of Professional Engineers and Geoscientists of Saskatchewan (APEGS) and the Association of Professional Geoscientists of Ontario (APGO).

LIQUIDITY AND CAPITAL RESOURCES

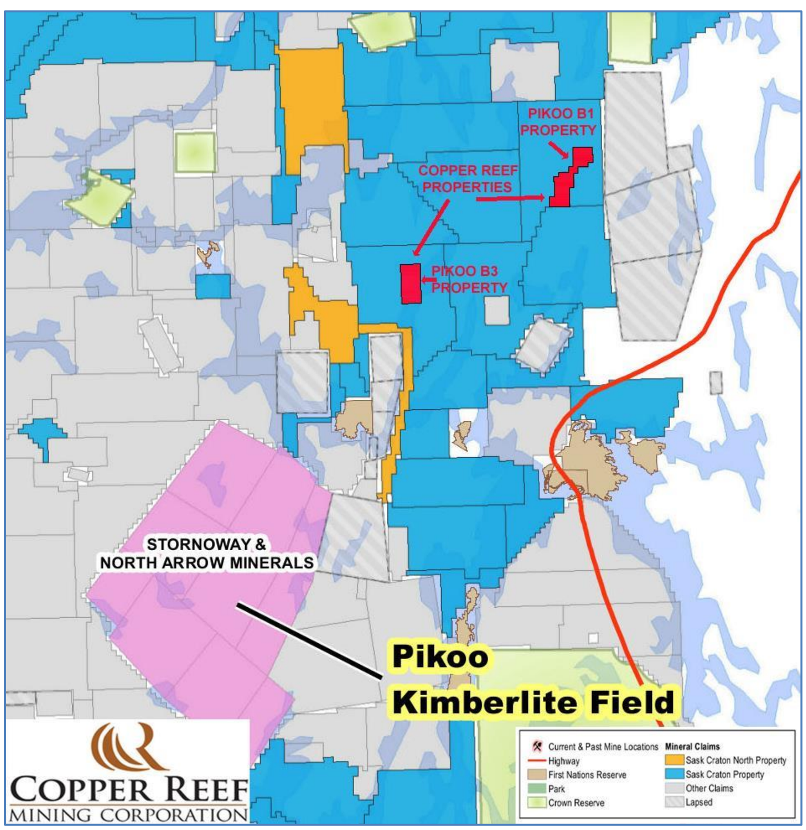
As at May 31, 2015, the Company had working capital of $359,912 as compared to working capital of $508,871 as at November 30, 2014. The Company's ability to remain liquid over the long term depends on its ability to obtain additional financing. There can be no assurance that the Corporation will be able 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.

- **On February 3, 2015**, pursuant to a property purchase agreement with CanAlaska Uranium Ltd. noted in Note 7 and in Note 9(iv) of the interim financial statements, the Company issued 500,000 common shares at a deemed fair value of $0.03 per share, based on the fair market price of the January 24, 2014 agreement
- **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 from 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 orthopyroxene 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 from the ground magnetic anomaly and the magnetic anomaly also appears 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 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 property located to 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.

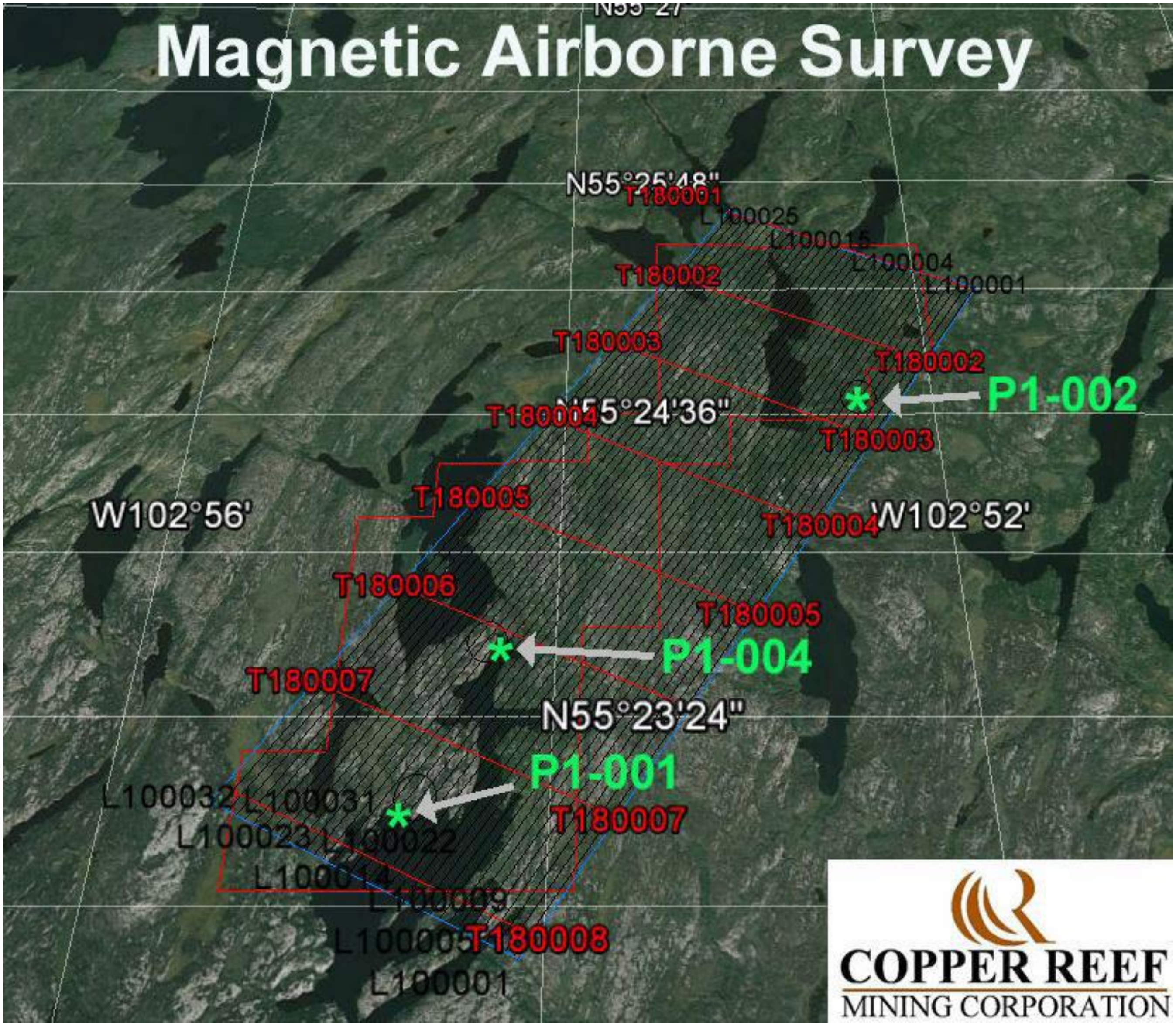
  This newly completed aeromagnetic survey over the entire B1 Property is expected to provide a much clearer, higher resolution image of the two main southern magnetic targets (Pikoo 1- 001 and 004) on that property. Owing to lake cover and proximity to shorelines, previous ground magnetic surveys were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



On April 22, 2015, the Company announced the acquisition of two claim packages located in Northern Saskatchewan. The first package consists of two blocks of claims in the Pikoo area acquired from CanAlaska Uranium Ltd ("CanAlaska"), while the second claim package consists of seven, widely scattered claim blocks picked up from 49 North Resources Inc. ("49 North") in the Fort a la Corne area of Northern Saskatchewan.

The terms for the acquisition of 100% interest in the two CanAlaska properties include: a single share issue of 1,000,000 shares (500,000 per block) of CZC on regulatory approval: CanAlaska will retain a 2.5% NSR, over which Copper Reef has a Right of First Refusal: Copper Reef must complete 2 years of assessment work on the property or issue 1,000,000 additional shares. Copper Reef, once CanAlaska has received the shares, will have full title to the property and may vend or assign the claim blocks to another party or parties.

The terms for the acquisition of 100% interest in the seven 49 North properties include a single share issue of 2,000,000 shares of CZC on regulatory approval and a 3% NSR which CZC has a right of first refusal. Copper Reef, once 49 North has received the shares, will have full title to the property and may vend or assign the claim blocks to another party or parties.

The two clusters of Pikoo area claims, obtained from CanAlaska, include a high number of untested aeromagnetic anomalies that could be caused by kimberlite intrusions. These Pikoo area properties are located immediately east of the village of Deschambault and just north of the Hanson Lake highway approximately 120 km east of Creighton-Flin Flon, Saskatchewan. This newly revealed, highly prospective Pikoo diamond-bearing district is associated with the Archean-aged Sask Craton and is currently being explored by North Arrow Minerals Inc. following its 2013 discovery of several diamond-bearing kimberlites (as noted in the North Arrow Minerals Inc. ("North Arrow") news release dated November 5th, 2013). The North Arrow discovery consists of reasonably high-grade diamond-bearing kimberlitic intrusions possessing quality diamonds (23 greater than 0.85 mm in size) in an entirely new area for kimberlite discoveries. Alto Ventures Ltd and Strike Minerals Inc are also active exploration players in the area and have outlined new kimberlite indicator mineral trends separate from North Arrow's. Copper Reef considers this new diamond play to be in its exploration infancy and has chosen to get in early and is now adding to its existing property base.

The two CanAlaska blocks, referred to as C2 and C3, contain a number of bulls-eye magnetic targets (10) and occur within the Pelican window of the Archean-aged Sask Craton, immediately west of a major crustal break referred to as the Tabbenor Fault. The known Fort a la Corne kimberlites also occur just west of this same major Tabbenor crustal structure and also are believed to be underlain by the southern continuation of the Archean Sask Craton.

The seven large claim blocks acquired from 49 North are scattered in the Fort a la Corne area and are located just north of where Shore Gold Inc drilled a major kimberlite swarm near Smeaton, Saskatchewan. Several of the newly acquired 49 North blocks have well-defined undrilled kimberlite-like targets as defined by ground magnetic and aeromagnetic surveys. Some of these targets also appear to be 'up-ice' from till samples containing kimberlite indicator minerals. As such, some of the blocks with defined ground magnetic anomalies are believed to be drill ready targets.

During the quarter ended May 31, 2015, the Company incurred $29,361 (2014 – $78,586) in capitalized 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 six month period ended May 31, 2015

	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	73,900	65	–	–	–	754	7,328	–	52	65,050	651
Geological	516	–	93	–	–	–	–	–	423	–	–
Field labour costs	21,612	–	8,075	–	–	6,650	–	–	1,663	4,512	712
Other fields costs	3,902	–	–	–	–	302	2,550	–	265	785	–
YTD Expenditures to May 31, 2014	**99,930**	**65**	**8,168**	**–**	**–**	**7,706**	**9,878**	**–**	**2,403**	**70,347**	**1,363**
Claim acquisition & holding	23,286	143	468	–	195	4,591	1,274	–	143	15,000	1,472
Geological	13,334	–	44	–	–	–	–	–	5,090	8,200	–
Field labour costs	17,200	–	475	–	–	–	–	475	3,563	12,688	–
Other fields costs	358	–	118	–	–	–	–	–	–	241	–
YTD Expenditures to May 31, 2015	**54,178**	**143**	**1,105**	–	**195**	**4,591**	**1,274**	**475**	**8,796**	**36,128**	**1,472**

During the period ended May 31, 2015 , the company incurred $31,557 in generative exploration that was not capitalized (2014 - $43,014).

EXPLORATION ACTIVITIES FOR THE YEAR

During the period ended May 31, 2015, work was concentrated on the Alberts Lake, Otter/Twin Lakes and Pikoo properties. The Company continues to focus other work with the goal to maintain the properties in good standing while increasing the Company's geological knowledge of the properties in question.

This summer the Management and two board members (Kelly Gilmore and Jim Pickell) plan a review of the best targets on its main Flin Flon Properties as well as its Hanson Lake Property to put forward plans for drilling.

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.

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 May 31, 2015:

	Q2 May 31, 2015	Q1 February 28, 2015	Q4 November 30, 2014	Q3 August 31, 2014
Operating (loss)	(114,534)	(113,969)	(113,969)	(37,087)
Net income (loss) for the period	5,134	(20,985)	31,975	(39,424)
Net income/(loss) per share, basic non-diluted	(0.001)	0.000	0.000	(0.000)
Weighted average shares outstanding	116,581,300	116,143,257	115,281,300	115,281,300
	Q1 May 31, 2014	**Q1 February 28, 2014**	**Q4 November 30, 2013**	**Q3 August 31, 2013**
Operating (loss)	(125,585)	(76,894)	(111,071)	(77,005)
Net (loss) for the period	(515,953)	(155,355)	(205,071)	(459,005)
Net (loss) per share, basic non-diluted	(0.004)	(0.000)	(0.002)	(0.004)
Weighted average shares outstanding	115,281,300	115,805,744	110,163,081	110,471,300

*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 THREE AND SIX MONTH PERIODS ENDED MAY 31:

	Three months ended May 31st				Six months ended May 31st			
	2015	2014	Incr./ (Decr.)	Incr./ (Decr.)	**2015**	2014	Incr./ (Decr.)	Incr./ (Decr.)
Bank charges and interest	**143**	109	34	31%	**294**	361	(67)	-18%
Filing fees	**9,248**	14,360	(5,112)	-36%	**13,671**	16,821	(3,150)	-19%
Management fees and	**24,000**	8,000	16,000	200%	**31,000**	16,000	15,000	94%
Office and general	**23,367**	14,623	8,744	60%	**37,638**	27,706	9,932	36%
Professional fees	**14,490**	25,130	(10,640)	-42%	**23,326**	28,770	(5,444)	-19%
Rent and utilities	**8,228**	8,290	(62)	-1%	**17,705**	17,526	179	1%
Travel and promotion	**2,261**	2,096	165	8%	**3,223**	5,045	(1,822)	-36%
Generative exploration	**32,576**	52,664	(20,088)	-38%	**64,133**	95,678	(31,545)	-33%
	114,314	125,272	(10,958)	-9%	**190,991**	207,907	(16,916)	-8%

Overall cash expenditures for the three months ended May 31, 2015 were reduced by 9% (six months - 8%) from fiscal 2014. During the period ended May 31, 2015, the Company continued with its cash management strategies.

Filing fees increased year over year due to increased costs associated with corporate and public company filing regulations.

Management fees were partially suspended during fiscal 2014 and were returned to the normal agreed upon amounts in fiscal 2015.

Professional fees were reduced due largely to expensing annual audit fees on a quarterly basis.

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 July 22, 2015, the Company had the following common shares, stock options and warrants outstanding:

Common shares	116,581,300
Stock options (all vested)	5,050,000
Warrants	1,800,000
Fully diluted shares outstanding	**123,481,300**

	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 – July 22, 2015	**116,581,300**	**13,224,915**

STOCK OPTIONS AS AT JULY 22, 2015

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	**8,070,000**			
Expired May 25, 2015	(3,020,000)		0.10	(187,737)
Balance May 31, 2015 and July 22, 2015	**5,050,000**		**0.10**	**284,900**

- **WARRANTS AS AT JULY 22, 2015**

The Company's warrant activity to July 22, 2015, 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 – July 22, 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 July 22, 2015, the Company has no off-balance sheet arrangements, nor any proposed transactions.

RELATED PARTY TRANSACTIONS AND BALANCES

Related party	Purpose	Amounts charged during the year	Amounts payable/ accrued at year-end	Amount Charged during the year	Amounts payable or accrued at year-end
Corporation controlled by an officer	Filing fees	**6,513**			
Corporation controlled by a Director and significant shareholder	Management fees	**31,000**	**8,000**	52,000	
	Exploration, capitalized and expensed	**81,167**	**13,057**	66,333	25,143
	Corporate expenses	**49,286**	**7,905**	64,285	
		167,966	28,961	182,618	25,143

During the periodended May 31, 2015, the Company recorded director’s fees of $nil (2014 - $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.

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 1,635,700 shares of Foran Mining Corporation (2014 – 2,509,700 shares) with a quoted market value May 31, 2015 of $351,676 (2014 − $451,746) and 20,000 shares of Jaxon Minerals Inc. (2014 - 20,000 shares) with a quoted market value at May 31, 2015 of $600 (2014 – $900).

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.