Telferscot Resources Inc.

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Three and six month periods ended June 30, 2014 and 2013
(Stated in $CAD)

The following MD&A of Telferscot Resources Inc. contains information concerning the company's business strategies, capabilities, financial results and an overview of the outlook for the company and the industry as at August 28, 2014. The unaudited interim consolidated financial statements, together with the accompanying note disclosure, have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The MD&A should be read in conjunction with the company's unaudited interim consolidated financial statements for the three month periods ended June 30, 2014 and 2013. All note references in this MD&A are made in reference to these financial statements. All financial balances are stated in Canadian dollars, the company's reporting currency. All public filings of the company are available on SEDAR at www.sedar.com.

The following discussion contains forward-looking statements that involve numerous risks and uncertainties. Actual results of the company could differ materially from those discussed in the forward-looking statements. These risks and uncertainties are highlighted under "Risk Factors" and "Forward- Looking Statements" found in this document, further below.

OVERALL PERFORMANCE

Telferscot Resources Inc. (the "company" or "Telferscot") was incorporated on May 31, 2010. The business of the company is mineral resource exploration and development. The company filed a prospectus with the Ontario Securities Commission, and was approved for trading as a public company under the ticker symbol "TFS" on April 12, 2011. Trading officially commenced on April 21, 2011 on the CNSX exchange (now the CSE).

The company is focused primarily on its interest in an exploration project located in the Democratic Republic of Congo (the "DRC"). Towards this end, in July, 2011, the company was successful in acquiring the rights and obligations to earn into a copper-cobalt exploration project located in the Kolwezi district of the DRC (the "Kolwezi Project"). However, as a result of the transactions detailed below and more fully described in note 5, the company no longer actively operates in the DRC. It now holds its interest in the Kolwezi Project through a passive 7.4% interest in Kolwezi Copper Corp. ("KCC"), a private company registered in the British Virgin Islands ("BVI").

RESTRUCTURING OF KOLWEZI PROJECT

Kolwezi Copper Corp. "(KCC")

In July, 2011, the company acquired an initial interest of 17% in the Kolwezi Project through its acquisition of 1830953 Ontario Inc. Telferscot had a right to increase its ownership in the exploration project to 60% through the expenditure of a further CAD $4 million prior to September 2013. Exploration expenditures increased the company's ownership position in KCC to approximately 44.9% by December 31, 2012 and 47.4% by April 30, 2013, the date of cessation of funding.

On June 4, 2013, the company announced it had entered into a binding agreement with a new investor, Ivory Mines Investments Limited ("Ivory"), to provide USD $20,000,000 of funding to advance the Kolwezi Project. Under the terms of the agreement, Ivory is to provide a USD $20,000,000 equity facility ("the facility") to KCC to fund future exploration. Monies are to be advanced from the facility quarterly (in advance) to fund the exploration budget. Ivory may withdraw the facility if exploration results do not meet expectations, subject to a requirement to fund a minimum of 4,000 meters of drilling. In return for provision of the facility, Ivory immediately received a 70% interest in the Kolwezi Project. In the event that the facility is withdrawn prior to full funding of the USD $20,000,000, Ivory's interest will be reduced on a pro-rata basis.

As part of the agreement, Telferscot has waived its rights to increase its ownership interest in the Kolwezi Project under the terms of its original agreement as long as Ivory's facility is in place. Accordingly, the company will no longer be required to provide any funding for the project. As a result of the Ivory agreement and related finders' fees, Telferscot's interest in the project was diluted to 10.4%.

The reduction in ownership of KCC has resulted in the effective loss of control of KCC, and was accounted for under the loss of control provisions of IFRS 10.25. Accordingly, the company has recognized the investment of 10.4% retained in KCC at the fair value implicit in the minimum drilling budget of $2,440,450 underlying Ivory's investment into KCC, or $362,233. The gain of $362,233 associated with the loss of control, net of remaining DRC advances, was recognized as income in the prior fiscal year.

In June the company announced that the board of KCC and its majority shareholder, Ivory, approved the annual exploration budget for KCC for the period ending June 2015. KCC will use these funds to continue to advance the Kolwezi Project. The funds will be advanced under the previously announced facility with Ivory. The KCC 2015 budget anticipates a further 3,200 meters of drilling on KCC's exploration licenses PR9090 and PR 12717. This drilling is over and above the required minimum of 4,000 meters. Upon completion of the 2015 exploration program, it is anticipated that Ivory will have advanced approximately USD 5,300,000 under the facility.

Share Exchange

With a new direction to be undertaken by Telferscot as a result of the Ivory transaction, management approached the company's largest shareholder, Allied Link Holdings Inc. ("ALH"), with a proposal whereby ALH would exchange its shares of the company for an equivalent percentage of the company's stake in the Kolwezi Project. This share exchange transaction was approved by shareholders at the company's Annual General Meeting in August, 2013 and completed on October 23, 2013. The transaction had the following terms:

> ALH held 12,237,200 common shares of Telferscot, representing 28.8% of the then-outstanding 42,512,200 common shares. The company transferred 28.8% of its 10.4% interest in KCC, or 3.0%, to ALH. In consideration for the transfer of this interest, ALH surrendered its entire shareholding position in Telferscot for cancellation, reducing the number of issued and outstanding common shares of Telferscot to 30,275,000. The carrying value of the company's investment in KCC was reduced by 28.8%, or $104,215, with a corresponding reduction in share capital.

Subsequent to the share exchange transaction, the company now holds a 7.4% interest in KCC.

Development Stage Enterprise

KCC is considered a development stage enterprise, so Telferscot's passive 7.4% interest is subject to the risks that come with such an entity, as detailed below:

> KCC has not yet determined whether its properties contain reserves that are economically recoverable and the ability to recover amounts from these properties is dependent upon a number of factors, including environmental risks, legal and political risks, the discovery of economically

recoverable reserves, confirmation of the company's interest in the underlying properties, the ability of the company to obtain necessary financing to complete the development and future profitable production or proceeds from the disposition of the properties. KCC is considered to be a development stage enterprise as it has yet to generate any revenue from operations.

Although KCC has taken steps to verify the validity of the exploration licenses related to the mineral properties on which it is conducting exploration and in which it has an interest, these procedures do not guarantee such validity. Its exploration licenses may be subject to unregistered prior agreements, claims or transfers and may be affected by undetected defects.

KCC's operations in the DRC are exposed to various levels of economic and political risk and uncertainties, including currency exchange fluctuations, political and economic instability, government regulations relating to exploration and mining, military repression and civil disorder, all or any of which may have a material adverse impact on the company's activities or may result in impairment in or loss of part or all of the company's assets.

Going Concern

The accompanying unaudited interim consolidated financial statements have been prepared using International Financial Reporting Standards applicable to a going concern, which contemplates the realization of assets and settlement of liabilities and commitments in the ordinary course of business.

As at June 30, 2014, the company has no source of operating cash flow and had an accumulated deficit of $3,501,897 (December 31, 2013 - $3,410,746). Working capital deficiency as at June 30, 2014 was $134,120 compared with $42,969 as at December 31, 2013. Net loss and comprehensive loss for the six month period ended June 30, 2014 was $91,151 (six month period ended June 30, 2013 - $470,285). Operations since inception have been funded solely from the issuance of share capital and exercise of warrants. The company has ongoing operating requirements as a public company and possible future spending requirements with respect to its DRC exploration project, subject to the new financing of the Kolwezi Project obtained in June, 2013 (see *note 5(b)).*

The company now holds a passive investment in a private company and, as a result, has no source of operating cash flow. The company intends to raise funds as and when required to fund its public company operating costs. There is no assurance that the company will be able to raise additional such funds on reasonable terms. The only sources of future funds presently available to the company are through the exercise of outstanding stock options or warrants, the sale of equity capital of the company or the sale by the company of its interest in KCC. The ability of the company to arrange such financing in the future will depend, in part, upon the prevailing capital market conditions, the business performance of the company and the continued support of its shareholder base. However, there are material uncertainties that may cast significant doubt as to the propriety of the use of the use of the going concern assumption upon which these consolidated financial statements have been prepared.

Capitalization

The following table sets the capitalization of the company as at June 30, 2014:

Description	Number of securities outstanding
Common shares issued and outstanding	30,275,000
Warrants	6,000,000
Stock options	2,383,333
Total number of securities outstanding	**38,658,333**(1)

(1) See notes 7 to 9 for further information on share capital and other equity instruments

FINANCIAL RESULTS

Summary of Quarterly Results

The table below reflects a summary of certain key financial results for each of the eight previous quarters:

Description/quarter	Jun-2014	Mar-2014	Dec-2013	Sep-2013	Jun-2013	Mar-2013	Dec-2012	Sep-2012
		$	$	$	$	$	$	$
Cash and term deposits	7,144	19,759	47,509	113,024	175,017	91,217	468,360	285,680
Exploration expenditures	0	0	0	0	32,344	268,241	157,428	202,586
Total other expenses	51,480	41,103	82,625	80,162	93,227	81,535	159,019	100,469
Comprehensive income (loss) for quarter	(51,480)	(39,672)	248,467	(80,162)	(119,339	(349,776)	(322,648)	(303,055)

Results of Operations for the Three and Six Month Periods Ended June 30, 2014 and 2013

Working Capital

As at June 30, 2014, the company had a working capital deficiency of $134,120 (December 31, 2013 – $42,969), consisting mostly of cash and HST receivable. The company has no cash flow from operations and is therefore dependent upon raising equity to sustain its operations.

The company has no indebtedness other than ordinary trade payables and accrued liabilities at June 30, 2014 that total $183,396 (December 31, 2013 - $126,878) *(see notes 6, 15(a) and 15(c))*.

Liquidity and Capital Resources

The company has financed its operations through the sale of its securities. To June 30, 2014, the company has raised aggregate equity of $3,560,870 through the sale of its securities (including common shares and warrants) and the acquisition of the Stephens Lake and Kolwezi properties.

In June, 2013, 2,000,000 warrants were exercised at $0.05 each for proceeds of $100,000, resulting in the issuance of 2,000,000 common shares.

The company has no source of revenue, income or cash flow, so it is wholly dependent upon raising monies through the sale of its shares or exercise of its warrants or options to finance its business operations. The company will require additional funds to support its working capital requirements or for other purposes and will seek to raise additional funds through public or private equity funding, bank debt financing or from other sources. There can be no assurances that this capital will be available in amounts or on terms acceptable to the company, or at all.

Outstanding Share/Equity Data

The company's authorized share capital consists of an unlimited number of common shares. At June 30, 2014, there were 30,275,000 common shares issued and outstanding. In October, 2013, 12,237,200 shares were surrendered for cancellation as part of the share exchange transaction described above under "Kolwezi Project Restructuring" *(see note 5(d))*.

At June 30, 2014, there were common share purchase warrants outstanding to purchase an aggregate of 6,000,000 common shares (after the exercise of 2,000,000 warrants in June, 2013 as described above). Each warrant entitles the holder to purchase one common share at $0.05 per share expiring in January, 2015.

At June 30, 2014, there were 2,383,333 stock options outstanding to acquire shares of the company at $0.15 per option expiring at dates ranging from July, 2016 to November, 2017. Of these options, 1,983,331 were exercisable as at June 30, 2014 *(see note 9)*.

Ex**ploration Expenditures**

The company elected to expense all its acquisition and exploration expenditures under accounting under IFRS *(see note 2(l))*. Exploration expenditures for the six month period ended June 30, 2014 were $Nil (six month period ended June 30, 2013 - $292,852) *(see note 11)*. There have been no expenditures since April 30, 2013 when the company stopped providing funding for the Kolwezi Project *(see note 5(b))*.

Professional Fees

Professional fees for the three and six month periods ended June 30, 2014 were $10,250 and $13,090 respectively (three and six month periods ended June 30, 2013 - $16,036 and $21,036 respectively), consisting of accruals for respective year-end audit fees.

Office and Administration Expenses

Office and administration expenses for the three and six month periods ended June 30, 2014 were $33,263 and $66,588 respectively (three and six month periods ended June 30, 2013 - $60,182 and $118,512 respectively). These totals include fees billed by Grove Capital Group Ltd. ("Grove") for the three and six month periods ended June 30, 2014 of $30,000 and $60,000 respectively (three and six month periods ended June 30, 2013 - $52,500 and $105,000 respectively) *(see note 15(a))*. Effective January 1, 2014, the monthly fee decreased to $10,000 from $17,500. From June, 2013 to December, 2013, Telferscot only paid $10,000 per month against the prior monthly fee of $17,500. From January, 2014 to June, 2014, the company has not paid anything against the revised fee. Accordingly, as at June 30, 2014, accounts payable and accrued liabilities includes $112,500 (December 31, 2013 - $52,500) in respect of such fees.

The fees are for management and administrative services, including monthly compensation for the CFO, corporate secretary, office rent and regular administrative functions.

Transactions with Related Parties

A management contract with Grove is referenced below under the heading "Commitments". Grove is controlled by two of the directors, one of whom is also an officer, and was paid fees as detailed above under the heading "Office and Administrative Expenses".

Each independent director receives a quarterly honorarium of $1,500. Fees recorded for the three and six month periods ended June 30, 2014 were $3,000 and $6,000 respectively (three and six month periods ended June 30, 2013 - $4,500 and $9,000 respectively). As at June 30, 2014, accounts payable and accrued liabilities includes of $21,000 (December 31, 2013 - $15,000) in respect of such fees.

The company's former president and COO, who was also a director, had a consulting agreement that paid USD $12,500 per month from July, 2012 onward. Fees paid under the terms of this agreement (all in USD) for the three and six month periods ended June 30, 2014 were $Nil and $Nil respectively (three and six month periods ended June 30, 2013 - $12,500 and $50,000 respectively) Payments under the agreement ceased after April, 2013 upon Ivory's financing agreement *(see note 5(b))*.

Commitments

The company's management contract with Grove for corporate and administrative support and office space is on a monthly basis with a six-month notice period.

Off-Balance Sheet Arrangements

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

Financial Instruments

The company's significant accounting policies regarding its financial instruments are set out in note 2(o) of the audited consolidated financial statements. The company's financial instruments consist of cash, term deposits, accounts receivable, investment in private company and accounts payable and accrued liabilities. Management is of the opinion that the company is not exposed to significant interest rate, currency or credit risks arising from any of these financial instruments.

Critical Accounting Estimates

The company's critical accounting estimates are presented in note 2(m). The preparation of financial statements in accordance with IFRS requires management to make certain estimates and assumptions. Such estimates may have a significant impact on the financial statements. The company regularly reviews these estimates; however, actual amounts could differ from the estimates used and may accordingly affect the results of operations.

These estimates include:

Investment in private company - The determination of any possible impairment of an investment in a private company is difficult given the lack of any quoted market price, the absence of other transactional activity in the company's shares (other than that used to determine the initial fair value as detailed in note 5(c)) or any other means to reliably determine fair value. Any such determination of possible impairment will be based upon management's best estimates, which in turn are based upon available internal financial and operational information of the investee.

DRC liabilities - There are difficulties and uncertainties that often arise when conducting business as a development stage enterprise in the DRC, as outlined in note 1(b). These uncertainties require significant judgements to ensure that liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations, are measured based on management's best estimate of the expenditure required to settle the obligation at the reporting date.

RISK FACTORS

An investment in the company's securities is considered extremely speculative. Prospective investors should consider the specific risks that are associated with the business of the company. None of the company's mineral properties are in production or contain a known body of commercial ore. In order to develop its properties, the company may require additional financing which may not be possible to obtain.

The business of mineral exploration is generally subject to a number of risks and hazards, insurance for which is generally not always available. The company has, or is seeking to acquire, interests in some volatile regions of the world which have experienced or continue to experience periods of political and/or economic instability including war, terrorism and public disorder. The company's activities may be subject to extensive foreign laws and regulations and the company may become subject to significant liabilities for environmental damage resulting from its exploration activities or for any subsequent development. In addition, changes in mining or investment policies and regulations which cannot be accurately predicted may adversely affect the company's business. There is no guarantee that the company will obtain all required exploration licenses to develop its property interests.

The company has certain spending commitments on its properties and it is possible that these commitments may not be met in a timely manner for operational, security or other reasons. In normal circumstances, the company could negotiate an extension for its contract obligations, but there is no guarantee that it will succeed in obtaining such an extension or relief. In such cases, the company would risk losing its contractual rights on these properties.

The company is a relatively young organization. Its success will largely depend on the efforts and abilities of certain senior officers and key employees. Certain of the directors and officers of the company also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists a possibility for such directors and officers to be in a position of conflict. See "Conflicts of Interests" below.

Lack of Operational Liquidity

The expenses of the company will be funded from cash on hand from the remaining proceeds of the previous offerings. Once such cash has been expended, the company will be required to seek additional financing. There is no guarantee that any debt or additional equity or equity related offering of securities will be available on terms acceptable to the company or available at all or that it will be able to locate or sell copper or cobalt in a timely or profitable manner.

Exploration, Development and Operating Risks

Mining and exploration operations generally involve a high degree of risk. The operations are subject to all the hazards and risks normally encountered in the exploration, development and production of precious and base metals and other minerals, including, but not limited to, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability. The exploration for and development of mineral deposits involves significant risks which may not be eliminated even with a combination of careful evaluation, experience and knowledge. While the discovery of copper, cobalt and other minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of the minerals and proximity to infrastructure; mineral prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot be accurately predicted but the combination of these factors may result in the company not receiving an adequate return on invested capital. There is no certainty that the expenditures made by the company towards the search and evaluation of copper, cobalt and other minerals will result in discoveries of commercial quantities of ore or other minerals.

Foreign Exchange Rates

The company is exploring copper/cobalt properties in the DRC, where the majority of operating expenses are incurred in US dollars. However, the company maintains its accounting records, reports its financial position and results, pays certain operating expenses and the common shares trade, in Canadian currency. Therefore, because exchange rate fluctuations are beyond the company's control, there can be no assurance that such fluctuations will not have an adverse effect on the company's operations or on the trading value of the common shares.

Competition

The mining and mineral exploration industry and in particular, the international copper industry, is competitive in all of its phases. The company faces strong competition from other mining and exploration companies in connection with the acquisition of properties producing, or capable of producing, copper. Many of these companies have greater financial resources, operational experience and technical capabilities than the company. Because of this competition, the company may be unable to maintain or acquire attractive mining or exploration properties on terms it considers acceptable or at all. Consequently, the revenues, operations and financial condition of the company could be adversely affected.

Insurance and Uninsured Risks

The business of the company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the properties of the company or the properties of others, delays in mining, monetary losses and possible legal liability.

The company currently maintains no insurance other than director and officer liability insurance. The company may, however, acquire insurance in the future to protect against certain risks in such amounts as management considers reasonable. While we may obtain insurance against certain risks, the nature of these risks is such that liability could exceed policy limits or could be excluded from coverage. Even after acquiring insurance, such insurance will not cover all the potential risks associated with a mining and/or exploration company's operations. The company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards because of exploration and production is not generally available to the company or to other companies in the mining and exploration industry on acceptable terms. The company might also become subject to liability for pollution or other hazards which it may not be insured against or which the company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Resignation of Key Personnel

The success of the company is highly dependent on the services of certain management personnel. The loss of the services of such personnel if not replaced, could have a material adverse effect on the business operations. The company does not currently have key-person insurance on these individuals.

Conflicts of Interest

Directors and officers of the company may provide investment, administrative and other services to other entities and parties. The directors and officers of the company have undertaken to devote such reasonable time as is required to properly fulfill their responsibilities in respect to the business and affairs of the company, as they arise from time to time.

Lack of Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the operations, financial condition and results of operations of the company.

Regulatory Change

The company may be affected by changes in regulatory requirements, customs, duties or other taxes. Such changes could, depending on their nature, benefit or adversely affect the company.

Risks Related to Title to Properties

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral concessions may be disputed. Although the company believes that it has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of the properties will not be challenged or impaired. Third parties may have known or unknown valid claims underlying portions of the company's interests, including prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the company may be unable to operate its properties as permitted or may be unable to enforce its rights with respect to its exploration licenses. The company may seek to increase the concentration of its mining activities in areas where it already operates mines, or has exploration licenses that it expects will result in operating mines. If the company seeks to amend its current exploration licenses to include additional resources in the area, there can be no assurance that it will be able to obtain the necessary authorizations and regulatory approvals.

No Mineral Resources or Mineral Reserves

The exploration of the area encompassed within the company's properties must be considered to be in an early stage. There is no assurance that any mineralization will be discovered in economic quantities, if at all.

The long-term viability of the company depends upon its ability to find or acquire, develop and commercially produce base metals and other minerals.

Environmental Risks

All of the company's planned operations are subject to environmental regulations, some of which are also subject to environmental licensing. This can make the company's business expensive to operate or prevent certain operations altogether. The company is subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products that could occur because of its mineral exploration, development and production. Such liabilities include not only the obligation to remediate environmental damages and indemnify affected third parties, but also the imposition of administrative and criminal sanctions against the company and its employees and executive officers.

To the extent the company is subject to environmental liabilities, the payment of such liabilities or the costs that may be incurred to remedy environmental pollution would reduce funds otherwise available to the company and could have a material adverse effect on it. If the company is unable to fully remedy an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the company. The company has not purchased (and does not intend to purchase) insurance for environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) because it is not generally available at a reasonable price.

All of the company's planned exploration and possible development and production activities are, or may be, subject to regulation under one or more of local and/or federal environmental laws and regulations. Many of the regulations require the company to obtain authorizations for its activities. The company must update and review its authorizations from time to time and are subject to environmental impact analyses and public review processes prior to approval of new activities. It is possible that future changes in applicable laws, regulations and authorizations or changes in their enforcement or regulatory interpretation could have a significant impact on some portion of the company's business, causing those activities to be economically re-evaluated at that time. Those risks include, but are not limited to, the risk that regulatory authorities may increase bonding requirements beyond the company's financial capability or that of its subsidiaries. Where posting of a bond in accordance with regulatory determinations is a condition to the right to operate under any material operating authorizations, increases in bonding requirements could prevent the company from operating even if it and its subsidiaries were otherwise in full compliance with all substantive environmental laws.

Need For, and Availability of, Future Additional Equity Capital

The company's business strategy will require additional substantial capital investment. To the extent that cash generated internally and cash available under any credit facility that may be entered into are not sufficient to fund capital requirements, the company will require additional debt and/or equity financing. However, this type of financing may not be available or, if available, may not be available on satisfactory terms. If the company fails to generate or obtain sufficient additional capital in the future, it could be forced to reduce or delay capital expenditures, sell assets or restructure or refinance indebtedness, if any.

The company will need to obtain additional resources in the future in order to execute the company's growth strategy, including the possible acquisition of new businesses and assets. The company may not be able to obtain debt financing on terms attractive to it, or at all. If the company cannot obtain adequate funds to satisfy its capital requirements internally or through other methods of financing, the company may need to increase its capital through an additional equity offering. Sales by the company of a substantial number of common shares after the completion of the offering could negatively affect the market price of the common shares and dilute existing shareholdings.

Foreign Operations

The majority of the operations of the company are currently conducted outside of Canada in the DRC and as such, the operations of the company are exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties vary from country to country and include, but are not limited to, currency exchange rates, high rates of inflation; labor unrest; renegotiation or nullification of existing concessions, exploration licenses, exploration licenses and contracts; changes in taxation policies, restrictions on foreign exchange, and changing political conditions, currency controls and governmental regulations that favor or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes, if any, in mining, exploration or investment policies or shifts in political attitude in the DRC may adversely affect the operations or profitability of the company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. The company's operations in the DRC are also exposed to various levels of economic and political risk and uncertainties, including currency exchange fluctuations, political and economic instability, government regulations relating to exploration and mining, military repression and civil disorder, all or any of which may have a material adverse impact on the company's activities or may result in impairment in or loss of part or all of the company's assets.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of the company.

Government Regulation

The mineral exploration activities of the company are subject to various laws governing prospecting, development, taxes, labor standards and occupational health, toxic substances, land use, water use, land claims of local people, and other matters. Although the exploration and development activities of the company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development.

Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the company.

Market Price of Common Shares

The common shares of the company currently trade on CSE. Securities of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the common shares is also likely to be significantly affected by short-term changes in commodity prices, or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the company's performance that may have an effect on the price of its common shares include the following: (1) the extent of analytical coverage available to investors concerning the company's business may be limited if investment banks with research capabilities do not follow the company's securities, (2) lessening in trading volume and general market interest in the company's securities may affect an investor's ability to trade significant numbers of common shares, (3) the size of the company's public float may limit the ability of some institutions to invest in the company's securities, and (4) a substantial decline in the price of the common shares that persists for a significant period of time could cause the company's securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the company's long-term value. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

No Dividends

No dividends on the common shares have been paid by the company to date. The company currently plans to retain all future earnings and other cash resources, if any, for the future operation and development of its business. Payment of any future dividends, if any, will be at the discretion of the company's board of directors after taking into account many factors, including the company's operating results, financial condition, and current and anticipated cash needs.

FORWARD-LOOKING STATEMENTS

This discussion contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the company, its subsidiaries and its projects, timing and likelihood of obtaining government approval for exploration and other operations, the future price of copper, exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital and availability of future financing, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of legislative and regulatory matters. Often, but not always, forward looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative 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. Accordingly, readers should not place undue reliance on forward- looking statements. Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward looking statements. Such factors include, among others, lack of access to historic drill core, delays in obtaining governmental and regulatory approvals, uncertainty of acquiring necessary drilling exploration licenses, general business, economic, competitive, political, social and security uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of copper; possible variations of geological parameters; failure of equipment to operate as anticipated; accidents, labor disputes and other risks of the mining industry; political instability, insurrection, terrorism or war; delays in obtaining financing or in the completion of exploration, development or construction activities, as well as those factors discussed in the section entitled "Risk Factors" in this MD&A. Although the company has attempted to identify important factors that could 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 to differ from those anticipated, estimated or intended.