GRANITE CREEK COPPER

Management Discussion and Analysis
For the three and six months ended November 30, 2022 and 2021

This Management Discussion and Analysis ("MD&A") of Granite Creek Copper Ltd. (the "Company" or "Granite Creek") is for the six months ended November 30, 2022 and covers information up to the date of this MD&A. This MD&A is dated January 30, 2023.

This MD&A was prepared to conform to National Instrument 52-102F1 and was approved by the Board of Directors (the "Board") prior to its release. This analysis should be read in conjunction with the Company's condensed interim consolidated financial statements and notes thereto for the six months ended November 30, 2022 and the audited consolidated financial statements for the year ended May 31, 2022, and the accompanying notes, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts herein are expressed in Canadian Dollars unless stated otherwise.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

NATURE OF BUSINESS

Granite Creek is a growth stage exploration company, focused on the acquisition and development of exploration properties that host copper, gold and silver. Granite Creek was originally incorporated on June 23, 2010 under the British Columbia Business Corporations Act. The Company's flagship asset is the Carmacks and Carmacks North (Carmacks North was previously known as the Stu project) copper-gold-silver project (the "Carmacks Property") in the high-grade Minto copper district in Yukon Territory, Canada. The project is located south and within 35km of Minto Metals' Minto mine. The Company has also recently acquired the Star property. The Company is a reporting issuer and trades on the TSX Venture Exchange ("TSX-V") in Canada under the symbol "GCX", in the United States on the OTC Markets under the symbol "GCXXF" and the Frankfurt Stock Exchange under the symbol "A2PFE0".

The Company's principal business is the acquisition, exploration and development of mineral properties with the goal of establishing a mineable mineral resource. To date the Company has not generated any significant revenues.

Granite Creek is a member of the Metallic Group of Companies, a collaboration of three precious and/or base metals exploration companies, with a portfolio of large, brownfield assets in established mining districts adjacent to some of the industry's highest-grade producers of silver, platinum group metals and copper. The Metallic Group includes highly successful explorationists, formerly with leading explorer/developers including NovaGold Resources Inc., Trilogy Metals Inc., Wellgreen Platinum Ltd. (now Nickel Creek Platinum Corp.) and others, as well as larger producers including Placer Dome Inc. (now Barrick Gold Corporation), Goldfields Limited, and Stillwater Mining Company (now Sibanye-Stillwater).

Member companies include Metallic Minerals Corp. (TSX-V: MMG) in the high-grade Keno Hill silver district and La Plata silver and gold district, Group Ten Metals Inc. (now Stillwater Critical Minerals Corp.) (TSX-V: PGE) in the Stillwater PGM-Ni-Cu district of Montana, and Granite Creek. Each of the Metallic Group companies has a dedicated, highly experienced management team and board of directors with a track record of exploration and project development success. The companies share back-office, corporate support and geological staff for cost efficiency.

HIGHLIGHTS AND KEY DEVELOPMENTS

- On January 19, 2023 the Company reported positive results from its Preliminary Economic Assessment for the Carmacks property.

- On November 22, 2022, the Company announced results from an Induced Polarization survey conducted at the Company's Carmacks property. The Company also announced it had closed a second tranche of the previously announced private placement for gross proceeds of $148,700 consisting of 1,142,667 non flow-through units and 572,727 flow-through shares.

- On October 5, 2022, the Company announced the closing of a first tranche of the previously announced non-brokered private placement, and the amendment of the terms to an issuance of up to 5,000,000 units at a price of $0.075 with each unit consistent of one common share and one transferable warrant and issue up to 2,000,000 flow-through shares ("FT shares") at a price of $0.11 per share. The Company closed a first tranche of 1,481,332 units and 1,460,546 FT shares for total gross proceeds of $271,760.

- On August 30, 2022, the Company announced a non-brokered private placement financing of up to $640,000 through the issuance of up to 5,000,000 units at a price of $0.08 and up to 2,000,000 FT shares at a price of $0.12 per share, to raise proceeds of up to $240,000. Each unit consists of one common share of the Company and one-half of one transferable warrant, with each full warrant allowing the holder to purchase one common share of the Company at a price of $0.10 per share for twenty-four months from the Closing Date of the Offering. Proceeds from the financing will be used for exploration and development of the Company's Carmacks copper-gold-silver project in Yukon, Canada, the newly acquired Star Project in British Columbia, and for general working capital purposes.

- On August 24, 2022, the Company announced the acquisition of the Star Cu-Ni-Platinum Group Metal ("PGM") project, located in the Omineca mineral belt of northern British Columbia. The Company secured a 100% interest in the Star project, with no underlying royalty or further obligations, for total consideration of $10,000 and the issuance of 500,000 common shares of the Company. The issued shares have a hold period of 4 months plus one day from the date of issuance. The transaction received TSX Venture approval and was completed on August 29, 2022.

- On August 3, 2022, the Company announced the appointment of Mr. Geordan Clark as an Independent Director. Mr. Clark is a Yukon-based entrepreneur with extensive project management and business development experience including an MBA from Cape Breton University. He is a citizen of the Yukon's Kluane First Nation, was formerly Executive Director of the Kluane Development Corporation, and is currently General Manager and co-owner of Vision Quest Explorations, a Yukon First Nation drilling and exploration company.

- On June 7, 2022, the Company announced the commencement of its 2022 field exploration campaign at the high-grade Carmacks Cu-Au-Ag project, south of the operational Minto mine in Canada's Yukon Territory. The program consisted of a high-resolution, deep-penetrating Induced Polarization ("IP") survey to target vertical and horizontal extensions of the three main mineralized areas of the Carmacks deposit and subparallel zones.

CARMACKS and CARMACKS NORTH (Carmacks North previously known as the Stu Project)

The Carmacks and Carmacks North Project is located in the Minto Copper Belt, an area of well-known copper-gold-silver mineralization in Canada's Yukon Territory. Situated approximately 47 kilometers ("km") northeast of the village of Carmacks, and approximately 210 km northwest of Whitehorse, the capital city of the Yukon Territory, the project is within 20km of grid power, 34 km of paved highway and is accessed by an all-weather road maintained by the Yukon government. The combined projects cover approximately 17,700 hectares (177 square km) and are on trend with the Minto copper mine approximately 35 km north of the center of the project.

Carmacks North Target Area (previously known as the Stu Project)
In January 2019, the Company acquired an undivided 100% interest in the Stu Property in consideration for an aggregate of 3,000,000 units (each, a "Transaction Unit") at $0.075 per Transaction Unit valued at $225,000 and a 3% net smelter return royalty to the vendors on any future production on the Stu Property (the "Royalty"). Granite Creek has the option to purchase up to two-thirds of the Royalty from the vendors. The Company will also make annual advance Royalty payments of $30,000 to the vendors beginning in May 2022, and in each subsequent year thereafter until the commencement of any commercial production on the Stu Property. At November 30, 2022, $60,000 has been paid in advance royalty payments relating to May 31, 2022 and 2023.

Each Transaction Unit was comprised of one common share and one share purchase warrant, with each warrant exercisable into one additional common share at an exercise price of $0.15, with an expiry of January 16, 2022. During the year ended May 31, 2022, a total of 2,500,000 warrants were exercised and 500,000 expired unexercised.

Carmacks Project
The Company acquired 100% of the Carmacks Project, an oxide copper, gold, and silver deposit located in Yukon, Canada, through its acquisition of Copper North.

At November 30, 2022, $1.9 million has been paid in advance royalty payments. The Company is required to make an advance royalty payment of $100,000 in any year in which the average daily copper price reported by the London Metal Exchange is US$1.10 per pound or greater. Any production from the Carmacks Project is subject to either a 15% net profits interest or a 3% net smelter return royalty, at the Company's election. If the Company elects to pay the net smelter return royalty, it has the right to purchase the royalty for $2.5 million, less any advance royalty payments made to that date.

Star
The Company acquired a 100% interest in the Star project located in the Omineca region of northern British Columbia in August of 2022. The Star project consists of 4,484 ha of ultramafic geology, highly prospective for copper, nickel, cobalt and platinum group metals. The company began compiling historic data and completed an initial geological sampling and mapping program in the fall of 2022 that included confirmation of the location and tenure of multiple historical showings on the property.

WORK PROGRAM

In May of 2021 the Company launched a two-rig diamond drill program on its flagship Carmacks project of up to 10,000 meters of diamond drilling with the goal of increasing the confidence in and growing sulfide resources at Carmacks and to advance targets at Carmacks North. In addition to diamond drilling the Company also completed reverse circulation (RC) drilling and trenching on some earlier stage targets. A 21-line-km Induced Polarity (IP) geophysical survey was completed on the Carmacks North target area on some of the more early-stage targets.

Results of the various programs were released to the public throughout the year and the Company is now planning the next steps for the advancement of the project.

FINANCIAL CONDITION

The net assets of the Company decreased from $7,836,057 at May 31, 2022, to $6,697,312 at November 30, 2022, a decrease of $1,138,745.

The most significant assets at November 30, 2022 were exploration and evaluation assets of $8,414,696 (May 31, 2022: $8,361,256), cash of $126,537 (May 31, 2022: $949,655) and prepaid expenses and deposits of $72,209 (May 31, 2022: $267,134).

The exploration and evaluation assets of $8,414,696 at November 30, 2022 mainly consisted of the Carmacks property.

The liabilities at November 30, 2022 were accounts payable and accrued liabilities of $377,748 (May 31, 2022: $375,630), due to related parties of $586,723 (May 31, 2022: $674,654) and flow-through share premium liability of $nil (May 31, 2022: $145,334). Upon acquisition of Copper North, the Company had a long-term severance liability which was further accreted by $32,227 to $690,656 at November 30, 2022 (May 31, 2021: $658,429). The Company also renegotiated $371,383 of due to related party balances to longer terms and has classified as long term in the three months ended November 30, 2022.

Of the due to related parties classified as current liabilities, $586,723 at November 30, 2022, a total of $513,033 consisted of a net payable balance with TruePoint Exploration Inc. ("TruePoint"). TruePoint is a privately held exploration service company that provides exploration and administrative services to the Company and other companies. Charges from TruePoint are for exploration, management and office administration expenses. The amount of $513,033 due to TruePoint consisted of invoiced costs offset with advances made by the Company.

Of the due to related parties classified as long-term liabilities, $371,383 at November 30,2022, a total of $257,287 consisted of a net payable balance with TruePoint, and the remaining $114,098 consisted of a promissory note payable to TruePoint. Both of these items were acquired through the acquisition of Copper North.

The flow-through share premium was a result of the Company completing flow-through ("FT") private placements totalling $1,500,001 in December 2021 and $160,660 in October 2022. On issuance of FT units, the Company allocates the proceeds into i) share capital, ii) warrants, and iii) flow-through share premium, if any, using the residual value method. If there is a premium for the FT feature, it is recognized as a liability. Upon incurring qualifying expenditures, the Company reduces the liability and recognizes a deferred tax recovery in income for the amount of tax reduction renounced to the shareholders. At the end of a period, the flow-through share premium liability consists of the portion of the premium on FT shares that corresponds to the portion of qualifying exploration expenditures that have not yet been incurred.

During the six months ended November 30, 2022, the Company incurred qualifying expenditures reducing the flow-through share premium liability to $nil at November 30, 2022.

RESULTS OF OPERATIONS

Three months ended November 30, 2022

The net loss for the three months ended November 30, 2022 was $590,304 (2021: $1,195,459). The decrease in net loss was due to a significant decrease in exploration expenditures.

The majority of expenses for the three months ended November 30, 2022 consisted of exploration expenditures of $434,383 (2021: $830,505), share-based payments expense of $42,765 (2021: $92,713), consulting and management fees of $73,723 (2021: $63,887) and investor relations of $40,965 (2021: $131,046).

Exploration expenditures of $434,383 consisted of work performed on the Carmacks North property (formerly known as Stu Property) of $53,168 including $7,801 in camp, $41,628 in consulting, and $3,216 in equipment. Work performed on the Carmacks property of $352,151 including $22,501 in analysis, $22,452 in camp, $280,368 in consulting, $5,064 equipment and communication, $15,893 in fuel/transport.

The share-based payments expense of $42,765 was a result of the vesting of newly granted 360,000 options and previously granted stock options. The Company applies the fair value method of accounting for all awards of stock options by using the Black-Scholes option pricing model. Variations in share-based payments expense is based on a number of factors including, but not limited to, the size and occurrence of grants during a particular period, the Company's share price at the time of an option grant and the timing of recording share-based payments expense based on vesting schedules.

Six months ended November 30, 2022

The net loss for the three months ended November 30, 2022 was $1,556,402 (2021: $3,729,033). The decrease in net loss was due to a significant decrease in exploration expenditures.

The majority of expenses for the six months ended November 30, 2022 consisted of exploration expenditures of $1,233,518 (2021: $3,238,527), share-based payments expense of $133,446 (2021: $242,890), consulting and management fees of $132,388 (2021: $121,991) and investor relations of $74,502 (2021: $163,562).

Exploration expenditures of $1,233,518 consisted of work performed on the Carmacks North property (formerly known as Stu Property) of $226,589 including $163,357 in camp, $41,628 in consulting, and $17,867 in fuel, and $3,216 in equipment. Work performed on the Carmacks property of $977,865 including $27,092 in analysis, $133,007 in camp, $710,463 in consulting, $38,234 equipment and communication, $38,654 in fuel/transport.

The share-based payments expense of $133,446 was a result of the vesting of newly granted 360,000 options and previously granted stock options. The Company applies the fair value method of accounting for all awards of stock options by using the Black-Scholes option pricing model. Variations in share-based payments expense is based on a number of factors including, but not limited to, the size and occurrence of grants during a particular period, the Company's share price at the time of an option grant and the timing of recording share-based payments expense based on vesting schedules.

CASH FLOWS

Subsequent to November 30, 2022 the Company closed a second tranche of a private placement for gross proceeds of $134,700 consisting of 1,102,667 non flow-through units and 472,727 flow-through shares.

Three months ended November 30, 2022

On October 6, 2022 the Company closed a first tranche of 1,481,332 non FT-units, consisting of one common share and one transferable warrant, and 1,460,546 FT shares for total gross proceeds of $271,760.

During the three months ended November 30, 2022, cash increased by $3,427 from $123,110 at August 31, 2022 to $126,537 at November 30, 2022. The increase was a result of proceeds from the private placement and cash of $299,206 used in operating activities.

The cash of $299,206 used in operating activities consisted of the net loss of $590,304 and a net change of $317,378 in non-cash working capital items, partially offset by non-cash items.

Six months ended November 30, 2022

On October 6, 2022 the Company closed a first tranche of 1,481,332 units, consisting of one common share and one transferable warrant, and 1,460,546 FT shares for total gross proceeds of $271,760.

During the six months ended November 30, 2022, cash decreased by $823,118 from $949,655 at May 31, 2022 to $123,110 at November 30, 2022. The decrease was a result of $1,112,331 used in operating activities offset by the proceeds of the private placement.

The cash of $1,112,331 used in operating activities consisted of the net loss of $1,556,402 and a net change of $473,855 in non-cash working capital items, partially offset by non-cash items.

SUMMARY OF QUARTERLY RESULTS

Selected quarterly information for each of the eight most recently completed financial periods is set out below.

	Q2, 2023	**Q1, 2023**	**Q4, 2022**	**Q3, 2022**
Net income (loss) for the period	(590,304)	(966,098)	(175,528)	(722,884)
Basic and diluted loss per share	(0.01)	(0.00)	(0.01)	(0.01)

	Q2, 2022	**Q4, 2021**	**Q4, 2021**	**Q3, 2021**
Net income (loss) for the period	(1,195,459)	(2,533,574)	(1,418,850)	(513,577)
Basic and diluted loss per share	(0.02)	(0.01)	(0.01)	0.00

LIQUIDITY AND CAPITAL RESOURCES

On October 6, 2022, the Company closed a first tranche of 1,494,665 units, consisting of one common share and one transferable warrant, and 1,460,546 FT shares for total gross proceeds of $273,660. Subsequent to November 30, 2022 the Company closed a second tranche of a private placement for gross proceeds of $134,700 consisting of 1,102,667 non flow-through units and 472,727 flow-through shares.

As at November 30, 2022, the Company had current assets totaling $218,826 comprised of cash, receivables, and prepaid expenses and deposits. At November 30, 2022, the Company had working capital deficit of $745,645 (May 31, 2022: working capital of $42,930).

As the Company has no revenues, its ability to fund operations is dependent upon its ability to secure financing through the sale of equity or assets, or to obtain loans. While the Company has been successful in obtaining the necessary financing through the issuance of common shares and loans from related parties in the past, there is no assurance it will be able to raise funds in this manner in the future and there remain material uncertainties that may cast significant doubt as to the Company's ability to continue as a going concern. The Company's trade and other payables are due in the short term.

OFF-BALANCE SHEET ARRANGEMENTS

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

CONTRACTUAL OBLIGATIONS

As a result of the issuance of FT shares in December 2021, the Company had a commitment to incur $1,500,001 on qualifying Canadian exploration expenditures. At November 30, 2022, the Company had incurred $1,500,001 of those qualifying expenditures.

As a result of the issuance of FT shares in October 2022, the Company had a commitment to incur $160,660 on qualifying Canadian exploration expenditures. At November 30, 2022, the Company had incurred $160,660 of those qualifying expenditures.

RELATED PARTY TRANSACTIONS

Key management personnel are the Directors and Executive Officers of the Company. Key management personnel, or their related parties, may hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. The amounts paid by the Company for the services provided by related parties have been determined by negotiation among the parties and are reviewed and approved by the Company's Board. These transactions are in the normal course of operations and are measured at their exchange amount, which is the amount agreed upon by the transacting parties.

In addition to key management personnel, the Company transacted with the following related parties during the three and six months ended November 30, 2022 and 2021:

- TruePoint Exploration Inc. ("TruePoint") is a privately held exploration service company that provides exploration and administrative services to the Company as well as to other exploration companies. Costs covered by TruePoint include exploration expenditures (technical work on the project such as drilling, sampling and geophysics), consulting, investor relations and corporate development costs and other admin costs. Timothy Johnson, President and CEO of the Company, and another director of the Company are minority shareholders of TruePoint;

- 1111040 BC Ltd., a private company controlled by the President and CEO of the Company; and
- MVR Consulting Inc. ("MVR Consulting"), a private company controlled by Michael Rowley, Director.

a) Related Party Transactions

Related party transactions for the three and six months ended November 30, 2022 and 2021 were as follows:

	Three months ended November 30,		Six months ended November 30,	
	2022	2021	2022	2021
	$	$	$	$
Consulting and management fees (1)	58,848	55,072	109,714	106,723
Share-based payments (2)	42,765	21,952	133,446	55,908
Exploration and administrative support costs (3)	819,504	863,721	2,120,852	3,213,181
	921,117	**940,745**	**2,364,012**	**3,375,812**

[1] Consulting fees for the three months ended November 30, 2022 and 2021 consisted of fees earned by key management personnel including the CEO and CFO.
[2] Share-based payments expense is a non-cash item that consisted exclusively of the fair value of stock options that were granted to key management personnel.
[3] Transactions with TruePoint for the three months ended November 30, 2022 consisted of exploration expenditures ($2,032,517), investor relations and corporate development fees ($75,949) and other/office fees ($12,386).

b) Related Party Balances

The Company's related party payable balances consisted of the following:

	November 30, 2022	May 31, 2022
Current liabilities – due to related parties	$	$
TruePoint, net (1)	513,033	504,546
TruePoint, promissory note	-	111,589
Tim Johnson	24,857	25,436
1111040 BC Ltd	31,500	15,750
Loy Chunpongtong (Director) (2)	17,333	17,333
	586,723	**674,654**

	November 30, 2022	May 31, 2022
Long-term liabilities – due to related parties	$	$
TruePoint	257,287	-
TruePoint, promissory note	114,096	-
	371,383	**-**

[1] This amount was the net of cash advances made to TruePoint, partially offset by changes from TruePoint
[2] This amount is related to director fees payable by Copper North for time Mr. Chunpongtong served as a Copper North director prior to its acquisition by the Company

Amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment.

PROPOSED TRANSACTIONS

As of the date of this report, there were no proposed transactions that have not been disclosed elsewhere in this MD&A.

FINANCIAL AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities and due to related parties. Cash, accounts receivable, accounts payable and accrued liabilities and due to related parties are classified as amortized cost.

As at November 30, 2022 the Company believes the carrying values of cash, receivables, accounts payable and accrued liabilities, due to related parties and short-term loans approximate their fair values due to the short period to maturity.

The Company's financial instruments are exposed to certain financial risks, including liquidity risk, currency risk, interest rate risk, credit risk, and other price risk. There have been no changes in any risk management policies since May 31, 2022.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this report, there were 140,428,080 common shares, 18,929,272 share purchase warrants, 17,874,000 stock options outstanding and 175,000 compensation options.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the three and six months ended November 30, 2022 and this accompanying MD&A (together, the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim and Annual Filings on SEDAR at www.sedar.com.

RISK FACTORS AND UNCERTAINTIES

Overview

The Company is subject to many risks that may affect future operations over which the Company has little control. These risks include, but are not limited to, intense competition in the resource industry, market conditions, and the Company's ability to access new sources of capital, mineral property title, results from property exploration and development activities, and currency fluctuations. The Company has a history of recurring losses and there is no expectation that this situation will change in the foreseeable future.

Competition

Other exploration companies, including those with greater financial resources than the Company, could adopt or may have adopted the same business strategies and thereby compete directly with the Company, or may seek to acquire and develop mineral claims in areas targeted by the Company. While the risk of direct competition may be mitigated by the Company's experience and technical capabilities, there can be no assurance that competition will not increase or that the Company will be able to compete successfully.

Access to Capital

The exploration and subsequent development of mineral properties is capital intensive. Should it not be possible to raise additional equity funds when required, the Company may not be able to continue to fund its operations which would have a material adverse effect on the Company's potential profitability and ability to continue as a going concern. At present, the Company does not have cash resources to fund planned exploration for the next twelve months. Timing of additional equity funding will depend on market conditions as well as exploration requirements.

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. These conditions may persist for an indeterminate period of time.

Foreign Operations and Political Risk

In foreign jurisdictions, mineral exploration and mining activities may be affected in varying degrees by political or economic instability, expropriation of property and changes in government regulations such as tax laws, business laws, environmental laws and mining laws. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may materially adversely affect its business, or if significant enough, may make it impossible to continue to operate in certain countries. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, foreign exchange restrictions, export controls, income taxes, expropriation of property, environmental legislation and exploration health and safety. These risks are not unique to foreign jurisdictions and apply equally to the property interests in Canada.

Speculative Nature of Mineral Exploration and Development

The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. There is no assurance that commercial quantities of ore will be discovered on any of the Company's properties. Even if commercial quantities of ore are discovered, there is no assurance that the mineral property will be brought into production.

Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit, such as its size, grade, metallurgy, and proximity to infrastructure; commodity prices, which have fluctuated widely in recent years; and government regulations, including those relating to taxes, royalties, land tenure, land use, aboriginal rights, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, and the Company's business may be adversely affected by its inability to advance projects to commercial production.

Uninsured or Uninsurable Risks

The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's evaluation of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and operating activities.

Commodity Prices

The prices of gold, silver, copper, lead, zinc, moly, and other minerals have fluctuated widely in recent years and are affected by a number of factors beyond the Company's control, including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, consumption patterns, and speculative activities and increased production due to improved exploration and production methods. Fluctuations in commodity prices will influence the willingness of investors to fund mining and exploration companies and the willingness of companies to participate in joint ventures with the Company and the level of their financial commitment. The supply of commodities is affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any commodities will be such that any of the properties in which the Company has, or has the right to acquire, an interest may be mined at a profit.

Mineral Property Tenure and Permits

The Company completes reviews of its mineral property titles and believes that all requirements have been met to ensure continued access and tenure for property titles. However, ongoing requirements are complex and constantly changing so there is no assurance that these titles will remain valid. The operations of the Company will require consents, approvals, licenses and/or permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary consents, approvals, licenses and permits that may be required to carry out exploration, development and production operations at its projects.

Although the Company has acquired the rights to some or all of the resources in the ground subject to the tenures that it acquired, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable laws usually provide for rights of access to the surface for the purpose of carrying on exploration activities, however, the enforcement of such rights can be costly and time consuming. It is necessary, as a practical matter, to negotiate surface access.

There can be no guarantee that, despite having the right at law to access the surface and carry on exploration activities, the Company will be able to negotiate a satisfactory agreement with existing landowners for such access, and therefore it may be unable to carry out exploration activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdictions.

Conflicts of Interest

Certain directors and officers of the Company also serve as directors, officers and advisors of other companies involved in natural resource exploration and development. To the extent that such companies may participate in ventures with the Company, such directors and officers may have conflicts of interest in negotiating and concluding the terms of such ventures. Such other companies may also compete with the Company for the acquisition of mineral property rights. In the event that any such conflict of interest arises, the Company's policy is that such director or officer will disclose the conflict to the board of directors and, if the conflict involves a director, such director will abstain from voting on the matter. In accordance with the Business Corporations Act (BC), the directors and officers of the Company are required to act honestly and in good faith with a view to the best interests of the Company.

Dependence Upon Others and Key Personnel

The success of the Company's operations will depend upon numerous factors including its ability to attract and retain additional key personnel in exploration, marketing, joint venture operations and finance. This will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities. This is especially true as the competition for qualified geological, technical personnel and consultants can be particularly intense.

Government Regulation

The Company operates in an industry which is governed by numerous regulations, including but not limited to, environmental regulations as well as occupational health and safety regulations. It is possible that regulations or tenure requirements could be changed by the respective governments resulting in additional costs or barriers to development of the properties. This would adversely affect the value of properties and the Company's ability to hold onto them without incurring significant additional costs. It is also possible that the Company could be in violation of, or non-compliant with, regulations it is not aware of.

FORWARD-LOOKING INFORMATION

This MD&A includes certain statements that may be deemed "forward-looking statements" concerning the future performance of the Company's business, its operations, its financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management. All statements in this discussion, other than statements of historical facts, that address exploration drilling, exploitation activities and events or developments that the Company expects are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that may cause actual results to vary from forward looking statements include, but are not limited to, the Company's ability to access capital, the speculative nature of mineral exploration and development, fluctuating commodity prices, competitive risks and reliance on key personnel, as described in more detail in this document under "Risk Factors and Uncertainties". Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Other Information

All technical reports on material properties, press releases and material change reports are filed on SEDAR at www.sedar.com.

Investor relations

Company management liaises with the investment community and communicates with investors and shareholders about the Company's projects and progress. The Company's website is www.gcxcopper.com.

Corporate Information

CORPORATE HEAD OFFICE & RECORDS OFFICE
904 - 409 Granville Street
Vancouver, British Columbia, Canada V6C 1T2
Telephone: 604-235-1982
Website: www.gcxcopper.com Email: info@gcxcopper.com

DIRECTORS & OFFICERS
Timothy Johnson, President, CEO, & Director
J. François Lalonde, Director
Michael Rowley, Director
John Cumming, Director
Loy Chunpongtong, Director
Geordan Clark, Director
Rebecca Moriarty, CFO
Alicia Milne, Corporate Secretary

STOCK EXCHANGE LISTING
TSX Venture Exchange - Trading Symbol "GCX"
OTC Markets - Trading symbol "GCXXF
Frankfurt Stock Exchange – Trading Symbol "A2PFE0"

TRANSFER AGENT & REGISTRAR
Odyssey Trust Company
323 - 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2

LEGAL COUNSEL
Sangra Moller LLP
1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, Canada V6C 3L2

AUDITORS
WDM Chartered Professional Accountants
1501 W Broadway #420, Vancouver, British Columbia, Canada V6J 4Z6