Management Discussion and Analysis
For the Three and Nine Months Ended February 29, 2024 and February 28, 2023

This Management Discussion and Analysis ("MD&A") of Granite Creek Copper Ltd. (the "Company" or "Granite Creek") is for the nine months ended February 29, 2024 and covers information up to the date of this MD&A. This MD&A is dated April 29, 2024.

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 nine months ended February 29, 2024 and the audited consolidated financial statements for the year ended May 31, 2023, 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.sedarplus.ca 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, or have the potential to host, precious base or battery metals. 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 and the LS Moly 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, Stillwater Critical Minerals Corp. (formerly Group Ten Metals Inc.) (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 March 22, 2024, the Company closed a non-brokered private placement for aggregate gross proceeds of $1,500,00 by issuing a total of 37,500,000 units at a price of $0.04 per unit. Each unit consisted of one common share of the Company and one share purchase warrant, entitling the holder to acquire one common share of the Company at an exercise price of $0.07 for a period of 24 months following the closing date of the private placement.

- On March 7, 2024, the Company announced a non-brokered private placement of up to 37,500,000 units at a price of $0.04 per unit for gross proceeds of up to $1,500,000.

- On January 17, 2024, the Company announced that a significant increase in the recovery of copper from oxide material at its Carmacks project was achieved through metallurgical studies conducted by Kemetco Research. The study showed that copper recovery of over 88% from copper oxide ores is possible though a combination of initial flotation followed by treatment of tailings to produce the total recovery. Additional work is required including design and costing of the tailings treatment circuit. The results have the potential to significantly improve the economics of the project considering the PEA identified $180M of Net Present Value by increasing Life of Mine (LOM) recovery from 64% to 77% and sulfide ore recovery sits at 93.5% and oxide ore sits at 88%.

- On August 23, 2023, the Company announced positive preliminary results of metallurgical testing designed to increase overall copper recovery at its Carmacks project. The work is an important first step in realizing an additional $180M of Net Present Value that is identified in the Preliminary Economic Assessment ("PEA") study as potential in a combined sulphide-oxide recovery system, with total copper recovery increasing by 20% from the current projected 64% to 77% total copper recovery.

- On June 2, 2023, the Company closed the second tranche of a private placement for aggregate gross proceeds of $548,425 by issuing a total of 3,749,667 flow-through ("FT") units at a price of $0.075 per unit and 4,453,333 non-FT units at a price of $0.06 per unit.

- On May 18, 2023, the Company closed the first tranche of a private placement for aggregate gross proceeds of $716,750 by issuing a total of 4,436,667 FT units at a price of $0.075 per unit and 6,400,000 non-FT units at a price of $0.06 per unit.

- On March 23, 2023, the Company entered into an agreement to acquire 100% interest in the LS (formerly Lucky Ship) molybdenum property. Under the terms of the agreement the Company has the option to acquire the 100% interest by issuing 3,750,000 common shares over a three-year period and completing exploration work equivalent to two years' worth of assessment credit during the first two years of the agreement and four years worth of assessment credit in the third year of the agreement. The LS property hosts a historical NI 43-101 molybdenum resource consisting of 65.66 million tonnes averaging 0.064% Mo containing 92.6 million pounds of Mo in the Indicated category with an additional 10.24 million tonnes averaging 0.054% Mo containing 12.2 million pounds Mo in the Inferred category. The Mineral Resource Estimate ("MRE") was completed by A.C.A. Howe Int. Ltd with an effective date of May 1, 2008 and an amended date of June 30, 2008 to National Instrument 43-101 standards and is believed to be reliable.

- On March 7, 2023 the Company filed a National Instrument 43-101 technical report for the Carmacks property entitled "Carmacks Project Preliminary Economic Assessment ("PEA") Yukon, Canada.

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 formerly producing Minto copper-gold-silver 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.

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

At February 29, 2024, $2.1 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 Property
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.

LS (formerly Lucky Ship) Molybdenum Property
The Company entered into an agreement to acquire a 100% interest in the LS (formerly Lucky Ship) molybdenum property. Under the terms of the agreement the Company has the option to acquire the 100% interest by issuing 3,750,000 common shares over a three-year period and completing exploration work equivalent to two years' worth of assessment credit during the first two years of the agreement and four years' worth of assessment credit in the third year of the agreement.

FINANCIAL CONDITION

The net assets of the Company decreased from $7,298,457 at May 31, 2023, to $6,985,848 at February 29, 2024, a decrease of $312,609.

The most significant assets at February 29, 2024 were exploration and evaluation assets of $8,679,435 (May 31, 2023: $8,579,435).

The exploration and evaluation assets of $8,679,435 at February 29, 2024 mainly consist of the Carmacks property.

The liabilities at February 29, 2024 were accounts payable and accrued liabilities of $327,635 (May 31, 2023: $341,588), due to related parties of $284,321 (May 31, 2023: $853,271) and flow-through share premium liability of $80,488 (May 31, 2023: $46,381). Upon acquisition of Copper North, the Company had a long-term severance liability which was further accreted to $777,787 at February 29, 2024 (May 31, 2023: $724,272). The Company also has long-term due to related party balances of $390,530 (May 31, 2023: $377,119).

Of the due to related parties classified as current liabilities, a total of $143,909 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 due to TruePoint consisted of invoiced costs offset with advances made by the Company.

The flow-through share premium was a result of the Company completing two tranches of FT private placement in May and June 2023. 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 nine months ended February 29, 2024, the Company incurred $60,355 of qualifying expenditures, reducing the flow-through share premium liability to $80,488 at February 29, 2024.

RESULTS OF OPERATIONS

Three months ended February 29, 2024

The net loss for the three months ended February 29, 2024 was $198,638 (February 28, 2023: $302,687). The decrease in net loss was due to a decrease in exploration expenditures and share-based payments expense. A total of $26,881 exploration expenses was incurred during the three months ended February 29, 2024 compared to $78,055 during the three months ended February 28, 2023. A total of $8,638 share-based payments expense was incurred during the three months ended February 29, 2024 compared to $63,930 during the three months ended February 28, 2023.

The majority of expenses for the three months ended February 29, 2024 consisted of consulting and management fees of $55,220 (February 28, 2023: $55,343), Corporate advisory fees of $19,032 (February 28, 2023: $30,853), investor relations of $18,558 (February 28, 2023: $20,830) and professional fees of $26,157 (February 28, 2023: $34,164).

The share-based payments expense of $8,638 was a result of the vesting of previously granted stock options.

Nine months ended February 29, 2024

The net loss for the nine months ended February 29, 2024 was $572,388 (February 28, 2023: $1,859,089). The decrease in net loss was due to a significant decrease in exploration expenditures and share-based payments expense.

The majority of expenses for the nine months ended February 29, 2024 consisted of consulting and management fees $174,411 (February 28, 2023: $187,731) corporate advisory fees of $66,183 (February 28, 2023: $82,119), share-based payments expense of $57,326 (February 28, 2023: $197,376), and investor relations of $60,322 (February 28, 2023: $95,332).

The share-based payments expense of $57,326 was a result of the vesting of previously granted stock options.

CASH FLOWS

Subsequent to February 29, 2024, the Company closed a private placement for aggregate gross proceeds of $1,500,00 by issuing a total of 37,500,000 units at a price of $0.04 per unit. Each unit consisted of one common share of the Company and one share purchase warrant, entitling the holder to acquire one common share of the Company at an exercise price of $0.07 for a period of 24 months following the closing date of the private placement.

Three months ended February 29, 2024

During the three months ended February 29, 2024, cash decreased by $177,764 from $198,586 at November 30, 2023 to $20,822 at February 29, 2024. The decrease was a result of $77,764 used in operating activities and $100,000 used in investing activities.

The cash of $77,764 used in operating activities consisted of the net loss of $198,638 and a net change of $93,596 in non-cash working capital items, offset by non-cash items.

The cash of $100,000 used in investing activity relates to the annual advanced royalty payment for the Carmacks project.

Nine months ended February 29, 2024

During the nine months ended February 29, 2024, the Company closed the second tranche of a private placement for aggregate gross proceeds of $548,425 by issuing a total of 3,749,667 FT units at a price of $0.075 per unit and 4,453,333 non-FT units at a price of $0.06 per unit.

During the nine months ended February 29, 2024, cash decreased by $866,167 from $886,989 at May 31, 2023 to $20,822 at February 29, 2024. The decrease was a result of $1,011,140 used in operating activities and $100,000 used in investing activities, offset by the proceeds of the private placement.

The cash of $1,011,140 used in operating activities consisted of the net loss of $572,388 and a net change of $537,302 in non-cash working capital items, partially offset by non-cash items.

The cash of $100,000 used in investing activity relates to the annual advanced royalty payment for the Carmacks project.

SUMMARY OF QUARTERLY RESULTS

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

	Q3, 2024	Q2, 2024	Q1, 2024	Q4, 2023
Net income (loss) for the period	(198,638)	(179,488)	(194,262)	(286,205)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.01)
	Q3, 2023	**Q2, 2023**	**Q1, 2023**	**Q4, 2022**
Net income (loss) for the period	(302,687)	(590,304)	(966,098)	(175,528)
Basic and diluted loss per share	(0.01)	(0.00)	(0.00)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

As at February 29, 2024, the Company had current assets totaling $86,874 comprised of cash, receivables, and prepaid expenses and deposits. At February 29, 2024, the Company had working capital deficiency of $605,570 (May 31, 2023: $259,887).

During the nine months ended February 29, 2024, the Company closed the second tranche of a private placement for aggregate gross proceeds of $548,425 by issuing a total of 3,749,667 FT units at a price of $0.075 per unit and 4,453,333 non-FT units at a price of $0.06 per unit.

Subsequent to February 29, 2024, the Company closed a private placement for aggregate gross proceeds of $1,500,00 by issuing a total of 37,500,000 units at a price of $0.04 per unit. Each unit consisted of one common share of the Company and one share purchase warrant, entitling the holder to acquire one common share of the Company at an exercise price of $0.07 for a period of 24 months following the closing date of the private placement.

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 the Company had a commitment to incur $613,975 on qualifying Canadian exploration expenditures prior to December 31, 2024. At February 29, 2024, the Company has incurred $60,355 of those qualifying expenditures.

RELATED PARTY TRANSACTIONS

Key management are the persons responsible for the planning, directing, and controlling the activities of the Company. They include both executive officers and directors, and entities associated and controlled by such persons including the following:

- 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 Michael Rowley, a 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., a private company controlled by Michael Rowley, Director.

The amounts paid by the Company for the services provided by key management 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.

a) Compensation

Compensation paid or payable to key management for the three and nine months ended February 29, 2024 and February 28, 2023 were as follows:

	Three months ended February 29, 2024	Three months ended February 28, 2023	Nine months ended February 29, 2024	Nine months ended February 28, 2023
	$	$	$	$
Consulting and management fees (1)	48,978	50,766	155,450	154,714
Share-based payments (2)	1,082	63,930	8,295	197,376
Exploration and administrative support costs (3)	166,542	144,570	276,326	2,265,421
	216,602	**259,266**	**440,071**	**2,617,511**

[1] Consulting fees for the three and nine months ended February 29, 2024 and February 28, 2023 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 nine months ended February 29, 2024 consisted of exploration expenditures ($149,995), investor relations and corporate development fees ($99,730) and other/office fees ($26,601).

b) Balances

The Company's balances due from and owing to key management consistent of the following:

	February 29, 2024	May 31, 2023
Current liabilities – Due to related parties	**$**	**$**
TruePoint, net (1)	143,909	689,885
Tim Johnson	25,079	62,053
1111040 BC Ltd	98,000	84,000
Loy Chunpongtong (Director) (2)	17,333	17,333
	284,321	**853,271**

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

Current amounts due to and due from key management are unsecured, non-interest-bearing, and have no formal terms of repayment.

	February 29, 2024	May 31, 2023
Long-term liabilities – Due to related parties	**$**	**$**
TruePoint, Promissory note	390,530	377,119
	390,530	**377,119**

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

Categories of Financial 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 February 29, 2024 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.

FINANCIAL RISK MANAGEMENT

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 February 29, 2024 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, 2023.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of the date of this report, there were 198,267,747 common shares, 56,819,208 share purchase warrants and 14,840,000 stock options outstanding.

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 nine months ended February 29, 2024 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.sedarplus.ca.

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.sedarplus.ca.

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

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