COPPER NORTH MINING CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2013

The following management discussion and analysis of Copper North Mining Corp. ("Copper North" or the "Company") is dated November 18, 2013, and provides an analysis of the Company's results of operations for the three and nine months ended September 30, 2013.

This discussion is intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as certain forward looking statements relating to its potential future performance. The information should be read in conjunction with the Copper North unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2013, the Copper North audited consolidated financial statements for year ended December 31, 2012, and notes thereto. Copper North's accounting policies are described in note 3 of the aforementioned audited consolidated financial statements. All of the financial information presented herein is expressed in Canadian dollars, unless otherwise indicated.

Copper North is listed on the TSX Venture Exchange ("TSXV") under the symbol COL. As at the date of this report, the Company had 58,704,998 common shares outstanding.

The operations of the Company are speculative due to the high-risk nature of the mining industry. Copper North faces risks that are generally applicable to its industry and others that are specific to its operations. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. Such risk factors could materially affect the value of the Company's assets, and future operating results of the Company and could cause actual results to differ materially from those described in the forward looking statements contained in this management discussion and analysis. Reference is made to the discussion of forward-looking statements at the end of this document.

DESCRIPTION OF THE BUSINESS

Copper North is a Canadian-based publicly-traded mineral exploration company with a primary focus of advancing its Carmacks Copper Project, located in the Yukon Territory, Canada. The Carmacks Copper Project is permitted for construction and is expected to produce 30 million pounds of cathode copper per year. The Company also holds the high-grade Redstone property located in the Northwest Territories, Canada.

FINANCIAL POSITION AND CORPORATE ACTIVITY

Finding sources of financing continues to prove challenging for mineral exploration companies. Over the past few months, Copper North has undertaken efforts to raise capital, reduce overhead costs, and limit cash obligations. Despite these efforts, the Company ended the nine months ended September 30, 2013 with $7,000 in cash and a negative working capital balance of $1.14 million. Excluding current liabilities that the Company has the option to repay with common shares, the working capital deficit still approximates $580,000.

The following describes the Company's efforts to raise capital and limit cash obligations since the beginning of the year:

On May 7, 2013, the Company entered into a loan agreement (the "Loan") with an insider of the Company (the "Lender") to secure funds of $300,000. Proceeds from the Loan were used to pay outstanding debts and for general working capital.

The Loan matures on November 7, 2013 and carry's interest at a rate of eight percent (8%) per annum. In consideration of the risk taken by the Lender, a bonus of shares will be granted equal to 20% of the principal amount of the Loan. Copper North has the option to repay all or any part of the principal of the Loan, together with accrued and unpaid interest, prior to the maturity date without notice or penalty. If the Company is unable to repay the Loan in cash, it has the option to settle the obligation in common shares of the Company. The Loan is unsecured. As at the date of this report, the Loan is still outstanding.

Effective April 1, 2013, the Company entered into salary deferral agreements with certain officers, whereby the officers have agreed to defer payment of salary to September 30, 2013. The deferred salaries will accrue interest at a rate of eight percent (8%) per annum. The Company will also pay a one-time bonus equal to 20% of the deferred salaries on September 30, 2013. The Company may pay the deferred salaries, accrued interest and bonuses in cash or common shares in Copper North.

None of the payments under the salary deferral agreements has been made as at the date of this report and the officers are still deferring salary. There is no bonus or interest accruing on amounts accrued beyond September 30, 2013; however, all salaries from October 1, 2013 are payable in cash only.

On September 30, 2013 the Company announced that it signed an agreement to exchange 14.5 million units of Copper North (the "Units") for 442,423 ordinary shares of Global Resources Investment Trust Plc (the "Transaction").

Global Resources Investments Ltd ("GRIL"), an arm's length party to the Company, is a UK-based company whose objective is to generate medium and long-term capital growth through investment in a diverse portfolio of primarily small and mid-capitalized natural resource companies that are listed on various global stock exchanges. GRIL is seeking to re-register as a public company and be constituted as a UK investment trust with the name "Global Resources Investment Trust Plc" ("GRIT") and seek admission of its ordinary shares on the main market for listed securities on the London Stock Exchange.

Copper North will exchange 14.5 million Units at a deemed issue price of $0.05 per Unit. Each Unit shall consist of one common share of the Company and one non-transferable common share purchase warrant (a "Warrant"), exercisable at $0.10 per Warrant share for 18 months from the date of issuance, subject to certain acceleration provisions. In consideration for the Units, GRIT has agreed to issue and deliver to Copper North 442,423 ordinary shares of GRIT (the "GRIT Shares") at a deemed issue price of £1.00 per GRIT Share. The Company intends to sell the GRIT Shares through the facilities of the London Stock Exchange.

As at the date of this report, the Transaction was not yet closed. Closing of the Transaction is subject to a number of conditions, including final approval of the TSXV, the GRIT Shares being freely tradeable and not subject to any resale restrictions, and GRIT successfully listing on the London Stock Exchange.

On November 6, 2013, the Company announced an incentive program to encourage the early exercise of 2,854,500 warrants issued on December 20, 2012 (the "Original Warrants"), as part of a private placement.

In order to encourage the early exercise of the Original Warrants, the Company proposes to amend the terms of the Original Warrants such that each holder who exercises its Original Warrants before December 20, 2013 shall be entitled to a reduced exercise price from Cdn$0.20 (subject to acceleration) to Cdn$0.05 per common share and shall receive an additional share purchase warrant of the Company (an "Additional Warrant"). Each Additional Warrant will entitle the holder to acquire one common share of the Company at an exercise price of Cdn$0.05 until December 20, 2015. The incentive program has received conditional approval from the TSXV.

PROPERTY OVERVIEW

Carmacks Copper Project (Yukon, Canada)

On November 1, 2012, Copper North announced the results from the feasibility study update ("the Feasibility Study") for its wholly-owned Carmacks Copper Project ("Carmacks") located in the Yukon Territory, Canada.

The Feasibility Study concludes that development of Carmacks can be achieved with an after-tax internal rate of return ("IRR") of 15.6%, based on 100% equity financing. The project has an after-tax, net present value ("NPV") of $55.0 million using the U.S Securities and Exchange Commission ("SEC") three year historical copper price of US$3.63/lb, an exchange rate of US$1: C$1, and an 8% discount rate.

The Feasibility Study was prepared in accordance with the requirements of NI 43-101 by M3 Engineering and Technology Corporation ("M3") of Tucson, Arizona with resource estimation provided by Tetra Tech WEI Inc. ("Tetra Tech") (formerly Wardrop Engineering ("Wardrop")) of Vancouver, British Columbia, and reserve estimation and mine costing by Independent Mining Consultants ("IMC") of Tucson, Arizona. Geotechnical, water management and water quality studies were conducted by Golder Associates ("Golder") of Burnaby, British Columbia. Environmental data was collected by Access Consulting Group ("Access") of Whitehorse, Yukon.

In the Feasibility Study, M3 recommends that the Company proceed with the development of Carmacks, which is planned as a conventional open-pit oxide mine with acid heap leach and solvent extraction, electrowinning ("SXEW") process facilities.

Over the projected 8 years of operation, the mine is expected to produce a total of 211.5 million pounds of pure copper cathode of grade equal to or exceeding LME Grade A. Copper North will continue its permitting efforts to secure the required licenses so that it can proceed with project planning, financing and execution. The Company's schedule for basic engineering, construction, and production is subject to permitting and financing.

<u>Financial Analysis</u>

The Feasibility Study includes financial analysis based on three copper price scenarios. All three pricing scenarios assume an exchange rate of US$1: C$1:

1. SEC pricing: three year historical prices, assumes a copper price of US$3.63/lb as of September 30, 2012.
2. Alternate Case assumes a copper price of US$3.20/lb throughout the mine life. This copper price approximates the low end of the 10 year copper price forward curve (source - Bloomberg as of August 22, 2012). The Company expects that the project will operate within this timeframe; and
3. Spot Price assumes a price of US$3.75/lb as of September 30, 2012.

Table 1. Financial Analysis

	SEC Price (1) US$3.63	Alternate Case (2) US$3.20	Spot Price (3) US$3.75
After-tax NPV (0%) (C$ millions)	$156.0	$98.9	$171.7
After-tax NPV (5%) (C$ millions)	$86.1	$40.3	$98.7
After-tax NPV (8%) (C$ millions)	$55.0	$14.5	$66.2
After-tax IRR %	15.6%	10.0%	17.1%
Payback	4.1 years	5.3 years	3.8 years

The spot price of copper has decreased significantly since the release of the Feasibility Study. Recent spot prices translated to Canadian dollars at the prevailing exchange rate have approximated the Alternate Case presented above.

Mining and Mineral Processing

Mine plans were developed for the Carmacks copper deposit based on delivering ore to the crusher at the rate of 1.77 million tonnes per year (ore throughput of approximately 4,860 tonnes per day). The peak total material movement rate (ore and waste) is 13.5 million tonnes per year.

Table 2. Production Metrics

Production and Processing Metrics	
LOM Average Annual Copper Production (lbs.)	30M
LOM Average Copper Grade (%)	0.977
LOM Strip Ratio	5.1:1
Total Recovery	85%

The overall copper recovery has been estimated at 85% and will be spread out over the life of the heap.

Hydrodynamic characterization tests were conducted in May 2012 by HydroGeoSense of Tucson, Arizona. The hydrodynamic test results (Stacking Tests and Hydrodynamic Columns) further demonstrate that the oxide ore at Carmacks is highly competent and permeable on the leach pad.

Capital Costs

The total initial capital is estimated to be $177.6 million (including a $16.67 million contingency and $5.77 million of owner's costs). The capital cost represents an increase of approximately 18% from the capital cost estimate in the 2007 Feasibility Study.

The increase in capital cost reflects escalation in costs of equipment, materials and labour as well as $9.7 million in additional capital for the construction of an 11km long, 34.5 kV power line from the existing power grid at McGregor Creek to the main substation at the Carmacks mine site.

Table 3. Initial Capital Cost

Initial Capital Cost	C$
Process, Infrastructure, Project Contingency	$162.1 million
Mine Development	$5.9 million
Mine Equipment Lease (during pre-production)	$3.8 million
Owners Cost	$5.8 million
TOTAL	$177.6 million

Sustaining capital for the life of mine is estimated at $4.73 million, which includes the expansion of the heap leach pad (inter-lift liners, associated grading, over-liners, geotextiles and pregnant leachate solution ("PLS") piping).

Operating Costs

Total cash operating costs are estimated at $336.9 million for the life-of-mine (or $1.59 per pound of copper produced) which includes mining, mine equipment lease, processing, general and administration, and shipping costs.

Operating costs were based on an annual ore tonnage of 1.77 million tonnes and copper production of 12,800 to 15,500 tonnes of copper cathode annually. The life-of-mine unit cost per ore tonne is C$29.15.

Table 4. Operating Costs

Operating Costs	Total Cost C$	C$ per tonne ore
Mining	$183.5 million	$15.88
Processing	$112.2 million	$9.71
General and Administration	$38 million	$3.29
Shipping	$3.2 million	$0.27
TOTAL	$336.9 million	$29.15

The mine operating costs are based on owner operation of the mine. Mining equipment is leased. During commercial production (years 1 to 7), the unit costs for mining are $2.66 per total tonne and $15.88 per ore tonne.

Operating Costs
The main change to the Project design involves the use of inter-lift liners in the Heap Leach Facility at a maximum of every three lifts (24 m). This feature is common in the heap leaching industry and expedites the transport of PLS through the heap while allowing lower layers to commence drain-down once leaching in those layers is complete.

The water quality model has been upgraded to a dynamic, GoldSim-based model that is integrated with the site wide water balance (also in GoldSim). Integration of water quality and water balance allows the Company to predict how variations in environmental and operating conditions will affect water quality originating from the site and the receiving water quality.

With respect to the Company's discharge management plan, Copper North is adopting site-specific end-of-pipe effluent quality standards. This end-of-pipe management approach will provide operational certainty for the Company and clearly demonstrates how the Company will protect receiving water quality.

The industry standard reclamation approach for closure of copper heaps, involves surface re-contouring, together with a store and release cap and, storm water management/diversion. Preliminary conceptual designs for all three elements were incorporated into the previous closure plan. However, the concepts have now been further developed on more engineering detail. Neutralization and rinsing of the heap, which was previously proposed, has now been eliminated from the closure approach, in accordance with current industry practice.

Permitting

In 2013, Copper North focused its efforts on permitting the Carmacks Copper Project with the intent to bring the project into production.

The Company is preparing its new project proposal for submission for an environmental and socio-economic assessment conducted in accordance with the Yukon Environmental and Socio-Economic Assessment Act and administered by the Yukon Environmental and Socio-Economic Assessment Board ("YESAB"). The Company plans to submit the project proposal to YESAB by the end of the year, later than originally planned. The short delay is due primarily to the additional work necessary to scope the power line into the project proposal as required by YESAB.

Once the environmental assessment phase is complete, and a positive decision is issued by YESAB, the regulatory phase of permitting can commence. The project will be submitted to the Energy Mines and Resources Department of Yukon for an amendment of the Company's existing Quartz Mining Licence ("QML"). The Company will also have to obtain for a type A Water Use Licence before production can commence.

On December 17, 2012, the Company announced that it signed a Letter of Intent ("LOI") with the Little Salmon Carmacks First Nation ("LSCFN") with respect to consultation on the Carmacks Copper Project. The Carmacks Copper Project is located in the LSCFN Traditional Territory and the consultation will allow the First Nation to fully understand the project and how it will interact with their traditional land uses. The Company continues to consult with LSCFN with respect to the technical review of the project design changes.

On January 29, 2013, the Company announced that it signed a LOI with the Yukon Energy Corporation ("YEC") setting out essential elements of a Power Purchase Agreement ("PPA") and ancillary agreements to be negotiated, executed and delivered between the parties for the supply of electricity by YEC to the Company at the Carmacks Copper Project.

Under the PPA, Copper North will be expected to provide the capital (currently estimated at $9.7 million) for the design, permitting and construction of the tap-off from the existing transmission grid, and 11 km 34.5 kV transmission line. This estimated cost is included in the feasibility study results discussed above.

Royalty

Any production from the Carmacks Copper Project is subject to either a 15% net profits interest or a 3% net smelter royalty, at Copper North's election. If Copper North elects to pay the net smelter royalty, it has the right to purchase the royalty for $2.5 million, less any advance royalty payments made to that date. As at the date of this report, $1 million has been paid in advance royalty payments. The Company is required to make an advance royalty payment of $100,000 for any year in which the average daily copper price reported by the London Metal Exchange is US$1.10 per pound or greater.

Redstone (Northwest Territories, Canada)

The Redstone Property comprises five mining leases and 28 mineral claims in the Nahanni Mining District southwest of Norman Wells in the Northwest Territories.

On February 19, 2013, the Company announced the results of its 2012 exploration program on the Redstone Property. The exploration program was conducted by Aurora Geosciences Ltd. (a company which was engaged by Copper North to provide geological, geophysical and logistical field services in the Northwest Territories). It targeted stratiform, sedimentary rock-hosted, copper-silver mineralization, and included geological mapping, 21.3 line km of induced polarization ("IP") surveys, 41.25 line km of ground-based extremely low frequency electromagnetic ("ELF-EM") surveys, and 324 stream sediment samples and 690 biogeochemical samples.

Highlights of the 2012 exploration program include:

- Identification of drill-ready targets at the Coates Lake and Johnson Vein properties;
- Delineation of chargeable IP anomalies at the north end of the Coates Lake property that extend along strike northwards 3,000 m from the limit of known stratiform copper-silver mineralization;
- Delineation and 3D modelling of a complex zone of chargeable IP anomalies that extends at least 1,000 m along strike at the south end of the Coates Lake property;
- ELF-EM surveys have been a useful tool to provide new data on structures and stratigraphy in the near and deep (<2 km) subsurface. This data can be used to help target exploration efforts and to de-risk the positioning of future drill holes;
- Several regional targets have been generated with anomalous stream sediment geochemistry, including samples that have returned assays of up to 490 ppm Cu; and
- Biogeochemistry has the potential to locate stratiform copper-silver mineralization that is concealed beneath glacial sediment cover.

The drill-ready targets identified at Coates Lake should help the Company further assess the potential for a large, copper-silver deposit; focusing on extending known high grade zones of stratiform copper-silver mineralization and exploring for thicker mineralized zones.

Royalty

Should production be initiated on the five mining leases that comprise the Coates Lake area, the five mining leases are subject to a net smelter royalty of between 3 and 4% depending on the monthly average of the final daily spot price of copper reported on the New York Commodities Exchange relating to each production month, as follows:

- 3% if the price is less than, or equal to US$0.75 per pound;
- 3.5% if the price is greater than US$0.75 per pound, but less than, or equal to US$1.00 per pound; or
- 4% if the price is greater than US$1.00 per pound.

All financial information presented below is expressed in Canadian dollars, unless otherwise indicated.

SUMMARY OF QUARTERLY RESULTS

As at and for the quarter ended	30-Sep-13	30-Jun-13	31-Mar-13	31-Dec-12
	$	$	$	$
Loss and comprehensive loss	194,401	294,323	271,217	366,372
Loss per share – basic and diluted	-	0.01	-	0.01
Exploration and evaluation assets	29,332,878	29,272,008	29,041,620	28,947,387
Cash and cash equivalents	6,709	29,922	61,570	521,775
Total assets	29,427,250	29,405,646	29,200,312	29,662,082

As at and for the quarter ended	30-Sep-12	30-Jun-12	31-Mar-12	31-Dec-11
	$	$	$	$
Loss and comprehensive loss	302,748	301,948	328,954	377,994
Loss per share – basic and diluted	0.01	0.01	0.01	0.01
Exploration and evaluation assets	28,690,895	27,542,657	27,065,020	26,835,938
Cash and cash equivalents	512,263	1,529,201	1,244,681	1,875,033
Total assets	29,349,185	29,324,227	28,420,220	28,740,745

The purpose of the following discussion is to explain the significant differences in quarterly results presented on the previous page.

Loss and comprehensive loss

The loss figures for the quarterly periods in 2013 are lower than in 2012 as a result of a general decrease in corporate activity due to adverse market conditions and limited financial resources. The loss for the three months ended June 30, 2013 is slightly exaggerated as it includes the $60,000 bonus accrual relating to the Loan. Without this charge, the loss for the three months ended June 30, 2013 would be in-line with the general decreasing trend in 2013.

During the three months ended December 31, 2012, the Company incurred slightly higher shareholder communication and travel costs largely associated with promoting the feasibility study, the results of which were released on November 1, 2012.

During the three months ended December 31, 2011, the Company incurred a number of non-recurring start-up costs, including recruitment fees and marketing costs.

Exploration and Evaluation Assets

The Company continues to incur expenditures to explore and develop its mineral properties. As a result, the carrying value of exploration and evaluation assets has increased in every quarter presented above.

Cash and Cash Equivalents

Copper North spends cash to explore and develop its mineral properties and to conduct corporate activities. As a result, cash and cash equivalents are typically expected to decrease in periods where there is no financing transaction.

Cash and cash equivalents as at June 30, 2013 are comparable to March 31, 2013 because the Company received $300,000 in proceeds from the Loan in May 2013. These proceeds mostly off-set the cash expended during the three months ended June 30, 2013.

Cash and cash equivalents on-hand on December 31, 2012 are comparable to September 30, 2012 because the non-brokered private placement completed by the Company in December 2012 for gross proceeds of $775,350 off-set the cash expended during the three months ended December 31, 2012.

Cash and cash equivalents increased during the three months ended June 30, 2012 from the non-brokered private placement completed in June 2012 for gross proceeds of $1,002,000.

RESULTS OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	$	$	$	$
CORPORATE EXPENSES				
Filing and regulatory fees	4,827	10,392	37,496	59,531
General administrative costs	7,605	20,159	35,690	72,977
Professional fees	18,467	27,226	41,634	58,401
Rent and utilities	18,000	22,644	61,540	59,097
Share-based payments	11,389	31,568	31,644	91,804
Shareholder communication and travel	9,856	38,026	67,907	143,923
Wages and benefits	118,208	152,733	414,496	447,917
LOSS BEFORE OTHER ITEMS	**188,352**	**302,748**	**690,407**	**933,650**
OTHER ITEMS				
Interest expense	6,049	-	69,534	-
LOSS AND COMPREHENSIVE LOSS	**194,401**	**302,748**	**759,941**	**933,650**

Although the scale and nature of the Company's corporate activity have remained generally consistent throughout the periods presented, there has been a general decrease in activity in 2013 due to the current adverse market conditions and limited financial resources. Line items most affected by this decrease include shareholder communication and travel, professional fees, and wages and benefits.

Share-based payments decreased during the three and nine months ended September 30, 2013 compared to the same periods in 2012 largely because of the timing of stock option grants and the amortization of the value assigned to previously granted stock options.

During the three months ended September 30, 2013 the Company accrued $6,000 in interest payable on amounts due to related parties. Interest expense during the nine months ended September 30, 2013 represents accrued interest and bonus payable on amounts due to related parties. There was no such expense during the same periods in 2012.

LIQUIDITY AND CAPITAL RESOURCES

The Company continued its work towards permitting the Carmacks Copper Project during the nine months ended September 30, 2013, but these activities were limited due to limited financial resources. Copper North had $6,700 of cash on hand as at September 30, 2013 compared to $522,000 as at December 31, 2012.

The nature of the Company's operations requires significant expenditures for the acquisition, exploration, and development of mineral properties. The Company will continue to require additional funding to maintain its ongoing exploration programs, permitting efforts, advance royalty and property maintenance payments, and operations.

To date, the Company has not received any revenue from mining operations and is considered to be in the exploration stage. Its principal source of funds is the issuance of common shares. It uses the capital raised from the issuance of its common shares to explore and develop its mineral properties with the goal of increasing the price of the Company's common shares. Copper North's common shares are publicly traded. As such, the price of its common shares is susceptible to factors beyond management's control including, but not limited to, fluctuations in commodity prices and foreign exchange rates and changes in the general market outlook. Should Copper North require funds during a time when the price of its common shares is depressed, the Company may be required to accept significant dilution to maintain enough liquidity to continue operations or may be unable to raise sufficient capital to meet its obligations.

The Company's ability to continue as a going concern is dependent upon its ability to obtain additional funding from loans or equity financings or through other arrangements. The Company has been successful in securing financing in the past, but there can be no assurance that it will be able to do so in the future. Refer to the Financial Position and Corporate Activity section at the beginning of this report for further information on Copper North's fund raising efforts.

The Company's consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes the realization of assets and settlement of liabilities in the normal course of business as they come due, certain conditions and events cast significant doubt on the validity of this assumption. For nine months ended September 30, 2013, the Company reported a loss of $759,941 and as at that date had $6,709 in cash, a working capital deficit of $1,141,919, and an accumulated deficit of $2,449,357.

The aforementioned financial statements do not reflect the adjustments to the carrying values of the assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumptions deemed to be inappropriate. These adjustments could be material.

RELATED PARTY TRANSACTIONS

Since October 2011, administration, accounting and other office services were provided by Ravenwolf Resource Group Ltd. ("Ravenwolf"), a private company owned equally by Copper North, Western Copper and Gold Corp. ("Western") and NorthIsle Copper and Gold Inc. ("NorthIsle"). Ravenwolf provided the services to its owners on a cost-recovery basis.

Effective April 1, 2013, Copper North transferred its ownership in Ravenwolf to Western. As at that date, Ravenwolf is no longer considered a related party of the Company. Prior to April 1, 2013, Ravenwolf was a related party of the Company and the amounts charged to the Company were categorized as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	$	$	$	$
General administrative costs	-	12,349	12,420	52,939
Rent and utilities	-	22,643	25,540	59,096
Shareholder communication	-	1,453	3,725	7,104
Wages and benefits	-	137,734	131,953	437,918
Wages allocated to exploration and evaluation assets	-	53,598	45,232	145,345
Other	-	-	207	739
	-	**227,777**	**219,077**	**703,141**

The Company's related parties also include its directors and officers. The remuneration of directors and officers during the periods presented was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	$	$	$	$
Salaries and director fees	145,000	132,875	418,250	395,875
Share-based payments	10,499	33,486	33,503	89,421
	155,499	**166,361**	**451,753**	**485,296**

OTHER CONTRACTUAL OBLIGATIONS

Copper North does not pay dividends.

The Company has no off-balance sheet arrangements, no capital lease agreements and no long term obligations other than those described above or in the description of mineral properties contained in the notes to the consolidated financial statements.

Neither the Company nor any of its subsidiaries has any externally imposed capital requirements.

SIGNIFICANT ACCOUNTING ESTIMATES

Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosures of contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Actual results could differ from those estimates. Significant accounts that require estimates as the basis for determining the stated amounts include exploration and evaluation assets, share-based payments, allocation of financing proceeds, and income and mining taxes. Differences may be material.

Exploration and evaluation assets

The carrying amount of the Company's exploration and evaluation assets represents costs net of write-downs to date and does not necessarily reflect present or future values. Recovery of capitalized costs is dependent on successful development of economic mining operations or the disposition of the related mineral properties.

The Company's assets are reviewed for indication of impairment at each balance sheet date. If indication of impairment exists, the asset's recoverable amount is estimated.

The estimated cash flows used to assess recoverability of the Company's exploration and evaluation assets' carrying value are developed using management's projections for long-term average copper prices, recoverable reserves, operating costs, capital expenditures, reclamation costs, and applicable foreign currency exchange rates. Management makes estimates relating to current and future market conditions. There are inherent uncertainties related to these factors and management's judgment when using them to assess mineral property recoverability.

The Company believes that the estimates applied in the assessment of recoverability are reasonable; however such estimates are subject to significant uncertainties and judgments. Although management has made its best estimate of these factors based on current conditions, it is possible that the underlying assumptions can change significantly and impairment charges may be required in future periods. Such charges could be material.

Environmental rehabilitation

Minimum standards for site reclamation have been established by various governmental agencies that affect certain operations of the Company. The determination of reclamation costs requires assumptions with respect to future expected costs and legislation in effect at that time. Changes in these assumptions could have a material effect on the amount required to be recognized as an environmental rehabiliation provision.

Share-based payments

The fair value of share-based payments and warrant issuances is calculated using the Black-Scholes option pricing model. Option pricing models require the input of highly subjective assumptions including the expected price volatility of the Company's shares and the expected life of the option. Changes in the subjective input assumptions can materially affect the fair value estimate.

FINANCIAL INSTRUMENT RISK

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company has exposure to liquidity, credit, and currency risk from the use of financial instruments. Financial instruments consist of cash and cash equivalents, other assets, and accounts payable and accrued liabilities.

Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company uses cash forecasts to help ensure that there is sufficient cash on hand to meet short-term business requirements. The Company does not maintain a line of credit. Refer to note 1(b) of the condensed interim consolidated financial statements and the Financial Position and Corporate Activity section of this report for more information regarding the Company's liquidity risk.

Credit risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents. These financial instruments are at risk to the extent that the institutions issuing or holding them cannot redeem amounts when they are due or requested. To limit its credit risk, the Company uses a restrictive investment policy and deposits cash in Canadian chartered banks.

Currency risk

Currency risk is the risk that the Company will lose significant purchasing power to operate its business as a result of changes in currency rates. The Company raises funds in Canadian dollars. The majority of the Company's expenditures are incurred in Canadian dollars. To limit its exposure to currency risk, the Company maintains the majority of its cash and cash equivalents in Canadian dollars. The Company did not have a material amount of financial instruments denominated in foreign currencies as at September 30, 2013.

FORWARD-LOOKING STATEMENTS

This Management Discussion and Analysis contains certain forward-looking statements concerning anticipated developments in Copper North's operations in future periods. Statements that are not historical fact are forward looking information as that term is defined in National Instrument 51-102 ("NI 51-102") of the Canadian Securities Administrators. Certain forward looking information should also be considered future-oriented financial information ("FOFI") as that term is defined in NI 51-102. The purpose of disclosing FOFI is to provide a general overview of management's expectations regarding the anticipated results of operations and capital expenditures. Forward-looking statements and information (referred to herein together as "forward-looking statements") are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The material factors or assumptions used to develop forward-looking statements include prevailing and projected market prices and foreign exchange rates, exploitation and exploration estimates and results, continued availability of capital and financing, and general economic, market or business conditions and as more specifically disclosed throughout this document. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of Copper North and its subsidiaries may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors.

Copper North's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and Copper North does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from Copper North's expectations include, but are not limited to, uncertainties involved in fluctuations in copper and other commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and geology, continuity and grade of mineral deposits; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and estimated economic return; the need for cooperation of government agencies and First Nations in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs or in construction projects and uncertainty of meeting anticipated program milestones; and uncertainty as to timely availability of permits and other governmental approvals.