COPPER NORTH MINING CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2019

The information contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations for the three months ended March 31, 2019 ("MD&A") has been prepared as of May 30, 2019. It should be read in conjunction with the unaudited condensed interim consolidation financial statements for the three months ended March 31, 2019 and the audited consolidated financial statements of Copper North Mining Corp. ("Copper North" or the "Company") for the year ended December 31, 2018 and the accompanying MD&A for the year then ended.

The referenced financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated.

DESCRIPTION OF THE BUSINESS

Copper North is a Canadian-based publicly-traded mineral exploration company with a primary focus of advancing its Carmacks Project located in the Yukon Territory, Canada. Copper North is listed on the TSX Venture Exchange ("TSXV") under the symbol COL.

RECENT HIGHLIGHTS

On April 12, 2019, the Company completed a Share Purchase Agreement (the "Share Agreement") and sold all of the issued and outstanding shares in the capital of Redbed Resources Corp.,("Redbed") a wholly-owned subsidiary of the Company which holds 100% of the Redstone property. In accordance with the terms of the Share Agreement, the Company received an aggregate of $575,000 in cash consideration.

On December 21, 2018, the Company closed a private placement and issued an aggregate of 4,109,091 common share units at a price of $0.055 per common share unit for gross proceeds of $226,000.

On November 1, 2018 the Company announced that the Board of Directors has named Doug Ramsey, VP, to succeed Dr. Harlan Meade as CEO upon Dr. Meade's planned retirement on December 31, 2018.

PROPERTY OVERVIEW AND DEVELOPMENT

Mr. Robert McKnight, P.Eng., Chairman of the Company, is the Qualified Person as defined in National Instrument 43-101 responsible for the review of technical information disseminated to the public by the Company, including any technical information in this MD&A.

Carmacks (Yukon, Canada)

The Company has been working since 2014 to improve Carmacks Project economics by re-engineering the metallurgical process to maximize recovery of both copper and precious metals, and to add to the mineral resource through exploration, potentially extending mine life. The main accomplishments of this work through 2018 include the following.

<u>2016 Preliminary Economic Assessment</u>

The Carmacks Project is planned as an open pit operation for processing of oxide copper, gold and silver mineralization. The re-engineered project in the 2016 Preliminary Economic Assessment (the " 2016 PEA" or "PEA") employs agitated tank leaching of copper oxide mineralization to produce cathode copper by solvent extraction/electrowinning, followed by agitated tank leach cyanidation and carbon-in-leach (CIL) processing for recovery of gold and silver in doré. The twice-leached, barren, slurry then goes through treatment for cyanide destruction followed by filtration and final placement as dry-stacked tailings.

The two-stage agitated tank leaching process for recovery of both copper and precious metals improves project economics compared to the previous project plan to recover only copper by heap leaching. The C1 cash cost of copper production, after precious metals (by-product) credits, decreased to US$1.08/lb compared to US$1.59/lb for the heap leach project, making the Carmacks Project a potential low-cost copper producer. The economic analysis in the 2016 PEA was based on the 7 year mine life supported by

oxide mineralization in zones 1, 4, 7, and 7a and does not yet include any of the mineral resources in zones 2000S, 12, and 13 added in the 2015 and 2017 drilling programs as described below.
In the opinion of management, the results of the 2016 PEA warrant proceeding with feasibility-level engineering on the two-stage agitated tank leach process and the dry stack TMA design to further advance project de-risking. That work, combined with updated costing on the existing and well-developed feasibility level plans and designs for mining, waste rock management, power supply connection, and infrastructure, would see the entire project plan updated to feasibility-level design and costing.

2017 Engineering

The Company retained Golder Associates Ltd. to conduct geotechnical and hydrogeological investigations in September and October 2017 in the dry stack tailings management area (TMA) identified in the 2016 PEA. The geotechnical test-pitting and soil analysis program collected the site-specific information needed for the future feasibility-level design of the TMA. A tailings geochemical testing program, using both static and long-term humidity cell testing, assessed the geochemical properties of tailings generated during locked-cycle metallurgical testing. The hydrogeology investigation collected the site-specific groundwater information needed for future updating of the site-wide groundwater, water-balance, and water quality models. These investigations provide the necessary project-specific data to support feasibility level engineering and future environmental assessment and permitting.

2015 and 2017 Exploration

The Company undertook exploration drilling in zones 2000S, 12, and 13 in 2015, with 3,271 m of infill and step-out diamond drilling, and again in 2017, with 4,165 m drilled. Zones 2000S, 12, and 13 are areas of known mineralization and are located 400 to 2,000 m to the south of the proposed open-pit mineral resource in zones 1, 4, 7, and 7a. The 2015 drill results and updated mineral resource estimate were reported in the 2016 PEA.

The 2017 drill results and updated mineral resource estimate were reported in news releases on January 8, January 28, and April 9, 2018, on www.coppernorthmining.com, and on www.sedar.com.

The highlights of the Updated Mineral Resource in Zones 2000S, 12, and, 13 include:

- The 2015 and 2017 drill programs added approximately 4,300,000 tonnes of Oxide Measured and Indicated Mineral Resource - grading 0.47% copper, 0.13 g/t gold and 1.92 g/t silver;
- The oxide mineral resources occur from surface and extend to depths of 80 to 100 m that may be amenable to open pit mining with a modest strip ratio;
- The total Oxide Measured and Indicated Mineral Resource - including Zones 1, 4, 7, 7a, 2000S, 12, and 13 – increased by 36%, to 16,284,000 tonnes grading 0.90% copper, 0.37 g/t gold, and 3.88 g/t silver;
- The new Oxide Measured and Indicated Mineral Resource in Zones 2000S, 12, and 13 has the potential to provide an additional 2.4 years of mill feed at the planned processing rate of 1.775 million tonnes per year, subject to economic confirmation by future mine development planning;
- The 2015 and 2017 drill programs in zones 2000S,12, and 13 also increased the Sulphide Mineral Resource that underlies the oxide mineralization;
- The Updated Sulphide Measured and Indicated Mineral Resource totaled 4,416,000 tonnes grading 0.62% copper, 0.13 g/t gold, and 2.3 g/t silver, and an equal tonnage of mineral resource in Inferred category, approximately doubling the total Sulphide Mineral Resource; and,
- The Sulphide mineralization remains open at depth along the entire strike length in zones 1, 2000S, 12, and 13.

Mr. Doug Ramsey, President and CEO, commented that: "*the oxide mineral resource expansion resulting from exploration drilling in 2015 and 2017 indicates the opportunity to further improve project economics beyond that demonstrated in the 2016 PEA through a mine life extension beyond 7 years. Preliminary mine development engineering, metallurgical testing, and related environmental planning are needed to further evaluate this potential and support economic analysis. Other mineralized zones and geophysical anomalies on the property also remain to be drill-tested. A further opportunity lies in the sulphide mineralized resource beneath the oxide zone that remains to be drill-tested and defined at depth in all of zones 1, 7, 2000S, 12, and 13 as the next step in evaluating a potential future shift to processing sulphide mineralization.*"

Royalty

Any production from the Carmacks Project is subject to either a 15% net profits interest or a 3% net smelter return royalty, at Copper North's election. The net smelter return royalty includes the right to purchase the royalty for $2.5 million, less any advance royalty payments made to that date. 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. As at the date of this report, $1.5 million has been paid in advance royalty payments.

Thor (British Columbia, Canada)

On July 11, 2018, the Company received a notice of default from Electrum as a result of the Company not being able to make the cash payment that was due on October 1, 2017. The Company decided not to remedy the default, nullifying the acquisition agreement. Accordingly, a write down of $216,412 was taken to reduce the Thor property's carrying value to $nil.

Redstone (Northwest Territories, Canada)

The Redstone property comprises five mining leases and 14 mineral claims in the Nahanni Mining District southwest of Norman Wells in the Northwest Territories. At December 31, 2017, an impairment write down of $2,000,000 was taken to reduce the carrying value of the Redstone property to $nil.

Subsequent to year end, on April 12, 2019, the Company completed a Share Purchase Agreement (the "Share Agreement") and sold all of the issued and outstanding shares in the capital of Redbed, a wholly-owned subsidiary of the Company which holds 100% of the Redstone property. In accordance with the terms of the Share Agreement, the Company received an aggregate of $575,000 in cash consideration.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected unaudited quarterly financial information derived from financial information for each of the eight most recent quarters.

As at and for the quarter ended	31-Mar-19	31-Dec-18	30-Sep-18	30-Jun-18
	$	$	$	$
(Earnings) Loss and comprehensive (earnings) loss	(428,087)	350,270	223,607	458,765
Exploration and evaluation expenses	-	187,448	68,547	49,963
(Earnings) Loss per share – basic and diluted	(0.00)	0.00	0.00	0.01
Cash	2,146	192,622	34,499	13,712
Exploration and evaluation assets	17,143,325	17,143,325	17,143,325	17,143,325
Total assets	17,822,780	17,458,717	17,303,474	17,291,436

As at and for the quarter ended	**31-Mar-18**	**31-Dec-17**	**30-Sep-17**	**30-Jun-17**
	$	**$**	**$**	**$**
Loss and comprehensive loss	326,063	3,542,823	924,471	275,608
Exploration and evaluation expenses	96,247	1,216,879	445,155	69,827
Loss per share – basic and diluted	0.00	0.05	0.02	0.00
Cash	18,658	230,484	1,336,363	11,050
Exploration and evaluation assets	17,354,737	17,354,737	19,354,737	19,354,737
Total assets	17,615,323	17,865,394	21,276,773	19,554,489

The earnings and comprehensive earnings reported for the quarter ended March 31, 2019 is due to reversal of impairment of the Redstone property of $575,000 after receiving an offer to purchase Redbed. The increased loss and comprehensive loss reported for the quarter ended December 31, 2017 is attributed to the impairment write-down of exploration and evaluation assets of $2,000,000 and increased exploration and evaluation activities incurred due to the availability of funds. The loss and comprehensive loss reported for the quarter ended September 30, 2017 is higher due to increased exploration and evaluation expenses incurred in the quarter.

RESULTS OF OPERATIONS

During the three months ended March 31, 2019, the Company reported an earnings and comprehensive earning of $428,087 or $0.00 loss per share (2018 - $326,063 or $0.00 loss per share). Operating activities consumed $480,147 including working capital adjustments which were primarily funded from the advance proceeds received with respect to the sale of Redbed and private placement offerings completed during the prior periods.

For the three months ended	**31-Mar-19**	**31-Mar-18**
	$	**$**
General operating costs	146,913	227,546
Exploration and evaluation expenses	-	96,247
Reversal of impairment of exploration and evaluation asset	(575,000)	-
Share-based compensation	-	2,270
(Earnings) Loss and comprehensive (earnings) loss	(428,087)	326,063

During the three months ended March 31, 2019 the Company received an offer for the sale of the Company's wholly owned subsidiary Redbed which holds the Redstone property. The offer was for cash consideration of $575,000. In previous years the Redstone property was impaired down to a $nil carrying value. As at March 31, 2019 Management reversed the impairment charge on the Redstone property up to an estimated recoverable amount of $575,000.

During the three months ended March 31, 2018 the Company recorded share-based payments expense of $2,270 arising from the vesting of options granted in prior periods.

FINANCING

There were no financing activities during the three months ended March 31, 2019.

On March 13, 2018, the Company closed a private placement and issued an aggregate of 1,333,349 common shares at a price of $0.06 for gross proceeds of $80,801.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2019, the Company had $2,146 in cash and a negative working capital of $953,243. As at December 31, 2018, the Company had $192,622 in cash and a negative working capital balance of $1,381,330.. The decrease in cash is due to net cash used in operating activities of $480,147 (after non-cash working capital items) during the period offset by advanced sale consideration received of $290,000.

The Company's ability to continue as a going concern is dependent upon its ability to obtain necessary equity financing to maintain its ongoing exploration programs; permitting efforts; advance royalty and property maintenance payments; and operations. Its principal source of funds is the issuance of 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.

RELATED PARTY TRANSACTIONS

Compensation paid or payable to its directors and officers, who are the key management of the Company for services provided or earned during the three months ended March 31, 2019 and 2018 was as follows:

	2019	**2018**
	$	**$**
Salaries and director fees	52,000	112,000
Professional fees	3,615	3,060
Share-based payments	-	542
	55,615	**115,602**

Included in accounts payable and accrued liabilities as at March 31, 2019 was $724,233 (December 31, 2018 - $697,072) due to directors and officers of the Company. The amounts due to related parties are non-interest bearing and payable on demand.

Officers and directors have agreed to defer some, or all, of their salary. The Company has accrued these wages in the consolidated statement of loss and comprehensive loss. During the three months ended March 31 ,2019, the Company accrued $40,000 (2018 - $50,000) in wages to officers and $12,000 in directors' fees (2018 - $12,000).

CONTRACTUAL OBLIGATIONS

The Company has an agreement to lease its head office space until May 31, 2020. The Company has the option to terminate the lease without penalty by providing the lessor 90 days' notice. The annual lease commitment is as follows:

Fiscal year ended December 31, 2019	$90,967
Fiscal year ended December 31, 2020	$43,220

The Company has no off-balance sheet arrangements, no capital lease agreements and no long term obligations other than those described above and throughout this document, or in the description of exploration and evaluation assets contained in the notes to the condensed interim consolidated financial statements.

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

FINANCIAL INSTRUMENT RISKS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, reclamation bond and accounts payable and accrued liabilities. The fair value of cash, accounts receivable and reclamation bond approximates their carrying amount due to their short term to maturity. The fair value of accounts payable may be less than carrying value as a result of the Company's credit and liquidity risk (see Note 2 of annual consolidated financial statements).

NEW STANDARD ADOPTED BY THE COMPANY

IFRS 16, Leases
The new standard eliminates the classification of leases as either operating or finance leases for a lessee. Instead all leases are capitalized by recognizing the present value of lease payments and recognizing an asset and a financial liability representing an obligation to make future lease payments. The principles in IFRS 16 provide a more consistent approach to acquiring the use of an asset whether by leasing or purchasing an asset. The new standard was adopted on January 1, 2019. The Company's lease agreements are disclosed in note 12 to the condensed interim financial statements for the three months ended March 31, 2019 and are classified as short term due to a termination clause, therefore having no impact on opening balances upon adoption. The lease will continue to be recognised through the statement of loss and comprehensive loss.

OUTSTANDING SHARE DATA

As at the date of this MD&A, May 30, 2019, the Company has 85,900,413 common shares outstanding. The Company also has 4,662,500 stock options outstanding with exercises prices ranging from $0.05 to $0.70 and 10,395,951 warrants outstanding with exercises prices ranging from $0.05 to $0.50.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

DISCLOSURE CONTROLS AND PROCEDURES

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 consolidated financial statements for three months ended March 31, 2019 amd 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 its filings on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices and interest rates all of which are beyond the Company's control. Additional financial risks are the Company's ability to raise capital and to repay indebtedness it incurs.

- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

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.