



MANAGEMENT DISCUSSION AND ANALYSIS SIX MONTHS ENDED OCTOBER 31, 2024

The following discussion and analysis, prepared as of December 12, 2024, should be read together with the unaudited condensed consolidated interim financial statements for the six months ended October 31, 2024 and related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards. All amounts are stated in Canadian dollars unless otherwise indicated.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements (see “Forward Looking Statements” below). Readers are cautioned not to put undue reliance on forward-looking statements. Additional information related to Kutcho Copper Corp. (“Kutcho Copper” or the “Company”) is available for view on SEDAR at www.sedarplus.ca.

Description of Business and Operations

Kutcho Copper was incorporated pursuant to the Business Corporations Act of British Columbia and its office is at Suite 918 – 1030 West Georgia Street, Vancouver, BC. On December 14, 2017, concurrent with the acquisition of the Kutcho project described below, the Company changed its name from Desert Star Resources Ltd. to Kutcho Copper Corp. The Company’s shares are listed on the TSX Venture Exchange (“TSXV”) and trade under the symbol “KC” and on the OTCQX under the symbol KCCFF. The Company is engaged in the acquisition and evaluation and development of mineral property interests, and this activity is dependent upon management’s ability to continue to procure adequate financing to investigate current and new exploration opportunities. Kutcho Copper is not aware of any contingent liabilities, legal proceedings, defaults or breaches, other than disclosed herein. Regulatory consent has been obtained for all significant transactions where required. There are no material deviations between the intended use of proceeds announced in financings and the actual use of those funds.

The Company has made certain Board and management changes since period end. In November 2024, it was announced that Stephen Quin had resigned as a director of the Company but will remain as an advisor to Board/Company. Please refer to the Company’s news release dated November 27, 2024, which can be viewed on SEDAR at www.sedarplus.ca, for further details.

Mineral properties

Kutcho Project

The Company entered into a definitive agreement dated June 15, 2017 with Capstone Mining Corp. (“Capstone”) to acquire 100% of the Kutcho high grade copper-zinc-gold-silver project (“Kutcho project”). The transaction, which entailed the acquisition of Capstone’s subsidiary company, Kutcho Copper Corp. (“KCC”) which owned the Kutcho project, closed on December 14, 2017 (the “Acquisition”). Concurrent with the Acquisition, KCC amalgamated with Kutcho Copper Holdings Inc., a wholly owned subsidiary of the Company.

The Kutcho project is located in northern British Columbia, approximately 100 kilometres east of Dease Lake and Highway 37, and consists of one mining lease and 72 mineral exploration claims encompassing 30,124 hectares. Full details of the Kutcho project and acquisition are contained in the Company’s various news releases and the December 22, 2021 Feasibility Study Technical Report, which can be viewed on SEDAR at www.sedarplus.ca.

Finance

In December 2017, the Company entered into a Precious Metals Purchase Agreement (“PMPA”) with Wheaton Precious Metals Corp. (“Wheaton”), under which Wheaton would pay the Company staged payments totaling US\$65 million (the “Deposit”) for 100% of the silver and gold production from Kutcho until certain quantities have been delivered, at which point the stream will decrease to 66.67% of the silver and gold production for the life of the mine (the “Stream Reduction”). The PMPA provided for an additional expansion payment of up to US\$20 million to be payable by Wheaton in the event of future processing capacity increases (the “Expansion Payment”). The Company had received US\$7 million on an early deposit basis to fund expenditures at Kutcho, as provided in the PMPA. The balance of the US\$65 million was payable in installments during the construction of a mine.

In December 2017, the Company closed a loan agreement with Wheaton for gross proceeds of \$20 million (the “Convertible Note”). The Convertible Note was secured by all assets of the Company, was to mature after 7 years, and bore interest at the rate of 10% per annum, compounded and payable semi-annually. In November 2019, the Company and Wheaton entered into an agreement whereby Wheaton made a non-revolving credit facility available to the Company for up to \$1,300,000 with a maturity date of December 31, 2020 (the “Credit Facility”). The Credit Facility bore interest at the rate of 15% per annum.

On February 18, 2022, the Company closed an amendment agreement (the “Amendment”) with Wheaton in respect of the PMPA. At the date of closing, the Company was indebted to Wheaton in an amount of \$38.4 million under the Convertible Note and the Credit Facility, including principal and accrued interest. The Amendment provided for the settlement and termination of the Company’s debt instruments (the Convertible Note and the Credit Facility), both as amended with Wheaton, as consideration for the issuance to Wheaton of US\$7.5 million of common shares of Kutcho (the “Common Shares”), the removal of the Stream Reduction and the removal of the Expansion Payment. The amount settled under the Convertible Note and Credit Facility, less the value of the Common Shares issued to Wheaton, comprised an additional Deposit of Wheaton under the PMPA, bringing the total Deposit to US\$87.8 million. Wheaton remains obligated to pay the remaining initial Deposit of US\$58.0 million, subject to the terms and conditions of the PMPA, and would also make continuing cash payments equal to 20% of the applicable spot price of silver and gold for each ounce delivered under the PMPA. On closing of the transaction, the Company issued to Wheaton 10,485,958 Common Shares at a price of \$0.908 per Common Share. For further details regarding the Amendment, refer to the Company’s news releases of February 11, 2022 and February 22, 2022 which can be viewed on SEDAR at www.sedarplus.ca.

On November 4, 2024, the Company closed a non-brokered private placement comprising of 12,885,000 common shares at a price of \$0.10 per unit for gross proceeds of \$1,288,500. Each unit consists of one common share and one transferable common share purchase warrant exercisable at \$0.16 per common share for a period of 36 months from the closing date. The Company paid cash commissions of \$61,880 to the agents. In addition, the Company issued 618,800 finders warrants to agents at an exercise price of \$0.16 for 12 months.

Operations

Over the past several years, the overall objective of the Company has been to complete a feasibility study on the Kutcho project and to advance the permitting of the project for development of a mining operation. On December 22, 2021, the Company filed a report titled “NI 43-101 Feasibility Study Technical Report for the Kutcho Copper Project, British Columbia, Canada” which can be viewed on SEDAR at www.sedarplus.ca.

Since completion of the feasibility study, the Company has been evaluating its plan to re-enter the Environmental Assessment process and has been conducting further reviews and enhancements of project design and engineering, with a focus on potential for reductions in capital cost. Additionally, the Company has developed a detailed regional exploration plan for the Kutcho Project that involves an extensive geophysics program across the entire claim block. The intent is to focus on gravity techniques and other improved remote sensing capabilities and new technologies, combined with existing data and interpretations, to generate compelling targets to be followed up with drill testing. Commencing in July 2023, the Company carried out the planned geophysical programs and has continued its evaluation of potential new drilling targets. A consultant was engaged by the Company to leverage all current exploration data on the Kutcho Copper Project with the goal of enhancing drill targeting information and highlight potential new targets. Initial work has been completed on data located within the corridor that includes the known deposits Main, Sumac and Esso, which allowed the Company to verify the targeting method and apply it to the broader property position, further refining existing targets and identifying additional targets. Results from these initiatives are contained in a news releases dated December 5, 2023 and June 4, 2024 which can be viewed on SEDAR at www.sedarplus.ca.

The technical or scientific information in this MD&A has been reviewed and approved by Andrew Sharp, P.Eng BC, FAusIMM, Chief Operating Officer for Kutcho Copper, who serves as a qualified person under the definition of National Instrument 43-101.

Mineral Property Expenditures

The Company expended the following on acquisition and exploration costs on its properties during the six months ended October 31, 2024, and the year April 30, 2024:

	Development	Exploration and Evaluation	Total October 31, 2024	Total April 30, 2024
Property acquisition costs				
Balance, beginning	\$ 35,955,419	\$ -	\$ 35,955,419	\$ 35,955,419
Royalty re-purchase	-	-	-	-
Balance, ending	35,955,419	-	35,955,419	35,955,419
Expenditures				
Balance, beginning	29,797,605	1,827,304	31,624,909	29,302,411
CSR	40,000	-	40,000	-
Environmental	1,664	-	1,664	16,429
Geotechnical	383	-	383	68,875
Metallurgy	112,382	-	112,382	166,950
Engineering	21,963	-	21,963	206,153
Exploration	-	172,276	172,276	1,827,304
Resource	1,599	-	1,599	1,385
General	22,507	-	22,507	35,402
Balance, ending	29,998,103	1,999,580	31,997,683	31,624,909
Total	\$ 65,953,522	\$1,999,580	\$ 67,953,102	\$ 67,580,328

Results of Operations

As the Company has no revenue producing properties, it continues to incur operating losses. The net losses for the six months ended October 31, 2024 and 2023 are summarized below.

	Six Months Ended October 31,	
	2024	2023
Administration expenses	\$ 91,320	\$ 89,917
Consulting fees	27,530	58,159
Directors' fees	29,064	58,337
Interest expense	1,847,413	1,930,341
Management fees	255,000	329,250
Marketing and investor relations	96,627	198,377
Office and miscellaneous	24,048	60,724
Professional fees	137,997	109,249
Stock-based compensation	123,152	622,340
Transfer agent and filing fees	39,961	30,160
Flow-through recovery	(28,728)	(255,834)
Change in fair value of investment	(56,951)	974
Foreign exchange (gain)/loss	1,575	(9,702)
Loss for the period	\$ 2,588,008	\$ 3,222,292

Administration expenses in the 2024 period remained at a consistent level of activity across the six-month period as part of an effort to reduce operating costs. Office and miscellaneous expenses reduced from the prior period for the same reasons. Marketing and investor relations decreased throughout the year as there was less advertising and promotion to potential investment opportunities. Professional fees represent legal and accounting fees incurred during the period. Stock based compensation represents the value of stock options granted to directors, officers and consultants which vested in the period, and has also significantly decreased in the current period with an decrease in the granting of new options as well as a decrease in vesting of options and securities previously granted. The Company recognized a gain on the change in value of an investment. Interest expense of \$1,847,413 recognized in the current period relating to the PMPA deposit liability is consistent with the prior six-month period.

The Company's losses for the three months ended October 31, 2024 and 2023 are summarized below. The primary reasons for the fluctuations between comparative periods are similar to those for the six months periods discussed above.

	Three Months Ended October 31,	
	2024	2023
Administration expenses	\$ 53,970	\$ 41,239
Consulting fees	13,020	23,877
Directors' fees	14,532	29,169
Interest expense	923,651	965,170
Management fees	127,500	201,750
Marketing and investor relations	10,952	104,021
Office and miscellaneous	12,225	35,253
Professional fees	56,522	85,418
Stock-based compensation	38,680	176,025
Transfer agent and filing fees	11,326	18,291
Flow-through recovery	(14,973)	(114,423)
Change in fair value of investment	(9,713)	103,803
Foreign exchange (gain)/loss	345	26,833
Loss for the period	\$ 1,238,037	\$ 1,696,426

Summary of Quarterly Results

	Three Months Ended 31/10/24 \$	Three Months Ended 31/07/24 \$	Three Months Ended 30/04/24 \$	Three Months Ended 31/01/24 \$	Three Months Ended 31/10/23 \$	Three Months Ended 31/07/23 \$	Three Months Ended 30/04/23 \$	Three Months Ended 31/01/23 \$
Total assets	69,177,537	69,144,419	69,441,855	69,817,619	68,969,095	69,686,199	70,230,683	67,180,413
E&E and development assets	67,953,102	67,797,648	67,580,328	67,497,714	67,308,963	66,319,060	65,257,830	65,434,964
Working capital surplus (deficiency)	689,047	924,919	1,531,215	1,889,733	1,004,407	2,445,738	3,747,077	1,329,437
Shareholders' equity	40,129,337	41,123,694	42,389,193	41,689,612	41,644,923	43,165,324	44,244,875	21,459,266
Revenues	-	-	-	-	-	-	-	-
Net income/ (loss)	(1,238,037)	(1,349,971)	610,973	(1,469,821)	(1,696,426)	(1,525,866)	19,076,023	516,036
Earnings (loss) per share	(0.01)	(0.01)	0.01	(0.01)	(0.01)	(0.01)	0.15	0.00

The income in the quarter ended April 30, 2023 included a gain of \$19,644,303 on the change in a deferred liability. The income in the quarter ended April 30, 2024 included a gain of \$4,847,704 on the change in a deferred liability and recognition of deferred tax expense of \$2,972,000.

Liquidity and Capital Resources

Kutcho Copper does not currently own or have an interest in any producing resource properties and has not yet derived any revenues from the sale of mineral property interests in the last three financial years. The Company's activities have been funded through the issuance of common shares pursuant to private placements, the exercise of stock options and warrants and loan financing. The Company expects that it will continue to be able to utilize this source of financing until it develops cash flow from its operations. There can be no assurance, however, that the Company will be able to obtain required financing in the future on acceptable terms, or at all. As of October 31, 2024, the Company had a cash balance of \$241,539 and working capital surplus of \$689,047. The Company has not earned cash from operations in the past, nor does it expect to in near future periods.

The Company continues to pursue and take advantage of financing opportunities. Although management believes that it has sufficient funds available to maintain its proposed project in the near term, it will require further funding to complete its programs on the Kutcho project and continues its efforts to source equity, debt or other forms of financing to fund its ongoing activities. While management believes it will be successful in accessing the additional funding required to further advance the Kutcho project and to continue as a going concern, there is material uncertainty that may cast significant doubt on these assumptions. See "Additional Financing" under Risk Factors below.

Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares. As of the date of this report, there were 167,801,699 common shares issued and outstanding.

At the date of this report, there are 9,600,000 stock options outstanding with a weighted average exercise price of \$0.47 and a weighted average remaining contractual life of 2.33 years. The detail is as follows:

Exercise Price	Expiry Date	Balance, at report date
\$0.25	September 1, 2025	1,375,000
\$0.55	March 25, 2026	1,225,000
\$0.60	August 31, 2026	100,000
\$0.90	January 20, 2027	2,100,000
\$0.25	July 12, 2027	500,000
\$0.35	February 7, 2028	3,550,000
\$0.35	February 8, 2028	250,000
\$0.25	May 1, 2028	750,000
		9,600,000

The following share purchase warrants were outstanding at the date of this report:

Exercise Price	Expiry Date	Balance, at report date
\$0.20	January 10, 2025	572,600
\$0.40	April 28, 2025	4,391,270
\$0.45	April 28, 2025	3,873,821
\$0.16	November 4, 2025	618,800
\$0.20	January 10, 2026	14,400,000
\$0.16	November 4, 2027	12,885,000
		36,741,489

Related Party Transactions

All transactions with related parties occurred in the normal course of business and were measured at the exchange amount, which was the amount of consideration agreed upon between management and the related parties.

The Company holds 375,000 shares in a TSXV listed company with directors and officers in common. This investment is measured at its estimated fair value which of October 31, 2024 was \$119,988 (April 30, 2024 - \$63,037).

Remuneration of directors and key management personnel of the company was as follows:

	Three months ended Oct. 31,		Six months ended Oct. 31,	
	2024	2023	2024	2023
Aggregate cash compensation	\$ 192,427	\$ 230,918	\$ 393,279	\$ 387,587
Stock based compensation	37,590	151,927	119,751	424,991
	\$ 230,017	\$ 382,846	\$ 513,030	\$ 812,578

During the six months ended October 31, 2024, the Company paid consulting fees of \$82,515 (2023: \$121,558) to officers of the Company, which was capitalized in exploration and evaluation assets and is included in the aggregate cash compensation figure in the table above.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements which may affect the Company's current or future operations or conditions.

Financial Instruments

Kutcho Copper's financial instruments consist of cash, receivables, investment, and trade payables. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments is approximately equal to their carrying values. The Company does not use derivative instruments or foreign exchange contracts to hedge against gains or losses arising from foreign exchange fluctuations.

Capital Management

The Company's objectives when managing capital is to maintain sufficient capital for potential investment opportunities and to pursue generative exploration opportunities. The Company from time to time will issue new shares to fund specific project initiatives. The Company considers its cash to be its manageable capital. The Company's policy is to maintain sufficient cash and deposit balances to cover operating and exploration costs over a reasonable future period. The Company accesses capital markets through equity issues as necessary and may also acquire additional funds where advantageous circumstances arise.

Recent Accounting Pronouncements

Issued but not yet effective accounting standards

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Risk Factors

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's proposed business and the present stage of exploration of the Kutcho project, the following risk factors, among others, will apply to the Company. Mineral exploration and development involve a high degree of risk, requires substantial expenditures and few properties that are explored are ultimately developed into producing mines.

Exploration and Development Risks

Resource exploration and development is a speculative business, involving considerable financial and technical risks, including the failure to discover mineral deposits, market fluctuations and government regulations, which are beyond the control of the Company.

Mineral Deposits and Production Costs; Metal Prices

The economics of developing mineral deposits are affected by many factors including variations in the grade of ore mined, the cost of operations, and fluctuations in the sales price of mineral products. The value of the Company's mineral property interest is directly influenced by metal prices. There can be no assurance that the prices of mineral products will be sufficient to ensure that the Company's property can be mined profitably.

Additional Financing

Future exploration and development activities, including corporate costs will require additional financing. If such additional financing is not available, it would result the Company's operations being adversely affected, including a delay or indefinite postponement of exploration and development of the property interests of the Company. Although management believes that it has sufficient funds available to maintain its proposed project in the near term, it will require further funding to complete its program on the Kutcho project and continues its efforts to source equity and debt finance to fund its ongoing activities. There can be no assurance, however, that the Company will be able to obtain required financing in the future on acceptable terms, or at all.

Title Matters

Title to mineral properties cannot be guaranteed. Title to mineral properties may be subject to unregistered prior agreements or transfers and may also be affected by undetected defects or the rights of indigenous peoples.

Permits and Licenses

The operations of the Company require licenses and permits from various governmental and non-governmental authorities. There can be no assurances that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations for its proposed projects.

Environmental and other Regulatory Requirements

The operations of the Company require permits from various levels of government. Such operations are subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company's, in the search for and the acquisition of attractive mineral properties. There is no assurance that the Company will continue to be able to compete successfully with the competition in acquiring such properties or prospects.

Dependence on Key Individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company. The Company does not maintain key-person insurance on the lives of any of its key personnel. In addition, while certain of the Company's officers and directors have experience in the exploration of mineral producing properties, the Company will remain highly dependent upon contractors and third parties in the performance of their

exploration and development activities. There can be no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms.

Currency Risk

Since most mineral commodities are sold in a world market in U.S. dollars, currency fluctuations may affect the cash flow which the Company may realize from its operations. The Company's costs are incurred primarily in Canadian dollars.

Influence of Third-Party Stakeholders

The lands in which the Company holds interests, or the exploration equipment and roads or other means of access which the Company intends to utilize in carrying out work programs or general exploration mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the work programs of the Company may be delayed even if such claims are not meritorious. Such delays may result in significant financial loss and loss of opportunity for the Company.

Fluctuation in Market Value of Shares

Investing in the Company is of a highly speculative nature. The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the entity, including the market in which it is traded, the strength of the economy in general, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The future effect of these and other factors on the market price of the Company's shares on the TSXV cannot be predicted.

Forward-Looking Statements

This MD&A includes certain forward-looking statements with respect to various issues including upcoming events. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "believes", "intends", and similar expressions, or that events or conditions "will", "will be", "may", "could", "in the event that" or "would" occur. By their very nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

With respect to forward-looking information contained herein, the Company has applied several assumptions including, but not limited to: the results and interpretation of the geophysical programs, whether anomalies identified represent mineralization and whether planned drill testing of any such anomalies will identify mineralization of potential economic interest; successful completion of the environmental assessment process; that the results of the feasibility study can be replicated in the development and operation of a mining operation; that all necessary governmental approvals for the planned exploration and environmental protection activities on the Kutcho project will be obtained in a timely manner and on acceptable terms; that additional financing needed for continuing activities, exploration, permitting and mine development and operations will be available and on reasonable terms; that the current exploration, environmental and other objectives concerning the Kutcho project can be achieved; that the Company's other corporate activities will proceed as expected and that general business and economic conditions will not change in a materially adverse manner.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future results and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration success, continued availability of capital and financing, recovery of sales taxes, resolution of tax audits and general economic, market or business conditions. These and other risks and uncertainties set out under the heading "Risk Factors" in this MD&A. Investors are cautioned that any such statements are not guarantees of future results and actual results or developments may differ materially from those projected in the forward-looking statements.

Any forward-looking information contained herein is stated as of the date of this document and Kutcho Copper does not intend, and does not assume any obligation, to update such forward-looking information to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events unless required to do so by law or regulation. Mineral exploration is subject to a high degree of risk, which even a combination of experience, knowledge, and careful evaluation may fail to overcome. Exploration activities seldom result in the discovery of a commercially viable mineral resource. Exploration and development activities are also expensive. Kutcho Copper will therefore require additional financing to carry on its business, and such financing may not be available when it is needed. Unless otherwise required by applicable securities laws, Kutcho Copper expressly disclaims any intention and assumes no obligation to update or revise any forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change, whether as a result of new information, future events or otherwise.