

COPPER REEF MINING CORPORATION

Management Discussion and Analysis

Date Submitted: July 21, 2008

Introduction

The following discussion and analysis of the operating results, financial position and future prospects of Copper Reef Mining Corporation ("Copper Reef" or the "Company"), dated July 18, 2008 constitutes management's view of the factors that affected the Company's financial and operating performance for the three month period ending May 31, 2008. This discussion should be read in conjunction with the audited financial statements and related notes of the Company for the year ended November 30, 2007. This MD&A is prepared in conformity with National Instrument 51-102 F1 and has been approved by the Board of Directors.

Forward-Looking Statements

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

Structure and Business Description

Name and Incorporation

The Company was incorporated under the laws of the Province of Manitoba by Letters Patent of Incorporation dated March 27, 1973 as "Copper Reef Mines (1973) Limited", as amended by Articles of Amendment dated January 18, 2005, and Articles of Amendment dated September 8, 2006, changing the corporate name to "Copper Reef Mining Corporation". The head office of the Company is located at their offices at 6 Mitchell Road, Flin Flon, Manitoba R8A 1N1. The Company also maintains an executive office in Toronto, Ontario, at Suite 600, 15 Toronto Street Avenue, Toronto, Ontario M5C 2E3. Other than the joint ventures described in "Properties" section of the Initial Public Offering documents filed on Sedar, the Company does not have an interest in any corporations, bodies corporate, limited partnerships, partnerships, joint ventures, associations, trusts or unincorporated organizations.

The Company

The Company is a Canadian junior mineral exploration company with a specific focus on mineral properties in Northwest Manitoba and Northeast Saskatchewan, Canada. All of the Company's properties are currently at the exploration stage. The Company has no long-term debt and has assembled a portfolio of base metal and precious metal prospects, including strategic locations in the Provinces of Manitoba and Saskatchewan.

As of 2000, the Company held only a few claims near the Copper Reef Deposit. Over a two year period the claims were sorted out with the help of a claim inspector. Many of the original claims were allowed to expire and re-staked. All of these claims were then inspected by the Manitoba claims inspector. Subsequently, in 2004, the Mink Narrows claims were expanded by agreements with Bruce Murray (a Flin Flon prospector), with Richard Masson and with 4058667 Manitoba Ltd. (a company controlled by Steve Masson). This greatly expanded the Mink Narrows Property to cover the 15 kilometre portion of a geological horizon thought to host the Copper Reef Deposit.

On January 17, 2005 the Company entered into the Assignment Agreement with Foran whereby the Company was granted an option to acquire 100% of the Hanson Lake JV Property which option Foran had obtained pursuant to the BHP Billiton Cameco Agreement. A dispute arose between Foran and the Company with respect to the Assignment Agreement which has since been resolved. The terms of the resolution are set out in the Settlement Agreement. Under the terms of the Settlement Agreement, Foran agreed to pay the remaining \$2,000,000 owing on the option under the BHP Billiton Cameco Agreement and the Company would hold 25% of the Hanson Lake JV Property and receive a number of Foran's properties located in Manitoba which were, for the most part, acquired previously from Aur Resources by Foran. Also, in accordance with the Settlement Agreement, the Company and Foran entered into the Hanson Lake JV Agreement governing their respective interests with respect to the Hanson Lake JV Property.

In 2006 the Company purchased 100% of the Hanson Lake Property from Bruce Murray. The Hanson Lake Property hosts the former Hanson Lake Mine and is a separate and distinct property from the Hanson Lake JV Property. In 2008 the Company purchased the North Hanson Property also from Bruce Murray for cash. This Property lies north of the Hanson Lake JV Property along the former Hanson Lake Mine horizon.

There have been no other major acquisitions of claims since the above referenced Hanson Lake purchases.

The Company is a junior mining exploration company engaged in the acquisition, exploration and development of mineral concessions in Saskatchewan and Manitoba, Canada

Results of Operations

Operational results reflect overhead costs incurred for mineral property acquisitions and associated exploration expenses as well as other regulatory expenses incurred by the Company.

General and administrative costs can be expected to fluctuate relationally with acquisitions, exploration and operations.

Selected Annual Information

The following are highlights of financial data on the Company for the most recently completed three financial years:

	2007	2006	2005
	\$	\$	\$
Loss for the year	490,386	607,583	180,290
Loss per common share, basic and diluted	0.025/0.021	0.035/0.031	0.010/0.010
Weighted Average number of common shares	19,692,098	17,555,431	17,259,681

Balance Sheet Data

Working Capital/(Deficiency)	-355,250	-419,799	41,451
Total assets	3,309,780	2,723,984	2,408,505

Revenues

The Company is currently engaged in mineral property acquisition and exploration and does not have revenues from its operations.

Summary of Quarterly Results

The following table sets out selected consolidated current quarterly information and historically for the preceding eight quarters ending May 31, 2008:

	2008				2007			
	Q2 May 31 2008	Q1 Feb. 29 2008	Q4 Nov. 30 2007	Q3 Aug. 31 2007	Q2 May 31 2007	Q1 Feb. 28 2007	Q4 Nov. 30 2006	Q3 Aug. 31 2006
Net Revenues	0	5,818	14,365	0	557	5,473	0	10,249
Net loss for the period	-127,600	-186,523	-365,980	-38,914	-35,514	-49,978	-28,368	-229,120
Net Loss per Share, Basic & Diluted	0.004/0.003	0.007/0.006	0.017/0.013	0.002/0.001	0.002/0.001	0.003/0.002	0.002/0.001	0.013/0.011
Number of shares outstanding	34,188,590	34,188,590	22,231,015	21,616,015	21,616,015	20,502,015	17,693,181	17,693,181

*This financial data has been prepared in accordance with Canadian generally accepted accounting principles and all figures are stated in US dollars.

General and administrative expenses for the quarter ended May 31, 2008 with comparative to 2007 include:

Summary of General and Administrative Expenses For the quarter ended May 31, 2008	2008 \$	2007 \$
Advertising and promotion	6,823	0
Wages and benefits including stock based compensation	8449	0
Consulting fees	32434	0
Stock exchange and transfer agent fees	17,853	1521
Office and general	51,449	17,678
Rent	2,137	5,100
Legal	837	16299
Accounting and audit	7,618	3,300

Financings

There were no private placements or exercise of options during the quarter ended May 31, 2008.

PROJECT UPDATE AND FUTURE PLANS

The company, with a specific focus on mineral properties in Northwest Manitoba and Northeast Saskatchewan, Canada has the second largest land position in the main Flin Flon Camp of Manitoba next to Hudson Bay Minerals, and the largest, together with its Joint Venture partner, in the Hanson Lake Camp of Saskatchewan. It also has significant holdings in the Snow Lake- Reed Lake Camp, and in the Sheridan Camp. All of the Company's properties are currently at the exploration stage.

Current Drilling

In the Hanson Lake Camp it owns 25% of the McIlvenna Bay deposit which is one of Canada's largest underdeveloped Zinc and Copper resources with: 6,671,000 indicated tonnes at 0.87% Cu, 6.51% Zn, and 26.0 AG(g/t) 6,000,000 inferred tonnes at 0.83% Cu, 5.89% Zn, and 24.8% Ag (g/t) on a 12,950 Ha property.

Copper Reef has funded its portion of a current nine-hole infill diamond drilling program (only seven holes completed) to upgrade the mineral resources from inferred to indicated and to trace their extension down plunge to the northwest. The drill hole Program began in September 2007 and was completed in June, 2008.

In the Main Flin Flon Camp on the Mink Narrows Property, Copper Reef has completed the first phase of drilling on and near the Copper Reef Deposit; a Cu, and Ag deposit with a historic inferred resources of 503,434 tons of 1.5% Cu and 0.5% Zn. These historical resources do not conform to NI-43-101.

Current drilling has expanded the area of known mineralization and has outlined a new East Zone. A long section, one cross section and a drill hole plan of this completed phase of drilling can be found on Copper Reef's website www.copperreef.com.

As outlined in Copper Reef's Press Release of April 28, 2008: Drilling this winter has not only expanded the known mineralization but discovered that the upper eastern portion of the deposit is a separate lens which remains open at depth and to the east. The large intersections reported in previous press releases are part of this now significantly larger east zone.

Based on the recent drilling the Copper Reef deposit is now interpreted to consist of two adjacent Cu-Zn sulphide bodies separated by a narrow magnetite banded iron formation (BIF). To date, the new east zone has been intersected in 8 new drill holes from the winter 2008 drilling program and extends from the surface down to a depth of 700 feet (213 m) where it remains open. As reported in March 27th and April 3rd, 2008 press releases, near solid sulphide core length intersections of 127ft (38.7 m) and 175 ft (53.34 m) have been returned from the new east zone. Assay values from the near surface portion of the east zone returned values as high as 3.64% Cu over 33.5 ft. (10.2m) as reported in the press release of April 2, 2008. Maps and sections showing the new east zone and the location of 2008 drilling are posted on Copper Reef's website.

Approximately 200-300 feet below the Cu-Zn sulphide mineralization intersected to date in the new east zone is a strong conductive and magnetic anomaly. This is interpreted as the down-plunge extension of the east zone as the sulphide mineralization in the Copper Reef deposit is both conductive and magnetic. In addition, the strong magnetic anomaly extends for an additional 1300 feet to the east suggesting the sulphide mineralization may continue for a considerable distance east of what has currently been intersected in drilling (see the plan map on the company's website). The conductive and magnetic anomalies will be targeted in the next phase of drilling.

Assay results over the large intersections encountered in holes MN-08-55, 59, 60 (see March 27th, April 3rd, 2008 press releases), and for drill hole 61 were released on July 11, 2008 where large copper-zinc-silver intersections were reported.

This summer and early fall, Copper Reef has plans for airborne surveys over some of its properties, a mapping and sampling program over its Lucille Property where there is copper mineralization, and a possible Drill Program on its Gold Rock Property in the Snow Lake Camp.

Liquidity and Capital Resources

As at May 31, 2008, the Company had working capital of \$1,388,334, as compared to a working capital deficit of \$355,250 as at November 30, 2007,

For the quarter ended May 31, 2008, advertising and promotion increased to \$6,823 (2007-nil) due to promotional expenditures incurred on behalf of the company, including advertising for staffing requirements. Consulting fees increased to \$32,434 (2007 - \$0) and wages increased to \$8,449 (2007 - \$0) due to additional staffing requirements. Stock exchange and transfer agent fees increased by \$16,332 to \$17,853 (2007 - \$1,521) due to regulatory filing fees paid. Office and general expenses increased by \$7,228 to \$29,558 (2007 - \$22,330) as corporate offices were set up in Toronto. Vehicle expenditures increased to \$18,033 (2007 - \$0) and travel increased by \$5,547 to \$5,995 (2007 - \$448) and reflects the increased staffing levels.

Off-Balance Sheet Arrangements

As at May 31, 2008, the Company has no off-balance sheet arrangements.

Critical Accounting Estimates

Copper Reef does not make any critical accounting estimates other than the carrying value of deferred exploration expenditures, the value of future tax assets and the estimated value of stock-based compensation.

Changes in Accounting Policies including Initial Adoption

There were no changes in accounting policies during the period ended May 31, 2008.

Changes in Internal Controls Over Financial Reporting

There were no changes in internal controls over financial reporting during the period.

Financial Instruments

Fair value

Canadian generally accepted accounting principles require that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet dates, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying amounts for amounts receivable and accounts payable and accrued liabilities on the consolidated balance sheets approximate fair value because of the limited term of these instruments. The fair value of the advances to a related party disclosed in Note 4 cannot be reasonably determined as there is no comparable market data for these amounts.

Commodity price risk

The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals.

RELATED PARTY TRANSACTIONS

During the quarter ended May 31, 2008, management fees of \$26,279 (plus reimbursed expenses of \$6,156) were paid to a Company of an officer. An officer received \$7,899 and company owned by an officer was paid \$7,500 for administrative services. M' Ore Exploration Services Ltd. was paid the gross sum of \$234,441 of which \$168,138 was to reimburse it for exploration expenses it incurred on the company's behalf.

All of the above transactions are in the normal course of operations and are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

RISK FACTORS

Copper Reef Mining Corporation is an exploration stage company and currently has interests in exploration and development properties in Canada. Substantially all of the Company's efforts are devoted to financing and developing these properties. There has been no determination whether the Company's interests in exploration properties contain mineral reserves which are economically recoverable.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write downs of the carrying values.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

Evaluation of disclosure controls and procedures

Public companies are required to perform an evaluation of disclosure controls and procedures annually and to disclose management's conclusions about the effectiveness of these disclosure controls and procedures in its annual MD&A.

The Company has established, and is maintaining, disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is disclosed in annual filings, interim filings or other reports and recorded, processed, summarized and reported within the time periods specified as required by securities regulations.

Management has evaluated the effectiveness of the Company's disclosure controls and procedures for the quarter ended May 31, 2008 and believes that they are sufficient to provide reasonable assurance that the Company's disclosures are compliant with securities regulations.

All public information related to the Company is filed electronically at www.sedar.com in Canada.

Subsequent Events

On July 11, 2008 the Company announced assay results of drill holes MN-08-59, 60 and 61 on the Copper Reef massive sulphide deposit on its Mink Narrows Property, Manitoba. Intersections are reported in core length, not true width.

Hole No.	From (ft)	To (ft)	Core Length(ft)	Cu%	Zn%	Au g/t	Ag g/t	Pb ppm
MN-08-59								
Zone 1	501.4	518.4	17 ft (5.2 m)	0.55	1.86	0.18	5.0	86
Pb section	518.4	539.4	21 ft (6.4 m)	0.20	0.05	0.27	3.8	485
Zone 2	539.4	647.4	108 ft (32.9 m)	1.26	1.27	0.49	6.8	143
Includes	632.4	647.4	15 ft (4.6 m)	1.50	3.20	0.46	8.4	430
Dikes	647.4	666.6	19.2 ft (1.78 m)	0.03	0.02	0.01	0.2	19
Zone 3	666.6	738.1	71.5 ft (21.8 m)	1.43	1.59	0.45	6.2	149
includes	677.1	738.1	61.0 ft (18.6 m)	1.51	2.00	0.45	6.5	135
MN-08-60								
Zone 1	578.0	613.0	35.0 ft (10.7 m)	0.88	1.84	0.92	5.4	
Includes	593.0	613.0	20 ft (6.1 m)	1.09	2.62	0.73	5.9	
Waste	613.0	713.6	100,6 ft					
Zone 2	713.6	804.6	(30.7m)	1.26	1.21	0.63	8.8	
			91.0 ft (27.7 m)					
MN-08-61	934.2	940.7	6.5 ft (1.5 m)	3.10	0.43	0.20	6.4	

This winters exploration and deep drilling has been completed on the Mink Narrows Property, Copper Reef Deposit Area, further drilling and surface mapping is planned for this summer and fall. Vtem Airborne Electromagnetic Surveys have been completed over both the Hanson Lake Block and the North Hanson Property. Further Drilling and Geological work will continue on the Mink Narrows and Hanson Lake project. Mapping and prospecting is planned over a copper prospect on the Lucille Project, in the main Flin Flon Camp and a possible drill program on the Gold Rock Mining Lease in the Snow Lake area.