



**MANAGEMENT'S DISCUSSION AND
ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS**

**FOR THE THREE AND NINE MONTHS ENDED
JULY 31, 2021**

(Expressed in Canadian Dollars)

As of September 29, 2021

CONTENTS

1. INTRODUCTION	3
2. DISCLOSURE OF INTERNAL CONTROLS OVER FINANCIAL REPORTING	4
3. FORWARD-LOOKING STATEMENTS	5
4. PROPERTY SUMMARY	6
5. QUARTERLY RESULTS	10
6. DISCUSSION OF OPERATIONS	12
7. LIQUIDITY AND CAPITAL RESOURCES	15
8. RELATED PARTY TRANSACTIONS	17
9. FINANCIAL INSTRUMENTS AND RISKS MANAGEMENT DISCLOSURES	17
10. RISKS AND UNCERTAINTIES	19
11. PROPOSED TRANSACTIONS	19
12. DISCLOSURE OF OUTSTANDING SHARE DATA	19
13. OFF-BALANCE SHEET ARRANGEMENTS.....	20
14. CHANGES IN ACCOUNTING STANDARDS	20
15. CRITICAL ACCOUNTING ESTIMATES	20
16. APPROVAL	22

1. INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of District Copper Corp., (referred to as "District", the "Company", "us" or "our") provides analysis of the Company's financial results for the three and nine months ended July 31, 2021. The following information should be read in conjunction with the accompanying unaudited interim financial statements for the three and nine months ended July 31, 2021, and the notes to those financial statements, prepared in accordance with IAS 34 under International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board. Please also refer to the tables starting on page 11 of this MD&A which compares certain financial results for the three and nine months ended July 31, 2021. Financial information contained herein is expressed in Canadian dollars, unless otherwise stated. All information in this MD&A is current as of September 29, 2021 unless otherwise indicated. Readers are cautioned that this MD&A contains "forward-looking statements" and that actual events may vary from management's expectations. This MD&A was reviewed, approved and authorized for issue by the Company's Audit Committee, on behalf of the Board of Directors, on September 29, 2021.

Description of Business

District is a public company incorporated in British Columbia, under the "Canadian Business Corporation Act" and its common shares are listed on the TSX Venture Exchange (the "TSX-V"); under the trading symbol "DCOP.V". The Company maintains its head office at 142-1146 Pacific Blvd., Vancouver, British Columbia, Canada, V6Z 2X7.

The Company was continued into British Columbia under the Business Corporations Act (British Columbia) effective February 19, 2021.

On July 31, 2021 and September 29, 2021, the Company had (i) 13,944,162 and 13,944,162 common shares issued and outstanding; (ii) Nil share purchase warrants to acquire common shares outstanding and (iii) Nil options to acquire common shares outstanding.

Head Office

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Share Information

Our common shares are listed for trading on the TSX-V under the symbol "DCOP.V".

Investor Information

Financial reports, news releases and corporate information can be accessed on our website at www.districtcoppercorp.com and on SEDAR at www.sedar.com

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DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

As at the date of this MD&A, District Copper's directors and officers are as follows:

Directors	Officers and Position
Jevin Werbes Chris Healey Hrayr Agnerian	Jevin Werbes, President and CEO Braden Jensen, CFO and Interim Corporate Secretary
Audit Committee	Compensation Committee
Chris Healey (Audit Chairman) Hrayr Agnerian Jevin Werbes (Non-Independent)	Hrayr Agnerian (Comp. Chairman) Jevin Werbes Chris Healey

Qualified Person

Mr. Chris Healey, P.Geo., Director of the Company, is the non-independent Qualified Person as defined under NI 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") who has reviewed and approved all technical and scientific disclosure contained in this MD&A regarding the Company's mineral properties.

2. DISCLOSURE OF INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and the periods presented by the financial statements; and (ii) the financial statements fairly present in all material aspects the financial condition, results of operations and cash flows of the Company, as of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR") as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislations; and
- ii) A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with enough knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

3. FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "*forward-looking statements*" within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this MD&A and the Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable laws.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral resource and mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage.

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. The words "may", "will", "continue", "could", "should", "would", "suspect", "outlook", "believes", "plan", "anticipates", "estimate", "expects", "intends" and words and expressions of similar import are intended to identify forward-looking statements.

Forward-looking statements include, without limitation, information concerning possible or assumed future results of the Company's operations. These statements are not historical facts and only represent the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities and commitments and future opportunities. Although management considers those assumptions to be reasonable based on information currently available to them, they may prove to be incorrect.

These statements are not guaranteeing of future performance and involve assumptions and risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

By their very nature, forward looking statements involve several 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. Readers are cautioned not to place undue reliance on these forward-looking statements, and readers are advised to consider such forward-looking statements considering the risk factors set forth below and as further detailed in the "*Risks and Uncertainties*" section of this MD&A.

These risk factors include, but are not limited to, fluctuation in metal prices which are affected by numerous factors such as global supply and demand, inflation or deflation, global political and economic conditions; the Company's need for access to additional capital to explore and develop its projects; the risks inherent in the

exploration for and development of minerals including the risks of estimating the quantities and qualities of minerals, operating parameters and costs, receiving project permits and approvals, successful construction of mining and processing facilities, and uncertainty of ultimate profitability of mining operations, risks of litigation and other risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on any forward-looking statements in this MD&A to make decisions with respect to the Company, investors and others should carefully consider the risk factors set out in this MD&A and other uncertainties and potential events.

4. PROPERTY SUMMARY

Stony Lake Project

The Stony Lake project lies within Exploits sub-zone of the Cape Ray/Valentine Lake structural trend in Central Newfoundland, lying parallel to that of New Found Gold's Queensway project, along the prolific Dog Bay Line. The project covers 13,625 ha and 27 kilometers of favorable trend between Sokoman's Moosehead discovery to the northeast and Marathon's Valentine Lake deposit to the southwest.

At Stony Lake, large areas of significant gold mineralization occur primarily in altered Botwood sediments and felsic-mafic intrusions and volcanic flows, associated with intense silicification, sericite-chlorite-carbonate alteration and a strong pyrite-arsenopyrite mineralogical association. These features indicate epizonal/mesozonal temperatures for the hydrothermal fluids and support the exploration model of hydrothermal fluids leaking upwards into the Botwood sediments from a deeper igneous intrusive source. This area is now referred to as the Exploits Subzone gold district which essentially covers the Silurian-age clastic sediments surrounding the Mount Peyton intrusive.

Prior to the 2021 field season, several airborne surveys, including magnetometer (2019), Versatile Time-Domain Electromagnetic (VTEM), LiDAR and Orthophotography (2020) were completed. Added to this are various ground surveys, including till sampling and mapping/prospecting/sampling. This work has led to the identification of seven area of highly anomalous to high grade gold mineralization. The gold mineralization is hosted in a variety of environments, including quartz-feldspar porphyries, reduced sandstones, quartz stockworks and quartz veins. The property hosts both widespread low grade mineralization (up to 4.0 g/t Au) within the Botwood Formation and high grade veins (>4.0 g/t Au) in the basement rocks below the Botwood, similar to the nearby New Found Gold Queensway project, and the immediately adjacent Sokoman Minerals Moosehead discovery.

Published information on the Moosehead discovery indicates that the mineralization is spatially related to reworking of a major basement structure which is likely the main pathway for the mineralizing fluids. The spatial association of the faulting with mafic intrusives appears to be highly significant. The Moosehead mineralization is hosted by N to NW trending and east dipping faults, which appear to be related to meso-scale anticlinal folding. These types of mineralizing systems typically have great lateral and depth extents (measured in kilometers).

Recent (2019) and historic (2001) geophysical work on the Jumper's Pond area strongly suggests the presence of a large fold structure that plunges to the NE towards Moosehead, as well as several NW-trending structural features. The presence of mafic rocks has also been confirmed for this area. The major fault structure related to the Moosehead discovery can clearly be traced by regional magnetics for 5 – 6 km onto the Stony Lake property. These similarities increase K9's confidence in the prospectivity of the Jumper's Pond area.

Geotech Ltd. of Aurora, Ontario completed an airborne geophysical survey in October 2020 using its Versatile Time-Domain Electromagnetic (VTEM™ Plus) geophysical system, along with Horizontal Magnetic Gradiometer.

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations For the Three and Nine Months Ended July 31, 2021

This survey will cover the entire property at a 200-metre line spacing and to better define the interpretation of the 2019 airborne magnetometer, radiometrics and VLF-EM survey. That interpretation clearly showed that the structural trend of the Sokoman's Moosehead discovery crosses onto and continues along the main axis of the Stony Lake East property.

The interpretation of the VTEM (Versatile Time Domain Electromagnetic) System data was contracted out to Campbell & Walker Geophysics Ltd, of North Vancouver BC. The main interpretive tool used was resistivity depth imaging (RDI) which converts the EM profile decay data into an equivalent resistivity versus depth cross section, by deconvolving the measured time domain EM data. RDIs provide reasonable indications of conductor relative depth and vertical extent, as well as accurate 1D layered-earth apparent conductivity /resistivity structure across flight lines.

The interpretation shows two highly significant areas of interest that are coincident with various anomalies from earlier work and will improve our understanding of the geological setting of these areas. The two areas are the Jumper's Pond zone and Island Pond. Additionally, there are numerous indications of potential narrow vertical conductive zones in the basement rocks beneath the Botwood sediments. This new information will be used to refine plans for the upcoming 2021 field season which includes drilling.

Subsequently, Campbell and Walker was contracted to complete a 3D inversion study of the 2019 airborne magnetometer survey data. Combined with previous groundwork (sampling of rocks and tills), these inversions provide a valuable guide to the next phases of exploration. In particular, four areas have been identified as high priority targets for phased follow-up ground geophysical surveys. Two of these targets (Jumper's Pond and Moonlight) have been selected for the first phase of Induced Polarization (IP) surveying, for a total of 60 line kilometres.

The inversion study of the airborne magnetic survey data was completed by Sean Walker of Campbell & Walker Geophysics, North Vancouver, BC. Due to the size of the block the inversion was carried out in two steps. A coarse inversion was performed, where the full block was inverted into 80 x 80 x 40 m cells. The recovered model was then used as the reference point for a fine inversion. For the fine inversion, the block was divided into three parts and each part was inverted using 40 x 40 x 20 m cells. The three parts were then merged into a single final model.

Also in October 2020, the company contracted Leading Edge Geomatics of Lincoln, New Brunswick to conduct a LiDAR and Imagery survey over the Stony Lake Project. The survey will assist with ground mapping to extrapolate geomorphology and both regional and local geologic structures.

A till sampling survey, comprising 76 samples, was completed in October 2020. The work was completed by Overburden Drilling Management (ODM), of Ottawa, ON. The program was a follow up to on-going compilation of historic exploration work on the property that has identified a large area with highly anomalous gold values in tills collected in 1989 by Teck Explorations Limited. These are clustered around the Island Pond – Moccasin Lake area in the central part of the property. Calculated visible gold assays, by Overburden Drilling Management, yielded 15 samples with values over 1500 ppb, four of which had values of 11787, 12754, 14092 and 19502 ppb au. Analysis of non-magnetic heavy mineral concentrates by Chemex Labs yielded 16 samples with values >1000 ppb au. Four of these samples were reported as >10,000 ppb au, which was the upper detection limit.

A brief, two-week program of mapping and sampling was also completed in October 2020, using 2 two-person crews of geologists. The data from this program has been used to update the geological map of the property. As is to be expected, adding detail adds to the complexity of the geological setting of the property.

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

Significant Results:

- Seven areas of highly anomalous to high grade gold mineralization have been identified.
- The gold mineralization is hosted in felsic-mafic intrusions and volcanic flows, pyrite- and arsenopyrite-bearing reduced sandstone, quartz stockwork, and quartz veins, and is associated with major regional faulting.
- The gold mineralization exhibits arsenic-antimony-molybdenum geochemical associations with a high gold to silver ratio.
- The gold mineralization is characterized by sericite, silica, ankerite, carbonate, and chlorite alteration typically as pervasive alteration and envelopes around quartz stockwork and quartz veins.
- Pyrite and arsenopyrite (1-3% total sulphide) are common to the gold mineralization in all samples containing greater than 50 ppb gold.

In 2021 the field program has included an Induced Polarization (IP) survey on two grids (51.5 km), soil surveys on five grids (approximately 4000 samples), trenching in five locations, and on-going mapping/prospecting/sampling. A 5000-metre drill program commenced in late June 2021.

The IP survey was carried out by Simcoe Geoscience, using their Alpha IP™ Wireless Time Domain Induced Polarization (IP) system. Preliminary interpretation of the IP data has confirmed several previously identified airborne geophysical anomalies that coincide with areas of coincident pyrite and arsenopyrite and weak-moderate gold mineralization in the Botwood sandstone., The survey also identified several new targets for ground follow-up. Detailed review and interpretation of the data is ongoing and will assist in locating specific drill targets for the upcoming drill program, starting in early June.

On the Moonlight grid, the IP data confirms, and better defines the structural targets previously identified by airborne geophysics and geochemical anomalies from a variety of historic surveys. The anomalous zone appears to continue for a distance of 2 – 3 km. A second anomaly has been discovered on the NW side of the grid and extends for over one kilometer to the northern limit of the survey, where it coincides with significant geochemical anomalies at the south end of Island Pond.

At Jumper's Pond, the main target extends north toward the property boundary, is now well defined and will be a high priority drill target area. A new zone has been discovered on the western side of the survey grid, west of the Bay d'Espoir highway. This zone extends southwards from the Rabbit Tracks East anomaly, where trenching and drilling are planned.

Partial results from the soil sampling survey have been received and will be reported when complete and reviewed.

The trenching program over recently discovered showings has identified multiple significant mineralized structures. These structures are known to be a controlling factor in the localization of mineralization in this geological environment, so this is a significant enhancement to the property.

The first phase of trenching at the newly exposed Deliverance and Moonlight veins structures has been completed. At the Deliverance trench, in the centre of the property approximately 15 km SW of Jumper's Pond, a 10m wide zone of moderate to intense oxidation was uncovered. One major vein system was encountered with several parallel minor veins also. Where exposed, the main vein varies from 0.10m to 0.25m wide, with crustiform/ginguro to sheeted quartz veining. The vein exhibits intense FeO oxidation and clay alteration, with 5-10% pyrite. The vein trends at 128° and dips at -68° SW. A series of chip samples was taken across a 5.4m zone

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

on the top of the outcrop, perpendicular to the main vein, as well as one 4.0m composite sample collected along the strike of the vein. The samples were analyzed at Eastern Analytical in Springdale, NL, using the ICP-OES method after a four-acid digestion, with fire assays for Au.

Deliverance Trench sample results				
Sample ID	Au (ppb)	Au g/t	Length (m)	Comments
Samples taken along the strike of the vein				
105057	5475	5.475	4	along centre of vein
Samples taken across the strike of the vein				
105020	<5		1.3	chips to S, at 90° to main vein
105021	9		1	chips to S, at 90° to main vein
105022	546	0.055	0.75	chips in sandstone, immediately S of main vein
105023	1888	1.888	0.3	chips in main vein, 10 cm of qtz
105024	17		0.5	chips immediately N main of vein
105025	9		0.9	chips, vfg sandstone – siltstone, to N
105026	<5		0.65	chips, vfg sandstone, no sulphides, to N
105058	1815	1.815	0.3	chips across main vein, 2m below sample 105023

At the Moonlight trench, approximately 3 km SE of the Deliverance trench, a series of quartz veins were exposed over an approximately 30m wide zone. Detailed sampling has not been completed yet on this trench due to seasonal restrictions for caribou-calving season.

Additional trenching is now planned for both of these highly prospective zones.

The summer drilling program commenced on June 26, 2021. The results are pending.

Eaglehead Property

The Company owns 100% of the Eaglehead copper-molybdenum-gold property; an exploration stage project (15,956 Ha) located in the Liard Mining District in northern British Columbia, 40 kilometers east of Dease Lake.

District filed on SEDAR a National Instrument 43-101 Technical Report, dated October 21, 2019, on the Eaglehead Property, which was prepared by Robert A. (Bob) Lane, M.Sc., P.Geo. of Moose Mountain Technical Services as Qualified Person. The Report recommended a future exploration program, requiring expenditures of approximately \$1,500,000 and concluded that there are no current mineral resources or mineral reserves attributed to the Eaglehead Property. The Technical Report indicates that the Eaglehead porphyry Cu-Mo-Au-Ag Property has considerable merit, and that further exploration is warranted to more fully evaluate the potential of the project to host an economic calc-alkalic porphyry Cu-Mo-Au-Ag deposit.

On February 10, 2020, the Company entered into a property sales agreement with Northern Fox Copper Inc. ("**Northern Fox**"), a wholly owned subsidiary of Copper Fox Metals Inc., where District agreed to sell to Northern Fox all of its right, title and interest in the Eaglehead project located in the Liard Mining Division of northern British Columbia.

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

The consideration to be received by District includes a 0.5% net smelter return royalty on any future production; cash payments totaling \$1,200,000 and assumption by Northern Fox of the reclamation bonds in the amount of \$212,000, which was deposited by District with the Ministry of Mines for the Province of British Columbia.

The Eaglehead project was placed on care and maintenance in 2018.

Copper Keg Project

The Copper Keg property is underlain by Kamloops sediments, Nicola Group volcanics and intrusive phases of the Guichon Creek Batholith. These rocks have been intruded by several phases of late-stage quartz feldspar porphyry and mafic dikes. The Nicola Group volcanics are reported to be in fault contact with the Guichon Creek batholith, although there are indications from historic assessment reports that an intrusive contact is also a possibility.

The central portion of the Guichon Creek Batholith hosts the large porphyry copper deposit located in the Highland Valley currently being mined by Teck Resources Limited. This property is located at the northern boundary of the Guichon Creek batholith, and District intends to explore the property using the porphyry style copper deposits in the Highland Valley as its exploration model.

The property was explored intermittently between 1970 and 2012. The exploration work was mostly repetitive and sporadic in nature restricted to limited outcrop sampling, small scale soil sampling and geophysical surveys, mapping and prospecting focused mainly on two large zones of clay alteration. Several short diamond drill holes are reported to have been completed for which results are not available.

A preliminary interpretation of historic assessment data is indicative of the surface footprint of a buried porphyry copper system. The combination of Nicola Group volcanics and intrusive phases of the Guichon Creek Batholith intruded by late multi-phase dikes along with sporadic geochemical anomalies, hydrothermal clay alteration and primary and secondary copper mineralogy supports the interpretation of a leach cap resulting from the weathering/oxidization supergene enrichment process of primary copper sulphides. Limited rock and soil sampling has returned copper concentrations within the interpreted leach cap that range from 0.025 to 0.76%. The copper mineralogy, weakly anomalous copper-silver molybdenum soil anomalies, alteration assemblage (ranges from argillic to potassic) and intense post intrusive hydrothermal clay alteration suggest a buried porphyry copper system at depth. The Nicola Group and Guichon Creek rocks exhibit intense hydrothermal clay alteration whereas the late-stage dikes appear to be relatively fresh; not affected by the hydrothermal clay alteration.

A one-week mapping program was completed on the property in April 2021. The objectives were to develop baseline whole rock geochemistry of the lithologies present on the property, and to determine whether any significant trends in alteration and/or geochemistry exist on the property. Within the Nicola Group volcanics, five distinct units were identified during the mapping program. This is consistent with earlier regional mapping by Government geologists. The Guichon Batholith, which intrudes the Nicola volcanics, was observed to outcrop along the northeastern part of the claims in typically large, blocky, high-relief cliff faces. Tertiary Kamloops group basalts occupy the high relief plateaus in the southern portion of the claims. The Barnes Creek fault was observed to generally follow the trend of the intrusive contact between the Nicola Group volcanics and the Guichon Creek batholith.

An induced polarization (IP) survey is planned for October 2021.

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

Matachewan Gold Project

The Matachewan Gold project (formerly the Whiskey Jack project) is a joint venture with O3 Mining Inc (formerly Alexandra Minerals) and District Copper Corp. The joint venture is shared on a 50:50 basis with O3 acting as Operator. The project consists of 86 single and boundary cells (1,328 hectares) located in the southwest portion of Cairo Township in the Timiskaming Mining District, Province of Ontario, NTS sheet 41P/15. The project is located approximately 5 kms east of Alamos Gold Inc's Young Davidson gold mine and 1.5 km east of the town of Matachewan. The property is subject to a 3% NSR from production. Upon receipt of payments totalling \$1 million pursuant to the NSR, the NSR payable from production is reduced to 2%.

Due to the lack of expenditures on this project over the past few years and the Company's previous focus on copper exploration, District wrote down the value of the project to \$1. With the change in focus to gold exploration in mid 2018, District is considering proposing an exploration program for 2020 to O3 Mining Inc.

The Matachewan property is located approximately 5 kms east of the Young Davidson Mine. The Young Davidson mine is a mid-tier (180,000 to 190,000 oz's per year - Alamos Gold's 2019 production guidance) underground producing gold mine with proven and probable reserves of 37.9 Mt grading 2.67 g/t gold containing 3.26 million ounces of gold as at December 2018.

The property lies within Matachewan gold district in the southwest portion of the Abitibi Greenstone belt. The Abitibi Greenstone belt hosts the Kirkland-Larder Lake trend along which the Val D'Or, Cadillac, Rouyn-Noranda, Kirkland Lake, and Matachewan gold districts occur. These gold districts are reported to have a combined historic production of 34 million ounces of gold. The Larder Lake-Cadillac Break is interpreted to be the main structural control on gold mineralization in the Young-Davidson deposit and in the Matachewan gold district.

The exploration model for the property is gold bearing sulphide mineralization like the Young Davidson Mine within shear hosted, sub-vertical, silica and carbonate altered structures in mafic volcanics and syenite and dioritic intrusives associated with the Larder Lake-Cadillac Break.

The property is underlain by an assemblage of mafic to ultra-mafic volcanic rocks and numerous porphyritic syenite to quartz diorite intrusives on the eastern portion of the property. A prominent north-south trending diabase dike swarm like that which occurs on the Young Davidson property occur in the center of the project. It is interpreted that the major east-northeast trending deformation zone that crosses the center of the property is a splay fault off the Larder Lake-Cadillac Break structure.

Historical exploration of the property reported gold assays from pyritic chert in proximity to grey porphyritic syenites of 2,500 ppb (2.5g/t) and 5,900 ppb (5.9g/t) over 2 meter intervals from trench 9A and grab samples of 64,800 ppb (64.8g/t), 14,400 ppb (14.4 g/t), 2,380 ppb (2.38g/t) and 940 ppb and 690 ppb from the bedrock around trench 9A (Brisbane 1981).

Exploration completed by District's predecessor company in 2003 consisted of surface sampling, a limited ground geophysical survey and a small diamond drilling program. This work reported gold mineralization in quartz veins in mafic volcanics, weakly pyritic altered volcanics, iron formation, pyritic interflow sediments, green carbonate altered zones and in weakly pyritic syenite intrusive. Two rock chip samples of volcanic breccia are reported to have assayed 1,445ppb (1.45g/t) and 1,090ppb (1.09 g/t) each over a 3m interval. The geophysical survey defined eleven targets within the property that exhibit chargeability, resistivity, and magnetic signatures.

DISTRICT MINING CORP.Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

The limited diamond drilling program completed in 2008 intersected several intervals of gold mineralization including 2.25 g/t Au over 6m, 4.14 g/t Au over 1.5m, and 5.34 g/t Au over 1.5m. No follow-up drilling of these mineralized intervals has been completed. Unfortunately, most of the technical data generated by the prior trenching and drilling programs is not available for review as is typical with long life projects that have been explored by several exploration companies.

5. SUMMARY OF QUARTERLY RESULTS

The quarterly results are as follows:

	July 31, 2021 <i>3 months ended</i>	April 30, 2021 <i>3 months ended</i>	January 31, 2021 <i>3 months ended</i>	October 31, 2020 <i>3 months ended</i>
Loss before taxes	\$ 105,248	\$ 111,348	\$ 88,742	\$ 105,453
Net loss (gain)	9,119	(262,419)	125,546	259,876
Comprehensive loss (gain)	9,119	(262,419)	125,546	259,876
Comprehensive loss (gain) per share, basic and diluted	0.00	(0.00)	0.00	0.00

	July 31, 2020 <i>3 months ended</i>	April 30, 2020 <i>3 months ended</i>	January 31, 2020 <i>3 months ended</i>	October 31, 2019 <i>3 months ended</i>
Loss before taxes	\$ 78,087	\$ 76,103	\$ 71,191	\$ 97,655
Net loss	77,723	71,787	17,347	92,058
Comprehensive loss	77,723	71,787	17,347	92,058
Comprehensive loss per share, basic and diluted	0.00	0.00	0.00	0.00

The Company's quarterly operating expenses remained relatively unchanged in Q3 2021 compared to Q2 2021.

6. DISCUSSION OF OPERATIONS**Three Months Ended July 31, 2021 Compared to Three Months Ended July 31, 2020**

For the three months ended July 31, 2021, the Company recorded a comprehensive loss of \$9,119 or \$0.00 per share compared to a comprehensive loss of \$77,723 or \$0.00 per share in the comparable period ended July 31, 2020. The decrease in comprehensive loss is due to the gain on the sale of marketable securities offset by the increase in professional fees.

	Three Months Ended July 31, 2021	Three Months Ended July 31, 2020	Discussion
Accretion	\$Nil	\$473	Accretion decreased as the Company no longer has a decommissioning provision after the sale of Eaglehead.
Consulting Fees	\$51,000	\$53,000	Consulting fees remained relatively unchanged.
Office	\$3,517	\$12,734	Office expenses decreased due to the Company moving offices.

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

	Three Months Ended July 31, 2021	Three Months Ended July 31, 2020	Discussion
Professional Fees	\$40,064	\$8,999	Professional fees increased due to the sale of the Eaglehead property and the purchase of the Copper Keg property.
Rent	\$1,800	\$2,250	Rent decreased because of the new office has a lower monthly rent cost.
Shareholder Communications	\$6,367	\$631	Shareholder communications increased due to the consolidation of the Company's shares on a 10:1 ratio.
Transfer Agent and Regulatory Fees	\$2,500	\$Nil	Transfer agent fees increased due to the consolidation of the Company's shares on a 10:1 ratio.
Flow-Through Premium Income	\$Nil	(\$12)	Flow-through premium income decreased due to the flow-through obligation being extinguished in the fiscal year ended 2020.
FV Adjustment of Marketable Securities	\$18,375	\$Nil	The increase in FV adjustment of marketable securities is due to the K9 shares depreciating in value during Q3 2021.
Gain on Sale of Marketable Securities	(\$114,390)	\$Nil	The increase in the gain of marketable securities is due to the Company selling K9 shares in Q3 2021.
Gain on the Sale of the Eaglehead Property	(\$358,213)	\$Nil	The gain is due to the finalization of the sale of the Eaglehead property in Q2 2021.
Interest Income	(\$114)	(\$352)	Interest income remained relatively unchanged.

Nine Months Ended July 31, 2021 Compared to Nine Months Ended July 31, 2020

For the nine months ended July 31, 2021, the Company recorded a comprehensive gain of \$127,754 or \$0.00 per share compared to a comprehensive loss of \$89,135 or \$0.00 per share in the comparable period ended July 31, 2020. The decrease in comprehensive loss is due to the increase in professional fees, offset by the gain from the sale of the Eaglehead property in Q2 2021.

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
 For the Three and Nine Months Ended July 31, 2021

	Nine Months Ended July 31, 2021	Nine Months Ended July 31, 2020	Discussion
Accretion	\$473	\$1,418	Accretion decreased as the Company no longer has a decommissioning provision after the sale of Eaglehead.
Consulting Fees	\$153,000	\$155,500	Consulting fees remained relatively unchanged.
Director Fees	\$Nil	\$6,500	Directors' fees decreased due to the resignation of two directors at the beginning of Q2 2020.
Office	\$15,385	\$20,655	Office expenses decreased due to the Company moving offices.
Professional Fees	\$100,432	\$16,787	Professional fees increased due to the sale of the Eaglehead property and the purchase of the Copper Keg property.
Rent	\$3,900	\$6,750	Rent decreased because of the new office has a lower monthly rent cost.
Shareholder Communications	\$19,797	\$9,748	Shareholder communications increased due to the consolidation of the Company's shares on a 10:1 ratio.
Transfer Agent and Regulatory Fees	\$11,879	\$8,024	Transfer agent fees increased due to the consolidation of the Company's shares on a 10:1 ratio.
Flow-Through Premium Income	\$Nil	(\$10,514)	Flow-through premium income decreased due to the flow-through obligation being extinguished in the fiscal year ended 2020.
FV Adjustment of Marketable Securities	\$40,875	\$Nil	The decrease in FV adjustment of marketable securities is due to the K9 shares depreciating in value during Q1-Q3 2021.
Gain on Sale of Marketable Securities	(\$114,390)	\$Nil	The increase in the gain of marketable securities is due to the Company selling K9 shares in Q3 2021.
Gain on the Sale of the Eaglehead Property	(\$358,213)	\$Nil	The gain is due to the finalization of the sale of the Eaglehead property in Q2 2021.

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

	Nine Months Ended July 31, 2021	Nine Months Ended July 31, 2020	Discussion
Interest Income	(\$892)	(\$1,384)	Interest income remained relatively unchanged.
Recovery of Exploration Expenses	\$Nil	\$(46,626)	The decrease of the recovery of exploration expenses was due to the BCMETC refund in Q1 2020.

7. LIQUIDITY AND CAPITAL RESOURCES

Liquidity

As an exploration company, District has no regular cash in-flow from operations, and the level of operations is principally a function of availability of capital resources. To date, the principal source of funding has been equity financing.

As at July 31, 2021, the Company had a cash balance of \$328,497 (October 31, 2020 - \$26,799). For the foreseeable future, the Company will continue to seek capital through the issuance of equity, strategic alliances or joint ventures and debt.

Major expenditures are required to establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a site. The recoverability of valuations assigned to exploration and development mineral properties are dependent upon the discovery of economically recoverable reserves, the ability to obtain necessary financing to complete exploration, development and future profitable production or proceeds from disposition of mineral assets.

Management reviews the carrying value of the Company's interest in each property and where necessary, exploration and evaluation mineral properties are written down to their estimated recoverable amount or written off.

Although management has made its best estimate of these factors, it is reasonably possible that certain events could adversely affect management's estimates of recoverable amounts and the need for, as well as the amount of, provision for impairment in the carrying value of exploration properties and related assets.

Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining adequate financing and at favorable terms for these or other purposes including general working capital purposes. District's audited annual financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business for the foreseeable future. Realization values may be substantially different from carrying values, as shown, and these financial statements do not give effect to the adjustment that would be necessary to the carrying values and classifications of assets and liabilities should District be unable to continue as a going concern.

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

Working Capital

As at July 31, 2021, District had a working capital of \$199,704 (October 31, 2020 – (\$21,018)). The working capital increased for the nine months ended July 31, 2021 compared to the year ended October 31, 2020 as a result of the first tranche payment for the purchase of the Eaglehead property, the refund of the reclamation deposits and the JEAP refund for the Stony Lake property, offset by general operational costs.

The Company manages its working capital by tightly controlling its operational and property spending. The Company's continuance as a going concern is dependent upon its ability to obtain adequate financing necessary to fund future exploration and development. It is not possible to predict whether future financing efforts will be successful or whether financing on favorable terms will be available.

The Company has no capital lease obligations, operating or any other long-term obligations, other than its monthly office rent of \$600.

Cash Flow Highlights

	Nine Months Ended	
	July 31, 2021	July 31, 2020
Cash used in operating activities	\$ (291,632)	\$ (108,299)
Cash provided by investing activities	464,830	90,412
Cash provided by financing activities	-	-
Decrease in cash for the period	301,698	(17,887)
Cash, beginning of year	26,799	50,184
Cash, End of Period	\$ 328,497	\$ 32,297

Capital Risk Management

District Copper's capital structure consists of common shares, stock options and warrants. The Company manages its capital structure and adjusts it, based on available funds, to support the acquisition and exploration of mineral properties. The Board does not establish quantitative returns on capital criteria for management.

The properties in which District currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. To carry out and pay for planned exploration and development, along with operating administrative costs, the Company will fund such costs out of anticipated future working capital predicated upon additional amounts being raised.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the nine months ended July 31, 2021. The Company's invests its surplus cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, all held with major Canadian financial institutions.

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

8. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling of the Company's activities, and include executive directors, as well as entities controlled by such persons.

At July 31, 2021, included in accounts payable and accrued liabilities is \$54,000 (October 31, 2020 – \$81,875) owing to a company controlled by a director, \$4,725 (October 31, 2020 – \$23,625) owing to a company controlled by an officer, \$Nil (October 31, 2020 - \$2,100) owing to a director of the Company, and \$41,660 (October 31, 2019 - \$41,660) owing to Copper Fox.

For the nine months ended July 31, 2021 and 2020, the Company incurred the following expenditures for key management personnel and the companies that are directly controlled by them.

	As at July 31, 2021		As at October 31, 2020	
<u>Statement of Financial Position Item</u>				
Exploration and evaluation assets	\$	4,410	\$	-
Total	\$	4,410	\$	-

	Nine Months Ended July 31, 2021		Nine Months Ended July 31, 2020	
<u>Statement of Operations Items</u>				
Consulting fees	\$	153,000	\$	155,500
Director fees		-		5,000
Total	\$	153,000	\$	160,500

9. FINANCIAL INSTRUMENTS AND RISKS MANAGEMENT DISCLOSURESFair Value

The estimated fair value of accounts payables approximates their carrying value due to the immediate or relatively short period to maturity. Cash and marketable securities are measured at fair value using Level 1 inputs.

The Company utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

Level 1 - Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 - Significant unobservable (no market data available) inputs which are supported by little or no market activity.

Risk Management

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Company's risk exposures and their impact on the Company's financial instruments are as follows:

a) Credit Risk

The Company does not currently generate any revenues from sales to customers nor does it hold derivative type instruments that would require a counterparty to fulfill a contractual obligation. The Company does not have any asset-backed commercial instruments. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and short-term investments. To minimize the credit risk the Company places cash with the high credit quality financial institutions. The Company considers its exposure to credit risk to be insignificant.

b) Liquidity Risk

Liquidity risk is the risk that the Company cannot meet its financial obligations. The Company manages liquidity risk and requirements by maintaining sufficient cash balances and or through additional financings to ensure that there is enough capital in order to meet short term obligations. As at July 31, 2021, the Company has cash totaling \$328,497 (October 31, 2020 - \$26,799) and accounts payable and accrued liabilities of \$156,918 (October 31, 2020 - \$249,243) which have contractual maturities of 30 days or less. The Company will require additional sources of equity, joint venture partnership or debt financing to fund ongoing operations and the exploration and development of its mineral properties.

If the Company is not able to obtain adequate additional funding to continue as a going concern, material adjustments would be required to both the carrying value and classification of assets and liabilities on the statement of financial position. It is not possible to predict, due to many external factors including commodity prices and equity market conditions, as to whether future financing will be successful or available at all.

c) Market Risk

i) Interest Rate Risk

The Company manages its interest rate risk by obtaining commercial deposit interest rates available in the market by the major Canadian financial institutions on its cash and investments.

ii) Foreign Exchange Risk

The Company's functional currency and the reporting currency is the Canadian dollar. Periodically the Company incurs charges on its operations for settlement in currencies other than its functional currency and any gain or loss arising on such transactions is recorded in operations for the year.

The Company does not participate in any hedging activities to mitigate any gains or losses which may arise because of exchange rate changes.

As at July 31, 2021, the Company held no financial assets or liabilities which were denominated in currencies other than the Canadian dollar.

iii) Commodity Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. To mitigate price risk, the Company closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

10. RISKS AND UNCERTAINTIES

A discussion of the risks and uncertainties that District faces can be found in the Company's audited annual financial statements for the year ended October 31, 2020 (available under District Copper's SEDAR profile at www.sedar.com). Furthermore, additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations in the future.

11. PROPOSED TRANSACTIONS

There are no proposed transactions for the nine months ended July 31, 2021.

12. DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

a) Authorized

An unlimited number of common shares without par value.

b) Issued and Outstanding

On March 26, 2021, the Company issued 2,500,000 shares at a value of \$75,000 for the initial payment of the Copper Keg property .

Effective July 19, 2021, the Company's shares were consolidated on a 10:1 ratio, bringing the number of shares outstanding from 139,441,618 to 13,944,162.

There were no shares issued during the year ended October 31, 2020.

DISTRICT MINING CORP.

Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Three and Nine Months Ended July 31, 2021

c) Warrants

A summary of changes in share purchase warrants for the nine months ended July 31, 2021 and the year ended October 31, 2020 are as follows:

	September 29, 2021		October 31, 2020	
	Number of Warrants Outstanding	Weighted Average Exercise Price	Number of Warrants Outstanding	Weighted Average Exercise Price
Balance, Beginning of Year	-	\$ -	28,252,942	\$ 0.10
Expired	-	-	(28,252,942)	0.10
Balance, End of Period/Year	-	\$ -	-	\$ 0.10

As at September 29, 2021, there were no share purchase warrants outstanding or exercisable.

On March 29, 2020, 18,750,000 warrants expired. On October 12, 2020, 352,942 warrants expired. On August 8, 2020, 9,150,000 warrants expired.

As at September 29, 2021, the weighted average remaining contractual life of the share purchase warrants was Nil years (October 31, 2019 – 0.532 years) and the weighted average exercise price was \$Nil (October 31, 2019 - \$0.100).

13. OFF-BALANCE SHEET ARRANGEMENTS

During the nine months ended July 31, 2021, the Company was not party to any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources of the Company.

14. CHANGES IN ACCOUNTING STANDARDS

There were no new accounting standards adopted by the Company for the nine months ended July 31, 2021.

15. CRITICAL ACCOUNTING ESTIMATES

The preparation of these financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. The Company bases its estimates and assumptions on current and various other factors that it believes to be reasonable under the circumstances. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is impaired in the Statement of Operations and Comprehensive Loss during the period the new information becomes available.

Depreciation

Significant judgment is involved in the determination of useful life and residual values for the computation of depreciation and no assurance can be given that actual useful lives and residual values will not differ significantly from current assumptions.

Impairment

The carrying value of property and equipment is reviewed each reporting period to determine whether there is any indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired, and an impairment loss is recognized in the statement of operations and comprehensive loss. The assessment of fair values, including those of the cash generating units (the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflow from other assets or groups of assets) ("CGUs") for purposes of testing goodwill, require the use of estimates and assumptions for recoverable production, long-term commodity prices, discount rates, foreign exchange rates, future capital requirements and operating performance. Changes in any of the assumptions or estimates used in determining the fair value of goodwill or other assets could impact the impairment analysis.

Site Closure and Decommissioning Provisions

The Company assesses its mineral property's decommissioning provision at each reporting date or when new material information becomes available. Exploration, development and mining activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing, and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for decommissioning obligations requires management to make estimates of the future costs that the Company will incur to complete the reclamation work required to comply with existing laws and regulations at each location. Actual costs incurred may differ from those amounts estimated.

Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation. The provision represents management's best estimate of the present value of the future decommissioning obligation. The actual future expenditures may differ from the amounts currently provided.

Title to Mineral Properties

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Contingencies

The assessment of contingencies involves the exercise of significant judgment and estimates of the outcome of future events. In assessing loss contingencies related to legal proceedings that are pending against the Company and that may result in regulatory or government actions that may negatively impact the Company's business or operations, the Company and its legal counsel evaluate the perceived merits of the legal proceeding or unasserted claim or action as well as the perceived merits of the nature and amount of relief sought or expected to be sought, when determining the amount, if any, to disclose as a contingent liability or when assessing the impact on the carrying value of the Company's assets. Contingent assets are not recognized in the Company's financial statements.

16. APPROVAL

The Audit Committee of District Copper Corp. has reviewed and approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and it is also available under our SEDAR profile at www.sedar.com.