DISTRICT COPPER

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

FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2022

(Expressed in Canadian Dollars)

As of June 29, 2022

CONTENTS

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 six months ended April 30, 2022. The following information should be read in conjunction with the accompanying unaudited interim financial statements for the six months ended April 30, 2022, 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 17 of this MD&A which compares certain financial results for the three and six months ended April 30, 2022. Financial information contained herein is expressed in Canadian dollars, unless otherwise stated. All information in this MD&A is current as of June 29, 2022 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 June 29, 2022.

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 April 30, 2022 and June 29, 2022, the Company had (i) 20,594,161 and 20,844,161 common shares issued and outstanding; (ii) 3,000,000 share purchase warrants to acquire common shares outstanding and (iii) 1,400,000 and 1,150,000 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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As at the date of this MD&A, District Copper's directors and officers are as follows:

Directors	Officers and Position
Jevin Werbes	Jevin Werbes, President and CEO
Chris Healey	Braden Jensen, CFO
Braden Jensen	Marion McGrath, Corporate Secretary
Dillon Sharan	

Audit Committee	Compensation Committee
Chris Healey (Audit Chairman)	Jevin Werbes
Jevin Werbes (Non-Independent)	Chris Healey
Braden Jensen	Braden Jensen

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

On July 30, 2020, District entered into an arm's length mineral property option agreement with K9 Gold Corp. ("**K9**"). The Agreement allows K9 to option and earn up to 100% of eight mineral licenses within the Stony Lake property. The project is operated by K9.

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 Gold Corp's (K9) 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.

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.

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 4,000 samples), trenching in five locations, and on-going mapping, prospecting and sampling. A 5,000-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 betters 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 center 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 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. Channel sampling of B horizon soil material at Moonlight returned an average of 809 ppb (0.81 g/t) Au over a width of 15.0 meters.

The summer drilling program commenced on June 26. The program included 24 diamond drill holes for a total of 6865 m. To date, drilling has been mainly in the Jumper's Pond area, and has been targeted to intersect several large, interpreted shear zones, cutting through the Lawrenceton volcanic assemblage into the overlying Botwood sediments, and associated with the presence of arsenopyrite. Interpretations of the airborne geophysical surveys and the recent IP survey indicate the presence of several significant cross cutting shear zones in this area.

Jumper's Pond Drill Results:

Most of the Jumper's Pond holes have intersected significant shearing in both the Wigwam Fm. sandstones and the Lawrenceton Fm. volcanics. Several gabbroic dykes have also been noted. These shear zones, which can be up to 20 m wide, exhibit locally intense brecciation, with substantial amounts of quartz veining (with ginguro banding noted in JP21-008 and 012), and sulphide concentrations up to 20%, with both pyrite and arsenopyrite. Locally, intense sericite and chlorite alteration have been observed, along with intense silicification. Descriptions of work by other companies from area projects suggest that these features are strongly indicative of proximity to significant gold mineralization, which fits well with K9's exploration model. In holes JP21-001 and 002, the shearing was accompanied by moderate quartz veining with pyrite. Assays from these two holes indicate that JP21-001 was not drilled deep enough.

DDH JP-012 intersected seven intervals of gold mineralization with six of the seven zones occurring over a core interval of 134m. The gold mineralization occurs in a steeply dipping structural zone and includes 2.58 g/t over a 3.1m core interval with a maximum grade of 4.34 g/t over a one-meter core interval. The mineralization is hosted in mafic dykes and variably altered mafic volcanic of the Lawrenceton volcanics. The mineralized intervals are characterized by quartz veins, quartz stockworks associated with quartz-pyrite-arsenopyrite-chalcopyrite mineral association. Pyrite-arsenopyrite concentrations are variable and range up to 10% pyrite and 2% arsenopyrite over restricted core intervals. Chalcopyrite is a minor constituent.

The mineralization is characterized by silicification, carbonate, chlorite, sericite alteration. The mineralized intervals exhibit a strong spatial association with an estimated 100m wide, near vertical dipping positive chargeability anomaly that can be traced for a horizontal distance of 3,000m in a northeast-southwest direction. The mineralization intersected in DDH JP-012 correlates with several of the mineralized zone intersected in DDH JP-008.

The gold mineralization is in brecciated and shear zones within intermediate volcanic flows of the Lawrenceton Formation. The grades encountered in these wide zones are comparable with the reported mineral reserve grades from Marathon Gold's Valentine Lake project. Both Valentine Lake and Stony Lake lie within the Exploits Subzone Gold District, along the Cape Ray/Valentine Lake structural trend.

The mineralized zone intersected in JP21-012 has been extended approximately 100m along strike to the north. The mineralization is interpreted to occur along the axis of an anticlinal structure, in the footwall of a major fault zone and remains open along strike and at depth. The mineralized intervals in four of the drill holes are open and additional sampling is required to determine the full extent of the gold mineralization. Higher grade samples include 5.09 g/t over 0.30m and 5.58g/t over 0.50m in JP21-022 and 4.48g/t over 0.30m in JP21-019. The mineralization exhibits a strong spatial correlation to a positive chargeability anomaly. The mineralization is characterized by a quartz-pyrite-arsenopyrite-stibnite mineral association. JP21-022 intersected twelve intervals of gold mineralization including 65.1 meters averaging 0.78 g/t Au, from 98.5 to 163.6 m downhole. Included in JP21-022 were intersections of 52.4 m averaging 0.93 g/t Au (98.5 to 150.9m), 5.7 m averaging 2.37 g/t Au (98.5 – 104.2 m), 18.85 m averaging 1.22 g/t Au (121.3 – 140.15m) and 1.70 m averaging 3.17 g/t Au (129.3 – 131.0 m).

Mineralized intervals are summarized as follows:

DDH	Easting	Northing	Azi	Dip	From (m)	To (m)	Interval (m)	Au (g/t)
JP21-019	610963	5425262	92	-45	21.10	28.70	7.60	0.15
					33.70	39.15	5.45	0.29
					62.60	69.60	7.00	0.21
					73.40	84.55	11.15	0.62
				including	77.10	82.50	5.40	1.00
					96.00	100.50	4.50	0.79
					261.70	269.50	7.80	0.47
				including	266.50	268.50	2.00	1.22
JP21-020	610963	5425262	92	-55	22.50	27.00	4.50	0.36
					184.85	213.35	28.50	0.25
					282.75	291.15	8.40	0.34
					312.90	319.90	7.00	0.42
JP21-021	610972	5425279	86	-45	20.00	48.38	28.38	0.63
					203.60	204.60	1.00	0.60
					223.35	227.00	3.65	0.35
JP21-022	610972	5425279	86	-55	16.30	19.40	3.10	0.42
					32.15	40.00	7.85	0.28
					53.10	61.00	7.90	0.67
					68.50	71.50	3.00	0.25
					98.50	163.60	65.10	0.78
				including	98.50	104.20	5.70	2.37
				including	102.50	103.20	0.70	5.09
				including	121.30	140.15	18.85	1.22
				including	129.80	130.30	0.50	5.58
					174.35	185.15	10.80	0.32
					194.95	202.20	7.25	0.68
					216.05	217.45	1.40	0.89
					221.40	224.40	3.00	0.42
JP21-023	610959	5425261	101	-50	22.60	25.60	3.00	0.32
					57.60	59.60	2.00	0.43
					136.80	164.80	28.00	0.61
				including	146.60	153.60	7.00	0.98
					219.70	237.00	17.30	0.32
					243.00	245.00	2.00	0.74
JP21-024	610963	5425262	105	-50	20.85	35.60	14.75	0.40
					64.60	67.60	3.00	0.25
					120.30	152.45	32.15	0.61
					157.80	160.10	2.30	0.77

Hole locations are summarized as follows:

Hole #	UTM (NAD83)		Azimuth	Dip	Total Depth (m)
	East	North			
JP21-001	610567	5424927	310	-70	281
JP21-002	610567	5424927	310	-45	350
JP21-003	610707	5424784	137	-45	316
JP21-004	610625	5424624	132	-45	287
JP21-005	610625	5424624	316	-45	293
JP21-006	610453	5424714	315	-50	335
JP21-007	610026	5424755	137	-50	302
JP21-008	610964	5425251	155	-65	317
JP21-012	610964	5425251	90	-55	326
JP21-013	610964	5425251	270	-55	275
JP21-014	610785	5425241	160	-55	334
JP21-015	610785	5425241	181	-55	302
JP21-019	610963	5425262	92	-45	326
JP21-020	610963	5425262	92	-55	356
JP21-021	610972	5425279	86	-45	338
JP21-022	610972	5425279	86	-55	350
JP21-023	610959	5425261	101	-50	287
JP21-024	610963	5425262	105	-50	272

Deliverance

Hole #	UTM (NAD83)		Azimuth	Dip	Total Depth (m)
	East	North			
DL21-009	598629	5415780	37	-45	121
DL21-010	598629	5415780	37	-60	182
DL21-011	598631	5415826	135	-45	302

Moonlight Drill Results:

A significant zone of gold mineralization was encountered in drillhole ML21-016. The highlights of this area are as follows:

- Drill hole ML21-016 intersected **9.52 metres averaging 0.84 g/t Au**, from 163.0 to 172.52 m downhole, including **2.0 m averaging 2.18 g/t Au** from 163.0 to 165.0 m downhole.
- The gold mineralization occurs in a quartz stockwork (quartz-pyrite-arsenopyrite mineral association) hosted in altered volcanic flows like the recently discovered gold mineralization at Jumpers Pond.
- The gold mineralization in ML21-016 is located approximately 200 m west of a channel samples of the B horizon soil material that averaged 0.81 g/t Au over a width of 15 m (see company release December 2, 2021).
- Float and subcrop samples in the immediate area range from 50 ppb to 3.2 g/t Au and are concentrated along a 2.2 km interpreted structure that extends through ML21-016 NW-SE
- Compilation of results indicates widespread gold mineralization over an area measuring 1700m by 1500m and several high-quality drilling targets.
- In addition, the gold mineralization exhibits a spatial association with a NE trending weak-moderate chargeability signature with a corresponding highly conductive zone, which is at least 3 km in length.
- The area of geochemical anomalies includes a parallel trending chargeability high which lies approximately 1 km NW of the chargeability low and corresponds with a major break in the magnetic signature.

- The whole area appears to coincide with an inflexion point on the regional-scale Cape Ray – Valentine Lake structure.

The weighted average grade for all intervals of significant gold mineralization above a 0.1g/t gold cut-off is as follows :

Hole #	From	To	Length	g/t Au
ML21-016	**163.00**	**172.52**	**9.52**	**0.84**
Including	**163.00**	**165.00**	**2.00**	**2.18**
And	**171.19**	**172.52**	**1.33**	**1.80**
ML21-017	65.05	65.65	0.60	0.31
ML21-018	165.35	169.75	4.40	0.17

Note: reported interval are core intervals and do not represent true thickness, number have been rounded.

Drillhole collar locations for the Moonlight zone are shown is as follows:

Hole #	UTM (NAD83)		Azimuth	Dip	Total Depth (m)
	East	North			
ML21-016	600840	5413883	90	-55	302
ML21-017	600840	5413883	88	-45	143
ML21-018	600840	5413883	294	-45	215

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 property covers approximately 3,272 hectares.

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.

Ten grab samples were collected for whole rock analysis at ALS in North Vancouver, BC, using their ICP-AES whole rock package. In addition, the samples were analyzed by ALS's 48 element four acid ICP-MS package. The samples were selected to characterize the whole rock geochemistry of the lithologies present on the property, and to determine any notable trends in alteration and/or geochemistry. Although the samples were not selected as potentially mineralized sites, the copper values ranged from 4.9 to 124.5 ppm and zinc values from 8.0 to 235 ppm.

A 19.3 line-kilometer induced polarization (IP) survey was completed in October 2021. The survey was designed to provide coverage to depths in the order of 600-800 metres, which interpretation of historic data has indicated to be the primary exploration target. Quantec Geoscience Ltd of Toronto, ON was contracted to carry out the survey, using its Titan 130 DCIP system. Highlights of the detailed interpretation of the data are as follows:

- Two positive chargeability anomalies have been located.
- The largest anomaly is northwest trending, open ended, and measures 2,500m long by 1000m wide, hosted in Nicola Volcanics and the Guichon intrusive located on either side of the Barnes Creek Fault.
- The second positive anomaly is hosted in the Guichon Intrusive at the south end of the project, measures at least 1,500m long by 750m wide, and is open to the west.
- The largest chargeability anomaly exhibits a strong spatial correlation to the large area of intense argillic alteration and is interpreted to extend to the southeast under the Kamloops Group.
- The chargeability anomalies correlated with the two areas of coincident sporadic copper mineralization and intense argillic alteration defined by historical rock sampling programs.

Field data collection for an airborne magnetometer and radiometrics survey was completed in March 2022. The survey, with a planned 386-line kilometers was contracted to Precision GeoSurveys Inc. of Langley, BC. Subsequently, Precision completed a detailed interpretation of the data, including a magnetic vector inversion. This led to the creation of a 3D susceptibility model from the magnetic data to identify potential areas of buried potential copper and gold mineralization. Highlights of the Magnetic Vector Inversion study are:

<u>Highlights:</u>

- The Magnetic Vector Inversion study identified seven target areas for follow-up exploration.

- Strong correlation of a buried intrusive within the Guichon Creek Batholith underlying the gossanous, argillic alteration associated with a positive chargeability anomaly and sporadic copper mineralization may indicate porphyry mineralization at depth.
- The band of low magnetics intensity on the eastern side of the survey area, may be due to the absence of volcanic cover, hydrothermal alteration, or felsic intrusives.
- Several deep and smooth, uniform, magnetic susceptibility lows located within the project could be caused by felsic intrusives.
- The NNW trending structures yielded indications of magnetite destruction, typical of hydrothermal alteration.
- The areas of high magnetic susceptibility in the southeast corner of the survey that do not have a topographic correlation are likely to be caused by intrusives.

3D Magnetic Inversion

The unconstrained Magnetic Inversion used the high resolution airborne magnetic and radiometric survey data flown over the Copper Keg project. Magnetic Inversion is a useful exploration technique utilized in locating buried stocks of typically felsic to intermediate composition that could be associated with porphyry style mineralization.

The University of British Columbia (UBC-GIF) 3D magnetic inversion program Mag3D, version 4.0, (Oldenburg, et.al., 1996) using the topography surface as model constraints along with the normal UBC-style objective function was used to complete the inversion. The unconstrained modelling does not produce definitive locations of deep magnetic sources but can be used as a general guide to look for deep sources.

The potassic core of porphyry intrusive systems are magnetic highs, which can be located at depth. The 3D susceptibility inversion assigns a depth to the magnetic source bodies, thus facilitating the identification of deep sources such as those associated with porphyry intrusives. The magnetic inversion was completed to a depth of 500 m below the surface, which is deep enough that near-surface high-susceptibility bodies should be significantly discounted.

Eaglehead Property

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 has agreed to sell to Northern Fox all of its right, title and interest in the Eaglehead Property.

The sale is subject to the reservation of a 0.5% NSR for District on any future production. Northern Fox has the option to purchase one half of the NSR from District Copper, exercisable from the date of the agreement and up to two years from the date of commencement of production of the project, for $1,000,000. The consideration due and payable to District for the Eaglehead Property is the total sum of $1,200,000, plus the assumption by Northern Fox of the reclamation bonds of $212,000.

Under the terms of the agreement, Northern Fox has paid a non-refundable deposit of $50,000 (received) upon signing the agreement. An additional $150,000 (received) was paid upon the closing of the agreement and the balance of the purchase price in the amount of $1,000,000 will be payable in three annual installments of $340,000 (paid), $330,000 and $330,000, respectively, on each anniversary of the closing date.

The $1,000,000 unpaid portion of the purchase price is to be guaranteed by Copper Fox, in the form of a promissory note , and is to be secured by a general security agreement to be registered against the assets and undertaking of Northern Fox.

The sale of the Eaglehead property was finalized on April 19, 2021, at which time Northern Fox assumed the reclamation bonds of $212,000. The Company received a promissory note of $1,000,000, of which $340,000 has been paid and $330,000 is current as it is due within 12 months.

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.

5. SUMMARY OF QUARTERLY RESULTS

The quarterly results are as follows:

	April 30, 2022 3 months ended	**January 31, 2022** 3 months ended	**October 31, 2021** 3 months ended	**July 31, 2021** 3 months ended
Loss before non-operating items	$ (841,799)	$ (83,208)	$ (102,267)	$ (105,248)
Loss	(681,556)	(128,583)	(115,114)	(9,119)
Comprehensive Loss	(681,556)	(128,583)	(115,114)	(9,119)
Comprehensive loss per share, basic and diluted	(0.04)	(0.01)	(0.00)	(0.00)

	April 30, 2021 3 months ended	**January 31, 2021** 3 months ended	**October 31, 2020** 3 months ended	**July 31, 2020** 3 months ended
Loss before non-operating items	$ (111,348)	$ (88,742)	$ (105,453)	$ (78,087)
Income (loss)	262,419	(125,546)	(259,876)	(77,723)
Comprehensive Income (loss)	262,419	(125,546)	(259,876)	(77,723)
Comprehensive gain (loss) per share, basic and diluted	0.00	(0.00)	(0.00)	(0.00)

The Company's quarterly operating expenses increased in Q2 2022 compared to Q1 2022 due to the Company hiring additional consultants and increasing its advertising and promotion and shareholder communications.

6. DISCUSSION OF OPERATIONS

Three Months Ended April 30, 2022 Compared to Three Months Ended April 30, 2021

For the three months ended April 30, 2022, the Company recorded comprehensive loss of $681,556 or $0.04 per share compared to a comprehensive gain of $50,419 or $0.00 per share in the comparable three months ended April 30, 2021. The increase in comprehensive loss is due to primarily to the increase in the consulting fees, advertising and promotion and shareholder communications, offset by the gain on the sale of marketable securities.

	Three Months Ended April 30, 2022	Three Months Ended April 30, 2021	Discussion
Accretion	$Nil	$473	Accretion decreased as the Company no longer has a decommissioning provision after the sale of Eaglehead.
Advertising and Promotion	$144,000	$Nil	Advertising and promotion increased as the Company launched an investor relations campaign in Q2 2022.
Consulting Fees	$561,500	$51,000	Consulting fees increased as the Company added new consultants in Q2 2022.
Office	$7,215	$7,959	Office expenses remained relatively unchanged.
Professional Fees	$39,522	$39,930	Professional fees remained relatively unchanged.
Rent	$1,800	$600	Rent increased because of the Company being moved into the new office for the full three months in Q2 2022, compared to only one month in Q2 2021.
Shareholder Communications	$82,562	$3,811	Shareholder communications increased as part of our investor relations campaign that was launched in Q2 2022.
Transfer Agent and Regulatory Fees	$5,200	$7,575	Transfer agent fees remained relatively unchanged.
FV Adjustment of Marketable Securities	$Nil	($15,000)	The decrease in FV adjustment of marketable securities is due to all the K9 shares being sold during Q2 2022.

	Three Months Ended April 30, 2022	Three Months Ended April 30, 2021	Discussion
Gain on Sale of Marketable securities	($160,243)	($Nil)	The increase in gain on sale of marketable securities is due to all the K9 shares being sold during Q2 2022.
Gain on Sale of Property	($Nil)	($146,686)	The decrease in the gain on the sale of property is due to no properties being sold in Q2 2022.
Interest Income	($Nil)	($81)	Interest income decreased because the Company no longer has any GIC's in Q2 2022, which were required for the Eaglehead decommission provision in Q2 2022.

Six Months Ended April 30, 2022 Compared to Six Months Ended April 30, 2021

For the six months ended April 30, 2022, the Company recorded comprehensive loss of $810,139 or $0.05 per share compared to a comprehensive loss of $75,127 or $0.00 per share in the comparable six months ended April 30, 2021. The increase in comprehensive loss is due to primarily to the increase in the consulting fees, advertising and promotion and shareholder communications, offset by the gain on the sale of marketable securities.

	Three Months Ended April 30, 2022	Three Months Ended April 30, 2021	Discussion
Accretion	$Nil	$473	Accretion decreased as the Company no longer has a decommissioning provision after the sale of Eaglehead.
Advertising and Promotion	$144,000	$Nil	Advertising and promotion increased as the Company launched an investor relations campaign in Q2 2022.
Consulting Fees	$646,500	$102,000	Consulting fees increased as the Company added new consultants in Q2 2022.
Office	$13,530	$11,868	Office expenses remained relatively unchanged.
Professional Fees	$23,306	$60,368	Professional fees decreased due to additional legal fees in Q2 2021 as a result of the sale of Eaglehead.
Rent	$3,600	$2,100	Rent increased because of the Company being moved into the new office for the full six months from Q1-Q2 2022,

	Three Months Ended April 30, 2022	Three Months Ended April 30, 2021	Discussion
			compared to only four months from Q1-Q2 2021.
Shareholder Communications	$85,511	$13,430	Shareholder communications increased as part of our investor relations campaign that was launched in Q2 2022.
Transfer Agent and Regulatory Fees	$8,560	$9,379	Transfer agent fees remained relatively unchanged.
FV Adjustment of Marketable Securities	$Nil	$22,500	The decrease in FV adjustment of marketable securities is due to all the K9 shares being sold during Q2 2022.
Gain on Sale of Marketable securities	($114,868)	($Nil)	The increase in gain on sale of marketable securities is due to all the K9 shares being sold during Q2 2022.
Gain on Sale of Property	($Nil)	($146,686)	The decrease in the gain on the sale of property is due to no properties being sold in Q1-Q2 2022.
Interest Income	($Nil)	($778)	Interest income decreased because the Company no longer has any GIC's in Q2 2022, which were required for the Eaglehead decommission provision in Q2 2022.

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 April 30, 2022, the Company had a cash balance of $404,246 (October 31, 2021 - $174,762). 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.

Working Capital

As at April 30, 2022, District had a working capital of $698,446 (October 31, 2021 – $405,540). The working capital increased for the six months ended April 30, 2022 compared to the year ended October 31, 2021 as a result of the November 2021 private placement, the sale of the K9 shares and the Stony Lake payment, 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

	Six Months Ended	
	April 30, 2022	April 30, 2021
Cash used in operating activities	$ (633,561)	$ (175,215)
Cash provided by investing activities	256,848	252,830
Cash provided by financing activities	606,197	-
Increase in cash for the period	229,484	77,615
Cash, beginning of year	174,762	26,799
Cash, End of Period	**$ 404,246**	**$ 104,414**

Capital Risk Management

The Company considers its capital structure to consist of share capital, share options and warrants. The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management.

The mineral properties in which the Company currently has an interest in are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. Additional sources of funding, which may not be available on favourable terms, if at all, include share equity and debt financings; equity, debt or property level joint ventures; and sale of interests in existing assets. In order to carry out the planned exploration and development and pay for operating expenses, the Company will spend its existing working capital and raise additional amounts as needed. 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 six months ended April 30, 2022. The Company is not subject to externally imposed capital requirements. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments; all held within major Canadian financial institutions.

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 and officers, as well as entities controlled by such persons.

At April 30, 2022, included in accounts payable and accrued liabilities is $8,125 (October 31, 2021 – $55,875) owing to a company controlled by a director, $4,725 (October 31, 2021 – $4,725) owing to a company controlled by an officer and $20,791 (October 31, 2021 - $41,660) owing to Copper Fox.

As at April 30, 2022, Northern Fox owed the Company $660,000 (October 31, 2021 – $1,000,000) in the form of a promissory note.

For the six months ended April 30, 2022 and 2021, the Company incurred the following expenditures for key management personnel and the companies that are directly controlled by them.

		As at April 30, 2022		As at October 31, 2021
Statement of Financial Position Item				
Exploration and evaluation assets	**$**	**-**	$	4,410
Total	**$**	**-**	$	4,410

		Six Months Ended April 30, 2022		Six Months Ended April 30, 2021
Statement of Operations Item				
Consulting fees	**$**	**102,000**	$	102,000
Total	**$**	**102,000**	$	102,000

9. FINANCIAL INSTRUMENTS AND RISKS MANAGEMENT DISCLOSURES

Fair Value

The estimated fair value of accounts payables and promissory note 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 fulfil 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. 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. The credit risk with the Company's promissory note is low since the amount is from a former related and the note is secured.

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 and or sale of properties to ensure that there is enough capital in order to meet short term obligations. As at April 30, 2022, the Company has cash totaling $404,246 (October 31, 2021 - $174,762) and accounts payable and accrued liabilities of $45,024 (October 31, 2021 - $130,401) 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 April 30, 2022, 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, 2021 (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 six months ended April 30, 2022.

12. DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

a) Authorized

An unlimited number of common shares without par value.

b) Issued and Outstanding

During the six months ended April 30, 2022, the Company had the following share issuances:

On November 23, 2021, the Company closed a non-brokered private placement for gross proceeds of $430,000. The private placement consisted of 4,300,000 units at a price of $0.10 per unit. Each unit was comprised of one common share and one transferrable share purchase warrant with each warrant entitling the holder to purchase one additional common share of the Company at a price of $0.15 per share for a period of two years following the date of closing. As compensation for the placement of the units, the Company paid a cash finder's fee of $350 and legal fees of $18,453.

On December 20, 2021, the Company secured an option with a vendor to acquire three mineral claims relating to mineral exploration lands surrounding the Copper Keg project. Consideration for the claims will consist of $25,000 cash payments and the issuance of 1,500,000 common shares of the Company in installments as follows:

- $5,000 (paid) non-refundable deposit on signing of the option agreement,
- $10,000 (paid) and 1,000,000 (issued) fully paid and non-assessable common shares within fourteen days after the option agreement is accepted for filing by the TSX:V, and
- $10,000 (paid) and 500,000 fully paid and non-assessable common shares eighteen months after the date of TSX:V approval.

On March 30, 2022, 150,000 warrants were exercised, and 150,000 shares were issued for net proceeds of $22,500.

On March 31, 2022, 1,000,000 warrants were exercised, and 1,000,000 shares were issued for net proceeds of $150,000.

On April 1, 2022, 150,000 warrants were exercised, and 150,000 shares were issued for net proceeds of $22,500.

During the year ended October 31, 2021, the Company had the following share issuances:

On March 26, 2021, the Company issued 250,000 common shares at a value of $75,000 for the initial payment of the Copper Keg property.

c) Warrants

A summary of changes in the share purchase warrants as of the date of this MD&A and the year ended October 31, 2021 are as follows:

	June 29, 2022		Year Ended October 31, 2021	
	Number of Warrants Outstanding	**Weighted Average Exercise Price**	Number of Warrants Outstanding	Weighted Average Exercise Price
Balance, Beginning of Year	**-**	**$ -**	-	$ -
Granted	**4,300,000**	**0.15**	-	-
Exercised	**(1,300,000)**	**0.15**	-	-
Balance, End of Period/Year	**3,000,000**	**$ 0.15**	-	$ -

4,300,000 warrants were issued with the November 2021 private placement. On March 30, 2022, 150,000 warrants were exercised. On March 31, 2022, 1,000,000 warrants were exercised. On April 1, 2022, 150,000 warrants were exercised.

As at the date of this MD&A, the share purchase warrants outstanding and exercisable are as follows:

Number of Warrants Outstanding	**Warrant Exercise Price**	**Exercisable Warrants**	**Warrant Expiry Date**
3,000,000	0.150	3,000,000	November 23, 2023
3,000,000	**$ 0.150**	**3,000,000**	

As at June 29, 2022 the weighted average remaining contractual life of the share purchase warrants was 1.57 years (October 31, 2021 – Nil years) and the weighted average exercise price was $0.15 (October 31, 2021 - $Nil).

d) Stock Options

A summary of changes in the options as of the date of this MD&A and the year ended October 31, 2021 are as follows:

	June 29, 2022			October 31, 2021		
	Number of Options Outstanding		**Weighted Average Exercise Price**	Number of Options Outstanding		Weighted Average Exercise Price
Balance, Beginning of Year	**-**	**$**	**-**	50,000	$	1.00
Expired	**-**		**-**	(50,000)		1.00
Granted	**1,400,000**		**0.16**	-		-
Exercised	**(250,000)**		**0.16**	-		-
Balance, End of Period	**1,150,000**	**$**	**0.16**	-	$	-

On December 23, 2021, the Company granted 1,400,000 stock options to directors and officers of the Company. The stock options are exercisable at a price of $0.16 per share for a period of three years following the date of grant and were subject to a four month hold period.

On May 17, 2022, 250,000 stock options were exercised for net proceeds of $40,000.

As at the date of this MD&A, the options outstanding for the purchase of common shares are as follows:

Number of Options Outstanding		**Option Exercise Price**	**Options Exercisable as of June 29, 2022**	**Option Expiry Date**
1,150,000	$	0.16	1,150,000	December 23, 2024
1,150,000	**$**	**0.16**	**1,150,000**	

13. OFF-BALANCE SHEET ARRANGEMENTS

During the six months ended April 30, 2022, 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 six months ended April 30, 2022.

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 un-asserted 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.