



(formerly Deep-South Resources Inc.)

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED AUGUST 31, 2023

REPORT DATE

December 22, 2023

This Management Discussion and Analysis (the “MD&A”) provides relevant information on the operations and financial condition of Koryx Copper Inc. (formerly Deep-South Resources Inc.) (“Koryx Copper”) for the year ended August 31, 2023.

The Company’s activities are primarily directed towards the exploration and development of exploration and evaluation assets. The realization of amounts shown for exploration and evaluation assets is dependent upon the discovery of economical recoverable reserves and future profitable production or proceeds from the disposition of these properties. The carrying values of exploration and evaluation assets do not necessarily reflect their present or future values.

The MD&A should be read in conjunction with the Company’s audited consolidated financial statements for the year ended August 31, 2023, which can be found on SEDAR+ at www.sedarplus.ca.

The Company’s certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings 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 was made, with respect to the period covered by these filings, and these consolidated financial statements together with other financial information included in these filings. The Board of Directors’ approves the consolidated financial statements and MD&A and ensures that management has discharged its financial responsibilities. The Board’s review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

All monetary amounts in this MD&A and in the consolidated financial statements are expressed in Canadian dollars, unless otherwise stated. Financial results are reported in accordance with International Financial Reporting Standards (“IFRS”).

The Company is a reporting issuer in each of the Provinces of British Columbia and Alberta. Its head and principal office is located at 888-700 West Georgia Street, Vancouver, British Columbia, V7Y 1G5. The Company’s registered and records office is located at Suite 888-700 West Georgia Street, Vancouver, British Columbia, V7Y 1G5.

Regional Conflicts

The Company’s business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company’s business.

OVERALL PERFORMANCE

In order to better understand the Company's financial results, it is important to gain an appreciation for the significant events, transactions and activities on mineral properties which have occurred to the date of this MD&A.

HIGHLIGHTS

- ✓ The Company completed a 7,840,000 Unit private placement with gross proceeds of \$392,000;
- ✓ The Company completed a 13,900,000 Unit private placement with a gross proceeds of \$695,000;
- ✓ The High Court of Namibia has rendered its judgment and reviewed and set aside the decision of the Minister not to renew the Haib Copper license EPL (detailed below);
- ✓ The Company has completed a soil sampling program on two licenses on the Zambia Copper Belt. The program enabled the extraction of 2,104 soil samples.

MINERAL PROPERTY PROJECTS

	Haib Property, Namibia	Zambia Copper Property, Zambia	Total
	\$	\$	\$
Balance, August 31, 2021	7,188,254	-	7,188,254
Acquisition costs	-	103,844	103,844
Amortization	6,611	-	6,611
Geological	21,707	120,295	142,002
Other costs	-	81,364	81,364
Share-based compensation	35,669	-	35,669
Write-off of exploration and evaluation assets	(7,252,241)	-	(7,252,241)
Balance, August 31, 2022	-	305,503	305,503
Amortization	3,064	-	3,064
Geological	33,377	359,683	393,060
Other costs	-	2,136	2,136
Balance, August 31, 2023	36,441	667,322	703,763

Haib Property

Acquisition

The Haib Copper project, Exploration and Prospecting License 3140, is held by Haib Minerals (PTY) Ltd, a Namibian corporation fully held by Koryx Copper Inc.

On August 30, 2016, Koryx Copper acquired 30% of the issued and outstanding of Haib Minerals from Deep South Mining Company (Pty) Ltd ("Deep-South Mining") in exchange for 22,500,000 common shares in the Company (the "Transaction").

In addition to above, the Company assumed the loan between Deep-South Mining and Teck Namibia totaling approximately \$948,519. The loan was contracted to cover past exploration expenditures. The Company repaid \$500,000 of the loan through the issuance of 4,166,667 of its common shares during fiscal 2016 and repaid \$389,117 of the debt through the issuance of a convertible debt note plus paid an additional \$59,402 in cash transaction costs.

On April 15, 2021, Teck Resources Ltd has sold the convertible debenture it holds with the Company to third party investors. The convertible debenture has a principal value of \$389,117 and accrued interest is valued at \$60,962. On April 21, 2021 upon closing of the transaction, the purchaser of the convertible debenture converted the debenture into 3,913,730 common

shares of the Company. The value of the common shares issued is 939,295, as a result the Company has recorded a loss of \$329,381 on the profit and loss statement.

On May 5, 2017, the Company acquired from Teck Namibia Ltd., a wholly owned subsidiary of Teck Resources Limited, the remaining 70% interest in Haib Minerals (PTY) Ltd. through a share Purchase Agreement for total consideration of \$3.212 million. The consideration was comprised of 14,060,000 common shares of the Company (each share valued at \$0.20 on the date of issue) and \$400,000 as consideration payable in two transfers (\$200,000 due on the first anniversary and \$200,000 due on the second anniversary). During fiscal 2020, the Company has repaid \$30,000 of the consideration payable. On June 30, 2020, the Company agreed to settle the remaining balance owing by issuing 4,352,941 shares to Teck Namibia Ltd. (issued August 10, 2020 and valued at \$522,353).

- Teck shall hold a pre-emptive right to participate in any financing of Koryx Copper as long as Teck holds over 5% of Koryx Copper’s outstanding common shares;
- Teck shall be granted a 1.5% NSR. Koryx Copper shall have the option to buy back 1/3 of the NSR in consideration for \$ 2 million;
- Teck shall be entitled to a production bonus payment that will be declared at the time the company takes the decision to start mine development. Half of the bonus shall be paid upon the decision to start mine development and the second half shall be paid upon commencement of commercial production. The bonus value is scaled with the value of the Capital expenditures as follows:

(All amounts C\$ millions)

Development Expenditures	Cash Payment
\$0 - \$500	\$5.0
\$501 - \$600	\$6.7
\$601 - \$700	\$8.3
\$701 - \$800	\$10.0
\$801 - \$900	\$11.7
\$901 - \$1,000	\$13.3
\$1,001 and over	\$15.0

- Teck’s shareholding will be topped-up post-closing (if necessary) so that Teck holds 35% of Koryx Copper’s share capital based on the outstanding common shares as of the closing date.

Prospecting License Renewal Declined

On June 16, 2021, the Company received notice from the Ministry informing the Company that its application for the renewal of its License had been denied citing the Company’s inability to advance the License to Pre-Feasibility and complete the proposed drilling program as planned. The Company maintained that the Ministry was kept well apprised, with no objection on their part, of a proposed change from the Pre-Feasibility (PFS) study to an **upgraded Preliminary Economic Assessment (PEA) and the commencement of a full Feasibility Study (FS). The FS was already commenced with at the time of the refusal.** The License conditions state clearly that the Company shall request the approval of the Minister for any material program or budget changes. The change from a PFS to a FS implies a larger budget and a more advanced development program. Therefore, the change was not requiring the approval of the Minister. Moreover, the Ministry issued all permits required for the drilling program and officials were well aware that Haib had completed the drilling program at the time of the refusal to renew.

As a result of the Minister's refusal to renew the License, the Company has terminated all work on site and has proceeded with the retrenchment of its employees on site.

On July 21, 2021, the Namibian legal counsel of the Company and its subsidiary, have filed an application to the High Court of Namibia to demand a hearing to review the decision of the Minister to refuse the renewal of the license EPL 3140 covering

the Haib Copper project in Namibia. The filing also requested an urgent interdiction to prevent the Ministry of Mines and Energy of Namibia to grant a license on the same area to anyone else.

On September 1, 2021, the High Court of Namibia has rendered a decision that interdicted and restrained the Ministry of Mines and Energy of Namibia to grant a mineral license, including an Exclusive and Prospecting License (EPL), in terms of the Minerals Act 1992, to any Person or Company over the area covered by the Haib Copper project - EPL 3140. The interdict and restrain order have been in force until the final decision of the High Court for the review of the decision of the Minister to not renew EPL 3140.

On March 10, 2023, the High Court of Namibia has rendered its judgment and reviewed and set aside the decision of the Minister not to renew the Haib Copper license EPL 3140. As per the court verdict, the Ministry has re-opened the application renewal procedure for the Haib Copper license. The parties have agreed that the Company will provide additional information. The license EPL 3140 has been reinstated in the cadastre of the Ministry. The cadastre shows that the license is valid and pending renewal. The Ministry's officials have agreed that upon reception of the documents from the Company, they will proceed promptly with the analysis of the application in order to finalize their decision.

Prospecting License Renewal Approved

On July 7, 2023, the Ministry has officially approved the renewal of the license EPL 3140. The License is valid for a period two years from the date of renewal.

2021 development and exploration program

On February 9, 2021, the Company started a drilling program of up to 10,000 meters with a primary focus on the higher-grade zone of the deposit. In a first phase, 5,000 meters was drilled to infill gaps in previous drilling with a view to expand the higher-grade zone, better define the average grade of this zone, and eventually estimate a measured resource for this area with a goal to improve the overall grade of the project.

On February 25, 2021, the Company appointed the MSA Group of South Africa to produce an updated National Instrument ("NI") 43-101 resource estimation for the Company's 100%-owned advanced Haib copper project located in the south of Namibia. The report will follow the completion of the current drilling program. The mandate of MSA includes site visits to verify data collection, quality assurance and controls, develop a structural geological model in collaboration with Koryx Copper's geological team, assess the presence of domains and model these domains in three dimensions, complete a geostatistical study for each domain and issue an updated NI 43-101 resource estimation.

On April 26, 2021, Koryx Copper appointed METS Engineering Group ("METS") of Australia to conduct and manage metallurgical and process technology test work on stockpile material from the Haib Copper Project in Namibia. This test work and optimizing concept study aim to improve copper recoveries and thus potentially boost project economics substantially.

METS has started the following test work and high-level studies:

- Bio-assisted heap leaching column test work (to be conducted at a laboratory in Australia)
- High Pressure Grinding Rollers (HPGR) test work
- Agglomeration test work
- Flow sheet optimization high level concept study
- Alternative heap leaching test work

On May 13, 2021, Koryx Copper appointed Knight Piésold Consulting to conduct scoping studies and assessments on the Haib Copper Project in Namibia. Knight Piésold has extensive experience in environmental, bulk water supply, power, and heap leaching projects in Namibia and Southern Africa.

The scoping studies include:

Water Supply Scoping Study: Knight Piésold has undertaken a high-level assessment of the various water options available to the Haib project from surface and groundwater sources. Aspects to consider will include costs, reliability and environmental processes required, with a special focus on gaps and recommendations for future studies.

Alternative Power Supply Scoping Study: Knight Piésold has undertaken an assessment of the various power options available to the Haib project including renewable power and will preliminarily size the required infrastructures. Aspects to consider will include technical requirements, costs, reliability, environmental and permitting processes required.

Environmental reconnaissance and road map to the Environmental and Social Impact Assessment (ESIA): Knight Piésold has undertaken an assessment of the various parameters and conditions needed to complete an ESIA and will deliver a roadmap to ESIA and recommendations particularly in terms of project schedule and key milestones to be achieved.

Heap leach pad conceptual assessment: Knight Piésold has undertaken a review of previously completed work, conceptual sizing and design of the heap leach pad, ponds and irrigation system and recommendations for future studies. Project information review will include leach column tests, conceptual sizing of the heap leach pad and ponds, dynamic water balance, review of alternatives, gap analysis, project risks identification and recommendations.

Due to the fact that the EPL 3140 license was not renewed before July 7, 2023, the reports were completed in August 2023.

On May 19, 2021, Koryx Copper appointed the world-renowned Commonwealth Scientific and Industrial Research Organization (“CSIRO”) to conduct bio-assisted heap leaching column test work, which is part of Koryx Copper’s recently announced metallurgical test work. METS has been appointed to supervise and overview the test work.

The goals of the bio-assisted heap leaching test work include the evaluation of the performance of promising solvent extraction reagents for extraction and separation of copper and molybdenum and monitor and evaluate the adaptation of bacterial strains for improved ore processing. The test work will also monitor and evaluate percolation performance. The test work will mainly serve to optimize the bio-assisted heap leaching processes with the ore at Haib. The test work was scheduled to start at the end of June 2021.

Due to the fact that the EPL 3140 license was not renewed before July 7, 2023, the work program has been suspended and may resume in the first Quarter of 2024.

Drilling results:

On May 10, 2021, Koryx Copper reported significant drilling results:

- **HM06 : 0.47% CuEq over 152 metres, including 30 metres at 0.81% CuEq**
- **HM07 : 0.42% CuEq over 128 metres, including 14 metres at 0.57% CuEq**
- **HM10 : 0.65% CuEq over 36 metres, including 12 metres at 1.04% CuEq**

We were extremely enthusiastic by the first results from our active drill program. Previous drilling programs point to the presence of higher-grade zones of Cu, probably associated with near vertical structures within the broader mineralized areas of the project. The use of vertical drilling in the past potentially missed those structures during those programs resulting in an underestimation of overall grade. This current drilling program is looking to redress this through the use of inclined holes to identify and delineate these structures and test the association with higher Cu grade zones. These first results seem to support this updated interpretation, showing substantial intersections at Cu grades considered high for Haib. Additionally, the presence of molybdenum has been confirmed with high Mo grades obtained in association with structures and alterations. Furthermore, three holes have expanded the size of Pit 2 in the higher-grade area.

Significant Cu intersections

Hole#	Zone	From (m)	To (m)	Width (m) ¹	CuEq (%) ²	Cu (%)	Mo (%)
HM01	Main	28,00	34,00	6,00	0,38	0,38	0,001
HM06	Main	0,00	152,34	152,34	0,47	0,45	0,006
	Including	4,00	42,00	38,00	0,66	0,64	0,005
	Including	54,00	84,00	30,00	0,81	0,79	0,007
HM07	Main	32,00	160,00	128,00	0,42	0,38	0,011
	Including	38,00	52,00	14,00	0,57	0,53	0,011
	Including	92,00	104,00	12,00	0,49	0,43	0,019
	Including	136,00	152,00	16,00	0,53	0,49	0,012
HM08	Main	10,00	28,00	18,00	0,26	0,22	0,011
	Main	44,00	94,00	50,00	0,59	0,53	0,017
	Including	48,00	64,00	16,00	0,88	0,84	0,012
HM10	Main	66,00	102,00	36,00	0,65	0,60	0,016
	Including	68,00	80,00	12,00	1,04	0,90	0,043
	Including	82,00	86,00	4,00	0,72	0,72	0,001
	Main	114,00	120,00	6,00	0,46	0,45	0,002

1. Width refers to intersection width; true widths have not been determined.
2. CuEq (copper equivalent) has been used to express the combined value of copper and molybdenum and is provided for illustrative purposes only. No allowances have been made of recovery losses that may occur should mining eventually result. Calculations use metal prices of US\$3.00/lb copper, US\$10/lb molybdenum using the formula: $CuEq\% = Cu\% + (Mo\% [\$10/\$3])$

On June 10, 2021, Koryx Copper reported a second set of significant drilling results:

- **HM03 : 0.46% CuEq over 156 metres, including 24 metres at 0.65% CuEq**
- **HM02 : 0.39% CuEq over 74 metres, including 6 metres at 0.73% CuEq**
- **HM04 : 0.43% CuEq over 26 metres, including 4 metres at 0.87% CuEq**

We were continuing to have success with our active drill program identifying thick, higher-grade zones. We are consistently intercepting significantly higher grades than the average grade of our NI 43-101 indicated resource that stands at 0.31%Cu. The higher-grade zone in Pit 2 extends significantly further west and at depth than previously demonstrated. It's increasingly apparent that the use of vertical drilling in the past missed many of the near vertical structures contained within the broader mineralization of the project. Those near vertical structures so far are proving to be associated with a higher grade of copper than contained within the current resource. Additionally, the presence of molybdenum has been confirmed with high Mo grades obtained in association with structures and alterations.

Significant Cu intersections

Hole#	Zone	From (m)	To (m)	Width (m) ¹	CuEq (%) ²	Cu (%)	Mo (%)
HM02	Main	64.00	86.00	22.00	0.40	0.40	0.001
	Including	80.00	84.00	4.00	0.95	0.95	0.001
	Main	110.00	184.00	74.00	0.39	0.35	0.013
	Including	118.00	124.00	6.00	0.72	0.66	0.017
	Including	162.00	168.00	6.00	0.73	0.56	0.050
HM03	Main	216.00	238.00	22.00	0.43	0.40	0.009
	Main	26.00	182.50	156.50	0.46	0.41	0.015
	Including	26.00	38.00	12.00	0.61	0.59	0.006
	Including	100.00	130.00	30.00	0.58	0.50	0.023
	Including	136.00	148.00	12.00	0.60	0.57	0.010
HM04	Including	152.00	176.00	24.00	0.65	0.64	0.004
	Main	176.00	182.00	6.00	0.50	0.44	0.017
	Main	194.00	204.00	10.00	0.41	0.41	0.001
	Main	212.00	238.00	26.00	0.43	0.40	0.008
	Including	232.00	236.00	4.00	0.87	0.76	0.034

1. Width refers to intersection width; true widths have not been determined.
2. CuEq (copper equivalent) has been used to express the combined value of copper and molybdenum and is provided for illustrative purposes only. No allowances have been made of recovery losses that may occur should mining eventually result. Calculations use metal prices of US\$3.00/lb copper, US\$10/lb molybdenum using the formula: $CuEq\% = Cu\% + (Mo\% [\$10/\$3])$

On July 26, 2023, Koryx Copper reported significant drilling results:

Disclosed the third batch of assay results from its drilling program interrupted in June 2021 at its Haib Copper project in southern Namibia. The program was interrupted when the Ministry of Mines and Energy of Namibia had denied the renewal of the Haib Copper license EPL 3140. Results from 12 drill holes have been received after the renewal denial of the license. Results from the first 6 drill holes as reported on July 26, 2023:

- **HM27 : 0.48% CuEq over 14 metres from surface**
- **HM28 : 0.61% CuEq over 64 metres, including 16 metres at 0.79% CuEq and 14 metres at 0.71% CuEq**
- **HM29 : 0.56% CuEq over 18 metres**
- **HM30 : 0.37% CuEq over 50 metres, including 4 metres @ 1.09% Cu Eq**
- **HM31 : 0.40% CuEq over 10 metres**
- **HM31R : 0.53% CuEq over 12 metres, and 0.45% CuEq over 22 metres**

We are extremely enthusiastic by the results from the drill program. Previous drilling programs point to the presence of higher copper grade zones, probably associated with near vertical structures (shears and faults) within the broader mineralized areas of the project. These results are showing substantial intersections at Cu grades considered high for Haib. Additionally, the presence of molybdenum has been confirmed with high Mo grades obtained in association with structures and alterations.

Significant Cu Intersections

Hole#	Zone	From	To	Width	CuEq	Cu	Mo
		(m)	(m)	(m) ¹	(%) ²	(%)	(%)
HM27	Main	0.00	14.00	14.00	0.48	0.47	0.002
	Main	176.00	180.00	4.00	0.57	0.22	0.156
HM28	Main	26.00	90.00	64.00	0.61	0.60	0.005
	<i>Including</i>	48.00	64.00	16.00	0.79	0.77	0.005
	<i>Including</i>	74.00	84.00	10.00	0.74	0.71	0.008
HM29	Main	4.00	18.00	14.00	0.48	0.47	0.002
	Main	48.00	58.00	10.00	0.51	0.51	0.001
	Main	100.00	106.00	6.00	0.59	0.58	0.004
	Main	130.00	136.00	6.00	0.49	0.48	0.001
	Main	186.00	192.00	6.00	0.48	0.46	0.005
	Main	212.00	230.00	18.00	0.56	0.55	0.008
HM30	Main	66.00	116.00	50.00	0.37	0.33	0.013
	<i>Including</i>	66.00	70.00	4.00	1.09	1.03	0.021
HM31	Main	24.00	34.00	10.00	0.40	0.37	0.007
HM31R	Main	22.00	30.00	8.00	0.42	0.38	0.013
	Main	76.00	88.00	12.00	0.53	0.37	0.047
	Main	112.00	134.00	22.00	0.45	0.44	0.004
	Main	150.00	156.00	6.00	0.63	0.47	0.048

- Width refers to intersection width; true widths have not been determined.
- CuEq (copper equivalent) has been used to express the combined value of copper and molybdenum and is provided for illustrative purposes only. No allowances have been made of recovery losses that may occur should mining eventually result. Calculations use metal prices of US\$3.00/lb copper, US\$10/lb molybdenum using the formula: $CuEq\% = Cu\% + (Mo\% \times [10/3])$

On August 3, 2023, Koryx Copper reported significant drilling results:

- **HM11 : 0.62% CuEq over 10 metres, including 4 metres @ 0.97% CuEq**
- **HM11 : 0.46% CuEq over 26.36 metres including 4m @ 0.76% CuEq**
- **HM12: 0.76% CuEq over 20 metres including 4m @ 2.57% CuEq**
- **HM14 : 0.35% CuEq over 30 metres from surface and 0.48% CuEq over 26 metres**
- **HM22 : 0.63% CuEq over 50 metres including 0.80% CuEq over 16.00 metres**
- **HM26 : 0.37% CuEq over 16 metres from 26 metres below surface**

Significant Intersections

Hole#	Zone	From	To	Width	CuEq	Cu	Mo
		(m)	(m)	(m) ¹	(%) ²	(%)	(%)
HM05	Main	30.00	32.00	2.00	0.47	0.33	0.041
	Main	96.00	102.00	6.00	0.58	0.16	0.126
HM11	Main	118.00	122.00	4.00	0.47	0.47	0.001
	Main	166.00	176.00	10.00	0.62	0.62	0.001
	<i>Including</i>	168.00	172.00	4.00	0.97	0.97	0.001
	Main	186.00	212.36	26.36	0.46	0.45	0.003
	<i>Including</i>	190.00	194.00	4.00	0.76	0.75	0.004
	<i>Including</i>	208.00	212.36	4.36	0.61	0.60	0.001

HM12	Main	76.00	96.00	20.00	0.76	0.74	0.005
	<i>Including</i>	<i>92.00</i>	<i>96.00</i>	<i>4.00</i>	<i>2.57</i>	<i>2.35</i>	<i>0.005</i>
HM13	Main	4.00	8.00	4.00	0.53	0.53	0.001
HM14	Main	4.00	34.00	30.00	0.35	0.27	0.024
	Main	78.00	104.00	26.00	0.48	0.45	0.008
	Main	148.00	156.00	8.00	0.48	0.45	0.010
HM22	Main	96.00	110.00	14.00	0.66	0.61	0.015
	<i>Including</i>	<i>102.00</i>	<i>110.00</i>	<i>8.00</i>	<i>0.83</i>	<i>0.77</i>	<i>0.018</i>
	Main	190.00	196.00	6.00	0.60	0.51	0.026
	Main	232.00	250.00	18.00	0.45	0.43	0.006
	Main	272.00	322.00	50.00	0.63	0.57	0.020
	<i>Including</i>	<i>272.00</i>	<i>280.00</i>	<i>8.00</i>	<i>0.73</i>	<i>0.68</i>	<i>0.017</i>
	<i>Including</i>	<i>286.00</i>	<i>302.00</i>	<i>16.00</i>	<i>0.80</i>	<i>0.72</i>	<i>0.024</i>
Main	346.00	370.00	24.00	0.69	0.68	0.003	
HM26	Main	26.00	42.00	16.00	0.37	0.35	0.006
	Main	68.00	76.00	8.00	0.48	0.47	0.001
	Main	84.00	96.00	12.00	0.45	0.45	0.002

1. HM12 – assay results have been received for only the first 96m of the 341.15m drilled.
2. Width refers to intersection width; true widths have not been determined.
3. CuEq (copper equivalent) has been used to express the combined value of copper and molybdenum and is provided for illustrative purposes only. No allowances have been made of recovery losses that may occur should mining eventually result. Calculations use metal prices of US\$3.00/lb copper, US\$10/lb molybdenum using the formula: $CuEq\% = Cu\% + (Mo\% [\$10/\$3])$

Qualified Person

Mr. Dean Richards Pr.Sci.Nat., MGSSA – BSc. (Hons.) Geology, is the Qualified Person for the Haib Project as defined by National Instrument 43-101 and has approved the technical disclosure contained in this news release.

Preliminary Economic Assessment February 1st, 2021

On February 17, 2023, as a result of a continuous disclosure review by the British Columbia Securities Commission (the "BCSC"), the Company has not disclosed temporarily the results its Technical Report entitled "Haib Copper Project 2020 Preliminary Economic Assessment" on the Haib Copper project near Noor Dover in the south of Namibia ("Technical Report"). The Technical Report was filed on SEDAR on February 1, 2021.

As the verdict of the High Court of Namibia concerning the review of the decision of the Minister of Mines of Namibia to not renew the Haib Copper license at the time of the BCSC review, Company has awaited the verdict and the renewal of the license to make a decision to amend the Technical Report.

In order to satisfy certain deficiencies with National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("NI 43-101") noted by the BCSC during its continuous disclosure audit of the Company, the Qualified Persons and Authors of the report are currently amending the Technical Report accordingly. The results of the technical report will be disclosed again upon approval by the BCSC. A new version of the amended report will be filed with BCSC for approval before the end of December 2023. At the present time, Koryx Copper advises that the estimates and economic assessment in the current Technical Report should not be relied upon as they are not supported by a compliant NI 43-101 technical report.

Zambia, Property

On March 28, 2022 the Company announced the signature of a definitive earn-in agreement with Word Class Minerals Venture Ltd (“WCMV”) of Zambia to acquire up to 80% of three copper exploration licenses in the centre of the Zambian Copper belt. The Company will have the option to acquire up to 80% of the Large Scale Exploration Licenses LEL 23246, LEL 23247 and LEL 23248 held by WCMV in Zambia, with term of the agreement as follows:

- \$15,000USD payable to WCMV (paid) upon signature of the agreement;
- \$15,000USD payable to WCMV (paid) upon approval of the transaction by the TSX Venture Exchange (“TSX-V”);
- the issuance of 500,000 (issued) common shares to WCMV upon approval by the TSX-V;
- \$30,000USD (paid) to WCMV on the second anniversary of the agreement;
- the issuance of 250,000 (issued subsequent) common shares to WCMV on the second anniversary of the agreement;

On or before the second anniversary of the agreement, the Company will complete the collection and analysis of 100 soil samples over the identified anomalies on License LEL 23246 and 350 soil samples over the identified targets on each of Licenses LEL 23247 and LEL 23248. The Company will then decide whether to proceed with more intensive sampling or to evaluate any drilling targets.

Upon completion of the above, the Company will have acquired an undivided interest in 51% of the Licenses. In order to acquire the remaining 29% of the Licenses, at the end of the third, fourth and fifth year of the agreement, the Company will pay WCMV \$30,000 USD per year for a total of \$90,000USD, issue 1 million common shares and spend a minimum of \$1 million USD in exploration programmes per year for a total of \$3 million USD in exploration expenditure.

Upon approval of the transaction with WCMV by TSX-V, the Company will acquire all of the exploration data for the licenses LEL 23246, LEL 23247 and LEL 23248 held by Mr. Nathan Sabao (“the geological consultant”) for the consideration as follows:

- the issuance of 500,000 common shares (issued) to the geological consultant upon approval by the TSX-V.

Furthermore, on the first anniversary of the transaction, the geological consultant will transfer to the Company all of the exploration data for projects in the Luapula region in consideration for the issuance of a further 500,000 common shares of the Company. The consultant has delivered data on projects and the second issuance of 500,000 shares has been completed in September 2023.

The Company received approval of the TSX Venture Exchange on July 7, 2022.

Details on the Zambia Licenses

Luanshya West project (LEL 23247). The license is situated in the center of the Zambian Copper belt which forms part of the Central African Copper belt, one of the most prolific copper belts in the world. The Large Exploration License covers 5,423.26 hectares (54.24 Sq. Km).

A NI 43-101 technical qualifying report is currently under review by the TSX-V.

The project prospectively is based on the location of the subject property over the unconformable contact zone between basement granites and Lower Roan Group sediments where most copper belt mines in both Zambia and the Democratic Republic of Congo (the “DRC”) are located. This prospectively is reinforced by a positive series of coincident soil geochemical anomalies over the contact zone.

The project area is close to established copper / cobalt mines with Chibuluma mine some 35Km to the north-east, Chambishi mine 41Km north-northeast, N’changa mine 53Km north-northwest and Luanshya mine some 40Km east-southeast from the center of the project area.

Some 850 soil samples and some geophysical data were collected over the subject property by Teal (a subsidiary of African Rainbow Minerals Ltd) between 2007 and 2009. The airborne geophysical data was evaluated by the geophysical consultant K. P. Knupp on behalf of Teal. Knupp identified a total of 11 targets for strata-bound vein-hosted Cu, Pb, Zn, Co, Ni, Ag and Au mineralization and 1 target for stratiform Cu-Co mineralization over the larger exploration property then held by Teal.

Koryx Copper has collected 1980 soil samples in November 2022.

On June 29, 2023, Koryx Copper announced the results of the sampling program on the Luanshya West project:

Highlights:

- 10 copper soil anomalies were defined with peak a value of 634ppm copper and 13 cobalt soil anomalies have been defined with a peak value of 558ppm cobalt in leached soil regimes.
- The five highest soil samples assay results for copper were determined to be: 634ppm, 602ppm, 568ppm, 506ppm and 446ppm.
- The five highest soil samples assay results for cobalt were determined to be: 558ppm, 282ppm, 179ppm and 174ppm, 159ppm.
- 794 samples were collected on a primary grid of 500m x 100m.
- 1,193 samples were collected on 3 infill grids of 100m x 100m.
- The sampling results are currently being analyzed in detail to plan further exploration work on the project.

Pierre Léveillé, President & CEO of Koryx Copper states: *"These results are exciting as they enabled the delineation of several large copper and cobalt anomalies. These results compare favorably to current and past mines on the Copperbelt which have held thresholds in the range of 50ppm to 150ppm, averaging 80ppm copper and peak values in the range of 100ppm to 450ppm copper."*

On November 29, 2023, the Company announced that it has initiated an induced polarization survey program at the Luanshya West (23246-HQ-LEL) project in Zambia. The induced polarization (IP) survey is a ground electrical geophysical survey which will help with drill target generation exercise prior to drilling. The IP survey will consist of two phases. The first phase will include 40.1 line kilometres of gradient array IP at 100m spacing over 6 targets totaling up to about 300 hectares that exhibits consistent geochemistry anomalies with strong Cu and Co association delineated from the previous soil sampling program and defined by the interpretation report recently completed by Earthmap Consulting. Phase two will comprise of pole dipole over IP anomalies generated by the gradient array. The survey parameters of pole dipole will depend on the geometry of the IP anomalies generated by the gradient array IP.

The report of Earthmap concluded the following:

The superimposition of Koryx Copper latest soil geochemical Cu and Co results suggest two styles of mineralization targets:

1- A high priority Footwall Arenite-Hosted Cu-Co soil anomaly with a footprint size similar to the Chibuluma South deposit, as well as 14 km of currently under-sampled Lower Roan Subgroup where additional Footwall Arenite-Hosted Cu-Co mineralization may still be found.

2- Five additional Cu-Co soil anomalies are situated in upper stratigraphy, namely Upper Roan Subgroup and possibly Mwashya Subgroup. These anomalies may indicate lateorogenic, structurally controlled Cu-Co mineralization. The aeromagnetic data is of insufficient resolution to show possible structural controls in all except one of these five targets.

Earthmap recommended to follow up the soil anomalies of all the targets with an Induced Polarization ("IP") geophysical survey followed by drilling on the two anomalies situated over the Lower Roan Subgroup (targets 1 and 2). Earthmap also recommended the IP program and a high resolution magnetics survey followed by drilling for the 5 other targets.

Chililabombwe project (LEL 23247). The license is situated in the north of the Zambia Copper belt near the DRC border. The Large Exploration License covers 2,200 hectares (22.5 Sq, Km).

The project prospectively is based on the location of the subject property over the unconformable contact zone between basement granites and Lower Roan Group sediments where most copper belt mines in both Zambia and the Democratic Republic of Congo (the “DRC”) are located.

The project area is close to established copper / cobalt mines with Konkola mine 12 km west and the Lubambe mine 30 km to the north-west from the center of the project area.

Mpongwe project (LEL 23248). The license is situated in the center of the Zambian Copper belt. The Large Exploration License covers 67,500 hectares (675 Sq. Km).

The project prospectively is based on the location of the subject property over the unconformable contact zone between basement granites and Lower Roan Group sediments where most copper belt mines in both Zambia and the Democratic Republic of Congo (the “DRC”) are located.

SUMMARY OF ANNUAL RESULTS & RESULTS OF OPERATION

The following selected financial data have been prepared in accordance with IFRS and should be read in conjunction with the Company’s audited consolidated financial statements for the year ended August 31, 2023.

Financial Year Ended	2023	2022	2021
Total revenue	\$Nil	\$Nil	\$Nil
Net loss	(1,410,524)	(8,920,353)	(2,666,439)
Net loss per share – basic and diluted	(\$0.01)	(\$0.06)	(\$0.02)
Total assets	945,596	1,250,478	9,811,241
Total long term financial liabilities	\$Nil	\$Nil	\$Nil
Cash dividends declared – per share	\$Nil	\$Nil	\$Nil

SUMMARY OF QUARTERLY RESULTS & RESULTS OF OPERATION

The following selected financial data have been prepared in accordance with IFRS and should be read in conjunction with the Company’s consolidated financial statements. The following is a summary of selected financial data for the Company for its eight completed financial quarters ending August 31, 2023.

Quarter Ended	Aug. 31, 2023	May 31, 2023	Feb 28, 2023	Nov 30, 2022	Aug. 31, 2022	May 31, 2022	Feb 28, 2022	Nov 30, 2021
Amounts in 000’s								
Revenue	-	-	-	-	-	-	-	-
Net income (loss)	(380.0)	(352.6)	(336.6)	(341.2)	(7,906.8)	(278.3)	(379.9)	(355.3)
Net loss per share – basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.05)	(0.00)	(0.00)	(0.00)

Analysis for the Three and Twelve Months Ended August 31, 2023

During the year ended August 31, 2023, the Company focused its time and resources furthering its mineral property projects and seeking additional financing. In addition, during the year ended August 31, 2023, the Company incurred a net loss of \$1,410,524 compared to \$8,920,353 in the comparable period. Loss before other expenses was \$1,438,069 in the current year versus \$1,599,111 in the prior year. During the year ended August 31, 2023, the Company increased advertising and marketing, decreased investor relation costs, decreased office and miscellaneous expenses, and decreased the share-based compensation expense. During the three months ended August 31, 2023, the Company incurred a net loss of \$380,089 compared to \$7,906,803 in the comparable three months ended. The significant decrease is due to the same factors as the year over year comparison as well as the write-down of the Haib Property in Namibia in 2022.

LIQUIDITY AND CAPITAL RESOURCES

On September 28, 2022, the Company closed the final tranche of a non-brokered private placement comprising of 7,840,000 units at a price of \$0.05 per unit for total gross proceeds of \$392,000. Each unit comprises one common share and one-half share purchase warrant; each whole warrant is exercisable at \$0.10 per share expiring 36 months from the date of closing.

On February 14, 2023, the Company closed the final tranche of a non-brokered private placement comprising of 13,900,000 units at a price of \$0.05 per unit for total gross proceeds of \$695,000. Each unit comprises one common share and one-half share purchase warrant; each whole warrant is exercisable at \$0.10 per share expiring 36 months from the date of closing.

On September 26, 2023, the Company closed the final tranche of a non-brokered private placement comprising of 31,826,596 units at a price of \$0.065 per unit for total gross proceeds of \$2,068,729. Each unit comprises one common share and one-half share purchase warrant; each whole warrant is exercisable at \$0.10 per share expiring 24 months from the date of closing.

There is uncertainty in capital markets and the Company anticipates that it and others in the mineral resource sector will have limited access to capital. Although the business of the Company has not changed, investors have increased their risk premium, and their overall equity investment has diminished. The Company continually monitors its financing alternatives and expects to finance its Fiscal 2021 operating overhead and its exploration expenditures through private placements.

SHARE CAPITAL

The authorized share capital is unlimited common shares without par value. As of the date of this MD&A the Company has issued and outstanding common shares as follows.

- (a) Authorized and issued shares are as follows:

Class	Par Value	Authorized	Issued
Common	No par value	Unlimited	201,951,296

- (b) As at the date of the MD&A the Company has 13,200,000 incentive stock options.
- (c) As at the date of the MD&A the Company has 59,821,044 outstanding share purchase warrants.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company has no proposed transactions.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The fair values of amounts receivable and accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these instruments.

Financial risk factors

	Level	August 31, 2023	August 31, 2022
Cash	1	\$ 71,632	\$ 796,760

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. The fair values of the Company's financial instruments are not materially different from their carrying values.

FINANCIAL INSTRUMENTS

Management of Industry and Financial Risk

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

The Company's financial instruments are exposed to certain financial risks, which include the following:

Credit risk

Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Company's exposure to credit risk is on its cash. Risk associated with cash is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

At August 31, 2023, the Company had a working capital of \$121,742 (2022 - \$756,070). This included cash of \$71,632 (2022 - \$796,760) available to meet short-term business requirements and current liabilities of \$107,833 (2022 - \$110,593). The Company will require additional financing in the future to meet its obligations. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

Currency Risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk relating to its related party balances.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Title and License Risks

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned.

Price Risk

The Company is exposed to price risk with respect to equity prices. Price risk as it relates to the Company is defined as the potential adverse impact on the Company's ability to raise financing due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

CAPITAL MANAGEMENT

The Company defines capital that it manages as shareholders' equity.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage. As such, the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions. There was no change to the Company's capital management approach during the period ended August 31, 2023.

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the year. Significant areas requiring the use of management estimates include the impairment of exploration and evaluation assets, the assumptions used in the determination of the fair value of stock-based compensation. While management believes the estimates used are reasonable, actual results could differ from the estimates and could impact future results of operations and cash flows.

RELATED PARTY TRANSACTIONS

Except as disclosed elsewhere in the consolidated financial statements related party transactions are as follows. The key management personnel of the Company are the directors and officers of the Company. Compensation and expenses paid to key management for the following periods:

	August 31, 2023	August 31, 2022
	\$	\$
Management fees	348,000	379,450
Professional fees	20,479	-
Share-based compensation	13,292	131,905
	381,771	511,355

Included in accounts payable and accrued liabilities is \$26,436 (2022 - \$33,191) owed to companies controlled by directors or officers as at August 31, 2023. All balances are unsecured, non-interest bearing, have no fixed repayment terms and are due on demand.

During the year ended August 31, 2023, the Company sold a vehicle to a related party with a value of \$18,292 (R243,013 ZAR) for a term of 3 years and interest to be calculated at 8.5%.

NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. These new standards, interpretations and amendments, which have not yet been applied are included in the Audited Consolidated financial statements for the year ended August 31, 2023.

FORWARD LOOKING STATEMENTS

All statements in this report that do not directly and exclusively relate to historical facts constitute forward-looking statements. These statements represent the Company's intentions, plans, expectations and belief, and are subject to risk, uncertainties, and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, as a result of new information, future events or otherwise.

APPROVAL

The Board of Directors of Koryx Copper Inc. has approved the disclosures in this MD&A. Additional information on the Company available through the following source: www.sedarplus.ca.