Kincora Copper Limited

(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

Expressed in Canadian Dollars

FOR THE YEAR ENDED DECEMBER 31, 2020

As at March 29, 2021

Introduction

The following Management's Discussion and Analysis (*"MD&A"*) of the Company has been prepared as of March 29, 2021. This MD&A should be read in conjunction with the annual audited consolidated financial statements of Kincora Copper Ltd. and the notes thereto for the year ended December 31, 2020, which have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"). In addition, the consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the consolidated financial statements and *MD&A*, is complete and reliable.

Description of Business

Kincora Copper Limited (the "*Company*" or "*Kincora*") is an active explorer and project generator focused on world-class copper-gold discoveries with the near term ambition to become the leading listed pure play explorer in what we believe is one of the most significant gold rich porphyry regions in the world, the Lachlan Fold Belt ("LFB") of Australia.

The Company has assembled an industry leading technical team who have made multiple Tier 1 copper discoveries, who have "*skin in the game*" equity ownership, who are backed by a strong institutional shareholder base and recently Australian capital market investors through a dual listing on the Australian Securities Exchange ("ASX").

Kincora's portfolio includes district scale landholdings and scale-able drill ready targets in both Australia and Mongolia's leading porphyry belts, the LFB and Southern Gobi respectively. Our exploration model applies a robust systematic approach utilising modern exploration techniques supporting high-impact, value add programs underpinned by targets with strong indications for world-class scale potential.

A two rig drilling program is currently taking place at the Trundle project in the Central West of New South Wales (NSW). Initial results have been positive, confirming our targetted geological setting, with Trundle being the only brownfield project held by a listed junior in the LFB being in the Northparkes Intrusive Complex (Northparkes being Australia's second largest porphyry mine). Plans and activities are taking place advancing the remainder of the 1649km^2 project pipeline in the Macquarie Arc, including landholder access and permitting for our maiden drilling program at the Fairholme project, and State co-operative funding support for drilling the Nyngan porphyry project.

In Mongolia, during the second half of 2020 the Company gained a mining license for a key portion of the large copper-gold porphyry discovery at the Bronze Fox Intrusive Complex project and had encouraging field results at the adjacent Tourmaline Hills Intrusive Complex project. The Company commenced a strategic review for the Mongolian portfolio, which resulted in a binding term sheet executed with Resilience Mining Mongolia Pty Ltd ("RMM") retaining significant upside to exploration, project generation and development successes for the Mongolia portfolio. . With the conversion of the Bronze Fox license into a mining license approximately 85% of the area covered by the previous licence was relinquished. The Company has undertaken an analysis of capitalized acquisition costs and exploration expenditure related to the area relinquished and a write down of $29,713,000 has been made during the quarter.

In late August 2020, Kincora completed an oversubscribed placement of $5.3 million. This was the first step in achieving a listing on the ASX, which the Company feels is the natural market given the focus of exploration activities in the Macquarie Arc and location of the team predominately in Australia. Over half of the August 2020 raising was from Australian entities new to the shareholder register and Kincora plans to further engage with the domestic investor base post the ASX listing.

On March 26th, 2021, the Company was admitted to the official list of ASX Limited with official quotation of the Company's Chess Depositary Interests ("CDI's") representing fully paid ordinary shares at a ratio of 1:1. The listing will commence on March 30th, 2021 following the Company having raised A$10 million pursuant to the offer under its prospectus dated March 1st, 2021 by the issue of 50m shares (settled on ASX in the form of CDIs) at an issue price of A$0.20 per share.

Kincora has corporate offices in Vancouver and Melbourne, an operating office in Ulannbaatar, operations in Trundle, New South Wales and a year round camp in the Southern Gobi. The Company is a reporting issuer in Ontario, British Columbia and Alberta, Canada, with its common shares trading on the TSX Venture Exchange and CDIs trading on the ASX (from March 30th, 2021) under the symbol **KCC**.

For further information please refer to our website: www.kincoracopper.com

Corporate and Operational Highlights

Highlights for the year ended December 31, 2020 include:

- **Nyngan and Nevertire licence application:** On January 6th, 2020, the Company's license application for its Nyngan project was formally approved, and the Company was granted with exploration license EL8929.

  On January 30th, 2020, an application for a second large new exploration licence was made directly to the NSW state for the Nevertire project, covering 382 km^2. On April 14th, 2020, the Company was successfully granted a new exploration licence (EL8960) for the Nevertire project.

  The Company's portfolio of the Nevertire and Nyngan projects consolidates a land position of 1,144 km^2 in the most prospective and shallow to moderate cover of the northern Junee-Narromine belt within the LFB of the Macquarie arc in NSW. Subsequently, FMG Resource Pty Ltd, has pegged the ground between the Nevertire and Nyngan license portfolio and to the south of the Nevertire license. FMG and Inflection Resources' are currently undertaking maiden drilling programs in the general region.

- **Memorandum of Understanding with RareX Limited:** On January 30th, 2020, the Company announced a binding memorandum of understanding ("MoU") and made a non-refundable option payment of $25,000 to RareX providing the exclusive right to acquire a 65% interest in six mineral leases and five projects covering 587km^2 in the LFB.

  On March 19th, 2020, the Company announced it had completed definitive agreements with RareX. The key commercial terms being:

  - Issuing 4,983,333 common shares at a deemed price of $0.12 per share of the Company upon closing, subject to a voluntary 12-month lockup also pending transfer of licenses title and beneficial ownerships, resulting in RareX becoming a 9.9% shareholder (issued on March 27, 2020);
  - Payment of $150,000 in cash to RareX as follows:
    - $100,000 in cash consideration (paid on March 30, 2020); and,
    - $50,000 in cash as reimbursement to RareX for outstanding holding costs and licence renewals (paid on March 30th, 2020).

- The Company acquiring a 65% interest in the respective licences, becoming operator and sole financer of all further exploration until a positive scoping study or preliminary economic assessment (PEA). Upon completion of the PEA, the Company and RareX will form a joint venture with standard funding and dilution requirements and right of first refusal on transfers;
- The Company is committed to maintain the full licence portfolio in good standing for a period of 12 months and RareX shall have the right to retain a 100% ownership in any licence that the Company may elect to drop or to not renew, for no consideration;
- The Company obtained the approval from the TSXV on February 19th, 2020.

The Company now has a controlling interest across a 1,649 km^2 land position in the key belts of the Macquarie Arc, with confirmed strategic appeal and a pipeline of targets being systematically advanced. This includes the flagship Trundle project, the only brownfield porphyry project held by a listed junior in the LFB.

- **COVID-19 statement:** Kincora on a daily basis since late January 2020 has been closely monitoring the development of the novel coronavirus (COVID-19) and its spread globally.

  Preventative measures have been taken to modify how we conduct our business, to protect our staff, contractors and the communities we operate in. These measures include international and domestic travel restrictions, remote work and supplemental health care, particularly for our Ulaanbaatar based staff and for the drilling program underway at the Trundle project in Central West NSW.

  Health and safety considerations, and appropriate risk assessments, continue to guide various project generation functions, exploration and marketing activities. In Mongolia, Canada and Australia we continue to pay close attention to the rapidly changing landscapes we face and the measures mandated by the National and State provincial governments. While the extent and duration of the impact is unknown the capital raising environment in 2020 and 2021 has been positive. However the Company anticipates this outbreak could eventually increase the difficulty in capital raising for the junior market.

- **Commencement and ongoing drilling at Trundle:** On April 22nd, 2020, the Company announced a drilling program had commenced testing three large and mineralized porphyry targets at the Trundle project in the LFB.

  The Trundle license is the only brownfield project held by a listed junior in Australia's foremost porphyry belt (the Macquarie arc of the LFB), and within the same mineralized complex as Australia's second largest porphyry mine (Northparkes), and is viewed to have excellent potential for new higher-grade porphyry and skarn copper-gold discoveries.

  The August 2020 capital raising, has supported expansion of the ongoing drilling program which continues post the ASX listing. The Company's understanding of this project, and current two priority drill targets, Trundle Park and Mordialloc, have been significantly improved.

  Kincora's industry leading technical team are very encouraged by recent progress supporting our key exploration concepts that the Company's strongly feel lays the foundation for commercial success and creating shareholder value.

- **Shares for services:** On April 8th, 2020, the Company issued 827,824 common shares for $144,000 of services rendered by certain directors, officers and service providers during the second half of 2019.

- **Obligation to issue shares:** As at December 31st, 2020, the Company has an obligation to issue shares of $200,516 recorded for services rendered by Company executives.

- **Grant of incentive options and shares:**

  - On April 30th, 2020, the Company granted 237,620 options to directors and officers of the Company, of which 118,810 are exercisable at $0.33 per share for a period of two years and 118,810 are exercisable at $0.75 per share for a period of three years. The Company has granted an additional 757,661 stock options to various directors, officers, employees and consultants of the Company, which are exercisable at a price of $0.255 for a period of three years. The total fair value of the options granted and vested was determined to be $167,452.

  - On June 12th, 2020, following the Company's annual remuneration review, the Company issued an aggregate of 657,933 bonus shares awarded to management of the Company in consideration of services rendered with a fair value of $197,380. 374,600 of the bonus shares are vesting three years, with one third vesting at each of the calendar year ended 2020, 2021 and 2022. During the year ended December 31, 2020, the Company recorded share-based compensation of $62,049 for the common shares vested with the remaining recorded in prepaid services.

- **Positive drill results at Trundle:** High priority drilling commenced in April 2020 and continues at our flagship Trundle project within the LFB, with very promising copper and gold results and two rigs currently operational. Our first hole returned 51 metres at 1.17 g/t gold and 0.54% copper from only 39 metres. For further extensive details of our exploration results and plans for drilling at Trundle, and plans for drilling at the Nyngan and Fairholme projects are included in the prospectus for the ASX listing, including independent technical report, which is available on our website at: https://www.kincoracopper.com/prospectus-disclaimer. Drilling at our core projects of Trundle, Fairholme and Nyngan are the core focus of exploration activities in the near to medium term for the Company being the primary use of funds for the ASX listing offering.

- **Oversubscribed non-brokered private placement:** Following positive initial drilling results at the Trundle project, on August 4th, 2020, the Company announced a non-brokered private placement of units to raise up to $5 million. On August 26th, 2020, the Company closed with gross proceeds of $5,329,194 through the issuance of 17,763,962 units at a price of $0.30 per unit. Each unit is composed of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share at an exercise price of $0.75 per warrant share for a period of two years from the date of closing of the private placement. The Company paid finders' fees of $185,640 in connection with this private placement.

- **Co-Funding Grant for Nyngan Project:** In September 2020, the Company secured a co-funding grant from the Government of New South Wales to drill two porphyry targets at its Nyngan copper-gold project. The application area was selected based on its stratigraphic-structural setting and favorable results from the last drilling program by Newcrest Mining Ltd. in 2005 that were not followed up. The grant monies are non-dilutionary and will fund direct drilling costs on a matched dollar-for-dollar basis.

- **Bronze Fox mining license and Tourmaline Hills exploration:** In September 2020, a mining licence was issued over the eastern license and portion of the Bronze Fox project, centred over the Bronze Fox Intrusive Complex within this license.

  The mining license provides tenure for a 30-year period. Relatively limited drilling supports one of the largest copper systems in Mongolia with only a small portion of the Bronze Fox intrusion drill tested. An independent block model supports a 416-428Mt @ 0.26-0.30% copper exploration target (0.20% copper cut off), with desktop studies having been undertaken for a potential small-scale oxide development project[1].

Subsequent to the issuance of the mining license, surface exploration activities commenced at the neighbouring Tourmaline Hills Intrusive Complex, which is also a large, outcropping gold-copper system with limited drilling and often the focus of informal gold mining activities.

Kincora's 2020 activities at Tourmaline Hill were focused on re-logging all prior drill holes held by the Company and undertaking further surface geological activities, exploring the concept of a higher-level epithermal gold system. These field activities benefit from the Company's activities in the Macquarie Arc, and similar type conceptual target to the Cowal project (flagship project of Evolution Mining, with a 9.6Moz gold resource inventory) and the target of the Company's Fairholme project.

- **Bronze Fox impairment:** Following the issuance of the Bronze Fox mining license approximately 85% of the eastern Bronze Fox license was relinquished as part of the conversion of the exploration to mining license. Following a detailed review of historical acquisition and expenditure relating to the eastern Bronze Fox license an impairment has been undertaken to reflect:

  - the pro-rata amount of the capitalised acquisition costs for the eastern license; and
  - for the capitalised specific exploration costs for activities undertaken on ground no longer retained

  This has resulted in a write down of $30,455,000 during the year relating to the area that has been relinquished.

  Such a methodology is consistent with the Company's standard review process as per the prior ground held and relinquished in Mongolia.

- **Reviewed June 30th, 2020 accounts:** On November 10th, 2020, the Company refiled its Interim Condensed Financial Statements and Management Discussion and Analysis for the six-month period ended June 30th, 2020. The refiling included amendments to various items following a review of the accounts in preparation of the proposed ASX listing.

- **Annual General and Special Meeting:** The Company hosted an Annual General and Special Meeting ("AGM") on November 24th, 2020. All matters submitted to shareholders for approval as set out in the Company's Notice of Meeting and Information Circular, dated October 20th, 2020, including various resolutions supporting the proposed listing on the Australian Securities Exchange, were approved by the requisite majority of votes cast at the Meeting with 46.76% of shareholder proxies returned.

- **New Chief Financial Officer:** On November 24th, 2020, the Company announced the appointment of Ms. Yuying Liang as Chief Financial Officer. Ms. Liang has extensive experience in public company environment within a variety of functions, including Chief Financial Officer, Company Secretary and Board member positions. Ms. Liang earned her Bachelor of Business Administration from Simon Fraser University and holds the professional designation of Chartered Professional Accountant ("CPA").

- **Sale of Mongolian asset portfolio:** On December 14th, 2020, the Company entered into a binding option and acquisition agreement with Resilience Mining Pty. Ltd. ("RMM"). RMM is a private Australian company that is an active explorer and project generator in Mongolia.

  Benefits to Kincora:
    - Retain a 20% free carry interest on existing project portfolio;
    - To own 9.9% interest of RMM upon successful listing and raising on the Australian Stock Exchange;

- First right of refusal to gain a 20% interest in any new project generated by RMM in Mongolia.

This agreement provides RMM a period of exclusivity, paid for in monthly cash instalments, to complete due diligence, legal agreements and capital market activities.

[1] The potential quantity and grade ranges are conceptual. There has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the target being delineated as a mineral resource. For further details on Bronze Fox refer to: November 18th, 2019 and June 26th, 2019 press releases.

Highlights for event subsequent to the year ended December 31st, 2020:

- **Share rollback:** The Company consolidated its capital on the basis of three existing shares for one new share effective January 8th, 2021. All shares figures and references have been retroactively adjusted to reflect the share consolidation.

- **Grant of options**: On January 8th, 2021, the Company granted 2,004,506 options with a three-year term to certain directors, officers, employees and consultants of the Company, which are exercisable at $0.445 per share within the first two-year period and $0.48 per share in the final third year.

- **Mongolian tax act**: On January 20th, 2021, a Mongolian subsidiary of the Company received a Tax Act ("2021 tax assessment") for 2.7 billion MNT, approximately US$950,000, from the Mongolian Tax Authority ("MTA") relating primarily to the 2016 merger with IBEX. The 2016 IBEX merger required a tax assessment ("2016 tax assessment") as a condition precedent to closure and for reregistration of the merged entities.

  The 2021 tax assessment is a retrospectively calculated liability and is not in-line with the 2016 tax assessment. Three independent external legal opinions support Kincora's view that the 2016 tax assessment and merger transaction was properly formulated and supported by the Mongolian authorities at that time. Kincora disagrees with the basis the 2021 tax assessment relating to the IBEX merger

  There is limited liability recourse to Kincora's Australian and Canadian assets and operations from the 2021 tax assessment. The Company is actively engaging with the MTA, with a dispute counsel date pending, and is seeking a conclusion in line with Mongolian law and the 2016 assessment which was relied upon by both Kincora and the Mongolian authorities that allowed for closure of the 2016 IBEX merger. Kincora provided a standstill to Resilience Mining Mongolia Pty Ltd ("RMM") for the executed Option and Acquisition Agreement in relating to Kincora's Mongolian portfolio and subsidiaries with RMM at its election having since waived the standstill as it continues its due diligence and technical reviews for the proposed transaction.

- **Proposed ASX Listing**: On March 1st, 2021, the Company lodged a prospectus with the Australian Securities and Investments Commission (ASIC) in relation to its proposed dual listing on the (ASX).

  Under the prospectus, the Company proposed to raise a minimum of A$8-million and a maximum of A$10-million (in each case, before costs), by the issue of Chess depositary interests (CDIs) over fully paid ordinary shares in the capital of the company. A minimum of 40 million CDIs and a maximum of 50 million CDIs will be issued, at an issue price of 20 Australian cents per CDI. The CDIs will be issued at a ratio of one CDI for one share.

The offering closed on March 19th, 2021, and the Company received applications up to the maximum subscription of A$10-million (50,000,000 CDIs) with ASX and TSX Venture conditional approvals provided.
On March 26th, 2021, the Company was admitted to the official list of ASX Limited with official quotation of the Company's CDI's commencing on March 30th, 2021.

Qualified Person
The scientific and technical information was prepared in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum and National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and was reviewed, verified and compiled by Kincora's geological staff under the supervision of Peter Leaman (M.Sc. Mineral Exploration, FAusIMM), Vice President of Exploration of Kincora Copper, and John Holliday (BSc Hons, BEc, member of the Australian Institute of Geoscientists), Non-Executive Director and Technical Committee Chairman of Kincora Copper, who are the Qualified Persons for the purpose of NI 43-101.

JORC Competent person statement
Information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves has been reviewed and approved by Mr. John Holliday, a Qualified Person under the definition established by National Instrument 43-101 and JORC. Mr. Holliday is a Member of the Australian Institute of Geoscientists and is a Director of the company. Mr. Holiday has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity being undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr. Holiday consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

Results of Operations

Three-Month Period Ended December 31st, 2020

The Company's loss for the three-month period ended December 31st, 2020 (the "*Current Period*") was $466,000 or $0.01 per share as compared with $3,523,000 or $0.03 per share for the three-month period ended December 31st, 2019 (the "*Comparative Period*").

General and administrative expenses were $241,000 lower in the Current Period at $476,000 compared with $717,000 in the Comparative Period. This difference was due to lower travel fees ($2,000 versus $23,000), lower share-based compensation ($23,000 versus $233,000), lower exploration costs ($Nil versus $24,000), lower consultants - geologists ($5,000 versus $40,000), lower consultants - technical ($10,000 versus $22,000), and lower corporate administrative and office services ($82,000 versus $86,000). These decreases were offset by higher legal and accounting ($99,000 versus $65,000), higher consultants ($37,000 versus $36,000), higher insurance cost ($6,000 versus $3,000), higher transfer agent and filing fees ($11,000 versus $4,000), and higher foreign exchange loss ($29,000 versus $9,000).

During the three-month period ended December 31st, 2020, the Company recognized $10,000 (2019 - $2,817,000 loss) change in impairment of exploration and evaluation assets due to foreign exchange and gain on settlement of debt of $Nil (2019- $11,000).

Year ended December 31st, 2020

The Company's loss for the year ended December 31st, 2020 (the "*Current Period*") was $32,231,000 or $0.57 per share as compared with $4,956,000 or $0.14 per share for the year ended December 31, 2019 (the "*Comparative Period*").

General and administrative expenses were $150,000 lower in the Current Period at $2,025,000 compared with $2,175,000 in the Comparative Period. This difference was due to lower share-based compensation ($242,000 versus $318,000), lower investor relations ($148,000 versus $154,000), lower management fees ($345,000 versus $549,000), lower travel fees ($44,000 versus $65,000), lower legal and accounting ($207,000 versus $216,000), lower consultants - technical ($75,000 versus $87,000), and lower corporate administrative and office services ($225,000 versus $282,000). These decreases were offset by higher consultants ($214,000 versus $144,000), higher consultants - geologists ($121,000 versus $58,000), higher transfer agent and filing fees ($69,000 versus $50,000), higher insurance cost ($26,000 versus $14,000), and higher foreign exchange loss ($65,000 versus gain of $30,000).

During the year ended December 31st, 2020, the Company recognized $45,000 (2019 - $36,000) gain on settlement of debt, write-off of accounts payable of $416,000 (2019 - $Nil), and $30,667,000 (2019 - $2,817,000) loss on impairment of exploration and evaluation assets.

Summary of Quarterly Results – *000's*

The table below presents selected financial data for the Company's eight most recently completed quarters, all prepared in accordance with IFRS.

In thousand $	December 31, 2020 ($)	September 30, 2020 ($)	June 30, 2020 ($)	March 31, 2020 ($)	December 31, 2019 ($)	September 30, 2019 ($)	June 30, 2019 ($)	March 31, 2019 ($)
Financial Results								
Net loss for period	(466)	(30,261)	(1,123)	(381)	(3,523)	(530)	(588)	(315)
Basic and diluted loss per share	(0.01)	(0.17)	(0.01)	(0.00)	(0.03)	(0.00)	(0.01)	(0.00)
Exploration expenditures, net of impairment (recovery)	1,410	(28,978)	(270)	1,033	(2,110)	998	175	190
Financial Position								
Cash and cash equivalents	4,461	6,021	2,153	2,899	2,903	2,904	2,813	576
Exploration and evaluation assets	23,634	22,224	51,202	51,472	50,439	52,549	51,551	51,376
Total assets	28,531	28,663	53,661	54,589	54,291	57,450	58,060	52,223
Shareholders' equity	27,699	28,146	53,181	53,696	53,467	56,724	57,129	51,552

Liquidity and Capital Resources

As of December 31st, 2020, the Company had $4,461,000 in cash. During the year, the Company closed an oversubscribed non-brokered private placement with total subscriptions of $5,329,194.

Subsequent to period end, on March 26th, 2021, the ASX announced that Kincora was admitted to the official list of ASX Limited with official quotation of Kincora's CDI's to commence on March 30th, 2021, following the Company having raised A$10-million pursuant to its prospectus dated March 1st, 2021, by the issue of 50 million shares (settled on the ASX in the form of CDIs).

The Company does not have any cash flow from operations due to the fact that it is an exploration stage company; therefore, financing activities have been the sole source of funds and continued efforts to reduce non-core expenditure. Given volatility in equity markets, global uncertainty in economic conditions, the Covid19 pandemic, cost pressures and results of exploration activities, management constantly reviews expenditures and exploration programs and equity markets.

At December 31st, 2020, the Company had an accumulated deficit of $161,833,000, a net loss for the year ended December 31st, 2020 of $32,231,000, has working capital of $3,973,000 and a cash balance of $4,461,000. During the year, the Company closed an oversubscribed non-brokered private placement with total subscriptions of $5,329,194.

During the year ended December 31st, 2020, the Company had cash of $392,000 used in operating activities, $5,143,000 provided from financing activity, and $3,193,000 used in investing activities which was mainly used for the acquisition of equipment and expenditures for the exploration and evaluation assets. The Company's cash position is highly dependent on the ability to raise cash through financings and the expenditures on its exploration programs. As results of exploration programs are determined and other opportunities become available to the Company, management may complete an external financing as required.

At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company has raised money through equity sales, and in the future could raise money from optioning its exploration and evaluation assets.

Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliberof its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes that there will be risks involved which may be beyond its control.

Related Party Transactions

The Company incurred the following amounts for related party services:

a) During the year ended December 31st, 2020, the Company incurred consulting fees of $32,400 (2019 - $39,150) to BridgeMark Financial Corp. and $34,020 (2019 - $34,650) to Regiis Oak Capital Corp., companies with a former officer in common for management and accounting services.

b) During the year ended December 31st, 2020, the Company incurred consulting fees of $7,380 (2019 - $Nil) to a company with an officer in common for management and accounting services.

c) During the year ended December 31st, 2020, the Company incurred $345,144 (2019 - $549,485) in management fees for companies with an officer in common for management services.

d) During the year ended December 31st, 2020, the Company incurred consulting and director's fees of $384,000 (2019 - $314,000) to current directors.

e) During the year ended December 31st, 2020, the Company incurred consulting fees of $20,000 (2019 - $20,000) to a director of the Company.

f) At December 31st, 2020, the Company owed $375,206 (2019 - $227,411) in accrued directors' fees in accounts payable.

g) During the year ended December 31st, 2020, the Company issued 827,824 common shares to settle $144,000 payables owing to officers and directors of the Company. During the year ended December 31, 2019, the Company issued 227,822 common shares with a fair value of $79,306 to settle $91,500 payables owing to the officers and directors of the Company.

Compensation of key management personnel

In thousand $		**December 31, 2020**		December 31, 2019
Management, chairman, directors, and audit committee fees	**$**	**823**	$	957
Share-based payments*		**207**		282
	$	**1,030**	$	1,239

** The estimated fair value of the stock options vested during the year was determined using the Black-Scholes Option Pricing Model.*

Share Capital Information

The table below presents the Company's common share data as of March 29, 2021.

	Price ($)	Expiry date	Number of common shares
Common shares, issued and outstanding			69,386,944
Securities convertible into common shares			
Warrants	***$0.750***	***various***	38,602,283
Stock options	***various***	***various***	6,672,153
			114,661,380

The Company consolidated its capital on the basis of three existing shares for one new share effective January 8th, 2021. All shares figures and references have been retroactively adjusted to reflect the share consolidation and are disclosed prior to Kincora's ASX offering under the prospectus dated March 1st, 2021.

Commitments and Contingencies

Contingencies

In the course of its business activities the Company has from time to time, been the subject of civil claims by third parties, including former employees that could give rise to a liability to pay compensation or damages. In addition, the Company may receive notices from regulatory and other governmental agencies responsible for the administration of regulations impacting on the Company's business affairs, in relation to the imposition or intended imposition of penalties, assessments and other orders that could potentially have an adverse effect or negatively impact on the Company's business and financial condition. Based upon historic experience with the management of such claims, assessment and regulatory actions, the Company does not anticipate that the outcome of those claims, assessments and regulatory actions will have a materially adverse effect on the Companies business or financial condition.

Subsequent to the year ended December 31st, 2020, the Company's Mongolian subsidiary, Golden Grouse IBEX LLC (GGI), has received a tax act for 2.7 billion tugriks ("MNT"), approximately $950,000 (U.S.), from the Mongolian Tax Authority ("MTA").

The 2021 tax assessment comprises four items, of which the Company strongly refutes the merit of three including the very vast majority of the liability sought relating to the 2016 merger with IBEX (the agreed liability owed is 16.2 million MNT or approximately $5,700 (U.S.)).

The 2016 IBEX merger required a tax assessment, which followed an audit of the IBEX entity's prior-year periods and the on-shore and off-shore agreements to the merger (IBEX and parent entities). The 2016 tax assessment was a condition precedent to close the merger with any adverse liability enabling both counterparties to walk away from the merger. In the company's view, supported by three independent external legal opinions, the 2021 tax assessment's retrospective liability is not in line with the 2016 tax assessment and Mongolian law, and there is no basis for a different determination.

Shortly after the IBEX merger closed, in mid-2017, a tax audit commenced on the merged entity to validate that the merger transaction completed as it was presented to the Mongolian authorities in 2016. This review has only recently completed, with a fourth audit review team, including a team member from the original 2016 review, delivering the 2021 tax assessment. A statute of limitation for the MTA to review and retrospectively enable a contradictory tax act expired on February 10th, 2021. The Company continues to proactive seek to defend the original 2016 tax ruling and lack of basis for the 2021 tax act.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

The Company is uncertain as to whether its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period and, accordingly, management is reviewing the timing and scope of current exploration plans and is also pursuing other financing alternatives to fund the Company's operations.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

New Accounting Standards Adopted

IFRS 16 "*Leases*"

The Company adopted IFRS 16 which sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. The adoption did not result in any impact on the financial statements as the Company did not have any lease during the periods presented.

As at the commencement date of a lease, the Company recognizes a lease liability and an asset representing the right to use the underlying asset during the lease term (i.e. the "right-of-use" asset) unless the underlying asset has a low value or the lease term is twelve months or less, which are expensed in the period incurred. At this date, the right-of-use asset is measured at cost, which includes the initial amount of the lease liability, adjusted for any lease payments made at or before the commencement date, any initial direct costs incurred and also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset. The right-of-use asset is then depreciated using the straight-line method from the lease commencement date to the earlier of the end of the lease term or the end of the useful life of the asset. The right-of-use asset may also be reduced for any impairment losses, if any.

At the lease commencement date, the lease liability is measured at the present value of the future lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate, which is the rate the Company would pay for similar assets at similar locations over a similar term. The lease liability is measured at amortized cost using the effective interest method.

Management of Financial Risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below:

Interest Rate Risk
The Company has non-material exposure at December 31st, 2020 to interest rate risk through its financial instruments.

Currency Risk
The Company's operations are focused on Australia and Mongolia, where many exploration and administrative expenses are incurred in the Australian Dollar, Mongolian Tugrik and the US Dollar. The Company's ability to advance funds to Australia and Mongolia is subject to changes in the valuation of the Australian Dollar, Tugrik and the US Dollar, as well as rules and regulations of the Mongolian government. Fluctuations in the value of the Australian Dollar, Tugrik and the US Dollar may have a positive and/or adverse effect on the operations and operating costs of the Company. The Company does hold balances in foreign currencies, the Australian Dollar, Mongolian Tugrik and United States dollar, which provide exposure to foreign exchange risk. Management seeks to limit foreign current risk, primarily seeking to retain funds in Canada wiring funds as and when needed to foreign subsidiaries to met operating expenditures, and believes this risk to be minimal.

Credit Risk
The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada, Australia and Mongolia. As most of the Company's cash is held by three banks there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

Receivables consist of goods and services and the harmonized sales tax due from the Government of Canada. Management believes that the credit risk concentration with respect to receivables is remote.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. Management believes its credit risk to be minimal.

Liquidity Risk

The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at December 31st, 2020, the Company had a cash balance of $4,461,000 (2019 - $2,903,000), to settle current liabilities of $832,000 (2019 - $824,000). During the year, the Company closed an oversubscribed non-brokered private placement with total subscriptions of $5,329,194.

Fraud Risk
Fraud risk is the vulnerability that the Company faces from entities capable of intentional misconduct because of pressure, opportunity and rationalization. Fraud risk comes from sources both internal and external to the Company. The Company closely monitors its operations to determine the appropriate course of action to be taken.

Commodity Price Risk
The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market prices of copper and gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.

Critical Accounting Estimates

The preparation of consolidated financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the statement of financial position date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in the preparation of the consolidated financial statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

Property acquisition costs and related direct exploration costs may be deferred until the properties are placed into production, sold, abandoned, or written down, where appropriate. The Company's accounting policy is to capitalize exploration costs, which policy it believes to be consistent with IFRS and applicable guidelines for exploration stage companies. The policy is consistent with other junior exploration companies that have not established mineral reserves objectively. An alternative policy would be to expense these costs until sufficient work has been done to determine that there is a probability a mineral reserve can be established; or alternatively, to expense such costs until a mineral reserve has been objectively established. Management is of the view that its current policy is appropriate for the Company at this time. Based on annual impairment reviews made by management, or earlier if circumstances warrant, in the event that the long-term expectation is that the net carrying amount of these capitalized exploration costs will not be recovered, then the carrying amount is written down accordingly and the write-down charged to operations. A write-down may be warranted in situations where a property is to be sold or abandoned; or exploration activity ceases on a property due to unsatisfactory results or insufficient available funding.

Risks and Uncertainties

The Company is engaged in the business of acquiring, exploring and developing mineral properties with the expectation of locating economic deposits of minerals. All of the properties are without proven copper/gold deposits and there is no assurance that the Company's exploration programs will result in proven copper/gold deposits, nor can there be any assurance that economic deposits can be commercially mined. As a consequence, any forward-looking information is subject to known and unknown risks and uncertainties.

Confirmation or otherwise of our more advanced geological models, advancement of earlier stage project pipeline and exploration success is expected to materially impact the value of the Company. The ability of the Company to systematically advance its district scale project pipeline from a technical perspective is a fundamental value driver, upside and downside, to the Company and its valuation. The ability of the Company to commercially advance and effect its exploration strategy is also a fundamental value driver.

The Company will be required to negotiate access arrangements and pay compensation to landowners, local authorities, transitional land users, the NSW Government and others who may have an interest in the area covered by a tenement/license. The Company's ability to resolve access and compensation issues may have an impact on the future success and financial performance of the Company's operations.

The Company continues to closely monitor the development of the novel coronavirus (COVID-19), and its spread globally and within Australia. Early preventative measures were taken and a formal COVID-19 safety and management plan was implemented to modify how contractors and the Company conduct business and implement best practice recommendations and policies. Health and safety considerations, and appropriate risk assessments, continue to dictate various project generation functions, exploration and marketing activities.

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on senior management, the exploration team and contractors, who are an integral part of the business. Should there be resignations, there may be difficulties in recruiting similar high-quality personnel and overall team balance. There can be no assurance given that there will be no negative impact on the Company if one or more of these key team members cease their employment.

The Company's core focus is its relatively recent entry into NSW and the NSW project pipeline, with previous projects and subsidiaries viewed as non-core. The Company has announced a binding term sheet for its Mongolian assets with Resilience Mining Mongolia ("RMM") and notice of a Mongolian tax claim from the Mongolian Tax Authority ("MTA") relating to one of its subsidiaries. These non-core assets may have certain ongoing contractual obligations and operations, which have inherent business risk and potential legacy risks. The Company has been listed since 1983, operating in emerging and frontier markets such as Brazil and then Mongolia.

The changes to known and unknown risks and uncertainties during the year ended December 31st, 2020 have been noted in these accounts.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning Kincora's general and administrative expenses and exploration and evaluation costs is provided in the Company's consolidated statement of loss and note disclosures contained in its consolidated financial statements for the year ended December 31st, 2020. These statements are available on Kincora's website at www.kincoracopper.com or on its SEDAR Page Site accessed through www.sedar.com.

Dividends

Kincora has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on Kincora's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant.

Management's Responsibility for Consolidated Financial Statements

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate 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 Company 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 legislation; and

ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the Company's IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient 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.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Proposed Transactions

At the present time, there are no proposed transactions that are required to be disclosed that are not disclosed elsewhere.

Approval

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the consolidated financial statements and related financial reporting and internal control matters before the consolidated financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the consolidated financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Additional Information

Additional information is available on the Company's website at www.kincoracopper.com or on SEDAR at www.sedar.com.

Forward-Looking Information

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 reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, permitting risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual consolidated financial statements which are filed and available for review on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.