

BELL COPPER CORPORATION

Management's Discussion & Analysis

For the Year Ended December 31, 2017

This management's discussion and analysis of Bell Copper Corporation (the "Company") contains analysis of the Company's operational and financial results for the year ended December 31, 2017. The following should be read in conjunction with the Company's consolidated financial statements for the years ended December 31, 2017 and 2016. All figures are in Canadian dollars unless otherwise stated.

DATE OF REPORT

April 30, 2018

JURISDICTION OF INCORPORATION AND CORPORATE NAME

The Company is engaged in the acquisition and exploration of mineral property interests in North America, and is a reporting issuer listed on the TSX Venture Exchange under the symbol "BCU.H". The Company has two wholly owned subsidiaries, Bell Resources (Nevada) Corporation and Rogue River Resources Inc., as well as 95% ownership in the subsidiary MMDEX LLC. The Company's corporate head office is located at 14th Floor, 1040 West Georgia Street, Vancouver, B.C., V6E 4H8. Additional information relating to the Company is available on the Company's website at www.bellcopper.net or on SEDAR at www.sedar.com.

HIGHLIGHTS

In two drilling campaigns in the second half of 2017 the Company and its optionee, Kennecott Exploration Company, part of the Rio Tinto Group, drilled 3477 meters of rotary and diamond holes in seven widely spaced sites on the Company's Kabba porphyry copper project in Arizona. The holes were spread across an area measuring 3.1 kilometers by 2.4 kilometers, and tested significant IP electrical geophysical anomalies identified during the geophysics program conducted in November 2016.

All seven holes penetrated cover rocks ranging between 244 and 518 meters thick followed by oxidized and leached capping in Laramide-age porphyritic intrusive rocks. The holes all terminated in pyrite-bearing Laramide or Precambrian rocks. Several of the holes showed low concentrations of the copper-bearing minerals chalcocite and chalcopyrite.

In order to capture the likely full extent of the electrical geophysical anomalies, the Kabba property package was expanded in 2017 by 55% to about 13,000 acres (5200 hectares). A total of 27 potential drill sites were surveyed for archaeological remains and native plants and permitted through the Arizona State Land Department. The drill sites were selected to test high electrical chargeability anomalies. Ten of these sites were ultimately given final approval by the State for construction of drill pads.

Subsequent to the reporting period, Kennecott returned all of their interest in the Kabba property back to the Company.

OUTLOOK

Bell is pleased to have 100% ownership of the Kabba project and several million dollars of new, high quality geoscience data to guide our future exploration there. In 2018 we aim to conclusively drill test the outstanding opportunity embedded in that new data and then advance the project internally on any encouraging outcome. Should the Company's drilling efforts not be strongly positive, a major partner will be sought to pursue exploration of the large electrical geophysical anomaly discovered through Kennecott's survey in late 2016. Bell would then be free to pursue exploration of other high quality copper projects in Arizona, while due attention was being paid to the Kabba porphyry system by a qualified major copper producer.

Globally, demand for copper continues its inexorable growth while known resources are consumed and large replacement discoveries aren't forthcoming. Growth in the world's largest economies, +7% in India, +6.5% in China, and 3% in the U.S., is making itself felt through a 19% increase in copper's price since January 2017. The

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Company anticipates that increasing global manufacturing activity will draw down copper warehouse inventories, which currently stand at slightly more than the historical average of 12 days of global consumption, and together with supply disruptions linked to labor unrest and nationalism at some of the world's largest mines will further highlight the need for new, large sources of copper in stable jurisdictions. A backlog of nearly a decade of unfruitful copper exploration pitted against unrelenting exploitation of known copper reserves is expected to produce a very deep copper supply hole. An epoch of rapidly rising copper prices is regarded as the most likely motivator for the new exploration needed to fill that hole.

Utilization intensity of copper as the prime mover of the energy and information demanded by modern society is expanding in lock-step with technological advances, so fresh supplies of this critical material are increasingly necessary. Bell continues to pursue the discovery of globally significant copper resources through drilling of its Kabba porphyry copper system in the historically productive and low risk jurisdiction of Arizona. We aim to create value for our shareholders by becoming the best solution for major copper producers scrambling to restore credible pipelines of future copper production.

SUBSEQUENT EVENTS

On January 25, 2018, the Company announced that Kennecott drillhole K-17 cut a 21-meter interval from 481 meters to 502 meters carrying 0.57 grams per tonne gold. The Company announced that it does not intend to follow up on this particular intersection except as it relates to the larger porphyry copper target, which is supported in drillholes K-8 through K-17 by anomalous levels of one or more of the following elements; arsenic, copper, gold, lead, molybdenum, rhenium, sulfur, tellurium, and zinc.

On March 6, 2018, the Company announced a non-brokered private placement of up to 5,000,000 units at a price of \$0.10 per unit to raise proceeds of up to \$500,000. Each unit consists of one common share and one common share purchase warrant with each warrant entitling the holder to acquire one additional common share at a price of \$0.20 per share for 12 months from closing.

On March 16, 2018, the Company announced that optionee Kennecott Exploration Company, part of the Rio Tinto Group, had terminated their option on the Kabba project after spending more than US\$ 3 million on drilling and geophysics. All ownership by Kennecott of MMDEX LLC, the entity that holds the Kabba property, was relinquished to Bell. Kennecott retains no back-in right or royalty on Kabba. The Company also announced that drillholes K-18 and K-19 completed late in 2017 revealed abundant disseminated pyrite and D-veinlets beneath 40 to 150 meters of strongly hematitic leached capping starting 240 to 330 meters below surface. Anomalous disseminated sphalerite (zinc sulphide) was present in both holes beneath leached capping. Trace chrysocolla (copper silicate) was present in K-19, further supporting the concept that supergene leaching and copper enrichment operated at Kabba, and that a copper shell might be present nearby.

On April 25, 2018, the Company announced that permits had been obtained and mobilization was underway to begin drilling on the Ovoid Target, a 1 kilometer by 3 kilometer porphyry copper drill target supported by the 2017 drilling results. The Company also disclosed that it has acquired an additional 640 acres of mineral rights covering part of the Ovoid Target and has secured drilling rights and an option to purchase 40 acres of private surface rights in the center of the target.

Also subsequent to December 31, 2017, the Company repaid the loan payable to Desert Fox as discussed in Note 7, including all principal and interest.

MINERAL EXPLORATION PROJECTS

Kabba Project, Arizona

The Company's sole mineral property, the Kabba porphyry copper/molybdenum project, lies on a productive porphyry copper trend between Freeport's Bagdad mine and Origin Mining's Mineral Park mine in northwestern Arizona, a state that has produced ten percent of the world's copper. Porphyry-style alteration has been

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intersected in drillholes K-8 through K-19 and was predicted to be present beneath gravel-covered hills based on a fault model linking it with an outcropping porphyry root zone 8 kilometers to the west. Drillholes K-11 and K-12, completed in 2015 and 2016, respectively, cut 800 to 900 meters of altered and mineralized porphyry that is interpreted to be the pyritic shell surrounding a more copper-rich central zone.

Management believes that its efforts to date have resulted in the discovery of the buried top of a major Laramide porphyry copper-molybdenum system that has been displaced east and downwards by a major, post mineral, low-angle fault. To date, drillholes have encountered more than a dozen different Laramide porphyry phases along with elevated levels of copper, molybdenum, rhenium, gold, lead, and zinc typical of the fringes of porphyry copper deposits. A targeted copper shell within the top of the porphyry, which normally hosts the higher grade copper mineralization, is expected to lie within an as-yet-untested 1.5 km by +3 km ovoid target extending northeastward from K-12.

Scientific research conducted between 2013 and 2015 by Mr. Wyatt Bain, a graduate student at the University of Nevada, Las Vegas (UNLV) studying the Kabba porphyry system under the direction of Dr. Jean Cline, Professor of Geology at UNLV, disclosed microscopic hypersaline (very salty) fluid inclusions in many of the quartz veins collected from Bell's core samples. Mr. Bain also found sparse grains of the copper minerals chalcopyrite and bornite in the same samples containing the hypersaline fluid inclusions, tentatively linking the presence of these salty fluids to copper mineralization at Kabba. In July, 2015, Mr. Bain successfully defended his research at UNLV, supporting Bell's concept that the two areas (footwall and K-10) are faulted pieces of the same large porphyry copper system.

Beginning in late July 2017, the Company and its optionee, Kennecott Exploration Company, part of the Rio Tinto Group, completed 2679 meters of rotary and diamond drillholes in five widely spaced sites. The holes tested significant IP electrical geophysical anomalies identified during the geophysics program. Core was shipped to Salt Lake City where it was cut and then sent to an independent lab for assaying.

Based on encouraging geological results from the initial 5-hole drill program, a second 2-hole drill program totalling 806 meters was conducted in December 2017. Drillholes K-18 and K-19 expanded the footprint of porphyry-type alteration eastward and revealed abundant disseminated pyrite and D-veinlets beneath 40 to 150 meters of strongly hematitic leached capping starting 240 to 330 meters below surface. Anomalous disseminated sphalerite (zinc sulphide) was present in both holes beneath leached capping. Trace chrysocolla (copper silicate) was present in K-19, further supporting the concept that supergene leaching and copper enrichment operated at Kabba, and that a copper shell might be present nearby.

As at the date of this report, assay results from both 2017 drilling programs were pending.

The Company announced on September 26, 2017 that the Kabba property package had been expanded 55% to 13,000 acres (5244 hectares). Three additional drillholes were permitted based on the third quarter 2017 drilling, though ultimately none of these three sites was drilled.

No mineral resource has yet been identified on the Kabba Project. There is no certainty that the present exploration effort will result in the identification of a mineral resource or that any mineral resource that might be discovered will prove to be economically recoverable.

INVESTOR RELATIONS

The Company does not currently engage the services of an investor relations firm.

SELECTED ANNUAL FINANCIAL INFORMATION

The financial data presented below for the current and comparative periods was prepared in accordance with IFRS. The functional and reporting currencies of the parent and subsidiary have been determined to be the Canadian dollars.

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The selected period information and summary of financial results in this MD&A should be read in conjunction with our annual Consolidated Financial Statements for the year ended December 31, 2017, 2016, and 2015.

Years Ended:	31 December 2016	31 December 2016	31 December 2015
Revenues	\$ -	\$ -	\$ -
Expenses	(749,029)	(186,996)	(804,565)
Other income (expense)	-	-	(5,501)
Comprehensive income (loss)	(835,421)	(186,996)	(810,066)
Basic and diluted income (loss) per share	(0.01)	(0.00)	(0.02)
Total current assets	217,543	345,119	5,992
Total assets	4,329,041	4,546,570	4,262,964
Total current liabilities	3,128,663	4,273,505	4,060,843
Total liabilities	3,128,663	4,273,505	4,060,843

Results of Operations

	Year ended December 31, 2017	Year ended December 31, 2016
Expenses		
Consulting and management fees	\$ 138,826	\$ 139,331
Finance costs	91,747	25,882
Foreign exchange loss (gain)	42,453	(187,456)
Gain on settlement of debt	336,059	-
Insurance	27,152	15,685
Investor relations	65,697	
Office and administrative services	1,865	1,810
Professional fees	22,284	70,632
Regulatory and filing fees	22,946	43,105
Share-based payments	-	78,007
Net loss for the year	\$ 749,029	\$ 186,996
Other Comprehensive Income		
Foreign currency translation	86,392	-
Comprehensive loss for the year	\$ 835,421	\$ 186,996

Year ended December 31, 2017 compared to 2016

Consulting and management fees remained relatively consistent over the prior period. Finance costs increased due to interest being charged on the Copper Fox loan. Gain on settlement of debt arose as a result of shares issued for amounts payable, and the foreign exchange gain is the result of the fluctuation of the US dollar relative to the Canadian dollar. Insurance increased somewhat due to additional insurance requirements for the current drill program. Office and administrative expenses remained consistent with the prior year. Professional fees decreased due to lower legal fees during the period. Regulatory and filing fees decreased due to the decrease in share activity during the period.

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Financial Position – December 31, 2017 compared to 2016

	Notes	December 31, 2017	December 31, 2016
ASSETS			
Current assets			
Cash	\$	211,803	\$ 336,337
GST receivable		5,740	8,782
		217,543	345,119
Non-current assets			
Reclamation bonds		22,631	24,183
Exploration and evaluation assets	6	4,088,867	4,177,268
TOTAL ASSETS		\$ 4,329,041	\$ 4,546,570
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	8	1,128,030	1,710,921
Loans payable	7	183,907	621,226
Provision for contingent liabilities	9	1,816,726	1,941,358
Total liabilities		3,128,663	4,273,505
Shareholders' equity			
Share capital	10	65,084,510	63,689,864
Contributed surplus	11	563,502	368,198
Accumulated other comprehensive income		86,392	-
Deficit		(64,534,026)	(63,784,997)
Total shareholders' equity		1,200,378	273,065
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 4,329,041	\$ 4,546,570

Nature of operations and going concern (Note 1)

Contingent liabilities (Note 9)

Commitments (Note 14)

Subsequent event (Note 17)

The accompanying notes are an integral part of these consolidated financial statements

Approved on behalf of the directors on April 30, 2018

Cash decreased somewhat due to increased activities of the Company over the period. GST receivable decreased due to the receipt of the Company's GST filings. Exploration and evaluation assets and reclamation bonds remained consistent with the prior year. Accounts payable decreased due to debt settlements incurred during the period. Loans payable and provision for contingent liabilities decreased due to foreign exchange, as well as debt settlements during the period, and the repayment of the Copper Fox loan.

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Analysis of exploration and evaluation expenditures

The Kabba property continues to be the primary core property on which the Company is focused.

	Kabba, Arizona USA
Balance, December 31, 2015	\$ 4,230,532
Acquisition costs	663
Exploration costs	
Administration	4,541
Drilling	1,039,153
Field expenses	23,074
Earn in funds received from joint venture partner	(1,120,695)
Balance, December 31, 2016	\$ 4,177,268
Exploration costs	
Drilling	598,517
Earn in funds received from joint venture partner	(655,494)
Foreign exchange translation	(31,424)
Balance, December 31, 2017	\$ 4,088,867

LIQUIDITY AND CAPITAL RESOURCES

The Company has historically relied upon equity financings to satisfy its capital requirements and will continue to depend heavily upon the capital markets to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on terms acceptable to the Company. The Company anticipates it will need additional capital in the future to finance ongoing exploration of its properties, which will be derived from the exercise of stock options and warrants, and/or private placements, as well as payments received under the option agreement with Kennecott.

	December 31, 2017	December 31, 2016
Current assets	\$ 217,543	\$ 345,119
Exploration and evaluation assets	4,088,867	4,177,268
Reclamation bonds	22,631	24,183
Current liabilities	3,128,663	4,273,505
Shareholders' equity	1,200,378	273,065
Working capital deficiency	(2,911,120)	(3,928,386)

Significant working capital components include cash in current or interest bearing accounts, GST receivable, accounts payable and accrued liabilities, loan payable and provision for contingent liabilities.

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	December 31, 2017	December 31, 2016
ASSETS		
Current assets		
Cash	\$ 211,803	\$ 336,337
GST receivable	5,740	8,782
	217,543	345,119
Current liabilities		
Accounts payable and accrued liabilities	\$ 1,128,030	\$ 1,710,921
Loan payable	183,907	621,226
Provision for contingent liabilities	1,816,726	1,941,358
	3,128,663	4,273,505
Working capital deficit	\$ (2,911,120)	\$ (3,928,386)

Capital stock

On January 28, 2016, the Company announced a non-brokered private placement of up to 3 million units at a price of \$0.05 per unit to raise proceeds of up to \$150,000. Each unit consists of one common share and one common share purchase warrant with each warrant entitling the holder to acquire one additional common share at a price of \$0.08 per share for 12 months from closing. On July 5, 2016, the Company announced it had closed the final tranche of this private placement, issuing 3,481,080 units for gross proceeds of \$174,054. Share issuance costs of \$250 were incurred as a result of this private placement.

On February 17, 2017, the Company settled \$451,384 of debt by issuance of 7,575,000 common shares of the Company with a fair value of \$454,500. The Company recognized a loss of \$3,115 on the settlement of debt.

On April 3, 2017, the Company also issued 2,568,180 shares on exercise of warrants at a price of \$0.08 per share for gross proceeds of \$205,454.

On May 5, 2017, the Company issued 3,690,136 common shares of the Company, with a fair value of \$332,112, to settle \$184,507 of loans payable. The Company recognized a loss of \$147,605 on the debt settlement.

On May 17, 2017, the Company issued 4,598,842 units of the Company, with a fair value of \$321,918, to settle a further \$260,257 of loans payable. Each unit consists of one common share of the Company and on half of one common share purchase warrant, with one whole share purchase warrant exercisable at \$0.05 per share until November 17, 2017. The Company recognized a loss of \$185,338 on the debt settlement.

On July 12, 2017, the Company issued a further 600,000 shares on exercise of warrants at a price of \$0.08 per share for gross proceeds of \$48,000.

On December 6, 2017, the Company issued 250,000 common shares of the Company on exercise of options at \$0.05 per share for gross proceeds of \$12,500.

As at December 31, 2017 and the date of this report, 64,579,228 common shares of the Company were outstanding.

Stock options

On December 8, 2016, the Company issued 2,245,273 stock options to directors, officers and consultants of the Company. The stock options are exercisable at \$0.05 for a period of 5 years, resulting in share based payments expense of \$78,007. The options vested immediately.

A summary of options outstanding as at December 31, 2017 and the date of this report is as follows:

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Expiry date	Number of options	Exercise price	Weighted average remaining contractual life (years)
January 20, 2019	4,750,000	\$ 0.05	1.05
April 15, 2020	1,733,499	0.05	2.29
December 8, 2021	2,245,273	0.05	3.94

A summary of stock option activity is as follows:

	Number of options	Average exercise price
Balance, December 31, 2015	6,733,499	\$ 0.05
Granted	2,245,273	0.05
Balance, December 31, 2016	8,978,772	0.05
Exercised	(250,000)	0.05
Balance, December 31, 2017	8,728,772	\$ 0.05

The fair value of stock options granted were estimated using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	December 31, 2016
Risk free rate of interest	1.00%
Expected life of options	5 years
Exercise price of options	\$ 0.05
Expected annualized volatility	244%
Expected dividend rate	0%

Warrants

During the year ended December 31, 2017, the Company issued 1,000,000 warrants with a fair value of \$71,627 pursuant to the loan extension discussed in note 7 (2016 – 1,000,000 warrants with fair value of \$6,129).

During the year ended December 31, 2017, the Company issued 2,299,421 warrants with a fair value of \$123,677 further to the settlement of debt.

During the year ended December 31, 2016, the Company issued 3,481,080 warrants with a fair value of \$55,571 pursuant to the private placement.

A summary of warrant activity is as follows:

	Number of warrants	Average exercise price
Balance, December 31, 2015	3,861,972	\$ -
Granted	4,481,080	0.10
Expired / forfeited	(3,861,972)	0.10
Balance, December 31, 2016	4,481,080	\$ 0.10
Granted	3,299,421	0.05
Exercised	(3,571,380)	0.08
Expired / forfeited	(3,209,121)	0.05
Balance, December 31, 2017	1,000,000	\$ 0.05

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A summary of warrants outstanding as at December 31, 2017 and the date of this report is as follows:

Expiry date	Number of warrants	Exercise price	Weighted average remaining contractual life (years)
March 19, 2018	1,000,000	\$ 0.05	0.21

COMMITMENTS

During the year ended December 31, 2013, the Company received notice that Gordon J. Fretwell Law Corporation ("GJFLC") has been awarded a default judgment against the Company in the amount of \$263,414 for outstanding legal fees. During the year ended December 31, 2017, the Company settled \$100,000 of this amount for 2,000,000 common shares of the Company at \$0.05 per share. The balance payable at December 31, 2017 is \$60,000 (2016 - \$160,000).

CONTINGENCIES

The Company's exploration and evaluation assets are affected by the laws and regulations concerning environmental protection that exist in the various jurisdictions. It is not possible to estimate the future impact on operating results, if any, as a result of, future changes in regulations or developments.

During 2008, the Company was invoiced a total of \$1,460,695 by Golden Gryphon for amounts related to option payments and exploration work. Although the full amount of this invoice is in dispute, the Company has accrued \$559,476 as at December 31, 2017 (\$445,000 USD) (December 31, 2016 - \$597,858) as a contingent liability. On September 4, 2009, the Company filed an appearance to proceedings commenced by Golden Gryphon. Management is not aware of any further action taken by Golden Gryphon related to the disputed amount since September 2009. The Company continues to believe that the full amount of the claim is without merit.

The Company's subsidiary, Rogue River, entered into a stock purchase agreement as of January 25, 2007 with Fischer-Watt Gold Company, Inc. ("Fischer-Watt") for purchase of the La Balsa property. As part of the purchase, Rogue River granted to Fischer-Watt a 1% net smelter royalty ("NSR") for production from the porphyry portion of the property. The agreement was subject to the purchase of one-half of the NSR for \$1,000,000 USD as at December 31, 2017 (CAD \$1,257,250) (December 31, 2016 - \$1,353,500) in the event that commercial production was not achieved on the porphyry portion of the property by December 4, 2012 ("the "Repurchase Right"). Since no economically significant porphyry has been discovered on the property to date, the Repurchase Right is currently in dispute, however the Company has elected to accrue this amount as a contingent liability. The Company continues to believe that the full amount of the claim is without merit.

OFF-BALANCE SHEET ARRANGEMENTS

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

RELATED PARTIES AND KEY MANAGEMENT COMPENSATION

During the year ended December 31, 2017, the Company entered into transactions with the following related parties:

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Individual	Relationship	Nature of Transactions	Incurred period ended December 31, 2017	Incurred period ended December 31, 2016	Balance payable at December 31, 2017	Balance payable at December 31, 2016
Tim Marsh	Chief executive officer and director	Management and geological consulting	\$ 78,826	\$ 79,488	\$ 101,081	\$ 270,180
ISG Professional Services Inc.	Annie Storey, chief financial officer and director, is shareholder	Financial consulting	60,000	60,000	121,568	171,500
Nexvu Services Inc.	Owned by Nexvu Capital, of which Brian Leeners, former chief financial officer and former director, is a shareholder	Rent and administrative services	-	-	5,250	5,250
			\$ 138,826	\$ 139,488	\$ 227,899	\$ 446,930

Key management compensation

Key management includes the Company's directors and officers and their related companies, as included in the above table. Compensation to key management for the nine months ended December 31, 2017 is summarized as follows:

	December 31, 2017	December 31, 2016
Fees	\$ 138,826	\$ 139,488
Share-based payments	-	78,007
Total	\$ 138,826	\$ 217,495

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Information about critical judgments and estimates in applying accounting policies that have most significant effect on the amounts recognized in the condensed consolidated interim financial statements are as follows:

- Determination of functional currency;
- Asset carrying values and impairment charges;
- Impairment of exploration and evaluation assets;
- Capitalization of exploration and evaluation assets;
- Mineral reserve estimates;
- Estimation of decommissioning and restoration costs and the timing of expenditure;
- Income taxes and recoverability of potential deferred tax assets; and
- Share based payments.

NEW ACCOUNTING STANDARDS

For information on the Company's accounting policies and new accounting pronouncements, please refer to our disclosure in our Consolidated Financial Statements for the year ended December 31, 2017.

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CAPITAL MANAGEMENT AND FINANCIAL RISK FACTORS

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 and exploration of precious metal properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of management to sustain future development of the business.

The properties to which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund on-going activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties where sufficient geologic or economic potential are noted and if financial resources exist to do so.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period. Neither the Company nor its subsidiary is subject to externally imposed capital requirements.

Details of the Company's financial instruments, management's assessment of their related risks and details of management of those risks are as follows:

Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, GST receivable, reclamation bond, and accounts payable and accrued liabilities.

The Company maintains cash deposits with financial institutions, which, from time to time, may exceed federally insured limits. The Company has not experienced any losses and believes it is not exposed to any significant credit risk from cash.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes. The Company does not have any asset backed commercial paper.

Credit risk

The Company's main exposure to credit risk relates to its cash. Cash balances are held in Canadian and US chartered banks. The Company determined that it has limited exposure to credit risk related to receivables since these amounts are not material.

Liquidity risk

The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. As at December 31, 2017, the Company had cash of \$211,803 to settle current liabilities of \$3,128,663 which fall due for payment within twelve months of the statement of financial position date. The Company's cash is invested in business accounts which are available on demand. Management has determined that the Company will require additional financing to meet its obligations during fiscal 2018 and 2019.

Market risk

The market risk exposure to which the Company is exposed is interest rate risk. The Company's bank account earns interest income at variable rates. The Company's future interest income is exposed to short-term rate fluctuations. This is not a significant risk to the Company.

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Foreign exchange risk

The Company's exposure to fluctuations in foreign exchange rates significant due to the amount of accounts payable and contingent liabilities denominated in US dollars.

OTHER RISK FACTORS

The Company is engaged in the exploration and development of mineral properties. These activities involve a high degree of risk which, even with a combination of experience, knowledge and careful evaluation, may not be overcome. Consequently, no assurance can be given that commercial quantities of minerals will be successfully found or produced.

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many common risks to new and developing enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a positive return on shareholders' investment.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities and properties, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

The Company's property interests are located in undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties. Power may need to be generated on site.

The mineral industry is intensely competitive in all its phases. The Company competes with many other mineral exploration companies who have greater financial resources and technical capacity. The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

The Company's exploration and development activities require permits and approvals from various government authorities, and are subject to extensive federal, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no guarantee that the Company will be able to maintain or obtain all necessary licences, permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

The Company's activities are subject to extensive federal, state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are also increasingly stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Further, any failure by the Company to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

The acquisition of title to resource properties is a very detailed and time-consuming process. The Company holds its interest in certain of its properties through mining claims and concessions. Title to, and the area of, the mining

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claims may be disputed. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the properties in which the Company may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties.

The market price of securities of many companies, particularly exploration and development stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in the Company's share price will not occur.

A number of the Company's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of The Company may have a conflict of interest in negotiating and concluding terms respecting such participation. Further, certain of the directors and officers are involved in other copper exploration companies and other companies that are developing mines. As a result, conflicts of interest may arise and officers and directors cannot devote 100% of their time to the Company.

The Company has invested resources to document and analyze its system of internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

LEGAL MATTERS

During 2008, the Company was invoiced a total of \$1,460,695 by Golden Gryphon for amounts related to option payments and exploration work. Although the full amount of this invoice is in dispute, the Company has accrued \$559,476 as at December 31, 2017 (\$445,000 USD) (December 31, 2016 - \$597,858) as a contingent liability. On September 4, 2009, the Company filed an appearance to proceedings commenced by Golden Gryphon. Management is not aware of any further action taken by Golden Gryphon related to the disputed amount since September 2009. The Company continues to believe that the full amount of the claim is without merit.

The Company's subsidiary, Rogue River, entered into a stock purchase agreement as of January 25, 2007 with Fischer-Watt Gold Company, Inc. ("Fischer-Watt") for purchase of the La Balsa property. As part of the purchase, Rogue River granted to Fischer-Watt a 1% net smelter royalty ("NSR") for production from the porphyry portion of the property. The agreement was subject to the purchase of one-half of the NSR for \$1,000,000 USD as at December 31, 2017 (CAD \$1,257,250) (December 31, 2016 - \$1,353,500) in the event that commercial production was not achieved on the porphyry portion of the property by December 4, 2012 ("the "Repurchase Right"). Since no economically significant porphyry has been discovered on the property to date, the Repurchase Right is currently in dispute, however the Company has elected to accrue this amount as a contingent liability. The Company continues to believe that the full amount of the claim is without merit.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management is responsible for the design of the Company's internal controls over financial reporting ("ICFR") as required by National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"). ICFR is intended to provide reasonable assurance regarding the preparation and presentation of financial statements for external purposes in accordance with applicable generally accepted accounting principles. Internal control systems, no matter how well designed, have inherent limitations.

Based on a review of its internal control procedures at the end of the period covered by this MD&A, management has determined that the Company's internal controls over financial reporting have been effective to provide reasonable assurance regarding the reliability of financing reporting and the preparation of financial statements for external purposes in accordance with IFRS. There were no changes in the Company's internal controls over

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financial reporting that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

However, even those systems determine to be effective can provide only reasonable assurance with respect to financial statement and preparation. A control system, no matter how well conceived or operated can provide only reasonable, not absolute, assurance and are not expected to prevent all errors and fraud.

ADDITIONAL INFORMATION

Additional information about the Company is available at the website of the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

APPROVAL

The board of directors has approved the disclosure contained in this MD&A.

CAUTIONARY NOTES FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to the Company's future business plans and strategy, exploration plans, and environmental protection requirements. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" (or "does not expect"), "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" (or "does not anticipate"), or "believes", and other similar words and phrases, or which states that certain actions, events, or results "may", "could", "might", or "will" occur. Forward-looking information is subject to known and unknown risks and uncertainties that may cause the actual results, or performance of the Company to be materially different from those expressed or implied by such forward-looking information. These risks and uncertainties include risk and uncertainties associated with the mining industry and the exploration and development of mineral projects, such as the uncertainty of exploration results, the volatility of commodity prices, potential changes in government regulation, the uncertainty of potential title claims against the Company's projects, and the uncertainty of predicting operating and capital costs. They also include risks and uncertainties that affect the business environment generally, such as international political or economic developments, changes in interest rates and the condition of financial markets, and changes in exchange rates.

Forward-looking information is based on assumptions and expectations which the Company considers to be reasonable, and which are based on management's experience and its perception of trends, current conditions, and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made. Although the Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information. The Company can give no assurance that forward-looking information, or the assumptions and expectations on which it is based, will prove to be correct. Nevada Clean Magnesium Inc. does not undertake to revise or update any forward-looking information, except in accordance with applicable laws. Readers should not place undue reliance on forward looking information.

MANAGEMENT

Officers and directors at April 30, 2018

The following comprise key management:

Dr. Timothy Marsh – Chief Executive Officer and Director

Annie Storey – Chief Financial Officer and Director

Geoff Snow – Director

Glen Zinn - Director

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Contact

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