

**COOPER MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED FEBRUARY 28, 2011**

Dated April 29, 2011

General and Forward-Looking Statements

This management's discussion and analysis ("MD&A") of Cooper Minerals Inc. (the "Company") is a review of the Company's financial and operating results and should be read in conjunction with the Company's unaudited interim consolidated financial statements as at and for the three months ended February 28, 2011 and the audited annual consolidated financial statements as at and for the year ended November 30, 2010 and the accompanying notes thereto, which have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). All amounts are presented in Canadian dollars unless otherwise stated.

This MD&A may contain forward-looking statements. Such statements are subject to known and unknown risks and uncertainties that may cause actual results in the future to differ materially from those anticipated in forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.

Description of Business and Overall Performance

The Company is a Canadian junior resource company engaged in the acquisition, exploration and development of properties with the potential for mineral commodities. The Company was incorporated in the Yukon Territories and continued its business in British Columbia. It, either directly or through joint venture partnerships, holds exploration interests in mineral properties located in Canada, Mexico and Pakistan. All of the Company's activities to date have been of an exploratory nature. Mineral exploration business is risky and most exploration projects will not become mines.

The common shares of the Company are listed for trading on the TSX Venture Exchange under the trading symbol "CQ" and on the Frankfurt Stock Exchange under the symbol "JM6". The objective of the Company is to develop mineral properties to a stage where they can be operated profitably.

Heron Lake Uranium Property

By agreement dated September 16, 2005, the Company acquired a 100% interest in the Heron Lake Uranium Property entailing approximately 3,357 acres located 270 kilometres southwest of Yellowknife in the Northwest Territories. The purchase price of \$247,500 was paid by issuance of 1,550,000 shares of the Company and payment of \$15,000 cash. Included in the purchase price are 150,000 shares issued for finder's fees.

During the year ended November 30, 2009, the Company abandoned the property and all related acquisition and deferred exploration costs of \$247,500 had been written off.

Contact Lake Uranium Property

By agreement dated October 4, 2005, the Company acquired a 100% interest in the Contact Lake Property entailing approximately 74,505 acres located 423 kilometres north of Yellowknife in the Northwest Territories. Upon commencement of commercial production, the optionor will be entitled to a net smelter royalty of 2% on all minerals. The Company can buy down to a 1% net smelter royalty at a cost of

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\$2,000,000. The purchase price of \$1,033,437 was paid by issuance of 2,208,594 shares of the Company and payment of \$150,000 cash. Included in the purchase price are 208,594 shares issued for finder's fees.

By agreement dated March 12, 2007, the Company acquired a 100% interest in the Contact Lake Property entailing 45 claims and covering approximately 98,800 acres located 423 kilometres north of Yellowknife in the Northwest Territories. Upon commencement of commercial production, the optionor will be entitled to a net smelter royalty of 2% on all minerals. The Company can buy down to a 1.5% net smelter royalty at a cost of \$2,000,000. The purchase price of \$1,897,294 was paid by issuance of 3,223,529 shares of the Company and payment of \$350,000 cash. Included in the purchase price are 223,529 shares issued for finder's fees.

By agreement dated November 12, 2007, the Company acquired a 100% interest in the Contact Lake Property entailing 131 claims and covering approximately 306,027 acres located 423 kilometres north of Yellowknife in the Northwest Territories. This property is adjacent to the two properties already held by the Company. Upon commencement of commercial production, the Vendor will be entitled to a net smelter royalty of 2.5% on all minerals. The Company can buy down to a 1.5% net smelter royalty at a cost of \$2,000,000. The purchase price included cash payment of \$900,000 and 4,000,000 common shares of the Company.

The Company has acquired the Contact Lake properties for their IOCG (iron-oxide, copper, gold and uranium) potential. Some of this land adjoins the Alberta Star (TSX-V Symbol: ASX) Contact Lake project and its Port Radium-Crossfault Lake Property, which are being explored for iron oxide, copper, gold, silver and uranium targets. These polymetallic targets have the potential to host billions of tons of copper, gold, and uranium mineralization (Olympic Dam-type).

The Contact Lake claims are in the vicinity of two past producing silver and uranium mines, the Echo Bay Mine and the Port Radium Eldorado Mine. This area has been under-explored and has lacked advanced exploration geophysics. The Contact Lake Mineral Belt is approximately 15 kilometres long and is the northern extension of the same mineral belt that hosts Fortune Minerals NICO Gold-Cobalt-Bismuth deposit.

During the 2007 and 2008 field season, the Company completed a \$2 million exploration program on the property. The program included airborne surveys, surface grab samples and core drilling. Sample collection was designed to follow up on the previously reported widespread mineralization and geophysical targets in a historic mining camp. A suite of 50 samples representing the different types of alternation, mineralization, structures and host rocks were collected and submitted for assay. Four drill holes were completed in the vicinity of near surface underground workings to test the alternation system observed in association with the mined conjugate vein system. The surface samples and drill core were collected to test the possibility that much larger systems of alternation and polymetallic mineralization indicative of IOCG type deposits occur in close association to previously mined high-grade bonanza-type veins.

Details of the assays results have been released in the Company's news release dated November 21, 2007, December 3, 2007 and March 25, 2008. The reported drill core and surface sample results confirm that a much wider zone of alternation and high-grade polymetallic mineralization is present at the Terra Mine site than was previously known. The Company anticipated a phase 2 exploration program on the Contact Lake Property upon completion of the phase 1 program. However due to unfavourable market conditions and high field costs, the Company had delayed its 2009 program to future years.

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During the year ended November 30, 2009, the Company decided that valuable financial resources would be better spent on the Company's more promising projects, therefore the claims comprising the Contact Lake Property (March 12, 2007) and Contact Lake Property (November 12, 2007) were allowed to lapse. The Company abandoned 176 claims covering an area of 404,828 acres and wrote off all associated acquisition and exploration costs of approximately \$5,980,000.

During the last quarter of the year ended November 30, 2010, the Company abandoned another 35 claims and wrote off related acquisition and deferred exploration costs of approximately \$981,000.

As at February 28, 2011, the Company had 15 claims covering a total of approximately 28,542 acres in the Contact Lake area.

	February 28, 2011	November 30, 2010
Acquisition costs	\$ 395,884	\$ 1,033,438
Write off		<u>(637,554)</u>
		395,884
Exploration costs		
Assaying, fees and general	65,944	91,661
Camp, labour and field equipments	62,154	86,397
Drilling	148,022	205,758
Geological and geophysical	490,087	681,244
Survey, evaluation, mapping	113,606	157,917
Write off	-	<u>(343,164)</u>
	879,813	879,813
Total – Contact Lake Property	\$ 1,275,697	\$ 1,275,697

Paukkajanvaara Uranium Deposit, Eastern Finland

By an option agreement dated February 14, 2006, the Company entered into a joint venture with Agricola Resources PLC (“Agricola”) of United Kingdom to acquire an undivided 50% interest in the Paukkajanvaara uranium project (the “Property”) located in the Joensuu magistrate, Eastern Finland. The project area is made up of ten claim reservations totalling 90 square kilometres. These claims include the only previously operated uranium mine in Finland, called Paukkajanvaara. Consideration was a commitment by the Company to spend \$500,000 in exploration expenditures on the property over two years and the Company’s commitment to subscribe 1,650,000 ordinary shares of Agricola at a subscription price of £0.03 per share. Since the shares of Agricola were trading at £0.0194 at the time of purchase the excess amount of £0.0106 was allocated to the purchase price of the mineral property.

During the year ended November 30, 2009, the Company decided to abandon the property as its joint-venture partner, Agricola, was unable to obtain an exploration licence. The Company wrote off total deferred acquisition and exploration costs of \$135,849.

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Namura Finland Uranium Property

In January 2007, the Company acquired a 100% of the issued and outstanding shares of Namura Finland Ltd. ("Namura"), a private company based in Finland. Consideration for the purchase was to make cash payment of \$335,000 and to issue 6,000,000 common shares of the Company to the vendors. Namura Finland Ltd. is a wholly-owned subsidiary of the Company based in Finland.

Namura Finland Ltd. holds 33 claim reservations over 27 known uranium occurrences. These are all located in central and southern Finland. The Company intended to examine each of these uranium occurrences and to decide whether or not to apply for a full mineral exploration licence. All of these claim areas have been covered by airborne radiometric surveys carried out by the Geological Survey of Finland ("GTK"). Most of these surveys were carried out using a line spacing of 200 metres. This radiometric data was available from the Geological Survey and the Company had purchased the data sets for examination. The Company's planned exploration program was directed towards determining the extent and depth of the uranium mineralisation at Kouvertvaara.

During the past year, the Company's major activity on the property was to obtain exploration licenses through Namura. The Company found that this was a time consuming and expensive process which involved numerous parties such as environmental concern groups, land-holders, native people and various local regulatory authority.

During the year ended November 30, 2010, the Company decided to abandon the property and therefore wrote off all related acquisition and deferred exploration costs of \$3,243,792. Namura was dissolved as of November 18, 2010.

Mina Real Gold Silver Property, Mexico

Pursuant to a Joint Venture Agreement dated November 20, 2008 and an Amended Agreement dated January 16, 2009, the Company entered into a Joint Venture Agreement with Rochester Resources Ltd. ("Rochester") whereby the Company acquired 10% equity interest in the Mina Real Mexico S.A. de C.V. and thereby acquired indirect interests in the Mina Real and Santa Fe gold and silver properties. In consideration, the Company made payments of \$1,475,000 and subscribed 3,500,000 common shares of Rochester at \$0.15 per share equalling \$525,000.

Upon the exercise of the option all net profit received by Rochester from the properties shall be divided on a 90% / 10% basis, between Rochester and the Company. The Company will also be subject to a "Gross Overriding Advance Royalty" of \$25,000 per month paid free and clear of any and all cost or expense incurred in connection with the operation of the Mina Real Property payable by Rochester to the Company. Furthermore, upon exercise of the option, the Company shall be deemed to have granted Rochester a Back-In-Option, to re-acquire in whole and not in part the equity interest in Mina Real Mexico S.A. de C.V. The Back-In Option shall have a term of 3 years commencing on December 22, 2008 wherein:

- During year 1 the Back-In Option shall not be exercisable;
- During year 2 the Back-In Option shall be exercisable by a cash payment of \$2,075,000; and
- During year 3 the Back-In Option shall be exercisable by a cash payment of \$2,000,000.

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The Company has been searching for a strategic partner and project that fulfilled its objectives of generating revenue streams and potential for significant mineral discovery. With the Joint Venture Agreement with Rochester Resources Ltd., the Company feels that it has secured an agreement that achieves this objective.

The common shares of Rochester are listed on the TSX Venture Exchange. The Company believes the investments in the Mexico properties will diversify the Company's operation and generate some cash flows.

The Company started to collect royalty income of \$25,000 per month since February 2009. As at February 28, 2011, there were \$187,500 royalties receivable from Rochester.

Thermal Coal Property, Pakistan

In September 2010, the Company entered into an option agreement to acquire a 60% interest in certain thermal coal properties located in Pakistan. The properties consist of 2,230 acres of land, and an application for an additional 200 square kilometres, for the exploration and production of coal located within the Navel and Planna, and Karjai villages, Kotli tehsil and district, state of Azad Jammu and Kashmir (AJK), Pakistan.

Pakistan ranks seventh amongst the top-20 countries of the world so far as coal resources are concerned. Pakistan's coal reserves are 97-per-cent lignite rank, and vast deposits of these occur in the AJK and Thar areas.

The Company may exercise the option to acquire the interest by making cash payments totalling US\$500,000, incurring exploration expenditures of US\$2,000,000 on the properties over a three-year period and issuing 4,000,000 common shares of the Company.

As at the date of this MD&A, the Company had paid US\$500,000 and issued 4,000,000 shares to the optionor valued at \$0.28 per share. The Company plans to start an exploration program soon.

Private Placement

In April 2011, the Company completed a private placement of 22,000,000 units at a price of \$0.05 per unit for gross proceeds of \$1,100,000. Each unit consisted of one common share and one share purchase warrant for the purchase of one further common share of the company within five years, at the price of \$0.10 per share for the first year, \$0.15 per share for the second year, \$0.20 per share for the third year and \$0.30 per share for the fourth and fifth years. The Company paid a finder's fee of \$65,200 in cash.

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Results of Operations

The Company has no producing properties, and consequently no sales or revenues.

The net loss for the quarter ended February 28, 2011 was \$53,811 or \$0.01 per share as compared to a net income of \$17,927 or \$0.01 per share for the same quarter in prior year. The increase of loss was largely due to increased business activities and signing Pakistani option agreement.

General and administrative expenses for the quarter were \$130,232 (2010-\$57,712), an increase of \$72,520 as compared to the same quarter in 2010. The increase was largely due to increases in travel, consulting fees, and marketing and promotion expenses. Major expenses are as follows:

- Consulting fees were \$35,500 and increased from \$15,000 in prior year. The increase was due to increased business activities and consulting services obtained related to the Pakistani coal property.
- Travel expense were \$33,948 (2010-\$nil) and increased significantly due to travelling to Pakistan for property investigation.
- Marketing and promotion expense were \$24,950 and increased from \$11,379 in prior year as a result of increased business development activities.
- Accounting, audit and legal fees increased slightly to \$21,465 from \$19,418 in prior year. The increase was due to increased business transactions related to various properties.
- Transfer agent and filing fees were \$7,656 (2010-\$5,868) and increased slightly due to increased annual fees based on the Company's share value.
- Rent and office were \$4,885 and comparable with that of \$4,565 in prior year.

The Company reported royalty income of \$75,000 (2010-\$75,000) and interest income of \$1,903 (2010-\$639). The Company had started to collect royalty income of \$25,000 per month since February 2009 from its Mexican joint venture partner. The Company's excess cash are held in short term flexible GIC's and earned interest income that fluctuates from period to period depending on the Company's cash balance and interest rates. Interest income increased mainly due to higher average cash deposited in the quarter as compared to that in prior year.

Overall, the Company incurred more expenditure during the quarter ended February 28, 2011 as a result of increased business activities and further business development.

Summary of Quarterly Results

The following tables summarize information derived from the Company's financial statements for each of the eight most recently completed quarters:

Quarter Ended	Feb 28	Nov 30	Aug 31	May 31	Feb 28	Nov 30	Aug 31	May 31
Year	2011	2010	2010	2010	2010	2009	2009	2009
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Income (Loss)	\$(53,811)	\$(1,182,024)	\$(18,727)	\$(3,222,620)	\$17,927	(\$6,355,764)	\$23,120	\$18,256
Basic & Diluted Income(Loss) per share	(0.00)	(0.03)	(0.00)	(0.07)	0.00	(0.14)	0.00	0.00

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Significant variances in the Company's reported loss from quarter to quarter arise from: (i) the granting of stock options, which results in the recording of amounts for stock-based compensation expense that can be quite large in relation to other general and administrative expenses incurred in any given quarter; and (ii) decisions to write off acquisition and deferred exploration costs when management concludes there has been an impairment in the carrying value of a mineral property or the property is abandoned.

The increased loss in the quarter end February 28, 2011 when compared to other quarters excluding write-off of mineral property was largely related to signing Pakistani coal property option agreement and travelling to Pakistan for business development.

The large losses in the last and second quarter of fiscal 2010 and \$6,355,764 loss in the fourth quarter of fiscal 2009 were due to the write-offs of mineral properties. In addition, in the last quarter of 2010, the Company reported non-cash expense of \$84,733 stock based compensation. There was no stock based compensation expense in the other quarters presented above.

Liquidity and Capital Resources

As at February 28, 2011 the Company had net working capital of \$1,290,191 as compared to \$1,606,102 as at November 30, 2010, representing a decrease in working capital by \$315,911. The decrease was largely due to consumption of cash for operation and decreased fair value of marketable securities. The Company had cash and cash equivalents on hand of \$700,488 at February 28, 2011 as compared to \$791,421 as at November 30, 2010. The Company believes that it has sufficient cash on hand to finance its expected level of operations and working capital requirements for the next twelve months.

As discussed above, in April 2011, the Company completed a private placement of 22,000,000 units at a price of \$0.05 per unit for gross proceeds of \$1,100,000. Each unit consisted of one common share and one share purchase warrant for the purchase of one further common share of the Company within five years, at the price of \$0.10 per share for the first year, \$0.15 per share for the second year, \$0.20 per share for the third year and \$0.30 per share for the fourth and fifth years. The Company paid a finder's fee of \$65,200 in cash.

The Company has no operations that generate cash flows. In the event that the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. Although the Company has been successful in raising the above funds, there can be no assurance that equity funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities. The Company is dependent upon the equity markets to finance all of its activities and it is anticipated that it will continue to rely on this source of funding for its exploration expenditures and to meet its ongoing working capital requirements.

The Company is not exposed to significant liquidity risk at this time. Given the global financial and economic turmoil, it has been increasingly difficult for early stage exploration companies to raise required financing. The Company continues to monitor its overhead and look for additional avenues to conserve its working capital with the intent to continue to develop or acquire economic mineral deposit.

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Off-Balance Sheet Arrangement

The Company has no debt, does not have any used lines of credit or other arrangements in place to borrow funds, and has no off-balance sheet arrangements.

Transaction with Related Parties

During the period ended February 28, 2011, the Company entered into the following transactions with related parties:

- a) Accounting fees of \$9,000 (2010-\$7,500) were incurred for accounting services provided by a company related to a director of the Company.
- b) Consulting fees of \$15,000 (2010-\$15,000) were paid to a company owned by a director of the Company.
- c) Consulting fees of \$8,000 (2010-\$nil) were paid to a director of the Company.
- d) Rent of \$4,500 (2010 - \$4,500) were paid to a company related to a director of the Company.

These transactions with related parties were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Proposed Transactions

Except for those disclosed herein, as at the date of this MD&A there are no proposed transactions that the board of directors, or senior management who believe that confirmation of the decision by the board is probable, has decided to proceed with.

Critical Accounting Estimates

The Company prepares its consolidated financial statements in accordance with Canadian GAAP which requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant areas requiring the use of management estimates relate to determination of impairment of mineral properties, useful lives of equipment for amortization, future income taxes and valuation allowances, and the determination of fair value for stock-based transactions and financial instruments. Due to the inherent uncertainty involved with making such estimates, actual results could differ from these estimates.

Changes in Accounting Policies including Initial Adoption

There was no accounting policy change and the Company did not adopt any new accounting standards during the period ended February 28, 2011.

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Future Accounting Changes

Business combinations, consolidated financial statements and non-controlling interests

In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements" and 1602 "Non-Controlling Interests" which replace CICA Handbook Sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. ". These sections will be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Early adoption of these sections is permitted and all three sections must be adopted concurrently. The Company is currently assessing the impact of these new standards.

International Financial Reporting Standards ("IFRS")

In February 2008, the AcSB confirmed that publicly accountable enterprises will be required to adopt IFRS for fiscal years beginning on or after January 1, 2011. Accordingly, the Company will convert to IFRS effective December 1, 2011. The Company has been working on its conversion plan and is in the process of completing the identification and analysis of the differences between Canadian GAAP and IFRS relevant to the Company as well as drafting the Company's accounting policies under IFRS. The Company continues to monitor and assess the impact of the conversion of Canadian GAAP to IFRS. The quantitative impact on the consolidated financial statements cannot be reasonably determined at this time.

The Company has identified several areas which are of significance and may have a significant impact on the Company's financial statements and note disclosures including: exploration and development expenditures, valuation of mineral properties, stock based compensation, functional currency, accounting for income taxes and the impact of first time adoption of IFRS. Each of these areas will continue to be assessed and resolved prior to conversion to IFRS in order for the Company to be prepared for the conversion to IFRS for the year ended November 30, 2012.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents, amounts receivables, marketable securities, and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values due to their short term nature. The fair value of cash and cash equivalents and marketable securities are measured based on level 1 of the fair value hierarchy.

Outstanding Share Data

The Company is authorized to issue unlimited number of common shares without par value.

As at the date of this MD&A, the Company has the following outstanding securities:

- (1) Common shares – 70,019,220

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- (2) Share purchase warrants – 22,000,000
- (3) Stock options – 3,230,000

The Company has 22,000,000 warrants outstanding, exercisable within five years at the exercise price of \$0.10 per share for the first year, \$0.15 per share for the second year, \$0.20 per share for the third year, and \$0.30 per share in the fourth and fifth year.

The outstanding stock options are exercisable at prices ranging from \$0.25 to \$0.80, with expiry dates ranging from August 2, 2011 to September 3, 2015.

Risk Factors relating to the Company's Business

Mineral exploration and mining involve considerable financial and technical risk. Substantial expenditures are usually required to establish ore reserves, to evaluate metallurgical processes and to construct mining and processing facilities a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in profitable commercial mining operations. Unusual or unexpected geological formations, unstable ground conditions that could result in cave-ins or land slides, floods, power outages or fuel shortages, labour disruptions, fire, explosions, and the inability to obtain suitable or adequate machinery, equipment or labour are risks associated with the conduct of exploration programs and the operation of mines. At this point, the Company has no experience in the development and operation of mines and in the construction of facilities required to bring mines into production, and it has, to date relied, and may continue to rely, upon consultants for expertise with respect to the construction and operation of a mining facility.

Future exploration and development activities on the Company's properties will require additional financing. There is no assurance that additional funding will be available to the Company when need or that, if available, the terms of such financing will be reasonable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Company with the possible dilution of loss of such interests. The effects of these cannot be accurately predicted, but any of these issues could impede development or render it uneconomic.

Additional Information

Additional Information relating to the Company can be found at www.sedar.com and the Company's website www.cooperminerals.com.