WPC RESOURCES INC.

Management Discussion and Analysis of
Results of Operations and Financial Condition
For the Year Ended November 30, 2013

MANAGEMENT DISCUSSION & ANALYSIS

For the Year Ended November 30, 2013

(Dated March 28, 2014)

INTRODUCTION

The following provides management's discussion and analysis of results of operations and financial condition for the years ended November 30, 2013 and 2012. Management's Discussion and Analysis ("MD&A") was prepared by WPC Resources Inc (the "Company") management and approved by the Board of Directors on March 28, 2014.

FORWARD LOOKING STATEMENTS

Some of the statements contained in this MD&A are forward-looking statements, such as estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the Province of British Columbia on April 13, 2007 under the name Northern Shield Metals Ltd. The Company changed its name to WPC Resources Inc. on January 24, 2008. The Company is engaged in the business of the acquisition, exploration and development of mineral properties in Canada and its objective is to locate and develop economic mineral properties of merit.

The Company entered into an acquisition agreement to acquire a 100% interest in 350 mineral claims located in Lander County and Eureka County, Nevada.

On February 12, 2010, the Company filed its final prospectus with the TSX Venture Exchange and received TSX approval on April 19, 2010. On April 20, 2010, the Company's common shares began trading on the TSX Venture Exchange under the symbol WPQ.

The Company incurred a net loss of $1,754,038 (2012: $1,584,142) for the twelve-month period ended November 30, 2013, and had an accumulated deficit of $4,208,971 (2012: $2,559,933) which has been funded primarily by the issuance of equity. The Company's ability to continue as a going concern is uncertain and is dependent upon the generation of profits from mineral properties, obtaining additional financing or maintaining continued support from its shareholders and creditors. In the event that additional financial support is not received or operating profits are not generated, the carrying values of the Company's assets may be adversely affected.

SELECTED FINANCIAL INFORMATION

Selected Annual Financial Information

	For the year ended November 30, 2013	For the year ended November 30, 2013	For the year ended November 30, 2013
Total revenue	Nil	Nil	Nil
Loss before discontinued operations and extraordinary items:			
(i) total for the year	$1,754,038	$1,584,142	$323,931
(ii) per share	$0.06	$0.05	$0.02
(iii) per share fully diluted	$0.06	$0.05	$0.02
Net loss or (income):			
(i) total for the year	$1,754,038	$1,584,142	$323,931
(ii) per share	$0.06	$0.05	$0.02
(iii) per share fully diluted	$0.06	$0.05	$0.02
Total assets	$52,580	$1,584,743	$2,712,182
Total long-term financial liabilities	Nil	Nil	Nil
Cash dividends declared per-share	Nil	Nil	Nil

OPERATING RESULTS

Results of Operations for the three-month periods ended November 30, 2013 and 2012

The Company incurred administrative expenses of $463,718 (2012 – $1,014,632) for the three-month period ended November 30, 2013. Decreases were realized in all categories except management fees during the current period over the last fiscal year. The Company continues to minimize costs in order to preserve its limited cash while in pursuit of additional funding.

The Company also reported $1,542,169 (2013 - $934,193 for the Quest Lake property) in impairment as a result of writing down the Toiyabe property and the ZPG property.

Results of Operations for the twelve months ended November 30, 2013 and 2012

The Company incurred administrative expenses of $211,730 (2012 – $325,726) for the twelve-month period ended November 30, 2013. Decreases were realized in all categories except management fees during the current period over the last fiscal year. The Company continues to minimize costs in order to preserve its limited cash while in pursuit of additional funding.

The Company also reported $1,542,169 in impairment as a result of writing down the Toiyabe property and the ZPG property for a comprehensive loss of $1,754,038.

ZPG Property

The ZPG Copper/Gold Property is located in Lander County approximately eight kilometres south of Newmont Mining Corporation's Phoenix Mine which has significant gold and copper production. The ZPG property is viewed to be prospective for both porphyry style copper-gold and skarn mineralization. Exploration work by various companies in the trend, include geophysical surveys (gravity, magnetic and IP) and some diamond drilling. The magnetic surveys have outlined five circular magnetic features. The two northernmost features are associated with gold-copper mineralization at Newmont's Copper Canyon and Copper Basin deposits, both of which are in production and have yielded in excess of 11 million ounces of gold. The ZPG property is underlain by the largest of the three remaining circular magnetic features. A limited IP survey by Kennecott in 2001 and 2002 delineated a flat-lying chargeability anomaly at a depth of approximately 500 metres measuring approximately 3.0 kilometres north-south and 1.5 kilometres east-west. A total of 10 holes were drilled by Kennecott in 1993-95, of which nine were on the property, but none of the holes were deep enough to test the IP anomaly as the deepest hole drilled was approximately 1,200 feet (365 metres). There were some mineralized intercepts from the drilling, including 0.12% copper over 70 feet (21.34 metres) and 1.05% zinc over 20 feet (6.1 metres) but these were never followed up.

The Company completed a drill hole, ZPG11-1, to a depth of 731.5 metres (2400 ft). It was designed to test the northern edge of the chargeability high and the top of the magnetic anomaly. Significantly, this hole intersected an extensive thickness of porphyry-style altered sedimentary rocks beginning at 239.3 metres and continuing to the bottom of the hole at 731.5 metres, it penetrated 492.2 metres of strong hornfels alteration with pyrite and chalcopyrite throughout. Additionally, this entire interval carried strong copper values averaging 688 ppm copper (0.069% Cu) over the same 492.2 metres. The best result was from 664.5 to 672.1 metres, which assayed 0.31% copper and 6.2 g/t silver over 7.6 metres. The last 67.0 metres of the hole, from 664.5 metres to 731.5 metres averaged 1131 ppm copper (0.113% Cu). High copper values persist through the altered zone, with very few values of less than 400 ppm copper. Silver values are prevalent throughout the hole as well with values up to 10.2 g/t. Strong zinc mineralization occurs from 239.3 to 277.4 metres and averages 0.12% zinc over 38.1 metres.

Selected Quarterly Financial Information

	4th Quarter Ended November 30, 2013 IFRS	3rd Quarter Ended August 31, 2013 IFRS	2nd Quarter Ended May 31, 2013 IFRS	1st Quarter Ended February 28, 2013 IFRS
(a) Revenue	Nil	Nil	Nil	Nil
(b) Loss (gain) for period	$1,601,502	$51,504	$51,458	$49,574
(c) Loss (gain) per share	$0.054	$0.001	$0.001	$0.001
	4th Quarter Ended November 30, 2012 IFRS	**3rd Quarter Ended August 31, 2012 IFRS**	**2nd Quarter Ended May 31, 2012 IFRS**	**1st Quarter Ended February 29, 2012 IFRS**
(a) Revenue	Nil	Nil	Nil	Nil
(b) Loss (gain) for period	$1,335,909	$73,940	$72,937	$101,356
(c) Loss (gain) per share	$0.045	$0.003	$0.003	$0.004

LIQUIDITY AND CAPITAL RESOURCES

As at November, 2013, the Company had a working capital deficiency of $412,138 compared to a deficiency of $198,707 at November 30, 2012. The Company has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success.

OFF-BALANCE SHEET ARRANGEMENT

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

CORPORATE INTERNAL CONTROL

The Company practices strict internal controls through proper segregation of responsibilities and internal reporting of its personnel. Agreements and commitments that involve cash and/or share capital distribution such as private placements, stock option grant, property, service, and consulting agreements require Board of Directors approval through Directors' Resolution. The Company's drilling and exploration programs and budgets are planned and approved by the Company's President, CEO, and the Company's Vice President of Exploration. All cash distribution requires the Company's President, CEO, and CFO to approve to ensure that all expenses are accurate and aligned with the Company's budget. Approved share capital distribution is executed through Treasury Orders that require final approval from the Company's President, CEO, and CFO. These internal control procedures are established and strictly practiced to ensure the Company's goals and best interest of the shareholders are effectively carried out.

FINANCIAL INSTRUMENTS

The Company classifies its cash and cash equivalents as held-for-trading and accounts payable and accrued liabilities as other financial liabilities.

Fair Value – The carrying values of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments. As the carrying values of the Company's remaining financial instruments approximate their fair values, disclosure if not made of their level in the fair value hierarchy.

Credit Risk – is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. Concentration of credit risk exists with respect to the Company's cash and cash equivalents as all amounts are held at a single major Canadian financial institution.

FINANCIAL RISK FACTORS

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The financial instruments that potentially subject the Company to credit risk consist of cash and reclamation bonds. The risk is minimized as both have been placed with major Canadian financial institutions.

Liquidity Risk

Liquidity risk is the risk that an entity will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows required for operations and anticipated investing and financing activities. The Company's cash at November 30, 2013 totalled $4,134 (2012 - $1,386). At November 30, 2013, the Company had accounts payable (excluding accrued liabilities) of $391,862 (2012 - $190,988) that have contractual maturities of 30 days or less and are subject to normal trade terms. The Company's current assets are insufficient to meet the business requirements for the coming year. Therefore, the Company will be required to raise additional capital to fund its operations in 2014.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risks consist of interest rate risk, foreign currency risk and other price risk. As at November 30, 2013, the Company is not exposed to significant market risk.

Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities may be subject to risks associated with fluctuations in the market price of commodities.

Risks and Uncertainties

Exploration and Development

Exploration for minerals or precious gems is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company will result in discoveries of commercial metal reserves.

Mining and development risk always accompany anticipated rewards, and uncertainties always exist where mineral properties are concerned. Uncertainties include the size, grade and recovery of a natural occurring mineral deposit. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed.

Metal and prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors, beyond the control of the Company, may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and increased production by current producers.

Title Risks

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

Price Volatility of Public Stock

In recent years securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares may be affected by such volatility.

Economic Conditions

Unfavourable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

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 WPC Resources.

CONFLICTS OF INTEREST

The Company's directors and officers may serve as directors and officers, or may be associated with other reporting companies or have significant shareholding in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which WPC Resources may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, WPC Resources will follow the provisions of the Business Corporations Act in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of WPC Resources are required to act honestly, in good faith and in the best interests of the Company.

CAPITAL STOCK

Issued and outstanding

As at March 28, 2014 there were 37,070,110 shares outstanding.

Share Purchase warrants

As at March 28, 2014 the Company had the following warrants outstanding:

No. of warrants	Exercise Price	Expiry Date
7,540,768	$0.12	October 5, 2014

Stock Options

As at March 28, 2014 the Company had the following options outstanding:

Options Issued	Exercise Price	Expiry Date
1,400,000	$0.20	February 12, 2015
50,000	$0.20	September 1, 2015
1,450,000		

RESOURCE PROPERTIES - Nevada

ZPG Copper/Gold Property

On January 25, 2011, the Company entered into an option agreement with GGC to grant an exclusive option to acquire a 100% undivided interest in 96 mineral claims known as the ZPG claims located in Ladner County, Nevada. The claims are subject to a 3% NSR upon commencement of commercial production. In order to fulfil the terms of the option Agreement, the Company is required to make payments, issue shares and incur exploration expenditures as follows (all amounts in US dollars):

- Cash payment to the vendors of $159,640 on final acceptance of the Agreement by the TSX-V (approval received January 31, 2011); (paid)
- Issue 600,000 shares after January 31, 2011 (issued – valued at $63,000);
- Issue 500,000 shares on or before January 31, 2012 (issued – valued at $50,000);
- Issue 500,000 shares on or before January 31, 2013 (issued – valued at $5,000); and
- Incur exploration expenditures of $1,500,000 on or before January 25, 2015.

In order to fund the exploration activities and to provide working capital, the Company has relied on monies raised from the sale of the Common Shares from treasury. Since incorporation, the Company has raised approximately $110,000 from the Principals and $3,180,450 through the private placement sales of its Common Shares at $0.10 per share (the “Private Placement”).

The investment in and expenditures on its resource property interest comprise a significant portion of the Company’s assets. Realization of the Company’s investment in this asset is dependent upon the establishment of legal ownership, the attainment of successful production from the property or from the proceeds of its disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful life of the property upon commencement of commercial production or written off if the property is abandoned or the claims allowed to lapse.

As at year-end November 30, 2013, the Company’s claims on its ZPG property lapsed. Consequently, the property value has been written down to $nil. However, the Company intends to continue to pursue the property and is in the process of re-staking the claims and completing registration with the Bureau of Land Management subsequent to year-end.

Toiyabe Pediment Property

On January 25, 2011, the Company entered into an option agreement with Genesis Gold Corp. ("GGC") to grant an exclusive option to acquire a 100% undivided interest in 119 mineral claims known as the Toiyabe claims located in Ladner County, Nevada. The claims are subject to a 3% NSR upon commencement of commercial production. In order to fulfil the terms of the option agreement, the Company is required to make payments, issue shares and incur exploration expenditures as follows (all amounts in US dollars):

- Cash payment to the vendors of $80,000 on final acceptance of the option agreement by the TSX-V (approval received January 31, 2011);
- Issue 300,000 shares after January 31, 2011 (issued – valued at $31,500);
- Issue 250,000 shares on or before January 31, 2012 (issued – valued at $25,000);
- Issue 250,000 shares on or before January 31, 2013 (issued – valued at $2,500); and
- Incur exploration expenditures of $1,500,000 on or before January 25, 2015.

During the year ended November 30, 2013, the Company decided to no longer pursue the Toiyabe property moving forward, and consequently the property value was written down to $nil.

Exploration Expenditures

	Nevada		Total
	Toiyabe	ZPG	
Balance, November 30, 2012	$ 394,439	$ 1,138,668	$ 1,533,107
Acquisition	2,500	5,000	7,500
Exploration costs			
Assaying	-	-	-
Camp and supplies	-	(5,483)	(5,483)
Claim maintenance and filing fees	5,549	-	5,549
Legal fees	662	662	1,324
Site personnel	-	172	172
Total additions (recoveries) during the year	8,711	351	9,062
Less: Mineral property impairment	(403,150)	(1,139,019)	(1,542,169)
Balance, November 30, 2013	$ -	$ -	$ -

RELATED PARTY TRANSACTIONS

Related party transactions not otherwise described in these consolidated financial statements are shown below. These amounts of key management compensation are included in the amounts shown on the consolidated statements of comprehensive loss:

		2013		2012
Management fees	$	120,000	$	107,000
Director fees	$	-	$	14,000
Share-based payments	$	-	$	-

The Company shares office space with a company related by common directors and management and pays $3,000 on a month-to-month basis for shared office and administrative costs. The monthly fee is split evenly between professional fees, office expenses and rent. These transactions are in the normal course of operations.

As at November 30, 2013, $304,192 (2012 - $108,255) is owing to related parties, which are included in accounts payable and accrued liabilities.

PROPOSED TRANSACTIONS

There are no proposed assets or business acquisitions or dispositions, other than those in the ordinary course of business, before the Board of Directors for consideration.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com). No securities commission or regulatory authority has reviewed the accuracy of the information presented herein. The Company maintains a system of internal controls to provide reasonable assurance that assets are safeguarded and financial information is accurate and reliable. The Board of Directors has responsibility for developing and implementing the Company's approach to governance issues. Committees of the Board presently consist of an Audit Committee.

CAUTIONARY STATEMENT RISKS AND UNCERTAINTIES

This MD&A may contain "forward looking statement" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate", and similar expressions are intended to identify forward-looking statements, which by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied, by these forward-looking statements. These risks, uncertainties and factors may include, but are not limited to: unavailability of financing, unfavorable feasibility studies, fluctuations in the market valuation for the minerals, difficulties in obtaining required approvals for the development of a mine and other factors.

Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company does not intend, and does not assume any obligation to update these forward looking statements.

EVENTS AFTER THE REPORTING DATE

There are no subsequent events to report.