TSX.V:CBI

COLIBRI RESOURCE CORPORATION

Form 51-102F1

Management Discussion & Analysis

Three months Ended February 28, 2021

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Overview

The following Management Discussion and Analysis ("MD&A") for Colibri Resource Corporation ("the Company") prepared as of April 29, 2021 should be read together with the unaudited condensed consolidated interim financial statements for the three months ended February 28, 2021 and related notes attached thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts referred to in this discussion and analysis are expressed in Canadian dollars unless otherwise noted.

This MD&A contains forward-looking information. Please see "Forward-Looking Information" and "Risk and Uncertainties" for a discussion of the risks, uncertainties and assumptions relating to such information.

FORWARD-LOOKING INFORMATION

Forward-looking information is included in this MD&A, which involves known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information is identified by the use of terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will", "would", and similar terms and phrases, including references to assumptions. Such information may involve but are not limited to comments with respect to strategies, expectations, planned operations or future actions.

Forward-looking information reflects current expectations of management regarding future events and operating performance as of the date of this MD&A. Such information involves significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking information, including, but not limited to, the following factors: financial health of the Company's subsidiary and the related cash flows, competitive and economic environment, seasonality and fluctuations in results, expansion, interest rates, foreign exchange, cash distributions are not guaranteed and will fluctuate with the performance of its subsidiary, and federal income tax changes in Mexico and Canada.

Although the forward-looking information contained in this MD&A is based upon what the Company's management believes to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent with such information. Forward-looking information reflects management's current beliefs and is based on information currently available to the Company. Such information reflects current assumptions regarding future events and operating performance including, without limitation, a strong economy in Canada, stable interest rates and continued strength in the mining exploration industry in which the Company operates, and speaks only as of the date of this discussion. The forward-looking information is made as of the date of this MD&A and the Company assumes no obligation to update or revise such information to reflect new events or circumstances.

Description of the Business

The Company was incorporated on February 20, 2004 in the province of British Columbia. On August 5, 2005, the Company's common shares and purchase warrants began trading on the TSX Venture Exchange under the symbols CBI and CBI.WT respectively.

Through its subsidiary companies, Minera Bestep S.A. de C.V. and Yaque Minerales S.A. de C.V., the Company is engaged in the acquisition, exploration, and if warranted, development of gold, silver, copper, molybdenum and other metal deposits in Mexico. Minera has acquired a majority interest in four mineral properties and a minority interest in one mineral property located in Sonora, Mexico. Sonora is the northernmost state in Mexico and borders the United States of America. All of the Company's property interests are located within or adjacent to, a free trade zone within the State, a fact that facilitates cross-border access and general business. The properties are characterized by ease of accessibility, well developed infrastructure, access to a ready and skilled labour pool and a large degree of common logistics due to their relative proximity to each other.

The Company's mineral property interests are the Colibri Property, the Evelyn III Property, the Pilar Property, the El Mesquite Property and the Jackie Property. These properties are in the exploration stage only and are without a known body of commercial ore. On February 24, 2021, the Company announced that it had entered into an option agreement to acquire a 100% interest in the Diamante Property.

Additional information related to the Company is available for view on the Company's website at www.colibriresource.com and on SEDAR at http://www.sedar.com.

Overall Performance

Agnico-Eagle Mines Ltd. (AEM), through one of its subsidiaries, is maintaining the former Colibri gold project, now known as "Pitaya". Some preliminary drilling and exploration work was completed pursuant to the Earn-In and Shareholders Agreement completed with AEM on May 27, 2011. As of November 30, 2018, AEM has incurred US$2,797,013 in exploration and related costs on the "Pitaya" project with the Company holding a 24% interest in the project. Preliminary results of AEM's drilling program to-date are available on the Company's website as well as on SEDAR.

The Company has also continued with preliminary surveying and groundwork, and collecting of surface soil samples, on its Evelyn property. A total of 703 surface soil samples were collected in two campaigns. Processing of surface soil samples and lab assay work was also competed, and details are available on the Company's website as well as SEDAR.

The Company acquired the Pilar and Sun properties in August 2017 and has completed a phase 1 drilling program on the Pilar property. Results of the drilling program are available on SEDAR.

During the 2018 fiscal year, the Company entered into an agreement with Agnico with respect to the sale of the Colibri Project whereby Agnico will manage the sale process. In the event of a sale, if the consideration is any combination of cash and securities the Company will receive its proportionate share of such cash and securities. If the consideration received is other than a combination of cash and securities, the Company will receive cash proceeds from Agnico in the amount of $US500,000. During the current year, Agnico advanced $US300,000 in the form of an interest-bearing promissory note which is expected to be repaid from the proceeds of sale.

The Company acquired two additional properties during the year, the El Mesquite Property and the Jackie Property, both located in Sonora, Mexico.

During the 2020 year, the Company optioned the Pilar property to Tocvan Ventures Corp. and received as consideration 2,000,000 common shares of Tocvan, whose shares are listed on the Canadian Securities Exchange, and cash of $125,000. Tocvan can earn a 51% interest in the Pilar property by issuing 3,000,000 common shares, making cash payments of $275,000 to the Company, and carrying out exploration and evaluation expenditures of $2,000,000, over a 60-month period.

During the 2020 year, the Company entered into an option agreement with Silver Spruce Resources Inc. ("Silver Spruce") whereby Silver Spruce can earn a 50% interest in the Jackie property by cash payments of US $50,000 and the issuance of CDN $50,000 Silver Spruce shares to the Company over a two-year period. In addition, Silver Spruce is required to carry out US $100,000 of exploration and evaluation expenditures of which US $50,000 of expenditures must be incurred during the first year of the option.

During the period, the Company negotiated an option agreement to acquire a 100% interest in the El Diamante property which is located in Sonora, Mexico. The Company can acquire a 50% interest in the El Diamante property by making a cash payment of $100,000 USD and incurring the cost of a 2,000-metre drill program and other costs over a two year period. Upon completion of its earn-in, the Company can acquire the remaining 50% of the property by payment of $2.1 million USD or payment of $1.4 million USD and granting of a 2%NSR

Quarterly Information.

The following table table provides a brief summary of the Company's financial operations. For the more detailed information, refer to the Consolidated Financial Statements.

	Three months Ended February 28, 2021	Three months ended February 29, 2020
Total Revenue	$ -	$ -
Net income (Loss) before extraordinary items	224,187	(117,162)
Net income (Loss) and comprehensive loss	404,875	(295,361)
Basic and diluted earnings (loss) per share	(0.00)	(0.00)
Total assets	3,752,523	2,218,657
Total long-term liabilities	828,067	-
Cash dividends	-	-

The Company no intention of paying dividends on its common shares as it anticipates that all available funds will be invested to finance the growth of its business.

Results of Operations

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may be different from those estimates. Additional significant accounting policies are detailed in Note 3 attached to the financial statements.

For the three months Ended February 28, 2021

Operations in the three months ended February 28, 2021 were focused on carrying out exploration and evaluation expenditures on the Evelyn property, maintaining the Company's interests in its other properties in Sonora, Mexico, as well as continued efforts to seek option arrangements for any of these properties.

The net income for the three months ended February 28, 2021 was $224,187, which was a loss of $0.00 per share on both a basic and a fully diluted basis. This income was attributed to realized and unrealized gains on investments. Major components of the administrative expenses were wages and benefits of $20,169, audit and accounting of $33,860, transfer agent and filing fees of $6,504, travel costs of $2,013, advertising and promotion costs of $41,518, consulting fees of $25,595 and management fees of $24,000. Also included in the income for 2021 was non-cash share-based compensation expense of $3,259, unrealized gain on investments of $388,000, realized gains on sale of investments of $57,531 and accretion expense of $29,434.

For the three months Ended February 29, 2020

Operations in the three months ended February 29, 2020 were focused on maintaining the Company's interests in its properties in Sonora, Mexico, as well as continued efforts to seek option arrangements for any of these properties.

The net loss for the three months ended February 29, 2020 was $117,162, which was a loss of $0.00 per share on both a basic and a fully diluted basis. This loss was fully attributed to general and administrative expenses. Major components of the administrative expenses were wages and benefits of $19,921, audit and accounting of $18,740, transfer agent and filing fees of $6,351, travel costs of $7,758, advertising and promotion costs of $26,781, consulting fees of $11,583 and management fees of $18,000. Also included in the loss for 2020 was non-cash share-based compensation expense of $10,438, unrealized gain on investments of $70,000 and accretion expense of $14,698.

Summary of Quarterly Results

The following table sets forth selected unaudited quarterly financial information for each of the last eight most recently completed quarters:

	Three Months Ended							
	February 28, 2021	November 30, 2020	August 31, 2020	May 31, 2020	February 29, 2020	November 30, 2019	August 31, 2019	May 31, 2019
Total assets	$ 3,752,523	$3,185,271	$2,380,725	$2,453,309	$2,218,209	$2,422,209	$743,317	$763,384
Mineral property costs	2,320,395	2,024,106	1,785,402	1,769,505	1,720,510	1,685,614	650,000	650,000
Working capital	73,667	(81,888)	(473,302)	(361,689)	(561,578)	(256,257)	(525,747)	(523,845)
Shareholders' equity	1,770,847	874,212	514,490	615,510	589,289	874,212	743,317	137,917
Revenues	-	-	-	-	-	-	-	-
Net income (loss)	224,187	414,058	(95,645)	(151,335)	(117,162)	308,012	(138,863)	(190,891)
Earnings (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

Liquidity

The Company has no history of profitable operations and its mineral projects are at an early stage. Therefore, it is subject to many risks common to comparable junior venture resource companies, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources as well as a lack of revenues.

The Company's ability to continue as a going concern in the short term is dependent upon its ability to obtain financing. The Company has obtained financing by the issuance of share capital. Although the Company has been successful in the past in obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable.

		February 28, 2021		February 29, 2020
Working capital (deficit)	$	73,667	$	(561,578)
Deficit		(14,205,151)		(14,627,946)

Net cash used in operating activities during the period was $285,107 compared to $228,574 during the previous period. The net cash used in operating activities primarily consists of the operating loss and a change in non-cash working capital.

Financing activities provided net cash of $110,602 during the current three months and $98,374 during the previous three months.

Net cash provided by investing activities was $67,328 during the current three months and $nil in the previous three months. Cash in the amount of $ was expended on the acquisition and maintenance of mineral claims and exploration work conducted on the claims in Mexico.

Capital Resources

The Company's sources of funds have been derived from private placement financings and the completion of the Company's IPO. The Company closed its IPO on July 28, 2005, pursuant to which it received gross proceeds of

$2,500,000 from the sale of 10,000,000 units (the "Units") with each Unit consisting of one common share in the capital of the Company (a “Share”) and one transferable common share purchase warrant (a “Warrant”). Two whole warrants entitled the holder thereof to acquire one additional common share of the Company (a “Warrant Share”) until July 28, 2007 at an exercise price of $0.30 per Warrant Share. During the three month period ended August 31, 2007, 7,729,950 of these warrants were exercised.

Also, on April 19, 2007, the Company closed a brokered, private placement of 7,013,000 Units at a price of $0.40 per Unit for gross proceeds of $2,805,200. Each Unit consists of one common share and one full, non-transferable share purchase warrant. Each warrant will entitle the holder to purchase an additional common share of the Company at a price of $0.70 per share until April 20, 2008.

Bolder Investment Partners Ltd. acted as agent in respect of the placement. Bolder was paid a cash commission of $162,933 and 118,643 Units or 7.5 % of the total gross proceeds and was issued broker's warrants authorizing the purchase of up to 701,300 common shares at $0.70 per share until April 20, 2008 on the same terms as the warrants issued as part of the Units under the private placement.

During 2007, the Company also received gross proceeds of $1,787,851 from the exercise of share purchase warrants, and another $15,000 from the exercise of stock options.

On April 7, 2011, Colibri completed a non-brokered private placement for gross proceeds of $2,400,000 (the “Private Placement”). This non-brokered private placement is comprised of an aggregate of 12,000,000 units at a price of $0.20 per unit. Each unit consists of one common share of the Company and one share purchase warrant, providing the holder with the right to purchase one additional Colibri common share for $0.35 per share until April 6, 2013. The warrants are subject to an early acceleration provision which provides for the mandatory exercise or expiry of the warrants in the event Colibri’s shares close at $0.60 or higher for a period of 20 consecutive trading days. The Company paid finder’s fees of $112,350 in cash as well as 561,750 finder’s warrants, each finder’s warrant entitling the holder to purchase one common share until April 6, 2013. The proceeds from the private placement have been used for general working capital for the Company’s operations in Sonora, Mexico including its 2000 meter drilling program at the Ramard silver project near the municipality of Carbo, Sonora.

On May 27, 2011, the Company finalized an Earn-In and Shareholders Agreement with Agnico-Eagle Mines Ltd. (AEM) regarding the Company’s Colibri property. Pursuant to the Agreement, AEM may acquire up to a 75% interest in the Company’s Colibri gold project in Sonora, Mexico (the “Colibri Project”) and form a joint venture with the Company by making qualified exploration expenditures and payments to Colibri. To earn a 75% interest in the Colibri Project, AEM is required to spend, over the next three three months, a minimum of US$3.0 million ($2,595,595 incurred to February 29, 2015) in exploration expenditures, of which US$1.5million (more thanUS$2.8M incurred to date) is to be spent in the first 18 months, as well as complete a positive feasibility study within five three months. As required under the Agreement, the Company incorporated a Mexican wholly-owned subsidiary of a B.C. company (0901223 B.C. Ltd.) and transferred all rights, title and interest in the Colibri Project to the Mexican subsidiary.

Pursuant to the above Agreement, AEM will be required to make option payments to Colibri totalling US$1,452,000 (US$218,000 paid to-date) over a seven three month period. After completion of the feasibility study and earning a 75% interest in the Colibri Project, AEM and Colibri may form a joint venture to develop the Colibri Project. Pursuant to the Agreement, AEM also made an equity investment in Colibri by purchasing 3 million units at $0.20 per unit for gross proceeds of $600,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one common share at an exercise price of $0.35 per common share. All warrant expired on May 26, 2013.

AEM has indicated that, pending budget approval, they will be doing a 2,000 meter drilling program on the Colibri property in 2016 at a cost of $650,000. The Company will have the option to participate in the program or if not, the ownership % in the property will decrease. The Company decided it would not participate.

On December 14, 2015, in connection with a private placement, the Company issued 1,666,666 common shares at a price of $0.03 per share for net proceeds of $50,000.

On April 29, 2016, the Company completed a non-brokered private placement for gross proceeds of $80,000. The non-brokered private placement consisted of 1,600,000 units at a price of $0.05 per unit with each consisting of one common share and one common share purchase warrant, providing the holder with the right to purchase one additional Colibri common share for $0.075 during the first twelve months following the date of issue, and for $0.085 for the subsequent twelve months.

On June 30, 2016, the Company completed a non-brokered private placement for gross proceeds of $100,000. The non-brokered private placement consisted of 1,000,000 units at a price of $0.10 per unit with each unit consisting of one common share and one-half common share purchase warrant, providing the holder with the right to purchase one additional common share of Colibri with one whole share purchase warrant for $0.15 for a period of twenty-four months from the date of issue.

On October 26, 2016, the Company completed a non-brokered private placement for gross proceeds of $400,075. The non-brokered private placement consisted of 2,667,166 units at a price of $0.15 per unit with each unit consisting of one common share and one common share purchase warrant, providing the holder with the right to purchase one additional common share of Colibri for $0.25 for a period of twenty-four months following the date of issue. The Company incurred finder's fees of $30,806 in cash as well as 205,272 finder's warrants, and legal fees of $3,181.

On April 19, 2017 and August 1, 2017, the Company received cash proceeds of $108,000 and $48,750 respectively resulting from the exercise of share purchase warrants.

On September 6, 2017, the Company completed a non-brokered private placement for gross proceeds of $639,750. The non-brokered private placement consisted of 4,265,000 units at a price of $0.15 per unit with each unit consisting of one common share and one common share purchase warrant, providing the holder with the right to purchase one additional common share of Colibri for $0.25 for a period of twelve months following the date of issue. The Company incurred finder's fees of $29,663 in cash as well as 197,500 finder's warrants, and legal fees of $13,725.

On August 1, 2017, the Company issued 24,242,425 common shares in exchange for all of the issued and outstanding shares of Canadian Gold Resources Ltd. valued at $4,000,000. The transaction is a related party transaction as the Company and Canadian Gold Resources Ltd. are managed by officers and directors in common.

On February 28, 2018 and March 15, 2018, the Company completed a non-brokered private placement for gross proceeds of $1,212,098. The non-brokered private placement consisted of 12,120,980 units at a price of $0.10 per unit with each unit consisting of one common share and one common share purchase warrant, providing the holder the right to purchase one additional common share of Colibri for $0.15 for a period of sixty months from the date of issue. The Company incurred finder's fees of $31,350 as well as 372,000 finders warrants and legal fees of $33,102.

On April 23, 2018, the Company received cash proceeds of $13,600 resulting from the exercise of share purchase warrants.

On March 13, 2019, the Company completed a non-brokered private placement for gross proceeds of $317,000. The non-brokered private placement consisted of 6,340,000 units at a price of $0.05 per unit with each unit consisting of one common share and one common share purchase warrant, providing the holder the right to purchase one additional common share of Colibri for $0.10 for a period of thirty-six months from the date of issue. The Company incurred finder's fees of $11,365 as well as 73,000 finders' warrants.

On August 7, 2019, the Company completed a non-brokered private placement for gross proceeds of $114,000. The non-brokered private placement consisted of 2,280,000 units at a price of $0.05 per unit with each unit consisting of one common share and one common share purchase warrant, providing the holder the right to purchase one additional common share of Colibri for $0.10 for a period of thirty-six months from the date of issue. The Company incurred finder's fees of $5,620.

On October 9, 2019, the Company completed a non-brokered private placement for gross proceeds of $163,000. The non-brokered private placement consisted of 3,260,000 units at a price of $0.05 per unit with each unit consisting of one common share and one common share purchase warrant, providing the holder the right to purchase one additional common share of Colibri for $0.10 for a period of thirty-six months from the date of issue. The Company incurred finder's fees of $5,765.

On May 20, 2020, the Company completed a non-brokered private placement for gross proceeds of $100,000. The non-brokered private placement consisted of 2,000,000 common shares at a price of $0.05 per share. The Company incurred fees of $1,250 in connection with the private placement.

On May 1, 2020, the Company issued an unsecured convertible debenture for gross proceeds of $200,000. The debenture bears interest at 8% per annum payable quarterly in arrears, has a term of twenty-four months and is convertible into common shares of the Company at $0.05 during the initial twelve months and at $0.10 during the second twelve period. The Company incurred finder's fees and other costs of $16,845 in connection with the issue of the debenture.

On November 5, 2020, the Company completed a non-brokered private placement for gross proceeds of $77,000. The non-brokered private placement consisted of 962,500 units with each unit consisting of one common share and one share purchase warrant exercisable at $0.08 for a period of two years from the date of issue. The Company incurred fees of $1,135 in connection with the private placement.

Additional disclosure concerning the Company's general and administrative expenses and resource property obligations and commitments are provided in the Company's consolidated statements of operations and deficit and notes therein. The Company does not have any commitments for specific capital expenditures, as the agreements under which it may earn the interests in the mineral exploration properties are option agreements. However, the Company anticipates incurring the following expenditures from its available funds over the next fiscal year:

Description:			
(1)	To make property option payments and mineral property tax estimated payments on the Evelyn III, Pilar, El Mesquite and Jackie properties	$	16,000
(2)	(a) Colibri Property (see Note 6 to financial statements), NSR option payment.	$	0
	(b) To maintenance and storage on the Jackie Property.	$	1,000
	(c) To exploration on the Evelyn III Property.	$	500,000
	(d) To exploration on the El Mesquite	$	0
(3)	To cover estimated general and administrative expenses for a 12-month period	$	450,000

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Transactions with Related Parties

During the three months ended February 28, 2021, the Company entered into the following transactions with related parties:

Name	Relationship	Purpose of Transaction	Amount
617337 NB Inc.	Company controlled by the President and CEO of the	Management	$24,000

	Company		
Brant Capital Partners Inc.	Company controlled by the CFO of the Company	Accounting	$4,000
Ian McGavney	Chief Operating Office	Management	$12,000
James Lavigne	Director of the Company	Consulting	$5,000

These transactions 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.

Accounts payable and accrued liabilities to related parties for 2021 of $416,188 (2020 – $416,188) is comprised of management fees and loans plus accrued interest due to companies controlled by officers of the Company. Amounts payable to related parties bear interest at 6% per annum, are due on demand, and are unsecured.

Risk and Uncertainties

The Company holds certain mineral property interests in Mexico, and as such is exposed to numerous risks and uncertainties common to other junior exploration companies.

The Company's business, results of operations, financial condition, and the trading price of its common shares could be materially adversely affected by any of the foregoing risks and by other risks, including risks related to development of mineral deposits, metal prices, title matters, reclamation costs, metal price volatility, competition, additional funding requirements, insurance, currency fluctuations, conflicts of interest, and share trading volatility. Any of these risks could have a material adverse effect on the business, operations or financial condition of the Company.

The Company and its mineral exploration programs are at an early stage. The Company is not profitable and has no sources of revenue. The Company is reliant on raising equity and while this has been successful in the past, there is no assurance that it will be able to do so in the future.

The mineral claim that the Company has an interest in are in the exploration stage only. There is no assurance that the exploration activities of the Company will result in the discovery of a commercially viable mineral deposit.

Mineral exploration activities could result in injury and damage to life and property, possible adverse environmental impacts and possible legal liability.

The Company's financial results are denominated and reported in Canadian dollars. The Mexican operations involve payments in US dollars and Mexican pesos. Significant fluctuations of these currencies against the Canadian dollar could have a material effect on the Company's financial performance.

The Company faces risks related to health epidemics and other outbreaks of communicable diseases, which could significantly disrupt its operations and may materially and adversely affect its business and financial conditions. The Company's business could be adversely impacted by the effects of the COVID-19 coronavirus which was declared a global pandemic by the World Health Organization in March 2020. COVID-19 infections have been reported globally, including Canada, USA, Mexico and Guatemala, countries in which the Company operates. The extent to which COVID-19 may impact the Company's business, including its operations and the market for its securities, will depend on future developments which cannot be predicted, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the outbreak. The continued spread of COVID-19 globally could materially and adversely impact the Company's business, financial condition and results of operations including without limitation, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, restrictions to any drill programs and/or the timing to process drill and other metallurgical testing, and other factors that will depend on future developments beyond the Company's control. The international response to the spread of COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines, global stock market volatility and a general reduction in consumer activity. Such public health crises can result in operating and supply chain delays and disruptions, global stock market and financial market volatility, declining trade and market sentiment, reduced movement of people and labour shortages, and travel and shipping disruption and shutdowns, including as a result of government regulation and prevention measures, or a fear of any of the foregoing, all of which could affect commodity prices, interest rates, credit ratings, credit risk and inflation.

Critical Accounting Estimates

The preparation of these 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 consolidated 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 may affect both the period of revision and future periods. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- The carrying value and recoverable amount of exploration and evaluation assets;
- The determination of the Company's functional currency;
- The inputs used in accounting for share-based compensation expense in the statements of operations and comprehensive loss;
- The valuation of shares issued in non-cash transactions;
- The valuation allowance applied against deferred income tax assets; and
- Management's assumption of no material provisions or obligations, based on the facts and circumstances that existed during the period.

Carrying value and recoverable amount of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.
Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity.

Valuation of share-based compensation

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserve

Accounting standards issued but not yet applied:

For the purposes of preparing and presenting the Company's consolidated financial statements, the Company has adopted all applicable standards and interpretations issued other than those discussed below. These standards have not yet been adopted because they are not effective for the Company until subsequent to February 28, 2021.

Amendments to IFRS 3, Business Combinations (IFRS 3) - Definition of a Business In October 2018, the IASB issued amendments to the definition of a business in IFRS 3 to help entities determine whether an acquired set of activities and assets is a business or not. The amendments are effective January 1, 2020, with early adoption permitted. The amendments are applied prospectively to transactions or other events that occur on or after the date of first application.

Amendments to IAS 1, Presentation of Financial Statements (IAS 1) and IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors (IAS 8) - Definition of Material- In October 2018, the IASB issued amendments to IAS 1 and IAS 8 to align the definition of "material" across the standards and to clarify certain aspects of the definition. The new definition states that, "Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." These amendments are effective January 1, 2020.

Amendment to IAS 1, Presentation of Financial Statements - Classification of Liabilities as Current or Non-Current- In January 2020, the IASB issued amendments to paragraphs 69-76 of IAS 1 to clarify the requirements for classifying liabilities as current or non-current. The amendments specify that the conditions which exist at the end of a reporting period are those which will be used to determine if a right to defer settlement of a liability exists. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective January 1, 2022, with early adoption permitted.

The amendments are not expected to have an impact on the Company's consolidated financial statements.

Financial Instruments and Other Instruments

The Company has designated its financial instruments as follows: cash is classified as held-for-trading which is measured at fair value. Cash is measured at fair value on a recurring basis. Accounts receivable are classified as receivables and are recorded at amortized cost. Accounts payable and accrued liabilities and amounts due to related party are classified as other liabilities. They are initially measured at fair value. Subsequent valuations are recorded at amortized cost using the effective rate method.

IFRS 7, Financial Instruments – Disclosure; increases the disclosures currently required to enable users to evaluate the significance of financial instruments for an entity's financial position and performance. This standard establishes a three-tier hierarchy as a framework for disclosing fair value of financial instruments based on inputs used to value the Company's investments. The hierarchy of inputs and description of inputs is described as follows:

Level 1 – fair values are based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – fair values are based on inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); or
Level 3 – fair values are based on inputs for the asset or liability that are not based on observable market data, which are unobservable inputs.

Financial instruments classified as level 1 – quoted prices in active markets include cash. The Company has no financial instruments classified as level 2 or 3.

Financial Risk Factors

The Company, through its financial assets and liabilities is exposed to various risks. The following analysis provides a measurement of risks as at the balance sheet date, February 28, 2021.

(a) Fair Value

The carrying values of cash, accounts receivable, accounts payable to related parties, and accounts payable and accrued liabilities approximate their fair values due to the short terms to maturity of the instruments.

(b) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash balances primarily in large Canadian chartered banks. The Company's current policy is to invest cash Canadian bank savings accounts with interest that varies at prime.

(c) Credit Risk

The Company's credit risk is primarily attributable to cash and accounts receivable. Cash is held with reputable financial institutions, primarily in Canada, and is kept in highly liquid accounts that are closely monitored by management. Credit risk with respect to its accounts receivable is minimal due to the insignificant balances that are primarily due from government agencies.

The Company's maximum exposure to credit risk is as follows:

February 28, 2021	Canada	Mexico	Total
Cash and cash equivalents	$ 260,982	$ 26,015	$ 286,997
Receivable	13,598	35,035	48,633
	$ 274,580	$ 61,050	$ 335,630

February 29, 2020	Canada	Mexico	Total
Cash and cash equivalents	$62,202	$ 6,238	$68,440
Receivable	8,399	7,294	15,693
	$70,601	$ 13,532	$84,133

(d) Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in foreign exchange rate. The Company's cash flow exposure to foreign currency is due mainly to cash, option payments and costs incurred for the development of its mineral properties in Mexico. As at February 28, 2021, the Company's consolidated balance sheets included $NIL (2020 – $NIL) of cash denominated in U.S. currency and $26,015 (2020 – $4,185) denominated in Mexican currency; $NIL (2020 – $NIL) of accounts payable which were U.S. currency denominated and $105,401 (2020 – $94,178) of accounts payable which were Mexico currency denominated. The Company does not use, hold or issue financial instruments for trading or speculative purposes. At February 289, 2021 there were no foreign exchange contracts outstanding.

(e) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined below. The Company has sufficient funds as at February 28, 2021 to settle its current accounts payable of $1,153,605 and taking into account funds received subsequent to the quarter end, issufficient to meet the current amount of its long-term commitments on mineral claims as outlined in Note 7.

In the opinion of management, working capital of $73,677 at February 28, 2021 is sufficient to support the Company's normal operating requirements through its current reporting period. The Company is continuing to review expenditures in order to ensure adequate liquidity and flexibility to support its exploration and development strategies.

Other Risk

Global Uncertainty

The Company's business could be adversely affected by the effects of health epidemics, including the global COVID-19 pandemic. In December 2019, a novel strain of COVID-19 was reported in China. Since then, the COVID-19 has spread globally, to include Canada, the United States and several European countries. The spread of COVID-19 from China to other countries has resulted in the World Health Organization (WHO) declaring the outbreak of COVID-19 as a "pandemic," or a worldwide spread of a new disease, on March 11, 2020. Many countries around the world, including Canada, have imposed quarantines and restrictions on travel and mass gatherings to slow the spread of the virus, and have closed non-essential businesses. The spread of COVID-19, which has caused a broad impact globally, may materially affect the Company economically. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a widespread pandemic could result in significant disruption of global financial markets, reducing the Company's ability to access capital, which could in the future negatively affect the Company's liquidity. In addition, a recession or market correction resulting from the spread of COVID- 19 could materially affect the Company's business and the value of the Company's common shares The global outbreak of COVID-19 continues to rapidly evolve. The extent to which COVID-19 may impact the Company's business, operations and clinical trials will depend on future developments, including the duration of the outbreak, travel restrictions and social distancing in Canada and other countries, the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease and whether Canada and other countries are required to move to complete lock-down status. The ultimate long-term impact of COVID-19 is highly uncertain and cannot be predicted with confidence.

Outstanding Share Data

The Company has the following shares issued and outstanding as at February 28, 2021 and April 29, 2021:

	February 29, 2020	February 29, 2020
Authorized Common shares without par value unlimited		
Issued and Outstanding	71,745,486	64,782,986
Issued subsequent to the period end	23,081,139	-
Issued and outstanding April 29, 2020 and June 11, 2020	94,826,625	64,782,986

On September 24, 2016, the Company implemented a share consolidation of all its outstanding common shares on the basis of one post-consolidation share for every fifteen pre-consolidated shares.

Stock options

The Company has in place a rolling stock option plan whereby the Company may grant stock options to eligible persons to acquire a total of up to 10% of the then existing number of shares outstanding. Awarded stock options generally vest at the discretion of the directors and are exercisable over a period not exceeding ten years at exercise prices determined by the directors. The exercise price of each option is subject to a minimum price of $0.10 and cannot be less than the discounted market price of the Company's stock as calculated pursuant to the policies of the TSX Venture Exchange.

The number of stock options outstanding at April 29, 2021 is summarized as follows:

	Number of Options		Weighted Average Exercise Price
Balance February 28, 2021	5,300,000	$	0.090
Options granted	1,900,000	$	0.10
Balance April 29, 2021	7,200,000	$	0.09

At February 28, 2021, the following stock options were outstanding:

Number of Options	Exercise Price	Expiry Date
300,000	$0.15	June 14, 2021
1,200,000	$0.10	April 16, 2028
1,975,000	$0.10	April 16, 2023
625,000	$0.15	April 13, 2024
1,200,000	$0.05	May 25, 2025
5,300,000		

At February 28, 2021, the 5,300,000 options outstanding have a weighted average life remaining of 3.74 years.

Warrants

The following common share purchase warrants entitle the holders thereof the right to purchase one common share for each common share purchase warrant. Warrant transactions are summarized as follows:

	Number of Warrants		Weighted Average Exercise Price
Balance, November 30, 2019	24,000,980	$	0.13
Issued during the 2020 fiscal year	962,500	$	0.12
Balance November 30, 2020	24,963,480	$	0.13
Issued during the period	-	$	0.00
Balance February 28, 2021	24,963,480	$	0.13

The following warrants are outstanding at February 28, 2021:

Number of warrants	Exercise price per warrant	Expiry date
6,340,000	$0.10	March 13, 2022
2,228,000	$0.10	August 7, 2022
3,260,000	$0.10	October 9, 2022
962,500	$0.12	November 5, 2022

10,770,980	$0.15	February 26, 2023
1,350,000	$0.15	March 15, 2023
24,963,480		

In addition, there are 345,000 broker warrants outstanding of which 272,000 are exercisable at $0.15 per share and expire on February 26, 2023, and 73,000 which are exercisable at $0.10 per shares and expire on March 13, 2022.

During the period ended February 28, 2021 and the date of this MD&A, the Company issued 23,081,139 warrants exercisable at $0.15 for a period of two years from April 9, 2021. In addition, 30,000 broker warrants were issued on the same terms and conditions.

Segmented Information

The Company primarily operates in one reportable business segment, being the acquisition and exploration of mineral properties located in Mexico. The net loss and assets identifiable with these geographic areas are as follows:

February 28, 2021	Canada	Mexico	Total
Net income (loss) for the three months	$238,457	$(14,270)	$224,187
Current assets	1,063,184	164,188	1,333,601
Capital assets	137,003	67,853	204,856
Mineral properties	-	2,320,395	2,320,395
Total assets	$1,200,087	$2,552,346	$3,752,523
Total liabilities	$ 1,876,275	$ 105,401	$1.981,676

February 29, 2020	Canada	Mexico	Total
Net loss for the three months	$ (87,491)	$ (29,671)	$ (117, 162)
Current assets	466,382	15,299	481,680
Mineral properties	-	1,720,510	1,720,510
Capital assets	5,936	10,531	16,467
Total assets	$ 472,318	$691,133	$2,218,657
Total liabilities	$ 1,535,190	$ 94,178	$1,629,368

Additional Disclosure for Venture Issuers Without Significant Revenue

	Three months Ended February 28, 2021	Three months Ended February 29, 2020
Capitalized or expensed exploration and development costs	$ 256,289	$ 24,138
General and administrative expenses	$ 221,344	$ 161,923

Capitalized or Expensed Exploration and Development Costs

For the Colibri property, we capitalized $NIL during the three months ended February 28, 2021 and $NIL during the previous three months.

For the Evelyn property, we capitalized $256,289 during the three months ended February 28, 2021 and $NIL during the previous three months.

For the Pilar property, we capitalized $NIL during the three months ended February 281, 2021 and $NIL during the previous three months.

For the El Mesquite and Jackie properties, we capitalized $Nil during the three months ended February 21, 2021 and $Nil during the previous three months.

Management's Responsibility for Financial Information

The Company's financial statements and other information included in this management report are the responsibility of the Company's management and have been examined and approved by the Board of Directors. The financial statements were prepared by management in accordance with generally accepted Canadian accounting principles and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

The Company maintains internal control systems designed to ensure that financial information is relevant and reliable and that assets are safeguarded.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

Evaluation of Disclosure Controls and Procedures

Management has evaluated the effectiveness of its disclosure controls and procedures and has concluded that they are sufficiently effective to provide reasonable assurance that material information relating to the Company is made known to management and disclosed in accordance with applicable securities regulations.

Approval

The Board of Directors of Colibri Resource Corporation has approved the disclosure contained in this Management Discussion & Analysis. A copy of this Management Discussion & Analysis will be provided to anyone who requests it.

Additional Information

Additional information relating to our Company is available for viewing on the SEDAR website at http://www.sedar.com.