TSX.V:CBI

COLIBRI RESOURCE CORPORATION

Form 51-102F1

Management Discussion & Analysis

For the Thirteen Month Period Ended December 31, 2021 and Year Ended November 30, 2020

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Overview

The following Management Discussion and Analysis ("MD&A") for Colibri Resource Corporation ("Colibri") or ("the Company") prepared as of July 27, 2022 should be read together with the audited consolidated financial statements for the thirteen-month period ended December 31, 2021 and related notes attached thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS").

The Company has changed its fiscal year end from November 30 to December 31 to align with its subsidiaries. Based on the change of year end from November 30 to December 31, the Company has a transition year of thirteen months from December 1, 2020 to December 31, 2021. Pursuant to section 4.8(3) of National Instrument 51-102, the Company filed a notice of Change in Year End on www.sedar.com on August 3, 2021. On a go forward basis, the Company will shift to a fiscal year based on a December 31, 2021 financial year, with fiscal quarters ending on the last day in March, June, and September of each year. This MD&A should be read in should be read in conjunction with the consolidated financial statements and the notes thereto for the thirteen-month period ended December 31, 2021 and year ended November 30, 2020 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.

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.

Overview

The Company owns a 24% interest in the former Colibri property now known as Pitaya, with Agnico-Eagle Mines Ltd. (AEM), through one of its subsidiaries, owning the balance of the property

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 2019 fiscal 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 holds a 100% interest in the Evelyn property.

The Company acquired the Pilar and Sun properties in August 2017. The Sun property was allowed to lapse during the 2020 fiscal year and was reacquired during the 2021 fiscal period.

The Company acquired two additional properties during the 2019 fiscal year, the El Mesquite Property and the Jackie Property, both located in Sonora, Mexico.

During the 2020 fiscal year, the Company entered into an agreement with Silver Spruce Resources Inc. ("Silver Spruce") whereby Silver Spruce acquired a four-year option to purchase a 50% interest in Yaque Minerales S.A. de C.V., a wholly owned subsidiary of the Company which owns a 65% interest in the El Mesquite property in Mexico.

Consideration for the option includes payment of an amount to acquire the remaining 35% interest in the El Mesquite property, payments required to maintain surface rights for the El Mesquite property, payment of 50% of the property taxes on the El Mesquite property, payment of 50% of the interest on an existing convertible debenture related to the purchase of Yaque Minerales, and payment of $500,000 prior to October 2023.

Silver Spruce must also incur $600,000 USD in exploration and evaluation expenditures on the El Mesquite property during the period of the option, with no minimum annual amount.

During the year, Silver Spruce paid USD $82,500 (CAD $109,000) as partial payment to acquire the 35% interest in the El Mesquite property and is up to date with amounts payable under the option.

During the year, the Company paid $50,000 USD as partial payment to acquire the 35% interest in the El Mesquite property and another $50,000 USD in January 2022 resulting in the Company owning a 100% interest in the El Mesquite property.

During the 2020 fiscal 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 $50,000 USD and the issuance of $50,000 CDN Silver Spruce shares to the Company over a two-year period. In addition, Silver Spruce is required to carry out $100,000 USD of exploration and evaluation expenditures of which $50,000 USD of expenditures must be incurred during the first year of the option.

During the 2019 fiscal 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 received an additional 1,000,000 common shares of Tocvan valued at 465,000 and cash of $125,000 as partial consideration in connection with the option agreement. During the 2021 fiscal year, the Company received an additional 1,000,000 common shares of Tocvan valued at $910,000 and cash of $25,000 as partial consideration in connection with the option agreement.

During the 2021 fiscal year, the Company entered into an earn-in agreement whereby the Company can initially earn a 50% interest in the El Diamante property by making cash payment of $100,000 USD, paying one-half of the property tax and security costs and incurring the cost of 2,000 metres of drilling and related costs over a two-year period. Upon completion of its earn-in, the Company can either continue exploration and evaluation activities under a joint venture agreement with current owner of the property, or 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. The El Diamante property is located in the State of Sonora, Mexico.

During the 2021 fiscal year, the Company entered into an agreement with Silver Spruce Resources Inc. (“Silver Spruce”) whereby Silver Spruce can earn a 50% interest in the Company’s interest in the El Diamante property by making a cash payment of $75,000 USD and incurring 75% of the Company’s costs with respect to the 2,000 metres of drilling and 50% of any other costs incurred by the Company with respect to the El Diamante property.

Exploration Projects

As noted above, the Company holds 7 gold exploration projects in Sonora Mexico of which 5 have active exploration projects. The other 2 projects, Pitaya and Sun projects are currently not active. See comments in the previous section of this MD&A.

Evelyn Gold Project

The Evelyn project is 100% owned by Colibri and is currently considered to be the flagship exploration asset. Between November 30th, 2020 and December 31, 2021 the Company completed several exploration programs to test for additional indications of precious metals mineralization.

During the year, the Company released news that it had received additional encouraging results from an ongoing trench sampling program where heavy equipment had been used to dig trenches in promising areas with little outcrop. Company geologists recovered many samples from several areas of the project containing greater than 1 gram per tonne gold (g/t Au) and included a high grade sample of 44.9 g/t Au. Also of interest is the widespread nature of lower grade gold mineralization(less than 1 g/t Au) in the areas of higher grade and an apparent relationship with lineaments evident in a previous airborne magnetic study.

In April, Colibri announced that it had hired a geophysical services company to complete a 3D Induced Polarization (3DIP) study in the central and eastern portions of the property which to date, based on trenching and surface sampling, had the highest promise for gold mineralization. Upon receipt of preliminary results and a positive positive interpretation of this information, the Company made the decision to expand the study to encompass much of the western area of the project. The full dataset with 3D inversions was delivered to the Company in September and was incorporated into ongoing geological interpretation.

During the completion of the 3DIP study, the Company retained a Mexico based geological services company to complete a structurally oriented geological study of Evelyn. The purpose of this work was to gain a better understanding of local geological structures (set within a regional context) and gain further understanding of potential structural relationships between lithologies, geophysical results and known mineralization.

In early October, Colibri applied for the permit necessary to drill at Evelyn. The application which requested permission for up to 56 drill holes and required access roads was prepared by a local environmental science company. The permit was issued by SEMERNAT (the Mexican environmental authority) in late October.

Colibri began drilling the project in November and by December 18th it had completed 3,122m of drilling in 22 holes before stopping for the Christmas break

El Diamante Gold and Silver Project

In February 2021, Colibri announced that it had reached an agreement with Bimsa Minera, a private Mexico based mineral exploration company to acquire up to 100% of the Diamante Gold & Silver project located adjacent to Colibri's Mezquite project in eastern Sonora. This promising project has hosted small scale historical mining activities however no records of past production are available. Historical samples taken by past owners indicate multiple areas of potentially high grade gold & silver mineralization as well as base metals including zinc, copper and lead.

The two-year option agreement to earn an initial 50% of the project included a cash component of $100,000 USD in favor of the vendor (paid) and a commitment by Colibri to drill at least 2,000 m and provide a comprehensive drilling report.

The Diamante claims were placed by the vendor into a new Mexican company called BIMCOL Minera. Fifty percent of the shares of BIMCOL are held by the vendor and the other 50% of shares are held in escrow in favour of Colibri in anticipation of the Company earning its 50% stake in the new corporation.

Upon earning the initial 50% of BIMCOL, Colibri will have up to six months to outright purchase the additional 50% of the new corporation by paying either $2.1 million USD or by paying $1.4 million USD and providing a 2% net smelter royalty in favour of the vendor. Should Colibri elect not to move forward with an outright purchase of the vendor shares in BIMCOL the two companies will move forward as equal joint venture partners on the project.

In late April, Colibri announced that it had agreed to partner with Silver Spruce Resources Inc. (TSX-Venture: SSE) to earn the initial 50% of the Diamante. Terms of the partnership included Silver Spruce paying $75,000 USD to Colibri and agreeing to pay 75% of the exploration and drilling costs incurred to earn the 50% stake of BIMCOL. Upon earning 50% of Diamante, Colibri and Silver Spruce will each own 25% of the shares of BIMCOL though equal ownership of another subsidiary holding the shares.

During the calendar year, Colibri and Silver Spruce completed two trips to the project to confirm historical sampling. New samples taken by the geologists confirmed the recorded observations and assay values.

Pilar Gold and Silver Project

In September 2019, the Company entered into an agreement with Tocvan Ventures (CSE: TOC) whereby Colibri agreed to option up to 100% of the Pilar Gold & Silver Project located in Sonora Mexico. Tocvan has up to 5 years from the date of the agreement to earn an initial 51% of the project by satisfying certain terms. Upon completing the terms to earn its initial 51% of the project, Tocvan will then have 6 months to decide if it will purchase the remaining 49% from Colibri outright or proceed forward as joint venture partners. For full details of this agreement please see Colibri's news release dated September 24th 2019.

During the calendar year 2021, Tocvan completed two drilling programs on the property and started a third. In addition to drilling the company completed extensive surface exploration work which included trenching and channel sampling and completed bottle roll metallurgical test work. To date, all payments due to Colibri have been paid and agreed work expenditures have been met.

Jackie Gold & Silver Project

In November 2020, the Company announced that it had entered into an agreement with Silver Spruce Resources Inc. whereby Silver Spruce could earn 50% of Colibri's Jackie Gold & Silver Project located near the El Mezquite property. To the Company's knowledge, the Jackie property had no record of historical exploration. Terms of the agreement included a work commitment of $100,000 USD be spent over the course of two years with a minimum of $50,000 USD to be spent in the first year. Pursuant to the agreement, Silver Spruce is required a cash payment of $50,000 USD and $50,000 CDN of Silver Spruce shares.

During the year, Silver Spruce completed two exploration programs at Jackie. The first was an initial prospecting program of the 1,130-hectare project to identify areas of interest for future exploration. The results of the sampling and prospecting identified a 100-hectare area for a follow up program where initial samples included 9.41 g/t Au and 515 g/t Ag. The results of the second phase of exploration expanded the known mineralized area to approximately 300m by 400m of anomalous gold and silver mineralization with results including 4.15 g/t Au and 100 g/t Ag

El Mezquite

In June 2020, Colibri entered into an agreement with Silver Spruce Resources whereby Silver Spruce could earn up to 50% of the El Mezquite from the Company by spending $600,000 on exploration expenditures, paying cash consideration of $210,000 USD over 12 months, and a providing a 3 year $500,000 CAD promissory note.

In June 2021, Silver Spruce initiated a 2,485m drill program at the project and completed the program in July 2021. Results were announced in September 2020. Further details and results can be viewed on the Company's website: www.colibriresource.com.

Scientific and technical information regarding the mineral exploration properties presented in this section of the MD&A has been reviewed and approved by Jamie Lavigne, PGeo. Jamie Lavigne is a Director of Colibri and is a Qualified Person as defined in NI 43-101

Annual 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.

	For The Thirteen Month Period Ended December 31, 2021	For The Year Ended November 30, 2020	For The Year Ended November 30, 2019
Total Revenue	$ -	$ -	$ -
Net income (Loss)	175,523	49,916	(183,665)
Comprehensive income (loss)	53,868	35,595	(201,858)
Basic and diluted earnings (loss) per share	(0.00)	(0.00)	(0.00)
Total assets	5,719,351	3,225,271	2,422,209
Total long-term liabilities	901,070	967,878	571,412
Cash dividends	-	-	-

The Company has 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 of the consolidated financial statements.

For The Thirteen Month Period Ended December 31, 2021

Operations during the thirteen-month period ended December 31, 2021 were focussed on exploration activities related to the Evelyn property and to managing exploration activities on behalf of optionees of the El Pilar, EL Mesquite, and Jackie properties. In addition, the Company acquired a 50% interest in the El Diamante property and subsequently optioned 50% of its interest.

Net income for the thirteen-month period ended December 31, 2021 was $175,523, which was income of $0.00 per share on both a basic and a fully diluted basis. Net income for the fiscal year ended November 30, 2020 was $49,916. Fiscal 2021 income was attributed to general and administrative expenses of $1,533,099 offset by proceeds of amounts received in excess of capitalized costs of a mineral property of $938,226 and realized and unrealized gain on investment of $121,860 and $648,536 respectively. The comparative figures for fiscal 2020 are based on a twelve-month fiscal period whereas the figures for fiscal 2021 are based on a thirteen-month fiscal period.

There were several administrative expenses with significant variances from fiscal 2020, including accounting and audit, advertising and promotion, consulting fees, management fees, office and miscellaneous, and share based compensation.

Accounting and audit expense variance resulted from under-accrual of 2020 audit fees, and additional time required for accounting and reporting activities during fiscal 2021.

Advertising and promotion expenses were higher in fiscal 2021 as a result of additional expenditures related to investor relations activities.

The increase in consulting fees are consistent with additional exploration and evaluation activity during fiscal 2021 and consulting fees incurred with respect to financing activities.

Management fees reflect a retiring bonus of $50,000 payable to the Chairman of the Board and an increase in compensation to the Company's CEO.

The major increase in office and miscellaneous expense resulted from the inclusion of an allowance against VAT refunds in Mexico.

Share-based compensation expense which is determined by the Black-Scholes Option Pricing Model is higher in 2021 than 2020 as a result of a grant of a higher number of options during the 2021 fiscal period.

Positive variances with respect to mineral property option proceeds in excess of capitalized cost, fair value adjustments on investments, and realized gain on the sale of investments resulted from the receipt of shares and cash from Tocvan Ventures Corp totaling $ 935,000 along with recovery of expenses related to exploration and evaluation activities in the amount of $3,225, increase in market price of shares held, and the timing of sale of certain investments.

The Company carried out exploration and evaluation expenditures on the Evelyn property during fiscal 2021 in the amount off $832,829 as disclosed in Note 9 to the 2021 consolidated financial statements and expects to incur additional exploration and evaluation costs of approximately $500,000 during fiscal 2022.

The Company manages exploration and evaluation activities for the El Pilar, El Mesquite, and Jackie properties on behalf of the optionees of those properties and was reimbursed by the optionors for exploration and evaluation expenditures incurred during fiscal 2021.

For The Year Ended November 30, 2020

Operations in the year ended November 30, 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 income for the year ended November 30, 2020 was $49,916, which was income of $0.00 per share on both a basic and a fully diluted basis. This income was attributed to general and administrative expenses of $789,033 offset by proceeds of an option from mineral property of $590,040 and realized and unrealized gain on investment of $50,484 and $198,425 respectively. Major components of the administrative expenses were share based compensation of $81,903, advertising and promotion of $105,937, audit and accounting of $51,740, consulting fees of $82,583, wages and benefits of $82,084, interest and accretion expense of $185,568, transfer agent and filing fees of $18,153, and travel costs of $15,248

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 (Four Months for August to December 2021)

	December 31, 2021	August 31, 2021	May 31, 2021	February 28, 2021	November 30, 2020	August 31, 2020	May 31, 2020	February 29 2020
Total assets	$5,719,351	$5,400,851	$5,932,543	$3,752,523	$3,225,271	$2,380,725	$2,453,309	$2,218,657
Mineral property costs	2,734,298	2,169,214	2,320,395	2,320,395	2,064,106	1,785,402	1,769,505	1,720,510
Working capital	1,577,973	2,207,813	2,655,414	73,667	(81,888)	(473,302)	(361,845)	(561,689)
Shareholders' equity	4,051,056	3,738,972	4,277,893	1,770,847	1,187,476	514,490	615,510	589,289
Revenues	-	-	-	-	-	-	-	-
Net income (loss)	82,129	(269,656)	138,863	224,187	414,058	(95,645)	(151,335)	(117,162)
Earnings (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

Variation in operating results over the previous eight quarters resulted primarily from the timing of receipt of shares and cash from the optioning of mineral properties and subsequent market fluctuations in the price of those shares resulting in realized and unrealized gains and losses.

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.

	December 31, 2021	November 30, 2020
Working capital (deficit)	$ 1,577,973	$ (121,888)
Deficit	(14,169,349)	(14,429,339)

Net cash used in operating activities during the period was $1,101,468 compared to $474,891 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 $2,115,108 during the current year and $270,675 during the previous year. Cash was received from private placements during the year.

Net cash used in investing activities was ($9,985) during the current year and was provided by investing activities of $226,302 in the previous year. Cash was expended on the acquisition of the El Diamante property, and the El Mesquite property as well as exploration work conducted on the Evelyn property in Mexico. In addition to a non brokered private placement, the Company generated cash proceeds from sale of investments and from funds received pursuant to option agreements. Management believes the Company has sufficient working capital to fund its operations and exploration activities during the next fiscal year.

Capital Resources

The Company's sources of funds have been derived primarily from private placement financings, from proceeds from the optioning of some of its mineral properties, and from the proceeds from sale of investments.

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 at a price of $0.08 per unit with each unit consisting of one common share and one common share purchase warrant exercisable for a period of twenty-four months from the date of issue. The Company incurred fees of $1,135 in connection with the private placement.

On April 9, 2021, the Company completed a non-brokered private placement for gross proceeds of $2,388,114. The non-brokered private placement consisted of 23,881,139 units at a price of $0.10 per unit with each unit consisting of one common share and one common share purchase warrant exercisable for a period of twenty-four months from the date of issue at $0.15. The Company incurred fees of $112,812 in connection with the private placement and issued 30,000 broker warrants.

On May 2, 2021 and June 11, 2021, the Company issued 500,000 common shares and 600,000 common shares respectively on the exercise of common share purchase warrants for gross proceeds of $110,000.

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 comprehensive income 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 Colibri, Evelyn III, Pilar, El Mesquite, Jackie and Sun properties.	$	5,000
(2)	(a) To exploration on the Evelyn Property	$	500,000
	(b) To exploration on the El Diamante Property	$	50,000
(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 thirteen-month ended December 31, 2021, the Company entered into the following transactions with related parties and paid or accrued the following amounts, excluding share-based payment charges in connection therewith:

Name	**Relationship**	**Purpose of Transaction**	**Year Ended**
505790 NB Inc. and Monette Contract Mining Inc.	Companies controlled by the President and CEO of the Company	Management	$154,000
Brant Capital Partners Inc.	Company controlled by the CFO of the Company	Accounting	$21,000
Ian McGavney	Chief Operating Office	Management	$52,000
Francis Minerals Inc.	Company controlled by a Director of the Company	Exploration consulting fees	$65,300
Jamie Lavigne	Director of the Company	Consulting fees	$1,250
Kevan O'Connor	Director of the Company	Consulting fees	$ 1,250
Camilla Cormier	Director of the Company	Consulting fees	$ 2,288
Jacques Monette	Director of the Company	Consulting fees	$ 2,500
William Macdonald	Director of the Company	Consulting fees	$ 3,500
Roger Doucet	Director of the Company	Consulting fees	$ 1,750
Terry Byberg	Director of the Company	Consulting fees	$ 500

During the thirteen month period ended December 31, 2021, the following stock options were granted to insiders.

Name	Relationship	Grant Date	Number Granted	Exercise Price
Ronald Goguen	President and CEO of the Company	May 21, 2021	400,000	$0.10
Brian Crawford	CFO of the Company	May 21, 2021	125,000	$0.10
Ian McGavney	Chief Operating Officer of the Company	May 21, 2020	400,000	$0.10

William Macdonald	Director of the Company	May 28, 2020	125,000	$0.10
Jacques Monette	Director of the Company	May 28, 2020	200,000	$0.10
Roger Doucet	Director of the Company	May 28, 2020	125,000	$0.10
Terrence Byberg	Director of the Company	May 28, 2020	125,000	$0.10
James Lavigne	Director of the Company	May 28, 2020	200,000	$0.10
Camilla Cormier	Director of the Company	July 28, 2021	125,000	$0.10
Kevin O'Connor	Director of the Company	July 28, 2021	125,000	$0.10

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 $84,092 (2020 – $328,024) 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 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 acquisition of title to mineral projects is a very detailed and time-consuming process. Although the Company has taken precautions to ensure that legal title to its property interests is properly recorded in the name of the Company where possible, there can be no assurance that such title will ultimately be secured. Furthermore, there is no assurance that the interest of the Company in any of its properties may not be challenged or impugned.

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.

Fourth Quarter

Operations for the four months ended December 31, 2021 were focused on maintaining the Company's interest in its properties, as well as continuing work on its Evelyn Property.

The net income for the four-month period ended December 31, 2021 was $82,129 and was attributed to receipt of partial proceeds from the option of a mineral property.

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 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.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

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 December 31, 2021.

Property, plant and equipment-proceeds before intended use (Amendments to IAS 16)

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the cost of producing those items, in profit or loss. The amendments are applied on or after the first annual reporting period beginning on or after January 1, 2022, with early application permitted. The amendments are applied retrospectively, but only to items of property, plant and equipment that are brought to the location and condition necessary for them to be capable of operating in the manner intended by management on or after the beginning of the earliest period presented in the financial statements in which the Company first applies the amendments. The Company will recognize the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings at the beginning of that earliest period presented. This amendment will impact the Company's accounting for proceeds from mineral sales prior to reaching commercial production levels intended by management.

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The amendments aim to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments are applied on or after the first annual reporting period beginning on or after January 1, 2023, with early application permitted. This amendment is not expected to have a material impact on the Company's financial statements.

Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgments— Disclosure of Accounting Policies

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The supporting paragraphs in IAS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. The Board has also developed guidance and examples to explain and demonstrate the application of the 'four-step materiality process' described in IFRS Practice Statement 2. The amendments to IAS 1 are effective for annual periods beginning on or after 1 January 2023, with earlier application permitted and are applied prospectively. The amendments to IFRS Practice Statement 2 do not contain an effective date or transition requirements.

Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors—Definition of Accounting Estimates

The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The definition of a change in accounting estimates was deleted. However, the Board retained the concept of changes in accounting estimates in the Standard with the following clarifications:

- A change in accounting estimate that results from new information or new developments is not the correction of an error

- The effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors

The amendments are effective for annual periods beginning on or after January 1, 2023 to changes in accounting policies and changes in accounting estimates that occur on or after the beginning of that period, with earlier application permitted.

Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (Amendments to IAS 12)

In May 2021, the International Accounting Standards Board issued targeted amendments to IAS 12, Income Taxes. The amendments are effective for annual periods beginning on or after January 1, 2023, although earlier application is permitted. With a view to reducing diversity in reporting, the amendments will clarify that companies are required to recognize deferred taxes on transactions where both assets and liabilities are recognized, such as with leases and decommissioning liabilities. This amendment is not expected to have a material impact on the Company's 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, December 31 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, and no interest-bearing debt. 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:

December 31, 2021	Canada	Mexico	Total
Cash and cash equivalents	$ 1,267,853	$ 41,622	$ 1,309,475
Receivables	33,621	10,315	43,936
	$ 1,301,474	$ 51,937	$ 1,353,411

November 30, 2020	Canada	Mexico	Total
Cash and cash equivalents	$322,642	$ 14,999	$371,148
Receivables	19,651	9,471	29,122
	$ 342,293	$ 24,470	$366,763

(d) Foreign exchange risk

The Company's functional and reporting currency is the Canadian dollar. The Company, through its subsidiary, has operations in Mexico and therefore is exposed to foreign currency gains and losses due to fluctuations in the exchange rate between the Mexican peso and the Canadian dollar. To reduce the risk, the Company maintains pesos denominated bank accounts in Mexico, and when possible, negotiates its Mexican operations in US dollar.

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 December 31, 2021, the Company's consolidated balance sheets included $221,4821 (Nov 30, 2020 – $122,632) of cash denominated in U.S. currency and $41,622 (Nov 30, 2020 – $14,999) denominated in Mexican currency; $485,748 (2019 – $430,296) of payable which was U.S. currency denominated and $123,551 (Nov 30, 2020 – $181,588) of accounts payable which were Mexico currency denominated.

The Company does not use, hold or issue financial instruments for trading or speculative purposes. At December 31, 2021 there were no foreign exchange contracts outstanding.

Should the Canadian dollar strengthen or weaken 10% vis-à-vis the Mexican peso, then a translation gain or loss of approximately $4,000 would arise and would be recorded through other comprehensive income.

The Company's financial assets and liabilities as at December 31, 2021 are denominated in Canadian dollars, US dollars, and Mexican pesos and translated to Canadian dollars as follows:

	Canadian dollar	**US dollar**	**Mexican peso**	**Total**
	$	**$**	**$**	**$**
Financial assets				
Cash	1,046,371	221,482	41,622	**1,309,475**
Marketable securities	950,791	-	-	**950,791**
Receivables	33,621	-	10,315	**43,936**
	2,030,783	221,482	51,937	**2,304,202**
Financial liabilities				
Accounts payable and accrued liabilities	104,717	23,713	71,166	**199,596**
Payable-related party	58,253	-	25,839	**84,092**
Promissory note	-	462,035	-	**462,035**
Loan payable	40,000	-	-	**40,000**
Debenture	728,058	-	-	**728,058**
Lease liability	127,968	-	26,546	**154,514**
	1,058,996	485,748	123,551	**1,668,295**
Net financial assets (liabilities)	**971,787**	**(264,266)**	**(71,614)**	**635,907**

(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 December 31, 2021 to settle its current liabilities of $767,225, and sufficient funds to cover its long-term commitments on mineral claims as outlined in Note 9.

In the opinion of management, the Company has working capital deficit of $1,577,973 at December 31, 2021 which 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. The Company believes that external financing, likely in the form of equity offerings or optioning one or more of its claims, will be required in order to maintain its current operations.

Outstanding Share Data

The Company has the following shares issued and outstanding:

	December 31, 2021 and as of date of M&DA	November 30, 2020
Authorized		
Common shares without par value	Unlimited	Unlimited
Issued and Outstanding	96,726,625	67,745,486

On September 24, 2015, 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.

The effect of the consolidation will provide the Corporation with increased flexibility to seek additional financing opportunities and to pursue strategic transactions and will improve the market's perception of the Corporation. The Consolidation is also expected to aid in the reduction of the spread between bid and offer prices quoted by market makers in the Common Shares. Such a reduction in turn should allow shareholders to realize improved prices when buying or selling the Common 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 December 31, 2021 is summarized as follows:

	Number Of Options	Weighted Average Exercise
Balance, November 30, 2020	5,300,000	0 .09
Options granted	2,150,000	0.10
Options expired	(925,000)	0.15
Balance, December 31, 2021	6,525,000	0.09

At December 31, 2021, the following stock options were outstanding:

Number of Options	Exercise Price	Expiry Date
1,200,000	$0.10	April 16, 2028
1,975,000	$0.10	April 23, 2023
1,200,000	$0.05	May 28, 2025
1,900,000	$0.10	April 21, 2026
250,000	$0.10	July 28, 2026
6,525,000		

At December 31, 2021, the 6,525,000 options outstanding have a weighted average life remaining of 3.69 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, 2020	24,963,480	$ 0.13
Issued during the period	23,881,139	$ 0.15
Exercised during the period	(1,100,000)	$ 0.10
Balance December 31, 2021	47,744,619	$ 0.14

The following warrants are outstanding at December 31, 2021:

Number of warrants	Exercise price per warrant	Expiry date
10,770,980	$0.15	February 26, 2023
1,350,000	$0.15	March 15, 2023
5,840,000	$0.10	March 13, 2022
2,280,000	$0.10	August 7, 2022
2,660,000	$0.10	October 9, 2022
962,500	$0.12	November 5, 2022
23,881,139	$0.15	April 9, 2023
47,744,619		

In addition, there are 375,000 broker warrants outstanding of which 272,000 are exercisable at $0.15 per share and expire on February 26, 2023, 73,000 which are exercisable at $0.10 per shares and expire on March 13, 2022, and 30,000 which are exercisable at $0.15 and expire April 9, 2023.

Segmented Information

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

Thirteen Month Period Ended December 31, 2021	Canada	Mexico	Total
Net income for the period	$(447,289)	$622,812	$ 175,523
Current assets	2,263,552	81,646	2,345,198
Mineral properties	-	2,734,298	2,734,298
Capital assets	3,174	477,596	480,770
Right-of-use-assets	120,593	38,492	159,085
Total assets	$2,387,319	$3,332,032	$5,719,351
Total liabilities	$1,544,744	$ 123,551	$1,668,295

Year Ended November 30, 2020	Canada	Mexico	Total

Net income for the year	$ (488,227)	$ 538,143	$49,916
Current assets	921,749	26,280	948,029
Mineral properties	-	2,064,106	2,064,106
Capital assets	5,748	22,230	27,978
Right-of-use-assets	135,245	49,913	185,158
Total assets	$ 1,062,742	$ 2,162,529	$3,225,271
Total liabilities	$ 1,856,207	$ 181,588	$ 2,037,795

Additional Disclosure for Venture Issuers Without Significant Revenue

A breakdown of material G&A expenses is set out in the Consolidated Statements of Comprehensive Income for the period ended December 31, 2021.

Capitalized or Expensed Exploration and Development Costs

Note 9 to the Consolidated Financial Statements for the thirteen-month period ended December 31, 2021 set out amounts with respect to capitalized exploration and evaluation expenditures by property.

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 carful 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.