TSX.V:CBI

COLIBRI RESOURCE CORPORATION

Form 51-102F1

Management Discussion & Analysis

Year Ended November 30, 2019

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Overview

The following Management Discussion and Analysis ("MD&A") for Colibri Resource Corporation ("the Company") prepared as of March 30, 2020 should be read together with the audited consolidated financial statements for the year ended November 30, 2019 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.

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 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.

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 Year Ended November 30, 2019	For The Year Ended November 30, 2018	For The Year Ended November 30, 2017
Total Revenue	$ -	$ -	$ -
Net income (Loss)	(183,665)	(8,133,301)	(582,918)
Comprehensive loss	(201,858)	(8,143,653)	(654,048)
Basic and diluted earnings (loss) per share	(0.00)	(0.16)	(0.04)
Total assets	2,422,209	781,358	7,259,699

Total long term liabilities	-	-	-
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 attached to the financial statements.

For The Year Ended November 30, 2019

Operations in the year ended November 30, 2019 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 year ended November 30, 2019 was $183,665, which was a loss of $0.00 per share on both a basic and a fully diluted basis. This loss was attributed to general and administrative expenses of $606,467 offset by proceeds of an option from mineral property of $382,802 and unrealized gain on investment of $40,000. Major components of the administrative expenses were share based compensation of $73,028, advertising and promotion of $52,271, audit and accounting of $48,250, consulting fees of $89,451, wages and benefits of $82,647, transfer agent and filing fees of $24,254, and travel costs of $43,689.

For The Year Ended November 30, 2018

Operations in the year ended November 30, 2018 were focused on maintaining the Company's interests in its properties in Sonora, Mexico including a drill program on its Pilar property, as well as continued efforts to seek option arrangements for any of these properties.

The net loss for the year ended November 30, 2018 was $8,133,301, which was a loss of $0.16 per share on both a basic and a fully diluted basis. This loss was attributed to general and administrative expenses of $1,117,806 and an impairment charge with respect to its mineral properties in the amount of $6,822,805. Major components of the administrative expenses were share based compensation of $264,399, advertising and promotion of $414,585, audit and accounting of $39,986, consulting fees of $80,691, transfer agent and filing fees of $18,808, and travel costs of $51,301.

In addition, the Company realized a loss on the sale of a subsidiary company in the amount of $132,690.

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							
	November 30, 2019	August 31, 2019	May 31, 2019	February 28, 2019	November 30, 2018	August 31, 2018	May 31, 2018	February 28 2018
Total assets	$2,422,209	$743,317	$763,384	$838,764	$781,358	$7,567,122	$7,550,387	$8,238,219
Mineral property costs	1,685,614	650,000	650,000	650,000	650,000	7,298,004	7,018,062	6,903,816

Working capital	(256,257)	(525,747)	(523,845)	(439,995)	(519,099)	(225,690)	267,555	847,531
Shareholders' equity	874,212	7,080,807	137,917	218,328	139,039	7,080,807	7,287,539	7,842,179
Revenues	-	-	-	-	-	-	-	-
Net income (loss)	308,012	(138,863)	(190,891)	(161,923)	(7,062,642)	(301,021)	(599,097)	(170,541)
Earnings (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.13)	(0.01)	(0.01)	(0.02)

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.

	November 30, 2019	November 30, 2018
Working capital	$ (256,257)	$ (519,099)
Deficit	(14,577,424)	(14,405,762)

Net cash used in operating activities during the period was $582,895 compared to $511,430 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 $896,764 during the current year and $1,161,246 during the previous year. Cash was received from private placements and the exercise of warrants during the year.

Net cash provided by (used in) investing activities was $14,396 during the current year and ($532,399) in the previous year. Cash was expended on the acquisition and maintenance of mineral claims and exploration work conducted on the claims in Mexico and offset by cash proceeds of partial consideration from mineral property option.

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, which is currently on the way.

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 years, a minimum of US$3.0 million ($2,595,595 incurred to November 30, 2014) 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 years. 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 year 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 warrants 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 has not yet decided if it will participate.

On December 14, 2015, the Company completed a non-brokered private placement with the issuance of 1,666,666 common shares at $0.03 per share for gross 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.

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 Colibri, 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 exploration on the Pilar Property.	$	0
	(c) To maintenance and storage on the Jackie Property.	$	1,000

	(d) To exploration on the Evelyn Property	$	100,000
	(e) To exploration on the El Mesquite Property	$	100,000
(3)	To cover estimated general and administrative expenses for a 12-month period	$	160,000

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 year ended November 30, 2019, 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
617337 NB Inc.	Company controlled by the President and CEO of the Company	Management	$72,000
Brant Capital Partners Inc.	Company controlled by the President and CFO of the Company	Accounting	$14,000
Ian McGavney	Chief Operating Office	Management	$36,000
Edward Stringer	Director of the Company	Consulting fees	$ 250
Paul Bartos	Director of the Company	Consulting fees	$1,250
Jacques Monette	Director of the Company	Consulting fees	$ 1,500
William Macdonald	Director of the Company	Consulting fees	$ 2,000
Roger Doucet	Director of the Company	Consulting fees	$ 1,500

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 2019 of $425,365 (2018 – $474,584) 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 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 quarter ended November 30, 2019 were focused on maintaining the Company's interest in its properties, as well as continuing preliminary surveying and groundwork on its Evelyn Property.

The net income for the three-month period ended November 30, 2019 was $308,012 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.

Adoption of new accounting standards:

(i) IFRS 9 *Financial Instruments* ("IFRS")

On December 1, 2018, the Company adopted IFRS 9 *Financial Instruments* ("IFRS 9"). IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement* ("IAS 39"), introduces new requirements for the recognition and measurement of financial assets and liabilities, a single, forward looking "expected loss" impairment model and a reformed approach to hedge accounting. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules previously under IAS 39. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss.

Application of IFRS 9 to the Company's financial instruments has no significant impact on the Company's financial position or results of operations and there is no financial impact that requires disclosure.

(ii) IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15")

On December 1, 2018, the Company adopted IFRS 15 – Revenue from Contracts with Customers ("IFRS 15"). IFRS 15 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 supersedes the current revenue recognition guidance including IAS 18 – Revenue, IAS 11 – Construction Contracts and the related interpretations. In adopting the guidance, the Company has opted to use the modified retrospective basis in accordance with the transitional provisions of IFRS 15 whereby the cumulative effect of initially applying the standard has been recognized as an adjustment to the opening deficit at June 1, 2018 and comparative figures are not restated and continue to be reported under the accounting standards in effect for those periods.

The Company has no revenue and management has determined that the application of IFRS 15 did not result in any adjustment to the financial statements.

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 November 30, 2019.

IFRS 16 Leases ("IFRS 16") eliminates the classification of leases as either operating or finance leases for a lessee. Instead all leases are capitalized by recognizing the present value of lease payments and recognizing an asset and a financial liability representing an obligation to make future lease payments. The principles in IFRS 16 provide a more consistent approach to acquiring the use of an asset whether by leasing or purchasing the asset.

The new leasing standard is applicable to all entities and will supersede current lease accounting standards under IFRS. Prospective application is required is required beginning on or after January 1, 2019 with early adoption permitted only if an entity early adopts IFRS 15 as well.

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, November 30, 2019.

(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:

November 30, 2019	Canada	Mexico	Total
Cash and cash equivalents	$ 346,866	$ 12,282	$ 371,148
Receivables	7,405	5,649	13,054
	$ 342,271	$ 17,931	$ 384,202

November 30, 2018	Canada	Mexico	Total
Cash and cash equivalents	$12,790	$ 2,734	$15,524
Receivables	10,055	22,123	32,178
	$ 22,845	$ 24,857	$47,702

(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 November 30, 2019, the Company's consolidated balance sheets included $193,575 (2018 – $1.746) of cash denominated in U.S. currency and $12,282 (2018 – $988) denominated in Mexican currency; $NIL (2018 – $NIL) of accounts payable which were U.S. currency denominated and $63,281 (2018 – $5,222) of accounts payable which were Mexico currency denominated. The Company does not use, hold or issue financial instruments for trading or speculative purposes. At November 30, 2019 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 insufficient funds as at November 30, 2019 to settle its current liabilities of $976,585, and insufficient funds to cover its long-term commitments on mineral claims as outlined in Note 6.

In the opinion of management, the Company has a working capital deficit of $256,257 at November 30, 2019 which is not 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:

	November 30, 2019	November 30, 2018
Authorized		
Common shares without par value	Unlimited	Unlimited
Issued and Outstanding	64,782,986	52,902,986

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 November 30, 2019 is summarized as follows:

	Number Of Options	Weighted Average Exercise
Balance, November 30, 2018	4,475,000	0 .11
Options granted	625,000	0.10
Balance, November 30, 2019	4,950,000	0.11

At November 30, 2019, the following stock options were outstanding:

Number of Options	Exercise Price	Expiry Date
550,000	$0.15	June 14, 2021
150,000	$0.15	January 23, 2019
1,800,000	$0.10	April 16, 2028
1,975,000	$0.10	April 16, 2023
625,000	$0.10	March 23, 2024
4,950,000		

At November 30, 2019, the 4,950,000 options outstanding have a weighted average life remaining of 5.11 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, 2018	16,385,980	$	0.15
Granted during the year	11,880,000	$	0.10
Expired during the year	(4,265,000)	$	0.25
Issued during the year	12,120,980	$	0.15
Balance November 30, 2019	24,000,980	$	0.13

The following warrants are outstanding at November 30, 2019:

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
6,340,000	$0.10	March 13, 2022
2,280,000	$0.10	August 7, 2022
3,360,000	$0.10	October 9, 2022
24,000,980		

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.

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:

November 30, 2019	Canada	Mexico	Total

Net loss for the year	$(547,948)	$364,283	$(183,655)
Current assets	700,628	19,700	720,328
Mineral properties	-	1,685,614	1,685,614
Capital assets	5,729	10,538	16,267
Total assets	$706,357	$1,715,852	$2,422,209
Total liabilities	$1,484,716	$ 63,281	$1,547,997

November 30, 2018	Canada	Mexico	Total
Net loss for the year	$ (1,239,758)	$ (6,848,511)	$(8,088,269)
Current assets	97,587	25,633	123,220
Mineral properties	-	650,000	650,000
Equipment	1,600	6,538	8,138
Total assets	$ 99,187	$ 682,171	$781,358
Total liabilities	$ 598,737	$ 43,580	$ 642,317

Additional Disclosure for Venture Issuers Without Significant Revenue

	Year Ended November 30, 2019	Year Ended November 30, 2018
Capitalized or expensed exploration and development costs	$ 72,418	$ 526,600
Impairment of exploration and evaluation assets	$ -	$ 6,822,805
General and administrative expenses	$ 606,467	$ 1,117,806

Capitalized or Expensed Exploration and Development Costs

For the Colibri property, we capitalized $NIL during the year ended November 30, 2019 and $NIL during the previous year.

For the Evelyn property, we capitalized $70,220 during the year ended November 30, 2019 and $16,997 during the previous year.

For the Pilar property, we capitalized $2,198 during the year ended November 30, 2019 and $486,905 during the previous year.

For the Sun property, we capitalized $NIL during the year ended November 30, 2019 and $698 during the previous year.

For the El Mesquite and Jackie properties, we capitalized $NIL during the year ended November 30, 2019.

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.

Subsequent Events

On March 12, 2020 the Coronavirus or COVID-19, was declared a pandemic by the World Health Organization. This has resulted in significant economic uncertainty and consequently, it is difficult to reliably measure the potential impact of this on our future business and financial results.

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.