

# COLIBRI RESOURCE CORPORATION

## Form 51-102F1

### *Management's Discussion & Analysis for the Year Ended November 30, 2007*

The following Management Discussion and Analysis ("MD&A") for Colibri Resource Corporation ("the Company") prepared as of March 14, 2008 should be read together with the audited consolidated financial statements for the year ended November 30, 2007 and related notes attached thereto, which are prepared in accordance with Canadian generally accepted accounting principles. All figures are in Canadian dollars unless otherwise noted.

This MD&A contains forward-looking information. Please see "Forward-Looking Information" and "Risks 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.

#### **General**

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, Minera Halcones 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. Halcones has the right to acquire a majority interest in three large mineral properties 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 Leon Property, and the Ramaje Ardiente (Ramard) Property. These properties are in the exploration stage only and are without a known body of commercial ore.

In July 2007 Gregory F. Bridges stepped down as a member of the Board of Directors. In November 2007 Roger Doucet and George A. Morine, C.A. were appointed to the Board of Directors.

Additional information related to the Company is available for view on the Company's website at [www.colibriresourcecorp.com](http://www.colibriresourcecorp.com) and on SEDAR at <http://www.sedar.com>.

## **Overall Performance**

- 1) On January 28, 2007, the Company paid \$25,000 pursuant to a mineral property option agreement on the Colibri property.
- 2) On December 19, 2006, the Company paid \$20,000 pursuant to a mineral property option agreement on the Leon property.
- 3) On April 3, 2007, the Company paid \$11,229 for the San Francisco and Juarez claims which are part of the Colibri property.
- 4) On May 14, 2007, the Company paid \$12,048 for the San Francisco and Juarez claims which are part of the Colibri property.
- 5) On June 15, 2007, the Company paid \$20,000 pursuant to a mineral property option agreement on the Leon property.
- 6) On August 31, 2007, the Company paid \$11,620 for the San Francisco and Juarez claims which are part of the Colibri property.
- 7) On June 5, 2007, the Company paid \$25,000, and on July 5, 2007 issued 300,000 shares for a value of \$100,500 pursuant to a mineral property option agreement on the Colibri property.
- 8) On June 5, 2007, the Company paid \$20,000 pursuant to a mineral property option agreement on the Ramaje Ardiente property.
- 9) On October 20, 2007, the Company paid \$10,648 for the San Francisco and Juarez claims which are part of the Colibri property.

## **Annual Information**

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

	For The Year Ended November 30, 2007	For The Year Ended November 30, 2006	For The Year Ended November 30, 2005
Total revenues	\$ 89,794	\$ 47,902	\$ 16,135
Net income (loss) before extraordinary items	(551,149)	(279,338)	(213,353)
Net income (loss) and comprehensive income	(551,149)	(279,338)	(213,353)
Basic and diluted earnings (loss) per share	(0.02)	(0.01)	(0.02)
Total assets	7,357,464	3,259,555	3,113,009
Total long-term liabilities	-	-	-
Cash dividends	-	-	-

The Company earns interest revenue from cash and term deposits held in banks. It 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 2 attached to the financial statements.

### For The Year Ended November 30, 2007

Operations in the year ended November 30, 2007 were focused on maintaining the Company's interests in the properties for which it has entered into option agreements, as well as the construction of access roads and the commencement of exploratory drilling programs on all three properties. The Company has not generated any revenues from operations for the year ended November 30, 2007.

The net loss for the year ended November 30, 2007 was \$551,149, which was a loss of \$0.02 per share on both a basic and a fully diluted basis. This loss was primarily attributed to general and administrative expenses of \$566,507. A major component of the loss was stock-based compensation with an estimated fair value of \$253,779 in the form of stock options granted to executive officers, directors and a consultant. The Company also incurred \$52,500 for management fees and \$25,890 in consulting fees.

### For The Year Ended November 30, 2006

Operations in the year ended November 30, 2006 were focused on maintaining the Company's interests in the properties for which it has entered into option agreements. The Company has not generated any revenues from operations for the year ended November 30, 2006.

The net loss for the year ended November 30, 2006 was \$279,338, which was a loss of \$0.01 per share on both a basic and a fully diluted basis. This loss was primarily attributed to general and administrative expenses of \$327,240. A major component of the loss was stock-based compensation with an estimated fair value of \$50,846 in the form of stock options granted to executive officers and directors. The Company also incurred \$40,000 for management fees and \$23,357 in consulting fees.

## Summary of Quarterly Results

The following table sets forth selected unaudited quarterly (except periods ended November 30) financial information for each of the last eight most recently completed quarters:

	<b>Three Months Ended</b>							
	November 30, 2007	August 31, 2007	May 31, 2007	February 28, 2007	November 30, 2006	August 31, 2006	May 31, 2006	February 28, 2006
Total assets	\$ 7,357,464	\$7,212,573	\$5,655,482	\$ 3,082,599	\$ 3,259,555	\$ 2,961,008	\$ 2,959,633	\$ 3,048,920
Mineral property costs	3,423,150	3,052,711	2,786,801	2,380,801	2,037,465	1,482,906	1,267,527	1,148,675
Working capital	3,644,656	4,049,928	2,795,754	575,568	807,864	1,435,612	1,645,395	1,843,719
Shareholders' equity	7,120,275	7,155,326	5,598,941	2,987,032	2,850,312	2,923,483	2,918,293	2,998,172
Revenues	41,345	31,743	9,385	7,321	11,164	16,654	9,385	10,699
Net income (loss)	(371,830)	(85,666)	(68,323)	(25,330)	(124,017)	(27,310)	(79,879)	(48,132)
Earnings (loss) per share	(0.02)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)

## 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, 2007	November 30, 2006
Working capital	\$ 3,644,656	\$ 807,864
Deficit	(1,166,404)	(615,255)

Net cash used in operating activities during the year was \$200,804 compared to \$257,255 during the previous year. 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 \$4,393,833 during the current year and \$20,611 during the previous year. Most of this cash was raised from the private placement mentioned below, plus the exercise of share purchase warrants for gross proceeds of \$1,787,851. There were also 150,000 stock options exercised for gross proceeds of \$15,000.

Net cash used in investing activities was \$1,597,472 during the current year and \$766,761 in the previous year. Of this cash, \$1,535,148 (2006 - \$765,153) was expended on the acquisition and maintenance of mineral claims and exploration work conducted on the claims in Mexico, and \$62,324 (2006 - \$1,608) expended on equipment.

## 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

will entitle 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. The Units were subject to a hold period that expired August 20, 2007.

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.

The proceeds of the private placement are being used primarily for exploration and drilling on the Company's Sonora, Mexico claim properties, as well as for general working capital.

During the year 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.

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 year:

**Description**

(1) To make property option payments and mineral property tax estimated payments on the Colibri, Leon, and Ramard properties and on the San Francisco and Juarez claims situated on the Colibri property.	\$	200,000
(2) (a) To conduct continuing exploration and drilling on the Colibri Property.	\$	1,000,000
(b) To conduct continuing exploration and drilling on the Ramard Property.	\$	500,000
(c) To conduct continuing exploration and drilling on the Leon Property.	\$	1,000,000
(3) To cover estimated general and administrative expenses for a 12-month period	\$	300,000
(4) To provide general working capital	\$	750,000

**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, 2007, the Company entered into the following transactions with related parties:

- a) Paid or accrued management fees of \$52,500 (2006 - \$NIL) to companies controlled by directors of the Company.
- b) Paid or accrued management fees of \$NIL (\$40,000) to a company controlled by a former director of the Company.
- c) Paid or accrued office rent of \$4,500 (2006 - \$NIL) to a company controlled by a director of the Company.
- d) Paid or accrued \$118,965 (2006 - \$82,338) in geological consulting fees, of which \$93,075 (2006 - \$82,338) are included in deferred exploration costs, to a company controlled by a former director of the Company.
- e) Paid or accrued \$NIL (2006 - \$64,398) in geological mapping and consulting fees, of which \$NIL (2006 - \$64,938) is included in deferred exploration costs, to a foundation in which a director of the Company is an associate.
- f) Paid \$50,000 (2006 - \$50,000) and issued 300,000 (2006 - 250,000) common shares with a value of \$100,500 (2006 - \$32,500) to a private Mexican company which is wholly owned by a private Canadian company that is controlled by a former director of the Company, of which a director of the Company is also a director of the private Canadian company. (Colibri property)
- g) Paid \$20,000 (2006 - \$15,000) and issued Nil (2005 - 100,000) common shares with a value of \$Nil (2005 - \$15,000) to a private Mexican company controlled by a former director of the Company. (Ramaje Ardiente property)
- h) Paid \$40,000 (2006 - \$30,000) to a private Mexican company which is 50% owned by a former director of the Company. (Leon property)
- i) Paid \$Nil (2005 - \$40,460) in share issue costs, to a financial partnership in which a former director of the Company is a partner.

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.

## 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 claims that the Company has a right to acquire 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.

## **Internal Controls**

There has been no change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **Critical Accounting Policies/Critical Accounting Estimates**

### **Use of Estimates**

The preparation of consolidated financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the year. Actual results could differ from these estimates. Significant areas requiring the use of management estimates relate to the determination of asset retirement obligations, environmental obligations, impairment of mineral properties, the assumptions used in the determination of the fair value of stock-based compensation and warrants, rates for amortization, accrued liabilities, and the determination of a valuation allowance for future income tax assets.

### **Stock-based compensation**

The fair value of stock options granted is determined using the Black-Scholes option pricing model and recorded as stock-based compensation expense over the vesting period of the stock options, with a corresponding increase to contributed surplus. When stock options are exercised the corresponding fair value is transferred from contributed surplus to capital stock. In the event that unvested options are cancelled, previously recognized compensation expense associated with such options is reversed.

### **Long-lived assets**

Long-lived assets consist of equipment and mineral properties. Long-lived assets held for use are measured and amortized as described in the applicable accounting policies.

The Company performs impairment testing on long-lived assets held for use wherever events or changes in circumstances indicate that the carrying value of an asset, or group of assets may not be recoverable. Impairment losses are recognized where undiscounted future cash flows from its use and disposal are less than the assets carrying amount. Impairment loss is measured as the amount by which the asset carrying value exceeds fair value. Discounted cash flows are used to measure fair value. Any impairment is included in loss for the year.

### **Asset retirement obligations**

The Company recognizes the fair value of a liability for an asset retirement obligation in the year in which it is incurred when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability.

Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in the statement of operations. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset.

### **Comparative figures**

The Company identified a presentation inconsistency with respect to the comparative figures for shareholder's equity and income taxes (see Notes 8 and 11 of the audited financial statements). As a result, the figures for the year ended November 30, 2006 have been restated to be comparative with the 2007 presentation.

The reclassifications above had no impact on the total balance of shareholders' equity as previously presented and had no impact on the consolidated statements of operations or cash flows for the year ended November 30, 2006.

## **CHANGES IN ACCOUNTING POLICIES**

As required by the CICA, on December 1, 2006, the Company adopted CICA Handbook Section 1530, 'Comprehensive Income'; Section 3251, 'Equity'; Section 3855, 'Financial Instruments – Recognition and Measurement'; Section 3861, 'Financial Instruments – Disclosure and Presentation'; and Section 3865, 'Hedges'. The adoption of these new standards resulted in changes in the accounting for financial instruments. As required by the implementation of these new standards, the comparative consolidated financial statements have not been restated. The principal changes in the accounting for financial instruments and hedges due to the adoption of these accounting standards are described below:

### **(i) Section 3855 - Financial Instruments – Recognition and Measurement**

#### **Section 3861 - Financial Instruments – Disclosure and Presentation**

Under these standards, financial assets and financial liabilities are initially recognized at their fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose for which the financial instruments were acquired or issued, their characteristics, and the Company's designation of such instruments. The standards require that all financial assets and liabilities be classified either as held-for-trading, available-for-sale, held-to-maturity, loans and receivables, or other liabilities. Financial instruments held for trading are measured at fair value with gains and losses recognized in net income. Available-for-sale financial instruments are measured at fair value, with unrealized gains and losses recognized in comprehensive income. Financial instruments classified as held-to-maturity, loans and receivables, and other liabilities are measured at amortized cost.

Transaction costs that are directly attributable to the acquisition or issue of a financial asset or financial liability, are netted against the fair value of the financial instrument on initial recognition, with the exception of transaction costs related to financial instruments that are classified as held for trading. These transaction costs are then amortized over the expected life of the financial instrument using the effective interest method ("EIM"). Transaction costs related to held for trading financial instruments are expensed as incurred. Under the EIM, interest income and expense is calculated and recorded using an effective interest rate, which is the rate that exactly discounts estimated future cash payments or receipts over the expected life of the financial instrument or, when appropriate, a shorter period, to the initial net carrying amount of the financial asset or liability so as to produce a constant rate of interest over that term.

### **Classification of financial instruments**

The following is a summary of the classifications the Company has elected to apply to each of its significant categories of financial instruments outstanding as of December 1, 2006:

Cash	designated as held for trading
Accounts receivable	loans and receivables
Accounts payable and accrued liabilities	other liabilities
Accounts payable to related parties	other liabilities

### **(ii) Section 1530 - Comprehensive Income**

This standard requires a new component of shareholders' equity, comprehensive income, to be included in the Company's consolidated financial statements. In addition, the standard requires a statement of comprehensive income. The major components of the statement of comprehensive income may include items such as unrealized gains and losses on financial assets classified as available-for-sale, deferred gains and losses arising from the settlement of historic cash flow hedging transactions and changes in the fair value of the effective position of cash flow hedging instruments. As there are currently no differences between net income and comprehensive income, or shareholders' equity and accumulated other comprehensive income, no statement has been included with these consolidated financial statements

### **(iii) Section 3251 – Equity**

This standard establishes standards for the presentation of equity and changes in equity during the reporting period.

### **(iv) Section 3865 - Hedges**

This standard describes when hedge accounting is appropriate. Hedge accounting ensures that all gains, losses, revenues and expenses from the derivative and the item it hedges are recorded in the statements of operations and comprehensive income in the same period. The Company does not have transactions that relate to hedging and hence this section is not applicable.

### **Impact of adopting sections 1530, 3855 and 3865**

The Company has evaluated the impact of these new standards on its financial statements and determined that no adjustments are currently required.

## **FUTURE ACCOUNTING POLICY CHANGES**

### **Capital Disclosures**

On December 1, 2006, the CICA issued Handbook Section 1535, Capital Disclosures. Section 1535 requires the disclosure of (i) an entity's objectives, policies and process for managing capital; (ii) quantitative data about an entity's managed capital; (iii) whether an entity has complied with capital requirements; and (iv) if an entity has not complied with such capital requirements, the consequences of such non-compliance. Section 1535 will be effective for the Company on December 1, 2007 and consequently will be reflected in its financial statements for the first quarter ended February 29, 2008.

## **Financial Instruments – Disclosures and Presentation**

On December 1, 2006, the CICA issued two new accounting standards, Section 3862, Financial Instruments – Disclosures and Section 3863, Financial Instruments – Presentation. These standards replace Section 3861, Financial Instruments – Disclosure and Presentation and enhance the disclosure of the nature and extent of risks arising from financial instruments and how the entity manages those risks. Sections 3862 and 3863 will be effective for the Company on December 1, 2007, and consequently will be reflected in its financial statements for the first quarter ended February 29, 2008.

## **FINANCIAL INSTRUMENTS**

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, 2007.

### **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.

### **Interest Rate Risk**

The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

### **Credit Risk**

The Company is exposed to credit risk with respect to its accounts receivable; however, this is minimized because the amounts are due from a government agency.

### **Derivatives – Mineral Properties**

The Company retains and/or has obligations related to certain carried interest rights and net smelter royalties (“NSR”), the value of which is derived from future events and commodity prices. These rights are derivative instruments. However, the mineral property interests to which they relate are not sufficiently developed to reasonably determine value.

### **Foreign exchange risk**

Foreign exchange risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in foreign exchange rate. The Company’s cash flow exposure to foreign currency is due mainly to cash, option payments and costs incurred for the development of its mineral properties in Mexico. As at November 30, 2007, the Company’s consolidated balance sheet included: \$242,877 (2006 - \$128,485) of cash denominated in U.S. currency and \$39,714 (2006 - \$52,133) denominated in Mexico currency; \$169,247 of accounts payable (2006 - \$328,097) which were U.S. currency denominated and \$6,965 (2006 - \$11,606) 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, 2007 there were no foreign exchange contracts outstanding.

### **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company believes that the liquidity risk is mitigated given its current cash reserve

## Outstanding Share Data

### Capital stock

	Number of Shares
Authorized	
Common shares without par value	100,000,000
Issued and Outstanding as at November 30, 2007	34,011,010

### Stock options

At November 30, 2007, the following stock options were outstanding, with a weighted average life remaining of 4.7 years and weighted average fair value of \$0.19 per option:

Number of Options	Exercise Price	Expiry Date
450,000	\$ 0.10	October 20, 2011
1,090,000	0.26	October 29, 2012
1,540,000		

### Stock-based compensation

During the year ended November 30, 2007, the Company granted a total of 1,090,000 (2006 – 600,000) stock options to directors, officers and a consultant.

The estimated fair value of these options was recorded as \$253,779 (2006 - \$50,846). These amounts have been expensed as stock-based compensation in the statement of operations with a corresponding amount recorded as contributed surplus in shareholders' equity.

The following weighted average assumptions were used for the Black-Scholes Pricing Model valuation of stock options granted by the Company:

	2007	2006	2005
Risk-free interest rate	3.88%	4.08%	3.22%
Expected life of options in years	5.00	5.00	3.50
Annualized volatility	140.79%	81.88%	50.00%
Dividend rate	0.00%	0.00%	0.00%

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate and therefore the existing models do not necessarily provide a reliable measure of the fair value of the Company's stock options.

## Warrants

The Company has 7,832,943 share purchase warrants outstanding enabling the holders to acquire common shares, determined as follows:

	Number of Shares	Exercise Price	Expiry Date
Balance at November 30, 2006	7,627,525	\$0.30	July 28, 2007
Exercised	(5,595,500)	0.30	July 28, 2007
Expired	(2,032,025)	0.30	July 28, 2007
Issued	7,832,943	0.70	April 20, 2008
Balance at November 30, 2007	7,832,943	\$0.70	April 20, 2008

The Company accounted for warrants using the Black-Scholes Option Pricing Model with the following assumptions in 2007:

Risk-free interest rate	3.88%
Expected life of warrants	1 year
Annualized volatility	150.00%
Dividend rate	0.00%

## 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:

2007	Canada	Mexico	Total
Net Loss	\$ (501,719)	\$ (49,430)	\$ (551,149)
Current assets	3,487,605	394,240	3,881,845
Equipment	51,477	992	52,469
Mineral properties	-	3,423,150	3,423,150
Total assets	\$ 3,539,082	\$ 3,818,382	\$ 7,357,464

2006	Canada	Mexico	Total
Net Loss	\$ (204,563)	\$ (74,775)	\$ (279,338)
Current assets	1,017,952	199,155	1,217,107
Equipment	3,602	1,381	4,983
Mineral properties	-	2,037,465	2,037,465
Total assets	\$ 1,021,554	\$ 2,238,001	\$ 3,259,555

### Additional Disclosure for Venture Issuers Without Significant Revenue

	Year Ended November 30, 2007	Year Ended November 30, 2006
Capitalized or expensed Exploration and Development Costs	\$ 1,385,685	\$ 1,103,007
Expensed Research and Development Costs	\$ -	\$ -
General and Administrative Expenses	\$ 566,507	\$ 327,240
Material Costs	\$ -	\$ -

### Capitalized or Expensed Exploration and Development Costs

For the Colibri property, we capitalized \$577,257 during the year ended November 30, 2007 and \$695,736 during the same period for 2006.

For the Ramaje Ardiente property, we capitalized \$279,321 during the year ended November 30, 2007 and \$304,297 during the same period for 2006.

For the Leon property, we capitalized \$529,107 during the year ended November 30, 2007 and \$102,974 during the same period for 2006.

### Subsequent Event

The following event occurred subsequent to November 30, 2007:

- a) Effective February 5, 2008, 429,000 shares were released from escrow, thereby reducing the shares held in escrow to 429,000.

### Additional Information

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