TSX.V:CBI

COLIBRI RESOURCE CORPORATION

Form 51-102F1

Management Discussion & Analysis

For the Three Month Periods Ended March 31, 2024 and 2023

105 Englehart St.
Suite 700
Dieppe, N.B E1A 8K2
(506) 383-4274 info@colibriresource.com

Overview

The following Management Discussion and Analysis ("MD&A") for Colibri Resource Corporation ("Colibri") or ("the Company") prepared as of May 28, 2024, should be read together with the unaudited condensed consolidated interim financial statements for the three month period ended March 31, 2024 and related notes attached thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 31, Interim Financial Reporting.

This MD&A should be read in conjunction with the consolidated financial statements and the notes thereto for the year ended December 31, 2023 which were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the IASB.

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. (Minera), Yaque Minerales S.A. de C.V. (Yaque) and Coboro Minerales S.A. de C.V. (Coboro), the Company is engaged in the acquisition, exploration, and if warranted, development of gold, silver, copper, molybdenum and other metal deposits in Mexico. Minera, Yaque and Coboro have acquired a majority interest in four mineral properties and a minority interest in two 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.

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 holds a 100% interest in the Evelyn property, 100% interest in the Plomo properties, 49% interest in the Pilar properties, 100% in the Mezquite property, 25% interest in the Diamante properties, 50% of the Jackie property, and 100% of the Sun property.

The Company acquired 100% of 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 Mezquite 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 Mezquite property in Mexico.

Consideration for the option includes payment of an amount to acquire the remaining 35% interest in the El Mezquite property, payments required to maintain surface rights for the El Mezquite property, payment of 50% of the property taxes on the El Mezquite 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 was also required to incur US$600,000 in exploration and evaluation expenditures on the El Mezquite property during the period of the option, with no minimum annual amount.

During the 2020 fiscal year, Silver Spruce paid US$82,500 (CDN$109,000) as partial payment to acquire the 35% interest in the El Mezquite property.

During the 2021 fiscal year, the Company paid US$50,000 as partial payment to acquire the 35% interest in the El Mezquite property and another US$50,000 in January 2022 resulting in the Company owning a 100% interest in the El Mezquite property.

In September 2022, Silver Spruce terminated its option to acquire 50% interest in Yaque and therefore, the Company now owns 100% in the El Mezquite property.

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

On April 19, 2022, Silver Spruce, having earned its 50% interest in the Jackie property, signed a joint venture agreement with the Company for the continued operation of the property.

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 another 3,000,000 common shares, making additional 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 fiscal 2022, the Company received an additional 1,000,000 common shares of Tocvan valued at $610,000 and cash of $75,000 as partial consideration in connection with the option agreement. During fiscal 2023, the Company received the final cash payment of $75,000. On September 19, 2023, Tocvan submitted the exercise notice to the Company for the majority ownership (51%) of the Pilar property. Tocvan had a six-month option period, till March 19, 2024, to purchase the remaining 49% for $2,000,000 cash payment and 2% NSR on the property. Also, pursuant to the property option agreement, Tocvan is obligated to issue to the Company fully paid and non assessable common shares of Tocvan in the event that the capitalization of Tocvan exceeds the threshold described in the agreement. Therefore, on December 19, 2023, Colibri received 525,000 shares of Tocvan valued at $210,000.

On March 19, 2024, Tocvan did not exercise its option to purchase the remaining 49% of the Pilar property. Colibri is presently negotiating a formal joint venture agreement with Tocvan to further explore the property. This property is expected to have a 43-101 complaint resource estimate before the end of calendar 2024.

During the 2021 fiscal year, the Company entered into an earn-in agreement whereby it could earn an initial 50% interest in the El Diamante property by making cash payment of US$100,000, paying one-half of the property tax and security costs and incurring the cost of 2,000 meters of drilling and related costs over a two-year period. Upon completion of its earn-in, the Company could 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 US$2.1 million or payment of US$1.4 million 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 US$75,000 and incurring 75% of the Company’s costs with respect to the 2,000 meters of drilling and 50% of any other costs incurred by the Company with respect to the El Diamante property.

During Q4 of 2022, the Company along with Silver Spruce completed the 2,000 meters of drilling required in the agreement thereby jointly earning a 50% interest in the El Diamante. In April 2024, The Company announced that it had commenced a diamond drill program to test targets at the Diamante with its partner Silver Spruce Resources. Drilling is presently underway and results will be released in due course.

On March 16, 2023, the Company purchased 100% of the outstanding shares of Coboro Minerales de Mexico SA de CV (“Coboro”) for $100,000. Coboro is the owner of the 4,260 Ha Plomo Gold Project in Caborca Gold Belt. For full details of this acquisition please see Colibri’s news releases dated March 16, 2023 and March 21,

2023. Subsequent to the acquisition of the “Plomo” project Colibri has begun to market the combined Evelyn and Plomo Projects as the “EP Gold Project.”

Exploration Projects

Evelyn-Plomo (EP) Gold Project(s)
The Evelyn (506 Ha) and Plomo (4,260 Ha) project is 100% owned by Colibri and is currently considered to be a flagship exploration asset. The Company has been actively exploring the Evelyn claim since 2019 and has made several potentially material discoveries on the project by way of drilling, trenching, and sampling. The Plomo property, which is contiguous of the Evelyn lands, was acquired in early 2023 and is considered highly prospective to host one or more economically significant gold deposits. During Q1, 2024, the Company completed: a geological mapping and outcrop sampling on the Plomo property, an airborne magnetic survey of a large area on the Plomo which borders the Evelyn property, and applied for a drilling permit to test four targets. The sampling confirmed the historical sampling completed on the Plomo property, expanded the areas of known mineralization. In Q4 2023, the Company announced the results from a 2,200 meter - reverse circulation drilling program in 17 holes on the Evelyn property. The assay results from the drilling were considered positive by management and confirmed a potentially significant new discovery at the West Sahuaro Zone.

More details about the EP project are available at our website: www.colibriresource.com.

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 US$100,000 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 Minera Bimcol, S.A. de C.V, (BIMCOL). Fifty percent of the shares of BIMCOL are held by the vendor and the other 50% of the shares were held in escrow in favour of Colibri in anticipation of the Company earning its 50% stake in the new corporation.

In late April 2021, 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 US$75,000 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 through equal ownership of Yaque Minerales, a subsidiary holding the shares.

On January 31, 2023, Yaque Minerales earned the initial 50% of BIMCOL, from that date Yaque had up to six months to outright purchase the additional 50% of the new corporation by paying either US$2.1 million or by paying US$1.4 million and providing a 2% net smelter royalty in favour of the vendor. Yaque elected not to move forward with an outright purchase of the vendor’s shares in BIMCOL and the two companies will move forward as equal joint venture partners on the project.

During the first quarter of 2022, Colibri and Silver Spruce geologists conducted two field trips to the project with the goal of confirming historical sampling and mapping undertaken by previous owners of the project. New samples taken by the geologists confirmed many of the recorded observations and assay values as well as widened the areas of interest.

During Q2 and Q3 2022 Colibri and Silver Spruce announced the commencement and completion of the first ever known drill program at Diamante. Encouraging results were achieved. The reader is encouraged to read Colibri's news releases dated September 3rd, 2022 and September 29th, 2022 for further details.

During Q4 2022, Colibri and Silver Spruce geologists reviewed the data gathered during its exploration programs to date and prepared a comprehensive drilling report for its partners Bimsa Minera as the final step of its agreement to earn 50% of the project. This report was presented to its partner in January 2023.

During Q3 2023 Colibri (operator) and Silver Spruce completed exploration on the property which included geological mapping and the collection and analyses of 54 stream sediment samples and 60 outcrop samples. Analysis of the samples collected were largely completed during Q3 however some of the rock samples collected later in Q4 were analyzed in the first part of Q4 2023. The mapping and sampling resulted in the discovery of 2 new mineralized showings on the Diamante II concession. Results of the field work completed are reported in the Company's news release dated November 21, 2023. The Company is presently drilling at the Diamante project and results are expected to be released in due course over the next 45 to 60 days.

More details about the Diamante project are available at our website: www.colibriresource.com.

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 had 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 then had 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 second and third quarters of 2022, Colibri announced results of its partner's continued work on the project which included: drill program assay results and preliminary metallurgy results. Tocvan also announced exploration intentions for the balance of 2022 and the first half of 2023.

During Q4 of 2022, Colibri announced that Tocvan had entered into an agreement with a local mining company to complete a bulk sample of at surface or near surface mineralized material. Tocvan anticipates that the data collected will guide the future mine development plans at the Pilar.

Tocvan news releases in Q1 and Q2 of 2023 indicate that 1,400 tonnes of mineralized materials were removed for its bulk sample and initial grades of the said materials exceed its expectations in terms of head grade.

A Tocvan news release in early July 2023 indicated that the bulk sample leaching process had been completed with better than average results in terms of grade and recovery relative to that known for the area. On August 22, 2023 Tocvan released further results of the bulk sample heap leach which supports development of the processing flow sheet and optimization rapid recovery.

In September 2023, Tocvan fulfilled the terms to acquire the 51% ownership interest in Pilar which triggered a six month option to purchase the remaining 49%. In March 2024 the exclusive period lapsed and the two companies are presently negotiating an industry standard Joint Venture agreement to advance the project to a potential production decision.

Tocvan is presently drilling infill and exploration holes at the Pilar project and have recently announced the results from 10 drill holes. Two of the exploration holes drilled to the east and northeast of the Main Zone have been considered potentially significant and indicate that the project could host several deposits of gold and silver.

More information about the results of the work completed at the Pilar Gold & Silver Project can be viewed at Colibri's website: www.colibriresource.com.

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 US$100,000 to be spent over the course of two years with a minimum of US$50,000 to be spent in the first year. Pursuant to the agreement, Silver Spruce is required a cash payment of US$50,000 and $50,000 of Silver Spruce shares.

No field work took place at the Jackie property during 2023. Modelling of the information collected to date is ongoing and the Company and its partner are planning a near term trench sampling and/or drilling program.

More information about the results of the work completed at Jackie Gold & Silver Project can be viewed at Colibri's website: www.colibriresource.com.

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 US$600,000 on exploration expenditures, paying cash consideration of US$210,000 over 12 months, and a providing a 3 year $500,000 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 2021. Further details and results can be viewed on the Company's website: www.colibriresource.com.

During the first three quarters of 2022, no field activities at the Mezquite took place.

During the third quarter of 2022, Colibri was informed by Silver Spruce that it was withdrawing from its agreement to purchase 50% of the Mezquite Project.

During Q2 2023, Colibri completed a short field mapping and sampling program on the project.

Colibri is presently reviewing all data generated for the project and considering next steps.

More information about the results of the work completed at Mezquite Project can be viewed at Colibri'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

Quarterly Information

EP Project (Evelyn/Plomo) Q1, 2024

Drone magnetic survey

The airborne magnetic survey was flown with a nominal flight height of 35 m, a line spacing of 50 m and covered an area of 1,385 hectares. The survey was flown over the western part of the Plomo property adjacent to the Evelyn property and covered three of the previously prioritized target areas on the Plomo property. Survey equipment and parameters were very similar to the drone magnetic survey completed by the company over the Evelyn property in 2020 (506 hectares) and the two data sets have been merged and processed providing for seamless coverage over the highest-priority area of the EP project. Maps of total magnetic intensity and various maps of processed data have been received and included in the company's EP project GIS data set. An interpretation of the magnetic data, completed by an independent geophysicist and independent of other EP project geo-data, illustrates northwest-southeast- and northeast-southwest-oriented lineaments which characterize the Caborca gold belt structural fabric.

Geological mapping and outcrop sampling

Geological mapping was completed over selected areas on the EP project during January and included the collection and analyses of 64 outcrop samples and the collection of 23 rocks for thin-section petrography. The focus of the geological mapping was those areas that have been prioritized for drilling as well as selected strategic areas based on data compilation and interpretation to date. Outcrop sampling was completed to confirm the lithostructural setting of mineralization and included samples returning values of 3.3 grams per tonne Au, 2.87 g/t Au, 2.85 g/t Au and 2.6 g/t Au. Petrographic analyses of rock samples from the January mapping are in progress.

Interpretation of results

The newly acquired and merged magnetic coverage provides a very valuable input into the geo-data set and continued development of the EP project exploration model. Interpretation and reconciliation of the magnetic data with geological and structural mapping are continuing; however, some new and potentially key observations include: the wider recognition and potential importance of north-northeast-trending structures, the same trend orientation of the Main zone and Banco de Oro vein systems, which are the most developed historical mining sites on the property; the recognition of easterly trending lineaments on the Plomo property, their coincidence with mapped structures of the same trend orientation, their extrapolation and interpretation on the Evelyn side of the property, and their potential importance as a control on the occurrence of the San Perfecto target area mineralization and pointing to an earlier-stage exploration opportunity; combined with recently completed geological mapping, which included the recognition of a megacrystic potassium feldspar gneiss unit, the magnetic survey provides for the preliminary interpretation of a fault-bounded lithostructural domain on the northern part of the property, across the Evelyn-Plomo boundary, which is underlain by Proterozoic metamorphic rocks.

Drill plan and next steps

Based on compilation and interpretation of historic and recent work, Colibri has identified 14 target areas on the EP property for continued exploration and has prioritized four of these for drilling. Colibri has submitted an application to SEMERNAT (Secretariat of Environment and Natural Resources) to drill 4,400 metres to test the four targets which include West Sahuaro, Banco de Oro, San Perfecto and Pavo Real.

Pilar

Colibri's partner Tocvan Ventures commenced a drilling program at Pilar in early April, 2024 and is presently still underway

Drilling objectives -- 7,000 metres:

1. Resource infill and expansion drilling:
    - Infill Drilling at Pilar Main zone where 2022 core drilling returned:
        - 116.9 metres of 1.2 grams per tonne gold and seven g/t silver in drill hole JES-22-59;
        - 108.6 metres of 0.8 g/t Au and three g/t Ag in drill hole JES-22-62;
    - Expansion drilling to the southeast where past stepout drilling returned:
        - 39.7 metres of one g/t Au and two g/t Ag in drill hole JES-21-50;
        - 13.7 metres of 0.6 g/t Au and 13 g/t Ag in drill hole JES-22-63;
    - Expansion drilling to the north where past drilling returned:
        - 29 metres of 0.7 g/t Au and two g/t Ag in drill hole JES-21-38;
        - 21 metres of 38.3 g/t Au and 38 g/t Ag in historic drill hole S-10.

Diamante

During Q1 2024, The company prepared pads and roads for a 10 hole - 1,050m drilling program at the Diamante Project to test areas of interest in Diamante I that were identified in a previous drilling program as well as new targets generated in Diamante II from work completed in Q4, 2023.

Exploration at Diamante in Q4,2023 was focused on the Diamante II concession and included property wide geological mapping, evaluation and sampling of historical showings, collection and analyses of 49 steam sediment samples, and assay of 60 outcrop samples. Highlights of the Q4 2023 work included the discovery of new mineralized showings in the southern and northern parts of the concession. Assays of 3.52 g/t Au and 121 g/t Ag from one showing and assays of 0.122 g/t Au and 197 g/t Ag from a second showing are on the southern part of the property in the area of Calton and Southern target areas which incudes a past sample of 39.8 /t Au and 109 g/t Ag. In the northern part of the Diamante II concession, samples returning assays of 0.818 g/t Au (5.07 g/t Ag) and 0.749 g/t Au (2.13 g/t Ag) are located approximately 250 metres northwest of the historical Mezquite-Raizudo showing which includes a sample which returned an assay of 5.64 g/t Au. A component of the field work completed to date has been geological mapping and evaluation of historical showings. Confirmation of the historical showings includes a sample which returned an assay of 3.34 g/t Au and 20 g/t Ag from the Calton target area.

Annual Information

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

		For The Three Month Period Ended March 31, 2024	For The Three Month Period Ended March 31, 2023
Total Revenue		$ -	$ -
Net (loss) income		(481,159)	(176,331)
Comprehensive (loss) income		(228,720)	184,707
Basic and diluted earnings (loss) per share		(0.00)	(0.00)
Total assets		6,530,730	6,222,634
Total long-term liabilities		1,610,057	1,581,445
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 condensed consolidated interim financial statements.

For The Three Month Period Ended March 31, 2024

Operations during the three months ended March 31, 2024 were focussed on exploration activities related to the Evelyn property and to managing exploration activities on behalf of optionees of the El Pilar and Diamante properties.

Net loss for the three month period ended March 31, 2024 was $481,159, which was a loss of $0.00 per share on both a basic and a fully diluted basis. Net loss for the three month period ended March 31, 2023 was $176,331. Q1 fiscal 2024 loss was attributed to general and administrative expenses of $477,356, unrealized loss on investment of $10,500 and expenses recovered of $(6,697).

The negative variance of $304,828 between Q1 of fiscal 2024 and Q1 of fiscal 2023 is mainly due to the accounting and audit fees, the interest and accretion expense, the share based compensation and the fair value adjustments on investments.

The increase of $32,048 in accounting and audit fees from $18,805 in 2023 to $50,853 for the current quarter is due to an increase in the audit fees.

Interest and accretion expense is $119,858 for the quarter ended March 31, 2024 compared to $72,064 for the quarter ended March 31, 2023, an increase of $47,794. This increase is due to interest accretion on the convertible debentures issued in September 2023 and the loan payable.

During the quarter ended March 31, 2024, the Company issued some stock options to members of the Board of Directors as well as employees and consultants of the Company. Most of the options vested immediately, therefore, the Company recorded stock-based compensation of $86,863.

The negative difference of $96,300 between the unrealized loss on investment of $10,500 for the quarter ended March 31, 2024 compared to an unrealized gain of $85,800 for the quarter ended March 31, 2023, is due to current market conditions.

The Company carried out exploration and evaluation expenditures on the Evelyn property during the first quarter of fiscal 2024 in the amount of $302,858 as disclosed in Note 9 of the March 31, 2024 condensed consolidated interim financial statements.

For The Three Month Period Ended March 31, 2023

Operations in the three month period ended March 31, 2023 were focused on maintaining the Company's interests in its properties in Sonora, Mexico, as well as continued efforts to seek option arrangements for any of these properties.

The net loss for the three month period ended March 31, 2023 was $176,331, which was 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 $295,646 offset by realized and unrealized loss on investment of $29,798 and $85,800 respectively and expenses recovered of $3,717.

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

	March 31, 2024 2024	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
	$	$	$	$	$	$	$	$
Total assets	**6,530,730**	**6,501,852**	**6,090,828**	**5,568,235**	**6,222,634**	5,912,898	5,983,891	5,240,523
Mineral property costs	**5,296,100**	**4,907,428**	**4,806,109**	**4,464,980**	**4,855,112**	4,302,623	3,813,913	3,576,181
Working capital (deficiency)	**(358,317)**	**90,262**	**182,898**	**(178,920)**	**56,262**	409,147	490,185	184,975
Shareholders' equity	**3,978,269**	**4,120,126**	**3,930,442**	**3,939,627**	**4,052,523**	3,867,816	4,021,945	3,445,473
Revenues	-	-	-	-	-	-	-	-
Net income (loss)	**(481,159)**	**(71,470)**	**(272,953)**	**(263,995)**	**(176,331)**	(306,870)	352,332	(158,093)
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.

	March 31, 2024	December 31, 2023
	$	$
Working capital	(358,317)	90,262
Deficit	(16,102,857)	(15,621,698)

Net cash used in operating activities during the quarter ended March 31, 2024, was $174,945 compared to $161,863 during the same quarter of 2023. The net cash used in operating activities primarily consists of the operating loss and changes in non-cash working capital.

Cash flow used in financing activities was $17,928 during Q1 of fiscal 2024 compared to cash flow provided by financing activities of $61,974 during Q1 of fiscal 2023. Cash was provided from repayment of related party payables. Cash was used for the repayment of lease obligations and interest paid on debentures.

Net cash used in investing activities was $168,468 during the quarter ended March 31, 2024, compared to cash provided by investing activities of $130,007 during the same quarter of fiscal 2023. Cash was expended on the exploration work conducted on the Evelyn/Plomo and the Diamante properties in Mexico.

Management believes the Company might not have sufficient working capital to fund its operations and exploration activities during the next fiscal year. The Company believes that external financing, likely in the form of equity offerings or cash from option payments on existing agreements, will be required in order to maintain its current operations.

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.

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 Evelyn III, Pilar, El Mezquite, Jackie and Sun properties.	$	16,500
(2)	(a) To exploration on the Evelyn Property	$	400,000
	(b) To exploration on the El Diamante Property	$	100,000
	(c) To exploration on the Pilar Property	$	750,000
(3)	To cover estimated general and administrative expenses for a 12-month period	$	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

Related parties include the Board of Directors and officers, close family members and enterprises that are controlled by these individuals.

Accounts payable and accrued liabilities to related parties as at March 31, 2024 of $86,448 (December 31, 2023 – $75,183) is comprised of management fees, accounting fees, consulting fees and interest expense due to directors or companies controlled by officers and directors of the Company. Amounts payable to related parties are non-interest bearing, are due on demand, and are unsecured.

Convertible debenture of $1,000,000 is due to a company which has a common director with Colibri.

The Company entered into the following transactions with related parties during the quarter ended March 31, 2024:

a) Paid or accrued $36,000 (2023 – $24,000) in management fees to directors or companies controlled by directors and officers of the Company.

b) Paid or accrued $15,817 (2023 – $8,725) in accounting fees to an officer and a director of the Company.

c) Paid or accrued $15,000 (2023 – $27,000) in consulting fees to directors and officers of the Company.

d) Paid or accreted $36,013 (2023 – $41,048) in interest to a company which has a common director with the Company.

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

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

The 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.

Critical Accounting Estimates

The preparation of these condensed consolidated interim 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 condensed consolidated interim 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 condensed interim 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 assumption of going concern basis of accounting;
- 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 inputs used in the valuation of the convertible debentures, the conversion feature and the attached warrants;
- The valuation of shares issued in non-cash transactions;
- The valuation allowance applied against deferred income tax assets;
- Management's assumption of no material provisions or obligations, based on the facts and circumstances that existed during the period; and

- The determination that the foreign exchange differences on loans to the Mexican subsidiaries are recorded to other comprehensive income because the loans are part of the net investment in a foreign operation and repayment is not expected in the foreseeable future.

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:

As of the date of authorization of the financial statements, several new, but not yet effective Standards and amendments to existing Standards, and Interpretations have been published by the International Accounting Standards Board (IASB). None of the Standards or amendments to existing Standards have been adopted by the Company.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New Standards, amendments and Interpretations not adopted in the current period have not been disclosed as they are 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 and investment are classified as held-for-trading which is measured at fair value. Cash and investment are 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, amounts due to related party, loans payable, convertible debentures and lease liabilities 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.

As at March 31, 2024, the carrying value of the investment is recorded at fair value on the statement of financial position. Investments in public company shares are carried at fair value using the quoted trading share price and would be considered Level 1. The financial derivative liability is measured at fair value using the Geometric Brownian Motion Model and is considered Level 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, March 31, 2024.

(a) Fair Value

Financial instruments included in the consolidated statements of financial position are measured either at fair value or amortized cost. Estimated fair values for financial instruments are designed to approximate amounts for which the instruments could be exchanged in an arm's-length transaction between knowledgeable and willing parties.

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.

Marketable securities in the form of common shares of listed companies are valued based on quoted market prices for identical assets in an active market.

Debt instruments are valued at the approximate carrying value as discount rate on these instruments approximate the Company's credit risk.

(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 both it's convertible debentures and loans payable have fixed rates of interest. The Company's current policy is to invest cash in 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:

March 31, 2024	**Canada**	**Mexico**	**Total**
	$	**$**	**$**
Cash	**24,988**	**1,076**	**26,064**
Receivables	**41,127**	**7,626**	**48,753**
	66,115	**8,702**	**74,817**

December 31, 2023	Canada	Mexico	Total
Cash	363,006	15,793	378,799
Receivables	37,140	7,293	44,433
	400,146	23,086	423,232

(d) Foreign exchange risk

The Company's functional and reporting currency is the Canadian dollar. The Company, through its subsidiaries, 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 dollars. Foreign currency gains and losses on loans from the Company to the Mexican subsidiaries are recorded in other comprehensive income because the loans are part of a net investment in a foreign operation and repayment of the loans is not expected in the foreseeable future.

The significant balances in foreign currencies at March 31, 2024 are as follows:

	US Dollars	Mexican Pesos
Cash	483	8,139
Accounts receivable	-	93,375
Accounts payable and accrued liabilities	(142,040)	(207,411)
Loan Payable	(350,000)	-
Lease liability	-	(176,447)
Convertible debentures	(503,272)	-
	(994,829)	(282,344)
Canadian dollar equivalent	(1,347,994)	(23,059)

Based on the aforementioned net exposure as at March 31, 2024, and assuming that all other variables remain constant, a 10% rise or fall in the Canadian dollar against the other foreign currencies would have resulted in approximately the following increase (decrease) in the income (loss) before taxes or the other comprehensive income (loss) for the quarter:

	Canadian Dollar	
	Appreciates 10% $	Depreciates 10% $
Against US Dollar	134,799	(134,799)
Against Mexican Pesos	2,306	(2,306)

(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. At March 31, 2024, the Company had a cash balance of $26,064 and short term investments of $291,625 to settle its current liabilities of $942,404. Of the Company’s current liabilities, $249,698 have contractual maturities of less than 30 days and are subject to normal trade terms. The Company also has sufficient funds to cover its long-term commitments on mineral claims as outlined in Note 9.

The Company has working capital deficiency of $358,317 at March 31, 2024. The Company is continuing to review expenditures in order to ensure adequate liquidity and flexibility to support its exploration and development strategies. The Company intends to raise money in the form of equity offerings, before the end of the second quarter of 2024.

Outstanding Share Data

The Company has the following shares issued and outstanding:

	As of MDA	March 31, 2024	December 31, 2023
Authorized			
Common shares without par value	Unlimited	Unlimited	Unlimited
Issued and Outstanding	**97,132,875**	**97,132,875**	**97,132,875**

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 March 31, 2024 and as of date of the MDA is summarized as follows:

	Number Of Options	Weighted Average Exercise
Balance, December 31, 2022	6,150,000	0 .09
Options Expired	(2,525,000)	0.09
Balance December 31, 2023	3,625,000	0.09
Options Granted	2,850,000	0.06
Balance as at March 31, 2024 and at date of MDA	6,475,000	0.076

At March 31, 2024, the following stock options were outstanding:

Number of Options	Exercise Price	Expiry Date	Weighted average remaining contractual life of outstanding options (years)
900,000	$0.10	April 16, 2028	4.05
900,000	$0.05	May 28, 2025	1.16
1,575,000	$0.10	April 21, 2026	2.06
250,000	$0.10	July 28, 2026	2.33
2,850,000	$0.06	February 8, 2027	2.86
6,475,000			

The weighted average grant date fair value of options granted during period was $0.032 (2023- $nil). The amount of stock-based compensation expense of $86,863 (2023- $nil) was charged to the statement of comprehensive income (loss) and credited to the equity reserve in the statement of financial position.

The fair value of the options granted was estimated at the grant date based on the Black-Scholes option pricing model using the following assumptions:

Risk-free interest rate	**4.16%**
Expected life	**3 years**
Expected volatility	**126%**
Expected dividend yield	**nil**
Expected forfeiture rate	**nil**

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 - December 31, 2022	36,002,119	0.15
Expired during the year	(36,002,119)	0.15
Issued during the year	3,720,792	0.12
Balance - Dec. 31, 2023, March 31, 2024 and as of date of MDA	3,720,792	0.12

The following warrants are outstanding at March 31, 2024:

Warrants	Exercise price	Grant date fair value of warrants	Expiry date
#	$	$	
2,637,592	0.12	44,087	August 1, 2025
1,083,200	0.12	18,229	August 31, 2025
3,720,792		62,316	

In addition, there are 11,049 broker warrants outstanding of which 8,666 are exercisable at $0.12 per share and expire on August 1, 2025 and 2,383 are exercisable at $0.12 per share and expire August 31, 2025.

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:

March 31, 2024	**Canada**	**Mexico**	**Total**
	$	**$**	**$**
Net loss for the period	**397,055**	**84,104**	**481,159**
Current assets	**366,695**	**217,392**	**584,087**
Mineral properties	**-**	**5,296,100**	**5,296,100**
Capital assets	**1,286**	**536,943**	**538,229**
Right-of-use assets	**90,163**	**22,151**	**112,314**
Total assets	**458,144**	**6,072,586**	**6,530,730**
Total liabilities	**2,546,155**	**6,306**	**2,552,461**

March 31, 2023	Canada	Mexico	Total
Net loss for the period	86,626	89,705	176,331

December 31, 2023	Canada	Mexico	Total
Current assets	715,416	222,856	938,272
Mineral properties	-	4,907,420	4,907,420
Capital assets	1,382	537,001	538,383
Right-of-use-asset	93,544	24,233	117,777
Total assets	810,342	5,691,510	6,501,852
Total liabilities	2,345,664	36,062	2,381,726

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 year ended March 31, 2024.

Capitalized or Expensed Exploration and Development Costs

Note 9 to the Condensed Consolidated interim Financial Statements for the quarter ended March 31, 2024 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.

Subsequent event

(a) Subsequent to the quarter end, on April 26, 2024, the Company signed an agreement with Ontop Capital which states that Colibri will try to sell the El Mezquite property in order to repay the $1,000,000 debt owed to Ontop. If the sale does not occur before April 27, 2026, the due date of the debt, Colibri will return the El Mezquite property to Ontop in exchange for the forgiveness of the $1,000,000 debt.

(b) On April 24, 2024 the Company sold 28,000 Tocvan shares for an average value of $0.33 each, and on April 26, 2024, sold the remaining 497,000 at an average value of $0.35 each.

(c) Subsequent to the quarter end, on April 18, 2024, a convertible debenture holder converted 31 debentures into 503,750 common shares of the Company at $0.08 per common share.

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.