

**Annual Management Discussion & Analysis<sup>1</sup>**  
**for**  
**CARIBOO ROSE RESOURCES LTD.**

Containing information up to and including August 7, 2020

**Description of Business**

Cariboo Rose Resources Ltd. (the “Company” or “Cariboo Rose”) is an exploration stage company engaged in the acquisition and exploration of prospective copper, gold and molybdenum properties in Western Canada. The Company trades as a Tier Two company on the TSX Venture Exchange (“Exchange”) under the symbol “CRB”. The Company’s head office is located at Suite 110 – 325 Howe Street, Vancouver, BC.

**OVERALL PERFORMANCE**

**Summary:**

- In July 2020 the Company announced the start of its 2020 field program on the Lightning Strike property located in the Cariboo region of south-central British Columbia.
- In March 2020 the Company announced the signing of an option agreement with a private mining company to advance its Carbonate Hosted Gold Project located in southern British Columbia.
- On March 2, 2020 the Company sold two million shares of Western Copper and Gold Corp. for total proceeds of \$1.3 million.
- In February 2020 the company expanded the Lightning Strike claim block located near the community of 100 Mile House in south-central British Columbia to 3,695 hectares.
- On January 15, 2020 the Company closed a private placement of 1,665,000 flow through common shares at a price of \$0.05 per share for total consideration of \$83,250.
- On July 29, 2019 the Company completed a transaction whereby Western Copper and Gold Corp. purchased all the remaining mineral claims comprising the Canadian Creek property from Cariboo Rose. Consideration received for the mineral claims consisted of three million common shares of Western Copper at a share price of \$0.99 cents per share (\$2,970,000).

**SELECTED ANNUAL INFORMATION**

The following table summarizes selected financial data for Cariboo Rose for years ended February 29, 2020, and February 28, 2019 and 2018. This information should be read in conjunction with the audited financial statements, prepared in accordance with IFRS, and related notes.

	<b>2020</b>	<b>2019</b>	<b>2018</b>
Total revenue	\$ Nil	\$ Nil	\$ Nil
Net (Income) loss	(1,414,885)	129,766	79,585
Basic and diluted (Income) loss per share	(0.031)/(0.028)	0.003	0.002
Comprehensive (Income) loss	(675,287)	152,572	480,832
Total assets	2,728,919	1,826,674	1,898,387
Total liabilities	265,533	117,592	42,733
Cash dividends per share	Nil	Nil	Nil
Number of shares issued and outstanding	47,461,888	45,796,888	45,796,888

<sup>1</sup> Note to Reader

This Annual Management Discussion and Analysis (“Annual MD&A”) should be read in conjunction with the Company’s audited financial statements for the year ended February 29, 2020.

**Forward-Looking Information**

When used in this document, words like "anticipate", "believe", "estimate" and "expect" and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management’s future plans, objects and goals for the Company, and therefore, involve inherent risks and uncertainties. The reader is cautioned that actual results, performance or achievements may be materially different from those implied or expressed in such statements.

**Currency** - Unless otherwise stated, all currency amounts are stated in Canadian dollars.

Net loss is expected to fluctuate from year-to-year primarily due to the activity level of the Company's exploration projects, the strength of equity markets and the Company's ability to finance on favorable terms.

## RESULTS OF OPERATIONS

### Year Ended February 29, 2020

The Company's net income of \$1,414,885 for the year ended February 29, 2020 ("Current Period") was significantly different than the net loss for the year ended February 28, 2019 ("Comparative Period") of \$129,766 as the Company experienced a net gain on the sale of mineral properties of \$1,616,222 in the Current Period.

### Three Months Ended February 29, 2020

The Company's net income for the three months ended February 29, 2020 ("Current Quarter") was \$27,612 (three months ending February 28, 2019 – net loss of \$56,660). Results were largely influenced by management's decision to delay further exploration of the Company's projects until financial markets allow the Company to raise exploration funds under more favorable terms.

### Exploration Expenditures

The following table discloses the net changes in Exploration and Evaluation Assets for the years ending February 29, 2020 and February 28, 2019.

	<u>2020</u>	<u>2019</u>
<b>ACQUISITION COSTS</b>		
Incurring during the year	\$ 7,155	\$ 5,630
Disposal of mineral property	(46,348)	-
	<u>(39,193)</u>	<u>5,630</u>
<b>EXPLORATION EXPENDITURES</b>		
Expenditures for the year:		
Professional fees and field crews	167,440	28,900
Drilling	-	-
Fees, permits and assessments	322	6,726
Geophysical surveys	-	-
Geological	418	674
Rental of vehicles and equipment	13,350	1,854
Transportation and fuel	5,318	3,307
Field equipment	1,759	-
Communications	11	140
Food and accommodation	13,291	3,085
Freight	-	203
Assaying	32,004	5,221
Other	530	115
	<u>234,443</u>	<u>50,225</u>
<b>Total Exploration Expenditures</b>	234,443	50,225
Mineral exploration tax credits	(36,243)	-
Disposal of mineral properties	(1,829,947)	-
	<u>(1,631,747)</u>	<u>50,225</u>
<b>OPTION PROCEEDS</b>		
Proceeds from sale of claims	-	(20,000)
Disposal of mineral property	576,132	-
	<u>576,132</u>	<u>(20,000)</u>
<b>Net (Decrease) Increase in Exploration and Evaluation Assets</b>	<u>\$ (1,094,808)</u>	<u>\$ 35,855</u>

## MINERAL PROPERTIES

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### **Carruthers Pass Property, Omineca Mining Division, British Columbia**

The Carruthers Pass Project (3,250 hectares) is a massive sulfide project (VMS), base and precious metal project, located in Northern BC approximately 30 km west of the Kemess Mine road. Carruthers Pass was discovered in 1997 by Phelps Dodge Corporation (now Freeport McMoRan Inc.) during evaluation of a copper-zinc-cobalt stream sediment anomaly then identified and published by the BC Ministry of Energy Mines and Petroleum Resources. In 2003 Cariboo Rose (then Wildrose Resources Ltd. – hereafter Cariboo Rose) optioned Carruthers Pass from Phelps Dodge and in 2011 earned a 100% interest in it (subject to a 2.5% net smelter royalty interest, which may be reduced to 1% with a cash payment by the Company of \$1,500,000). Carruthers Pass has two points of intrigue: Firstly a very large slab of massive sulfide mineralized rock protruding from talus that when drilled returned an intercept of 3.1 metres grading 6.2% copper, 5.8% zinc, 2.37 g/t gold and 192.0 g/t silver; Secondly, previous to the option with Cariboo Rose, Freeport had completed extensive first pass soil sampling and provided a data base with nearly 1,000 samples. Within this data are long sequences of soil samples with copper and zinc values in the thousands of parts per million and cobalt values in the hundreds of parts per million. The soil data base has seen virtually no follow-up and the probability of finding significant bedrock mineralization responsible for these soil results is excellent. In 2004 Cariboo Rose completed a 295 line kilometer (helicopter borne) electromagnetic survey. Six hundred and twenty seven (627) conductors were identified of which 454 were interpreted to have a discrete bedrock origin. Very little follow up of this data has yet been completed.

#### Recent Activity

In February 2018 the Company reported that re-evaluation of rock and soil samples at the Carruthers Pass Project has identified significant concentrations in cobalt heretofore overlooked.

Surveys completed by Phelps Dodge in 1997 to 2000 located two areas of massive sulfide mineralization 4 kilometers distant from each other and an extensive area of highly anomalous soils exceedingly anomalous in copper, zinc, silver and cobalt in between. The soil anomaly, defined by a 935 soil sample survey, is northwest trending and approximately 6 kilometers by 1.5 kilometers in extent at a 300 ppm copper threshold (8 samples exceed 1,000 ppm Cu) within which is a coincident soil zinc anomaly measuring approximately 4 km by 0.5 km at a 650 ppm zinc threshold (with values reaching 4,580 ppm Zn). Within the copper-zinc anomaly soil cobalt values routinely exceed 100 ppm and occasionally exceed 250 ppm. Little or no follow up of the cobalt anomalies has occurred and there is no record of any exploration in the area of the Carruthers claims prior to Phelps Dodge.

The western massive sulfide prospect is described in a 1997 Phelps Dodge Report is a 20 meter by 20 meter exposure of pyrrhotite-chalcopyrite dominant massive sulfide in shale. It returned an analysis of 0.83% copper, 51.46% iron and 687 ppm cobalt but is not believed to have been revisited since. A second area of massive sulfide occurring 4 kilometers to the east subsequently became the focus of exploration at Carruthers Pass. At this eastern site stratabound massive sulfide was discovered as a large slab protruding from talus and later in nearby cliff faces. The slab was drilled by Cariboo Rose (and then partner, La Quinta Resources Corporation) in 2011, returning a 3.2 meter intercept grading 6.24% copper, 5.87% zinc, 2.37 g/t gold and 192.0 g/t silver (but without significant cobalt). Interest in the area that includes the massive sulfide slab has dominated exploration efforts at Carruthers Pass and is responsible for the limited follow up of the cobalt soil anomaly and the western massive sulfide occurrence which includes cobalt.

In addition to demonstrated permissiveness for copper, silver, gold and zinc Carruthers Pass is exceedingly permissive for cobalt. The Company is currently re-visiting the projects' entire data base which also includes an airborne EM survey that indicated a large number of anomalies.

### **Canadian Creek, Whitehorse Mining District, Yukon**

On July 29, 2019 the Company completed a transaction with Casino Mining Corp, (“**Casino**”) a wholly owned subsidiary of Western Copper and Gold Corp. (“**Western Copper**”), whereby Casino purchased all the remaining mineral claims comprising the Canadian Creek property from Cariboo Rose. Consideration received for the mineral claims consisted of three million common shares of Western Copper at a share price of \$0.99 cents per share (\$2,970,000).

### **Cowtrail Property, Cariboo Mining Division, British Columbia**

The Cowtrail project is located near the community of Horsefly in the Cariboo region in central British Columbia. The property encompasses 4,400 hectares is accessible by highway and logging roads year round with ample power and water supply nearby.

The Cowtrail property is underlain by rocks consisting of Upper Triassic to Lower Jurassic alkalic volcanics and intrusives. The area is relatively flat and outcrops are infrequent. Previous work on the project identified a large induced polarization / magnetic and soil geochemical target and completed 14 drill holes totaling 4,160 meters. Highlights of the drilling include hole 2007-001 which returned 18.2 meters grading 1.16 g/t gold and hole 2011-012 which returned 40.0 meters grading 0.17% copper and 0.11 g/t gold.

#### Recent Activity

Until recently, the project was a joint venture between the Company (35%) and Dajin Resources Corporation (65%). However, as announced on March 28, 2018 the Company has re-acquired a 100% interest in the Cowtrail gold copper project. Dajin, has now agreed to transfer its interest in the property to Cariboo Rose subject to an agreement by Cariboo Rose to share any third party option proceeds with Dajin on a 50%-50% basis for a period of three years.

### **Koster Dam Project, Cariboo Mining Division, British Columbia**

The Koster Dam project, 100% owned by the Company, consists of ten mineral claims (4,535 hectares) located approximately 80 km south of Williams Lake in south-central British Columbia. It is a reconnaissance gold exploration initiative targeting gold-silver mineralization similar to what occurs at the formerly producing Blackdome mine located approximately 3 kilometres to the south.

At Koster Dam, exploration initiated in 2012 and continuing in 2013, 2014, 2015, 2017 and 2018 was predominantly conventional silt sampling augmented with the preconcentrating of those samples in a portable sluice box. This work defined a well-focused anomalous target area. Conventional silt samples in the target area reach 632 ppb gold while samples preconcentrated in a portable sluice box reach 1,451 ppb gold. The next phase of exploration will develop procedures to identify the source of these anomalous gold results in an area that is devoid of outcrop.

#### Recent Activity

In June 2017, the Company granted an option on the Koster Dam project to Oakley Ventures Inc. ("Oakley"), a private company.

Oakley may earn an initial 45% interest in Koster Dam by matching Cariboo Rose's prior expenses of \$110,495 by December 31, 2019. Oakley may thereafter purchase an additional 5% interest for \$50,000. Oakley completed reconnaissance geochemical programs in 2017 and 2018.

### **CHG (Carbonate Hosted Gold), Clinton Mining Division, British Columbia**

The Carbonate Hosted Gold Project (CHG) is located in southern BC near the community of Clinton. It consists of 6 claims covering 3,302 hectares.

The primary target for the project is carbonate hosted gold (CHG) modeled on a number of gold deposits including Carlin Nevada, the high grade Muddy Lake deposit located in northern BC and the recent discoveries in the Yukon Territory. The first claims for the Carbonate Hosted Gold Project were staked in 2012 to cover prospective source areas for high gold values in heavy mineral samples collected in 1986 and corroborative BCGS stream sediment anomalies which validated historic Geological Survey of Canada references from the 1890s describing float samples ("jasperoid") with high-grade gold contents. Exploration programs subsequently completed in 2013, 2014, 2015 and 2016 have delineated localized strong stream sediment gold anomalies.

#### Recent Activity

The Project was initiated by Cariboo in 2013 to explore for carbonate hosted gold in south-central British Columbia, such as occurs in Carlin, Nevada, Muddy Lake, British Columbia (Wheaton River Minerals-now Goldcorp), and at the Rackla gold project in the Yukon Territory (Atac Resources Ltd.). The claims overlie a sequence of Paleozoic and Mesozoic aged carbonate

rocks located near the community of Clinton, BC. Rationale for the Project includes historical Geologic Survey of Canada reference to high-grade gold values being obtained in jasperoid float samples in the area (silicified carbonate).

Beginning in 2013, Cariboo began a program of silt sampling east trending water courses in the Marble Range. Significant gold anomalies were obtained in three drainages trending eastward and spanning a north-south distance of approximately three kilometers. All of the stream anomalies abruptly cut-off on their western (upslope) edge indicating a discrete source. Since 2013, Cariboo has collected and analyzed a total of 324 stream sediment samples, 895 soil samples and 132 rock (float or rubble) samples.

### Option Agreement

In March 2020 the Company announced the signing of an option agreement with privately owned Black Shield Metals Corp to advance its Carbonate Hosted Gold Project. Terms of the agreement will allow Black Shield to earn a 60% interest in the Project by completing \$1,500,000 in work and making \$300,000 in payments over a 5 1/2 year term. Following earning a 60% interest, Black Shield may earn an additional 10% interest (70% total) by paying Cariboo an additional \$500,000 and completing a feasibility study within a further 24 months.

### **Pat Claims, Cariboo Mining Division, British Columbia**

The Pat Mineral Project, encompassing 1,330 hectares (3,286 acres), is owned 100% by the Company, is located approximately 15 km to the east of the village of Horsefly in the Cariboo Mining Division. It is a copper-gold porphyry target centered on a regionally significant aeromagnetic anomaly.

### **Coquigold Project, Nicola Mining Division, British Columbia**

Cariboo Rose Resources Ltd. has staked three claim blocks, subsequently consolidated into two blocks, covering 1,497 hectares adjacent to the Coquihalla Highway in response to the recent success being achieved at the Shovelnose gold project owned and operated by Westhaven Ventures Inc. The eleven blocks have collectively been named the Coquigold project.

The first block to be staked is located approximately 14 kilometres southwest of the community of Merritt, B.C. This target covers an area where, in 2008, the BC Geological Survey discovered extensive outcrops of silica, which they describe as follows: "A new occurrence characterized by stratified and strataform silica carbonate horizons has been discovered within shallow-marine-stratified volcanic and sedimentary rocks of the Late Triassic Nicola group. Named the Castillian Creek exhalite sinter, they have weakly anomalous signature for the epithermal suite of elements." Important gold deposit models that have associated silica sinter include the Fruta del Norte deposit in Ecuador, which is currently owned by Lundin Gold Inc., and a number of gold deposits in Nevada.

The second block, located four kilometres to the west of the first, covers what is described in open file 2008-08 (BC Geological Survey) as, "a banded chalcidonic unit 0.50 to 0.75 metres thick," which returned anomalous concentrations of zinc (3,528 parts per million), silver (915 parts per billion), arsenic (110 parts per million) and tellurium.

The third block, located five kilometres to the south of the first block and five kilometres north of Shovelnose Mountain, covers what is described as, "a silica-altered volcanic subcrop," highly anomalous in silver (2,423 parts per billion), lead (794.5 parts per million), arsenic (173 parts per million), mercury (4,250 parts per billion) and antimony (22.8 parts per million).

All of the three blocks contain strong evidence of epithermal mineralization, which often includes anomalous concentrations of arsenic, mercury and antimony in a high-silica substrate. The two southern blocks have been joined.

### **Lightning Strike Project, Clinton Mining Division, British Columbia**

In February 2019 the Company has staked eight claims covering 1,205 hectares 60 kilometres northeast of the community of 100 Mile House, BC. In February 2020 the company expanded the claim block 1 to 3,735 hectares.

Gold mineralization in the area was first reported by Homestake Development Corporation in 1984 with the discovery of a significant soil gold anomaly underlain by Triassic aged shale and siltstone from which boulders grading up to 25.10 g/t gold were sampled (Homestake did not drill). Between 2006 and 2010 thirty-one drill holes were completed by a former claim owner. Six of these drill holes are located on the Lightning Strike claims and indicate mineralization is open to the south and east. Drill intercepts include 4.54 g/t gold over 3.8 meters, 19.30 g/t gold over 1.5 meters, 1.03 g/t gold over 26.0 meters and 0.77 g/t gold over 20.0 meters. In 2019 Cariboo Rose completed extensive soil and rock sampling to the east and south of historic work and confirmed mineralization is open for at least 1,300 meters to the south and 1,100 meters to the east of drill hole intercepts. Shale hosted gold deposits worldwide include the giant Murantau and Sukoy Log deposits in Russia with

resources greater than 170 million and 20 million ounces gold respectively. A separate tungsten anomaly was also identified in 2019 with mineralized rubble returning assays up to 939 ppm W (0.12% WO<sup>3</sup>).

## **Quality Control**

Information in this Annual MD&A is being prepared under the direction of J. William Morton, P. Geo., President and CEO, and Glen L. Garratt, P. Geo., Vice President and Qualified Persons as defined by National Instrument (NI) 43-101. They are responsible for the design and conduct of the exploration programs and the verification and quality assurance of analytical results.

## **RISKS AND UNCERTAINTIES**

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Some of the Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties. Power may need to be generated on site.

The mineral industry is intensely competitive in all its phases. Cariboo Rose competes with many other mineral exploration companies who have greater financial resources and technical capacity.

It is difficult at this stage to quantify the effect of increased demand for the goods and services used in the Company's exploration programs, but cost increases during the upcoming field season could be higher than the rate of inflation prevailing in other sectors of the economy. Exploration companies can also expect to experience difficulty in scheduling drilling contracts, airborne geophysical surveys and other services that are key components of early stage exploration programs.

Mineral exploration is a speculative venture. There is no certainty that the money spent on exploration and development will result in the discovery of an economic ore body. There is no assurance that the Company's exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be related to the success of its exploration programs, which may be affected by a number of factors that are beyond the control of the Company.

The market price of precious metals and other minerals is volatile and cannot be controlled.

The purchase of securities of the Company involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in securities of the Company should not constitute a major portion of an investor's portfolio.

In recent years securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on the TSX Venture Exchange may be affected by such volatility.

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Although the Company has exercised due diligence with respect to determining title to the properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Third parties may have valid

claims underlying portions of the Company's interests. Its claims, permits or tenures may be subject to prior unregistered agreements or transfers or native land claims. Title to the claims, permits or tenures comprising the Company's properties may also be affected by undetected defects. If a title defect exists, it is possible that the Company may lose all or part of its interest in the property to which such defect relates.

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas that could result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent.

The Company's directors and officers serve as directors or officers, or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act (British Columbia) dealing with conflicts of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his interest and refrain from voting on the matter unless otherwise permitted by the Business Corporations Act (British Columbia). The directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

## **FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking statements about the Company's future prospects, and the Company provides no assurance that actual results will meet management's expectations. All statements in this MD&A, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects to occur in the future, are forward looking statements. Forward looking statements are not guarantees of future performance and actual results may differ materially. Forward-looking statements included or incorporated by reference in this document include, without limitation, statements with respect to:

- The Company's assumptions and estimates used in its drill results, as well as the potential resource estimates and interpretations from those results;
- The progress, potential and uncertainties of the Company's drill programs;
- Expectations regarding the ability to raise capital and to continue its exploration and development plans on its properties; and

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to:

- fluctuations in the currency markets;
- fluctuations in the prices of minerals and other commodities;
- changes in government legislation, taxation, controls, regulations and political or economic developments in Canada or other countries in which the Company may carry on business in the future;
- risks associated with mining activities;
- the speculative nature of exploration, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Company's lack of operating revenues; and
- the Company's ability to obtain necessary financing to fund the development of its mineral properties or the completion of further exploration programs.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from

those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. Readers are cautioned that forward-looking statements are not guarantees of future performance.

## SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited quarterly financial information of Cariboo Rose and is derived from unaudited quarterly financial statements prepared by management. Cariboo Rose's interim financial statements are prepared in accordance with IFRS.

	Revenue	Net Loss (Income)	Loss (Income) per share
February 29, 2020	\$ Nil	\$ (27,612)	\$ (0.001)
November 30, 2019	Nil	28,594	0.001
August 31, 2019	Nil	(1,437,732)	(0.031)
May 31, 2019	Nil	21,865	0.000
February 28, 2019	Nil	56,660	0.001
November 30, 2018	Nil	28,974	0.000
August 31, 2018	Nil	24,278	0.000
May 31, 2018	Nil	19,854	0.000

Quarterly results will vary in accordance with the Company's exploration and financing activities.

Mineral exploration is typically a seasonal business, and accordingly, the Company's administrative expenses and cash requirements will fluctuate depending upon the season. The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen and the Company is able to secure equity financing with favourable terms subsequent activity levels will increase.

Another factor that affects the Company's reported quarterly results are write-downs of capitalized mineral property interests. At the end of each reporting period, the Company reviews the carrying amounts of its mineral property costs to determine whether those assets have suffered an impairment. The size and timing of these impairments cannot typically be predicted.

## LIQUIDITY

The Company had working capital of \$1,803,559 on February 29, 2020.

### Proceeds from investments

During the year ended February 29, 2020 the Company received net proceeds of \$751,743 from the sale of investments. On March 2, 2020 the Company sold two million shares of Western Copper Gold Corp. for total proceeds of \$1,300,000.

## CAPITAL RESOURCES

The Company has no operations that generate cash flow and its long term financial success is dependent on management's ability to discover and develop economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's exploration and development programs and to cover administrative and overhead expenses, the Company raises money through equity sales and from the exercise of convertible securities. 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. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the company's track record and the experience and calibre of its management.

## TRANSACTIONS WITH RELATED PARTIES

Related party transactions are recorded at the exchange amount as agreed to by the parties.

In the normal course of business, the Company will enter into transactions with a related company, Eastfield Resources Ltd. ("Eastfield"), for the use of equipment, services and rental of office space. The Company is related to Eastfield through

common key management personnel. During the year, amounts payable for rent, salaries, telephone, office, consulting, convention and travel costs to Eastfield amounted to \$80,290 (2019 - \$71,845). At February 29, 2020, payable to related parties included \$11,474 (2019 – \$31,324) payable to Eastfield.

During the year, geological services totaling \$225,820 (2019 - \$43,639) were provided to the Company by Mincord Exploration Consultants Ltd. (“Mincord”), a geological service company owned by two directors of the Company. Mincord’s relationship with the Company is non-exclusive and without retainer, and Mincord is used on a project by project basis. Services provided include the hiring of field and professional personnel, rental of vehicular, camp and technical equipment, and transportation and mobilization costs. The amounts for geological and exploration services also include payments for services on properties managed by the Company on behalf of joint venturers. In addition, the Company purchased \$37,000 (2019 - \$nil) in equipment from Mincord, which was subsequently sold to Western Copper in conjunction with the sale of the Canadian Creek mineral property. At February 29, 2020, payable to related parties included \$18,357 (2019 - \$27,292) payable to Mincord.

During the year ended February 29, 2012, the Company transferred reclamation bonds totaling \$12,000, which had been released by the Ministry of Energy, Mines and Petroleum Resources, to Eastfield. This amount remains a receivable from Eastfield at February 29, 2020.

Remuneration for key management personnel included \$26,839 (2019 - \$6,000) in share-based compensation.

## FINANCIAL AND OTHER INSTRUMENTS

At present, the Company's most significant financial instruments are cash, accounts receivable, investments and accounts payable. The recorded amount of these financial instruments approximate their fair value. The Company does not consider its financial instruments exposed to significant liquidity, credit, or price risks.

### Marketable Securities/ Investments

As at February 29, 2020 the Company has the following investments.

	2020			2019		
	Number of Shares	Cost	Fair Value	Number of Shares	Cost	Fair Value
Consolidated Woodjam Copper Corp.	49,772	\$ 19,478	\$ 1,742	49,772	\$ 19,478	\$ 4,231
Western Copper and Gold Corp	2,305,000	2,287,996	1,522,650	50,000	57,500	41,500
		\$ 2,307,474	\$ 1,524,392		\$ 76,978	\$ 45,731

## ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Cariboo Rose’s general and administrative expenses are provided in the Company’s Financial Statements for the years ended February 29, 2020 and February 28, 2019 that is available on Company’s website at [www.cariboorose.com](http://www.cariboorose.com) or on its SEDAR Page Site accessed through [www.sedar.com](http://www.sedar.com).

### Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares without nominal or par value. As at August 7, there were 47,461,888 common shares issued and outstanding.

## Share Purchase Options

The following common share purchase options are outstanding at August 7, 2020:

Expiry Date	Options Outstanding			Options Exercisable	
	Number of shares	Exercise price (\$)	Weighted Average Remaining Life (Years)	Number of shares	Exercise price (\$)
December 13, 2021	1,675,000	0.10	1.36	1,675,000	0.10
September 26, 2023	300,000	0.05	3.15	300,000	0.05
December 19, 2024	750,000	0.05	4.38	750,000	0.05
August 29, 2026	550,000	0.11	6.07	550,000	0.11
January 17, 2027	100,000	0.20	6.46	100,000	0.20
October 5, 2027	500,000	0.11	7.19	500,000	0.11
	3,875,000	0.09	3.63	3,875,000	0.09

## Share Purchase Warrants

There were no share purchase warrants outstanding at August 7, 2020. The following changes occurred during the years ended February 29, 2020 and February 28, 2019.

	2020		2019	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Balance, beginning of the year	-	\$ -	11,604,200	\$ 0.12
Issued	-	-	-	-
Expired	-	-	(11,604,200)	0.12
Exercised	-	-	-	-
Balance, end of the year	-	\$ -	-	\$ -

## **Dividends, Off Balance Sheet Arrangements or Proposed Transactions**

As of August 7, 2020, the Company has no off balance sheet arrangements or proposed transactions which require disclosure. The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future.

## **APPROVAL**

The Board of Directors of Cariboo Rose has approved the disclosure contained in this Annual MD&A. A copy of this Annual MD&A will be provided to anyone who requests it.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company including the Company's financial statements may be found under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) or by visiting the Company's website at [www.cariboorose.com](http://www.cariboorose.com).