

CARIBOO ROSE RESOURCES LTD.
Interim Management Discussion and Analysis
For the Quarter ended May 31, 2008

The following discussion and analysis of the financial position and results of operations for the Company should be read in conjunction with the audited consolidated financial statements and the notes thereto for the year ended February 29, 2008. The following Management Discussion and Analysis ("MD&A") is for the quarter and year ended May 31, 2008 and includes relevant information up to July 22, 2008 ("Report Date"). Additional information relating to the Company is on SEDAR at www.sedar.com.

The accompanying financial statements and related notes are presented in accordance with Canadian generally accepted accounting principles. These statements, together with the following MD&A dated May 31, 2008, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements. These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below under "Risks and Uncertainties".

Forward-Looking Information

This MD&A contains forward-looking statements and information relating to Cariboo Rose Resources Ltd. ("Cariboo Rose" or the "Company") that are based on the beliefs of its management as well as assumptions made by and information currently available to Cariboo Rose as such are used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to Cariboo Rose or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of Cariboo Rose's exploration properties. Such statements reflect the current views of Cariboo Rose with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of Cariboo Rose to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

General

Cariboo Rose is a mineral exploration company engaged primarily in the business of exploring mineral properties in British Columbia and Yukon. All of the properties are currently at an "exploration stage". The Company's goal is to create shareholder value through the discovery of economic mineral deposits with a focus on gold and/or copper. All of these mineral properties, formerly held by the Wildrose Resources Ltd., were transferred to Cariboo Rose Resources Ltd. on December 5, 2006 pursuant to a plan of arrangement.

OVERALL PERFORMANCE

Exploration Projects and Future Developments

J. W. Morton, P. Geo. and G. L. Garratt, P. Geo. are the Qualified Persons for the NI 43-101 compliant disclosure of mineral exploration information in respect of the projects described in this Management Discussion and Analysis.

Woodjam (Cariboo Mining Division, British Columbia)

The Woodjam Joint Venture has identified three open-ended zones of porphyry mineralization on the Woodjam property; namely the copper and gold rich Megabuck and Takom Zones and the newly-discovered copper and molybdenum-rich Southeast Zone. The Joint Venture property, 60% Fjordland Exploration Inc. and 40% Cariboo Rose Resources Ltd., is situated in the Cariboo Region of south-central British Columbia, approximately 55 kilometres east of the city of Williams Lake. The project is located in a low elevation, relatively flat and dry timbered landscape, close to hydro electric power and a natural gas pipeline.

In mid-June, 2008 the joint venture reported assays from the fourth hole of the initial 2008 diamond drilling program at Southeast Zone. Hole 08-83 intersected 402.03 metres grading 0.44% copper, 0.006% molybdenum and 0.077 g/t gold, with the top 236 metres of this interval carrying 0.56% copper, 0.003% Molybdenum and 0.106 g/t gold. Hole 08-83 represents a 78 metre step-out to the south from hole 07-79. The higher grade intersection of copper, along with elevated gold, is very encouraging with the proximity of the Megabuck and Takom zones to the northwest and

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west respectively, which carry significant amounts of gold as well as copper. A summary of results for hole 08-83, along with the results of previously released holes 07-79 to 08-82, is provided in the following table:

Drill Hole	From (m)	To (m)	Core length (m)	Cu%	Mo%	Au g/t
08-83	128.63	530.66	402.03	0.436	0.006	0.079
Including	128.63	365.00	236.37	0.557	0.003	0.106
Including	128.63	200.56	71.93	0.800	0.003	0.123
Including	160.93	200.56	39.63	1.021	0.006	0.221
Previously Reported				including		
07-79	145.2	348.8	203.6	0.34	0.014	0.047
08-80	189.9	581.6	391.7	0.22	0.012	0.046
08-81	172.2	393.2	221.0	0.28	0.016	0.060
08-82	129.5	700.4	570.9	0.24	0.013	0.038
<i>All holes bottomed in mineralization and were lost due to bad ground conditions or rig capability.</i>						

Nine samples returned values in excess of the maximum geochemical detection limit of 10,000 ppm (1.0%) copper and had to be re-analyzed. A 10.9 metre interval (180.6 to 191.5 metres) included seven of these samples and averaged 2.12% copper. This interval represents a quartz vein rich in copper mineralization that nearly parallels the drill hole. Two other narrower intervals of similar higher-grade vein mineralization, assaying 1.34% copper over 2.0 metres and 2.10% copper over 1.2 metres, were encountered lower in the hole further indicating the potential for higher-grade zones. True widths cannot be determined at this stage.

Tom Schroeter, president of Woodjam JV partner Fjordland commented, "This style of mineralization has not been observed in previous drilling and indicates potential for the existence of higher grade zones where such veins may concentrate in a stockwork."

The style and grades of mineralization in the Southeast Zone are comparable with those at significant copper-molybdenum mines in BC such as Teck Cominco's (TSX: [TCK.B](#)) Highland Valley Copper deposit (2007 reserves of 318.7 Mt grading 0.43% Cu and 0.008% Mo) and Taseko Mines' (TSX: [TKO](#)) Gibraltar deposit (2007 reserves of 383.6 Mt grading 0.31% Cu and 0.009% Mo).

A total of seven holes have now been drilled and reported for the Southeast Zone; and all are mineralized from the bedrock surface to the bottom of the hole. Between February and May 2008, four holes (08-80 to 08-83) totaling 2,206 metres were completed on the Southeast Zone. Mineralization appears to correlate well with an IP chargeability anomaly that measures 1.5 km by 1.0 km. The Southeast Zone is open to expansion to depth and in all directions; the joint venture companies are optimistic about the potential to outline a large tonnage of mineralized material.

Drilling on the Southeast Zone was terminated in mid-May due to spring conditions. Drilling will recommenced in mid-July, with a minimum of 2,500 metres of drilling planned on the Southeast Zone. Holes will be drilled at a minimum of 100 metre spacing. A second drill will be added to complete 1,500 metres of reconnaissance drilling in the Takom and Deerhorn geophysical targets.

The companies have also received the final results from their 88 line-kilometre induced polarization and 54 line-kilometre magnetic surveys. Several new anomalies have been identified, including the significant expansion westwards onto the newly acquired Magalloy option of the Takom copper-gold zone, which now measures 3.0 km by 3.0 km. These anomalies include several high priority targets for follow-up drilling.

Detailed drilling in the Southeast Zone has only tested an area 200 metres by 200 metres along a 1.5 km long IP geophysical anomaly. Two reconnaissance holes were drilled 275 meters south and 750 metres to the southwest of the detailed drill area and both were mineralized from the bedrock interface to the bottom of the hole. All seven holes drilled to date in the Southeast Zone are mineralized top to bottom.

Carruthers Pass (Omineca Mining Division, British Columbia)

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The Carruthers Pass Property is located approximately 70 kilometres south of the Kemess Mine in British Columbia. Hawthorne Gold Corp. may earn a 60% interest in the property by making payments and completing exploration expenditures. Hawthorne completed a surface mapping and prospecting program in 2006 at a cost of \$130,000 and a follow up program is planned for 2008.

Canadian Creek (Whitehorse Mining Division, Yukon)

The Canadian Creek property, which has the potential to host a porphyry style or an intrusion related deposit, is located to the immediate west of Western Copper Corp.'s Casino deposit and has two types of mineralization: porphyry-style copper-gold-molybdenum and intrusion-related gold. Previous drill highlights include drill intersections of 150 metres grading 0.49 g/t gold and 26 metres grading 1.04 g/t gold. Previous exploration programs have also outlined a 900 by 600 metre copper-gold-molybdenum anomaly on the property.

On February 22, 2005, the Company entered into an agreement with Veraz Petroleum Ltd. under which the optionee could earn a 60% interest in the property by making cash option payments and share issuances and funding \$1.5 million of mineral exploration. This agreement was terminated on February 27, 2008.

Cowtrail property (Cariboo Mining Division, British Columbia)

In March 2008 Dajin reported the results of seven diamond drill holes (1,426.2 meters) completed on the Cowtrail Project in 2007. The project is located in the Cariboo gold region near Horsefly, in central British Columbia, and is accessible by highway and logging roads year round with ample power and water supply nearby.

The Highlight of the project was hole DDH.001 which intersected a zone of potassium altered micro diorite in contact with a pyritic metavolcanic unit which zone carries **1.16 g/t gold and 0.043% copper over 18.3 metres** from 130.2 metres to 148.4 metres. DDH.01 is also anomalous in gold over 50.3 metres from 25.0 metres in depth to 75.3 metres in depth. These results add significantly to the potential of the property.

Other results include drill hole DDH.03 that encountered weakly anomalous copper from 20.4 metres to 87.5 metres. Diamond drill hole DDH.04 contains weakly anomalous copper, with a maximum value of 360 ppm from 21.3 metres to 151.5 metres and within that interval samples taken from 118.0 metres to 133.2 metres averaged 28 ppb gold. Copper is also weakly anomalous from 166.7 metres to 200.3 metres with a maximum value of 780 ppm copper. That interval also contains a sample with 70 ppm molybdenum and another sample with 72 ppb gold. Drill hole DDH.05 is anomalous in gold, lead and zinc between 124.1 metres and 148.4 metres with maximum values of gold at 98 ppb, lead at 685 ppm and zinc at 1,502 ppm. The long intercepts of anomalous gold, copper and other base metals in the very widely spaced drill holes continues to suggest potential for mineralized zones at the Cowtrail project.

The drilling program was designed as an initial follow up to Dajin's 2006 geophysical survey carried out in a search for a copper-gold porphyry prospect and consisted of drilling a single hole in each of ten selected IP chargeability anomalies located on the periphery of a magnetic intrusive body. The IP lines are spaced at 400 meters intervals. Eastfield Resources Ltd. (TSX-V: ETF) and its joint venture partner Imperial Metals Corp. (TSX: III) drilled a hole in 1997 that intersected long intervals of weak copper-gold and molybdenum mineralization at the southern boundary of the intrusion indicating its potential to host a porphyry copper-gold deposit. The intrusion, which is indicated in both airborne and ground based surveys, extends northerly for more than three kilometers from the Eastfield drill hole. Diamond drill hole DDH.01 was drilled near the projected northerly continuation of an airborne resistivity anomaly from the Eastfield work and near the southerly projection of a weak gold in soil feature from Dajin's 2007 soil sampling.

Pat Claims (Cariboo Mining Division, British Columbia)

The Pat property encompasses an area of 1,700 hectares and is approximately 50 km southeast of the Imperial Metals Corporation's Mount Polley Mine. Alder Resources Ltd. may earn a 60% interest in the Pat project by completing \$1,200,000 in exploration, issuing 200,000 shares and making payments totalling \$150,000 before June, 2011. Alder had committed to make a minimum of \$100,000 of exploration expenditures on the property in the first year of the agreement, but by an amendment dated March 31, 2008, it was agreed to defer the deadline for this work until June 25, 2009. The TSX Venture Exchange accepted the Pat option as the "qualifying transaction" for Alder

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Resources. The NI 43-101 compliant technical report which formed much of the basis for that approval recommends an initial drill program budgeted at \$258,000.

The Pat property was staked in 2004 to cover a prominent aeromagnetic anomaly that is similar in size (about three kilometres by three kilometres), shape and intensity to one which defined the Mount Polley copper-gold porphyry deposit. In 1990, Cominco Exploration Ltd. completed an induced polarization survey over the Pat aeromagnetic anomaly and outlined an extensive and well-expressed induced polarization anomaly to the east and north of the magnetic anomaly. In 1991, nine percussion drill holes were completed within the induced polarization anomaly without significant results, but no drilling was completed in the proximal magnetic anomaly. It is proposed to drill the magnetic anomaly to determine if copper-gold mineralization can be defined.

Chilko property (Clinton Mining Division, British Columbia)

The Chilanko-Bidwell Lakes ("Chilko") Property was staked in August, 2007 after reviewing the release of a regional lake sediment survey by Geoscience BC. The survey was undertaken to cover pine beetle kill areas of the Chilcotin Plateau where overburden cover and lack of rock exposures has hindered the exploration for and discovery of mineral occurrences. Regional lake sediment sampling completed in the Bidwell Lakes area showed a strongly anomalous cluster of values for arsenic-gold-antimony-silver-molybdenum-mercury and selenium. All elements showed several samples in the greater than 90th percentile for the entire map sheet. Regional magnetic maps and local topography suggest strong northwesterly and northeasterly structures in the claim area.

The geochemistry signature indicates the potential for occurrence of an epithermal precious metal system. Similar signatures are known to be located 70 km to the south, in the Chilko Lake area where epithermal gold occurrences have been located in the past.

FINANCIAL RESULTS OF OPERATIONS

The Company's operations during the quarter ended May 31, 2008 produced a net loss of \$15,218 and a comprehensive loss of \$9,793 or \$0.000 per share. As this quarter was part of the initial year of operations for the Company there are no comparative operating figures. The most significant expenses in the quarter are: investor relations costs of \$4,174, rent of \$3,075, salaries of \$3,092 and consulting costs of \$4,975. All other administration costs for the quarter were at minimal levels. The most significant change in financial position from quarter end to prior year-end was the expenditure of \$324,195 on the Woodjam project. The cash position was decreased in the quarter by \$306,377, largely attributable to Woodjam exploration costs net of a reduction of accounts payable.

The financial information referenced above has been prepared in accordance with generally accepted accounting principles (Canadian GAAP). The significant accounting policies are outlined in Note 2 to the financial statements of the Company.

SUMMARY OF QUARTERLY RESULTS

Financial Data for Last Seven Quarters							
Three months ended	May-08	Feb-08	Nov-07	Aug-07	May-07	Feb-07	Nov-06
Total revenues	7,647	10,098	6,749	5,614	49,513	27,434	0
Comprehensive Income (loss) for the period	9,793	(81,378)	(16,603)	(19,964)	18,299	(223,474)	0
Basic earnings (loss) per share	0.000	(0.004)	(0.001)	(0.001)	0.001	(0.01)	(0.00)
Diluted earning (loss) per share	0.000	(0.004)	(0.001)	(0.001)	0.001	(0.01)	(0.00)

LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations through the sale of its equity securities and through third-party options of the Company's mineral properties. The Company has no producing mineral properties. The Company expects to obtain financing in the future primarily through equity financing. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing or third-party project funding on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interests in its properties.

The Company had a net working capital position of \$949,413 at May 31, 2008. The Company has sufficient liquidity to meet its 2008 budgeted operating requirements, including its 40% share of exploration costs at the Woodjam property and

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is able to keep its properties in good standing. Apart from the Woodjam property, substantially all of the costs of property maintenance and mineral exploration are provided by optionees under the various mineral property option agreements related to the Carruther's Pass, Cowtrail, and Pat properties.

The Company has no capital expenditure commitments, as such, but is participating in the Woodjam joint venture with anticipation of providing its 40% share of an estimated 2008 program, which is being estimated at upwards of \$2,000,000. This \$800,000 expenditure (of which \$332,906 was incurred in the quarter ended May 31, 2008) can be provided from existing working capital.

Marketable Securities

During the quarter, on May 13, 2008, the Company received 25,000 shares of Alder Resources Ltd., then valued at \$0.36 per share, as an option payment for the Pat property.

Company	Number of Shares	Share Price (\$) May 31, 2008	Market Value (\$)
Fjordland Exploration Inc.	230,000	\$0.23	52,900
Alder Resources Ltd.	50,000	\$0.35	\$17,500

OUTSTANDING SHARE DATA AS AT JULY 22, 2008:

(a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	25,458,577

(b) Summary of options outstanding:

Security	Number	Exercise Price	Expiry Date
Options	1,925,000	\$0.20	December 12, 2011
Options	100,000	\$0.20	April 17, 2012
Options	75,000	\$0.20	September 10, 2012
Options	45,000	\$0.17	March 3, 2013
	2,145,000		

On June 17, 2008, the Company issued by private placement 1,250,000 units at a price of \$0.16 per unit. Each unit included a share purchase warrant for the purchase of an additional common share at \$0.20 on or before June 17, 2009. Also during the quarter, the Company granted employee a stock options to three employees for the purchase of 45,000 shares at an exercise price of \$0.17 per share. This option will expire on March 3, 2013. There are no escrowed or pooled shares.

RELATED PARTY TRANSACTIONS

During the quarter, geological services totaling \$5,188 were provided 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 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, 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.

CRITICAL ACCOUNTING POLICIES

The preparation of its consolidated financial statements requires the Company to use estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. The Company's accounting policies are described in Note 2 to its interim consolidated financial statements. The Company's accounting policy related to its ongoing review of the carrying value of its resource properties is a critical accounting policy, which is subject to estimates and assumptions regarding reserves, recoveries, future gold prices and future mining activities.

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The Company assesses its resource properties for impairment at the end of each accounting period. If prior estimates of future cash flows prove to be inaccurate, due to reductions in the price of gold or other minerals, increases in the cost of production, reductions in the amount of recoverable reserves, the Company would be required to write-down the recorded value of its resource properties, which would increase the Company's loss and reduce net assets.

Risks and Uncertainties

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations. None of the Company's mineral properties currently have reserves. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves.

The property interests owned by the Company, or in which it has an option to earn an interest are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. Exploration of the Company's mineral exploration may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

OTHER INFORMATION

CEO/ CFO Certifications over Disclosure Controls and Internal Controls

The Company's Chief Financial Officer and Chief Executive Officer (the "Certifying Officers") are responsible for establishing and maintaining disclosure controls and procedures (the "Procedures") which provide reasonable assurance that information required to be disclosed by the Company under provincial securities legislation (the "Required Filings") is reported within the time periods specified.

The Certifying Officers evaluate the effectiveness of the Company's Procedures on a regular basis throughout the year and have concluded that the Procedures in place as of the end of the period covered by the Required Filings are effective in providing reasonable assurance that material information relating to the Company is accumulated and communicated to management and reported within the periods specified.

The Company's Certifying Officers are responsible for establishing and maintaining internal controls over financial reporting ("Internal Controls") and have designed such Internal Controls, or caused them to be designed under their supervision, which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP.

The Certifying Officers evaluate the Company's Internal Controls on a regular basis throughout the year and confirm that there were no changes in the Company's Internal Controls during the Company's most recent interim period that materially affected, or is reasonably likely

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Website

The Company's web site address is www.cariboorose.com. Other information relating to the Company may be found on SEDAR at www.sedar.com.