

**CARIBOO ROSE RESOURCES LTD.**  
**Interim Management Discussion and Analysis**  
**For the Quarter ended August 31, 2007**

---

*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 28, 2007.*

*The following Management Discussion and Analysis ("MD&A") is for the quarter and year ended August 31, 2007 and includes relevant information up to October 31, 2007 ("Report Date"). Additional information relating to the Company is on SEDAR at [www.sedar.com](http://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 October 31, 2007 ("Report Date"), 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. 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 (see below), and this MD&A does not discuss the exploration history of those properties. For further information on these properties see the previous MD&A of Wildrose Resources Ltd. at [www.sedar.com](http://www.sedar.com).

### **REORGANIZATION - PLAN OF ARRANGEMENT**

On October 19, 2006 the Wildrose Resources Ltd. Special and Annual General Meeting of Shareholders approved, by a 99% margin, a resolution to apply for court and regulatory approval of a plan of arrangement whereby the Company would divide itself into two companies. Subject to such approvals, the plan of arrangement provides that Wildrose Resources would continue to hold the Spanish Mountain property and a major portion of the working capital while the new company, Cariboo Rose Resources Ltd., would receive \$1.0 million in working capital along with the balance of the mineral properties held by Cariboo Rose (Woodjam, Canadian Creek, Carruthers Pass, Cowtrail and Pat). Each Wildrose shareholder would receive one share of Cariboo Rose for each share of the Company held on December 5, 2006. The plan of arrangement received final TSX Venture Exchange approval for the creation and listing of the new company, Cariboo Rose Resources Ltd. effective on November 30, 2006. The shares of Cariboo Rose were distributed and commenced trading on the TSX Venture Exchange on December 5, 2006. All requirements for the transfer of cash and properties under the plan of arrangement were completed.

### **OVERALL PERFORMANCE**

#### **Exploration Projects and Future Developments**

**CARIBOO ROSE RESOURCES LTD.**  
**Interim Management Discussion and Analysis**  
**For the Quarter Ended August 31, 2007**

---

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.

**Exploration Outlook**

Management of Cariboo Rose has announced that the summer exploration season will be active with exploration on four properties in British Columbia and one in the Yukon.

The Canadian Creek copper-gold-molybdenum property in the Yukon, located approximately 300 km northwest of Whitehorse and 160 km south of Dawson City, will have seven to nine holes drilled in promising targets. A budget of \$400,000 has been approved and a contract with a diamond drill contractor signed. Drilling is expected to begin in early July. Veraz Petroleum Ltd. (formerly North American Vanadium) will fund the work under an option that gives them the right to earn a 60% interest in the property. This property, which has the potential to host a porphyry style or an intrusion related deposit, is located to the immediate west of the Casino deposit. Previous drill highlights include 150 metres grading 0.49 g/t gold and 26 metres grading 1.04 g/t gold.

The Woodjam gold-copper property is located in south-central British Columbia 70 kilometres east of Williams Lake and five kilometres from the Mount Polley claim group. Woodjam is a joint venture between Cariboo Rose and Fjordland Exploration (FEX, TSX-V), where Cariboo Rose holds a 40% interest in the property and Fjordland holds a 60% interest. Previous drilling in Woodjam has included intersections of 361 metres grading 0.84 g/t gold and 0.12% copper and 358 metres grading 0.82 g/t gold and 0.12% copper. An induced polarization study is currently ongoing; preliminary results are encouraging and drilling is planned to follow up the geophysical program.

The Carruthers Pass copper-zinc-silver property is located in northern British Columbia, approximately 70 kilometres south of the Kemess gold-copper mine and 200 kilometres north of Smithers. It is under option to Hawthorne Gold Corp. (HGC, TSX-V), which has the option to earn a 60% interest in the property. Hawthorne completed a surface mapping and prospecting program in 2006 with a follow up program planned for 2007.

The Cowtrail gold-copper property is located five kilometres southeast of the existing Mt. Polley claim group, operated by Imperial Metals Corporation. The property covers an airborne magnetic feature that extends to the northwest from a weakly mineralized alkalic intrusive that was identified by drill holes completed by Eastfield Resources and Imperial Metals Corporation in 1998. It is under option to Dajin Resources Corp. (DJI, TSX-V), who may earn a 65% interest in the property. In 2006, \$91,000 was spent by Dajin Resources Corp. to establish grids and complete 20 line kilometres of magnetometer and induced polarization surveys. This work has resulted in the identification of a number of promising targets that will be evaluated in 2007.

**Woodjam (Cariboo Mining Division, British Columbia)**

The Woodjam copper-gold porphyry project is located ten kilometres south of Horsefly in central British Columbia's Quesnel Trough. Previous work was funded by Fjordland Exploration Inc. under its option to earn a 60% interest in the property from Wildrose Resources. The option was exercised and the 2006 program was conducted under the Woodjam joint venture [Fjordland (60%) and Wildrose (40%)]. Drill results to date from Woodjam continue to support the property's potential to host large bulk-mineable gold-copper deposits. At the Megabuck zone, diamond drilling has intersected gold-copper over considerable widths from surface with grades similar to other porphyry gold-copper deposits in British Columbia.

On October 4, 2007, the joint venture manager, Fjordland Exploration Inc., announced the discovery of a new porphyry copper-molybdenum system at Woodjam. Drill testing was initiated in July to investigate the Southeast zone and, as of October 4<sup>th</sup>, was on the sixth hole of an expanded 3,000-metre, 10-hole drill program. The first two holes, drilled in the Southeast zone, resulted in the discovery. Both holes terminated in mineralization at the limit of the drill. Additional sites have been prepared for further drilling.

Hole 07-72 encountered potassium feldspar-altered quartz monzonite bedrock at 32.6 metres and then cored 309.3 metres grading 0.11 per cent copper with 14 parts per million molybdenum to the bottom of the hole at 325.2 metres.

Hole 07-73 located approximately 550 metres to northeast of hole 07-72, encountered similar bedrock under overburden which persisted to 82.6 metres and then cored 242.6 metres grading 0.18 per cent copper and 64 ppm molybdenum to the bottom of the hole at 325.2 metres. Included in this intersection are 106.2 metres (219.0 to 325.2 metres) grading 0.26 per cent copper and 63 ppm molybdenum and 66.0 metres grading 0.27 per cent copper and

**CARIBOO ROSE RESOURCES LTD.**  
**Interim Management Discussion and Analysis**  
**For the Quarter Ended August 31, 2007**

---

150 ppm molybdenum (0.015 per cent Mo) (249.0 to 315.0 metres). Individual three-metre samples in hole 07-73 assayed as high as 0.44 per cent copper and 622 ppm molybdenum (0.06 per cent Mo).

This new discovery was targeted as a result of a large reconnaissance induced polarization (IP) geophysical survey completed earlier this year to explore for new sulphide centres and obtain more resolution on the Megabuck and Takom zones. These two zones are areas of known mineralization on the Woodjam property. The survey subsequently uncovered a new zone three kilometres east of the Takom area, now called the Southeast zone, and suggests that a large intrusive/hydrothermal complex measuring approximately five kilometres by six kilometres underlies the almost-30,000-hectare Woodjam property, with at least three large IP chargeability anomalies. The IP survey and the location of this year's holes are shown on the map on each companies' website.

Approximately 16,000 metres of drilling has been completed since 2001, most of which has been in the Megabuck zone. Exploration has demonstrated that the property is prospective for bulk-tonnage gold-copper deposits similar to other porphyry deposits in B.C.'s prolific Quesnel terrane. Drilling in 2004 included a hole that intersected 378 metres grading 0.81 g/t gold and 0.12 per cent copper, and another that intersected 397 metres grading 0.82 g/t gold and 0.12 per cent copper. Drilling in 2006 included a hole with 94 metres grading 0.95 g/t gold and 0.19 per cent copper, and another hole with 92 metres grading 1.0 g/t gold and 0.22 per cent copper.

In 2005 the sphere of exploration interest at the Woodjam property was expanded to include the Takom zone located 1.5 kilometres to the south where records indicate that a drill hole completed in 1974 returned an intercept of 10.6 metres grading 1.27 g/t gold and 0.13 per cent copper. Highlights of the 2005 program in this area included hole 05-48 with 0.12 g/t gold and 0.12 per cent copper over 82.6 metres. A single hole was drilled here in 2006 with 0.16 g/t gold and 0.18 per cent copper over 31.0 metres. It was then decided to complete an extensive induced polarization survey to provide insight into the overall size of the hydrothermal system in the area shown on the map.

**Carruthers Pass (Omineca Mining Division, British Columbia)**

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 2007.

**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 the Casino deposit. 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. (formerly North American Vanadium) under which the optionee can earn a 60% interest in the property by making cash option payments and share issuances and funding \$1.5 million of mineral exploration. A budget of \$400,000 has been approved and a contract with a diamond drill contractor has been signed for drilling seven to nine holes which was completed on July 24, 2007.

**CARIBOO ROSE ANNOUNCES 139.9 METRES OF 0.31 G/T GOLD DRILLED AT CANADIAN CREEK**

Cariboo Rose Resources Ltd. has received analytical results for five diamond drill holes totalling 879 metres (2,884 feet) completed in July of this year at the Canadian Creek copper-gold-molybdenum property. Canadian Creek, located in the Yukon approximately 300 kilometres northwest of Whitehorse and 160 kilometres south of Dawson City, is owned by Cariboo Rose Resources and is under option to Veraz Petroleum Ltd.

Canadian Creek is adjoining the west side of Western Copper Corp.'s Casino deposit and has two types of mineralization: porphyry-style copper-gold-molybdenum and intrusion-related gold. Highlights of this year's program include hole 07-04, which returned 0.31 gram per tonne gold (with 516 parts per million copper and 15 parts per million molybdenum) over 139.9 metres (9.1 metres to 145.0 metres). A narrower interval in this hole returned 2.96 g/t gold over 6.0 metres (139.0 m to 145.0 m). Full results are listed in the table below.

**CARIBOO ROSE RESOURCES LTD.**  
**Interim Management Discussion and Analysis**  
**For the Quarter Ended August 31, 2007**

---

Hole	From	To	Interval	Gold	Copper	Molybdenum
	(metres)	(metres)	(metres)	(g/t)	(ppm)	(ppm)
07-01	16.8	117.0	100.2	0.12	558	73
07-2	45.0	108.0	63.0	0.14	508	76
Incl.	45.0	48.0	3.0	0.69	216	27
07-3	4.6	208.5	203.1	0.17	309	13
Incl.	168.2	171.5	3.5	1.91	340	29
Incl.	201.5	204.5	3	0.19	3,100	331
07-4	9.1	145.0	135.0	0.31	516	15
Incl.	139.0	145.0	6.0	2.96	134	2
07-5	7.9	112.8	103.9	0.14	655	20

These results add to the potential of the Canadian Creek property, which had previous drill results in 1994 and 2000 with 150 metres grading 0.49 g/t gold, including 47 metres grading 0.73 g/t gold in one hole and 26 metres grading 1.04 g/t gold in another hole. This year's drilling was performed in the eastern region of the Canadian Creek property at distances of 1,500 to 2,000 metres west of the Casino copper-gold-molybdenum deposit. The Casino deposit has measured and indicated resources of 1.12 billion tonnes grading 0.24 per cent copper, 0.21 g/t gold and 0.02 per cent molybdenum (E.D. Titley, report revised resource estimate, Casino property, Yukon Territory, for Lumina Copper Corp., Feb. 27, 2004, filed on SEDAR). The Casino deposit was recently sold to Western Copper by Great Basin Gold Ltd. To view photos of the property and the drill program, please visit the company's website.

**Cowtrail property (Cariboo Mining Division, British Columbia)**

In August, 2005 Dajin Resources Corp. entered into an option to acquire a 65% interest in the 4,600 hectare Cowtrail mineral property located in the Cariboo Mining Division of south central British Columbia. The property is located in the vicinity of the Mount Polley Mine and the Spanish Mountain and Woodjam properties. To exercise the option, Dajin must complete \$1,000,000 of exploration, make \$110,000 of cash payments and issue 50,000 shares to Wildrose. The Cowtrail Mineral Property, consisting of the Cowtrail, Rat and Jim claims were staked in 2004 to cover airborne geophysical anomalies derived from surveys completed in 1967 and 2004. The Cowtrail property was assembled in 2005 by combining the Cowtrail claims staked by Wildrose Resources Ltd. in January 2004 with the Rat and Jim claims staked by Amarc Resources Ltd. in March and April 2004 and later sold to Wildrose/ Cariboo Rose.

The majority of work completed on the Cowtrail property has been on the Rat and Jim claims where 53 kilometres of geophysical grids were established and then surveyed using induced polarization techniques in 2004. One 172-metre (NQ) diamond drill hole was completed on the Rat 2 claim in November 2004. A number of well-defined chargeability anomalies are identified in the 18 induced polarization lines completed in 2004. A report dated June 28, 2005 by J. W. Morton, P. Geo. recommends that these anomalies should be diligently prospected, complemented with soil geochemistry to provide further focus, and followed up with excavator trenching across those anomalies. Morton also recommends an induced polarization survey for the area on the Cowtrail 2 claim located north of hole 97-B-21 which was drilled by Eastfield Resources Ltd. and Imperial Metals Corporation in 1997. Hole 97-B-21 intersected a well-altered alkalic intrusive that was weakly mineralized with copper through most of its length.

In 2006, \$91,000 was spent by Dajin Resources Corp. to establish grids and complete 20 line kilometers of magnetometer and induced polarization surveys. This work has resulted in the identification of a number of promising targets that will be evaluated in 2007.

**Pat Claims (Cariboo Mining Division, British Columbia)**

The Pat project is located 25 kilometres east of the Cariboo community of Horsefly. The property encompasses an area of 1,700 hectares and is located approximately 50 kilometres 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 has committed to make a minimum of \$100,000 of exploration expenditures on the property in the 2007 exploration season.

**CARIBOO ROSE RESOURCES LTD.**  
**Interim Management Discussion and Analysis**  
**For the Quarter Ended August 31, 2007**

---

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 corresponds to the Mount Polley Mine. Mount Polley was originally discovered in 1964 as a follow up to the release of the survey which depicts both anomalies. Unlike Mount Polley, which occupies a high point of land, the Pat anomaly is located in the low-lying Horsefly valley without bedrock exposure. 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. The induced polarization anomaly covers an area of one by two kilometres and is open to the north and south. 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. Consultants have concluded that a similar induced polarization anomaly exists to the east of the Mount Polley Mine, without associated significant copper-gold mineralization which, if drilled, could probably yield comparable results to the 1991 Cominco drilling east of the Pat magnetic anomaly.

**Chilko property (Cariboo 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.

The 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 90<sup>th</sup> 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 possibility of the presence of an epithermal precious metal system. Similar signatures are known to be located 70 kilometres to the south, in the Chilko Lake area where epithermal gold occurrences have been located in the past. The area around those occurrences was converted to park in the early 1990's.

**FINANCIAL RESULTS OF OPERATIONS**

The Company's operations during the quarter ended August 31, 2007 produced a net loss of \$19,964 or \$0.001 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 \$4,142, rent of \$4,355, salaries of \$4,906 and consulting costs of \$5,500. All other administration costs for the quarter were at minimal levels with total administration costs decreasing by 20% from the previous quarter, mainly in reductions in consulting and investor relations costs as website design and investor relations materials design activities were largely completed.. The most significant change in financial position from quarter end to prior year-end was the increase of \$150,000 of prepaid expenses (a deposit to the Woodjam joint venture for anticipated 2007 exploration costs). The cash position was reduced in the quarter by \$87,082 attributable to the expenditure of \$85,302 on exploration of the Woodjam property.

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**

<b>Financial Data for Last Four Quarters</b>				
<b>Three months ended</b>	<b>Aug-07</b>	<b>May-07</b>	<b>Feb-07</b>	<b>Nov-06</b>
Total revenues	5,614	49,513	27,434	0
Income (loss) for the period	(19,964)	18,299	(223,474)	0
Basic earnings (loss) per share	(0.001)	0.001	(0.01)	(0.00)
Diluted earning (loss) per share	(0.001)	0.001	(0.01)	(0.00)

**LIQUIDITY AND CAPITAL RESOURCES**

**CARIBOO ROSE RESOURCES LTD.**  
**Interim Management Discussion and Analysis**  
**For the Quarter Ended August 31, 2007**

---

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 \$805,215 at August 31, 2007. The Company has sufficient liquidity to meet its 2007 budgeted operating requirements, including its 40% share of exploration costs at the Woodjam property and 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 Canadian Creek, 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 2007 program of \$500,000. This \$200,000 expenditure share may be provided from existing working capital with perhaps a small equity financing.

**Marketable Securities**

Following the corporate reorganization, effective at the close of business on January 16, 2007, marketable security shares held by Wildrose Resources Ltd. were transferred to Cariboo Rose Resources Ltd. at the current market value. On February 28, 2007, the Company held 240,000 shares of Fjordland Exploration Inc., 67 shares of Logan Resources Ltd., 20,000 shares of Dajin Resource Corp., 26,667 shares of Sargold Resource Corporation and 25,000 shares of North American Vanadium Inc. Subsequent to year-end, the Company sold all of the Logan, Dajin, Sargold and North American Vanadium shares for proceeds of \$47,906 and a net gain on sale of \$31,816. As at August 31, 2007, the Company held 230,000 shares of FEX, having sold 10,000 shares on June 7, 2007 for proceeds of \$4,302. The market price of FEX shares at August 31, 2007 was \$0.28 per share for fair value of \$66,500, representing a write-down of \$7,100 at the end of the quarter. Subsequent to the end of the quarter, on October 9, 2007, the Company received 25,000 shares of Alder Resources Ltd., valued at \$0.36 per share, as an option payment for the Pat property.

Company	Number of Shares	Share Price (\$) August 31, 2007	Book Value (\$)
Fjordland Exploration Inc.	230,000	0.28	66,500

**OUTSTANDING SHARE DATA AS AT AUGUST 31, 2007:**

(a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	21,338,577

(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
	2,025,000		

Subsequent to the end of the quarter, on September 1, 2007, the Company issued by private placement 370,000 shares at a price of \$0.27 per share. Also subsequent to the quarter end, the Company granted to an employee a stock option for the purchase of 75,000 shares at an exercise price of \$0.20 per share. This option will expire on September 10, 2012. There are no escrowed or pooled shares.

**RELATED PARTY TRANSACTIONS**

During the quarter, geological services totaling \$5,177 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

**CARIBOO ROSE RESOURCES LTD.**  
**Interim Management Discussion and Analysis**  
**For the Quarter Ended August 31, 2007**

---

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.

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**

**Disclosure 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. Without limitation, the Procedures are designed to

**CARIBOO ROSE RESOURCES LTD.**  
**Interim Management Discussion and Analysis**  
**For the Quarter Ended August 31, 2007**

---

ensure that material information relating to the Company is accumulated and communicated to management, including its Certifying Officers, as appropriate to allow for timely decisions regarding the Required Filings.

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.

**Internal Controls Over Financial Reporting**

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

**Website**

The Company's web site address is [www.cariboorose.com](http://www.cariboorose.com). Other information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com).