



# **Committee Bay**

## **Resources Ltd.**

**Interim Management Discussion and Analysis**  
For the three and six months ended March 31, 2008

Containing information up to and including May 16, 2008

**Committee Bay Resources Ltd.**  
**Interim Management Discussion and Analysis**  
For the three and six months ended March 31, 2008

Containing information up to and including May 16, 2008

---

**Note to Reader**

Committee Bay Resources Ltd. (“CBR” or the “Company”) is a reporting issuer in British Columbia and Alberta. Its common shares are listed on Tier 1 of the TSX Venture Exchange under the symbol CBR, as well as on the Frankfurt Stock Exchange under the symbol C3M-WKN-A0ES64. It is a development stage company engaged primarily in the evaluation, acquisition and development of potential mining properties and does not have any producing properties at this time.

The following information should be read in conjunction with CBR’s audited consolidated financial statements for the year ended September 30, 2007 and CBR’s unaudited consolidated financial statements for the three and six months ended March 31, 2008 and 2007 (the “Financial Statements”) together with the notes thereto, which have been prepared in accordance with Canadian generally accepted accounting principles. All currency amounts are expressed in Canadian dollars, unless otherwise stated. The reader should be aware that historical results are not necessarily indicative of future performance.

**Forward Looking Information**

Certain statements contained in the following Management’s Discussion and Analysis (“MD&A”) and elsewhere may constitute forward-looking statements under applicable securities laws. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such 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. CBR assumes no obligation to update forward-looking statements should circumstances or management’s estimates change except as required by law.

***Background of Committee Bay Resources Ltd.***

Committee Bay Resources Ltd. is a Canadian based exploration and development company with a 100% ownership in the highly prospective Committee Bay Greenstone Belt Project of Nunavut, Canada and the Jaurdi Hills gold project in Western Australia. To date the Company has spent over \$30 million exploring the Committee Bay Greenstone Belt. On March 13, 2008 the Company released an updated NI 43-101 resource of 468,400 indicated ounces (2,451,000 tonnes grading 5.94 g/t gold and an additional 230,900 inferred ounces (1,344,000 tonnes grading 5.34 g/t gold). The Company recently commenced its 2008 exploration program at the Committee Bay Greenstone Belt which will focus on adding new resources within a 10 km radius of the Three Bluffs Deposit. Since 2005, the Company has also conducted grassroots exploration programs in the San Juan and La Rioja provinces of Argentina in order to diversify its operations and interests.

In 2005, the Company acquired the rights to earn up to 50% interest in the Coolgardie Gold Project of Western Australia. Committee Bay's management and technical team applied their exploration and development expertise to advance the project from the exploration stage to production over a three year period. In April 2008, the Company sold its 50% interest in the project for considerations of approximately AU \$30 million.

CBR is well-funded to continue advancing its portfolio of exploration projects and utilizing its expertise, to search for, and identify undervalued opportunities. The Company's management and board of directors have demonstrated the ability to bring projects from the exploration stage, through to feasibility and production.

### ***Highlights of the 6 Months Ended March 31, 2008***

#### Canada

- Significant infill and step-out intercepts at Three Bluffs, new high grade intercepts from Inuk;
- Upgraded Three Bluffs Resource to 468,000 indicated and 230,900 inferred ounces;
- Exploration program set and mobilization started on the Committee Bay Greenstone Belt;

#### Corporate

- Working Capital at May 16, 2008 was approximately \$20.7 million;

#### Australia

- Secured third-party processing capacity for initial Coolgardie Gold Project ore;
- Completed decline development at Perseverance;
- Completed feasibility study for development of Perseverance ore body;
- Commenced permitting and tendering of mining contracts;
- Completed Perseverance underground grade control drill program,
- Initiated comprehensive exploration program targeting Perseverance style mineralization within Redemption Corridor;
- Updated Perseverance Resource to 118,500 indicated and 21,200 inferred ounces;
- Entered into an Exclusivity Agreement to negotiate the terms of the proposed sale of Committee Bay's 50% interest in the Redemption Joint Venture with its joint venture partner, Focus Minerals Ltd.;
- Acquired all assets and staff of Underground Drilling and Services Pty Ltd. ("UDS") from the RJV for consideration of AU \$464,864;
- Established Toro Drilling Services Pty Ltd. ("TDS"), a wholly owned subsidiary with an estimated fair value of over AU \$2.0 Million;
- Concluded sale of the Coolgardie Gold Project for total consideration of approximately AU \$30 Million;

## CANADIAN OPERATIONS

### *2008 Resource Upgrade and 2007 Drill Results, Committee Bay Greenstone Belt*

Based on the results of the 2007 Three Bluffs drilling CBR has completed a resource update for the deposit. The new estimate for the near surface high grade Three Bluffs gold deposit utilizing a 2.0 g/t block cut-off is **468,400 indicated ounces (2,451,000 t @ 5.94 g/t Au) and an additional 230,900 inferred ounces (1,344,000 t @ 5.34 g/t Au).**

Summary of 2008 Three Bluffs Resource Estimate

<b>Indicated Resource</b>			
Minimum Block Grade g/t Au	Tonnage	Grade g/t Au	Contained Ounces Au
4.0	1,238,000	8.93	355,600
3.0	1,756,000	7.32	413,300
<b>2.0</b>	<b>2,451,000</b>	<b>5.94</b>	<b>468,400</b>
<b>Inferred Resource</b>			
Minimum Block Grade g/t Au	Tonnage	Grade g/t Au	Contained Ounces Au
4.0	551,000	8.98	159,200
3.0	813,000	7.23	189,100
<b>2.0</b>	<b>1,344,000</b>	<b>5.34</b>	<b>230,900</b>

*\* Tonnage figures rounded to nearest thousand, ounce figures rounded to nearest hundred.*

The 2008 resource is based on block modeling using inverse distance cubed estimation, and resources are reported on a minimum block cut-off grade of 2.0 g/t Au, which reflects a viable grade cut-off for open cut mining.

The 2008 Three Bluffs resource estimate is based on 14,780m of drilling in 84 holes, which includes 7,245m in 35 holes which were drilled during 2005 and 2007, subsequent to the 2004 resource estimate. The deposit is modeled as three domains; a high grade hinge zone and south and north limbs. A top cut of 100 g/t Au was applied to the hinge zone, while assays were capped at 60 g/t Au within the limb domains.

The 2007 drill program focused on the Three Bluffs area and in total 4,546 metres of drilling was completed in 27 drill holes. The objectives of the 2007 Three Bluffs Program was primarily to confirm and upgrade the existing Inferred Resource, and to step down-dip to test for additional high grade trends within the system. Previous drilling at Three Bluffs through 2004 had identified an Inferred Resource of 1.9 million tonnes at 8.0 grams per tonne (g/t) Au for 487,000 contained ounces (See CBR press release – November 29, 2004).

Results from the Three Bluffs Program were announced on September 6<sup>th</sup>, September 13<sup>th</sup> and October 31<sup>st</sup>, 2007. Results from the program confirmed and expanded upon the core resource area including results of **19.44 g/t Au over 23.67 metres, 38.59 g/t Au over 9.34 metres, and 9.54g/t Au over 20.94 metres and 13.69 g/t Au over 12.00 metres** within the high grade “hinge zone.”, and identified additional high grade trends including **17.31 g/t Au over 6.15 metres, 9.29 g/t Au over 8.34 metres, and 8.02 g/t Au over 4.03 metres** from the south limb, and 23.41 g/t Au over 3.00m in the north limb.

The Inuk Prospect is located approximately 147 kilometres (km) northeast of the Three Bluffs Deposit and 38 km from tide water. The 2007 drill program at Inuk, comprising 1,124 metres in 9 holes, was designed to follow-up drilling conducted during 2003, which intersected mineralized iron formation assaying up to 16.04 g/t Au over 12.60 metres (See CBR press release - September 2, 2003). On September 5, 2007, CBR announced the Inuk drill results which included intercepts of **13.56 g/t Au over 5.44 metres** in hole 07IN001 proximal to the historic results and **18 g/t Au over 11.00 metres** in hole 07IN006 located within a new area north east of the known high grade mineralization.

Previous drilling at Inuk indicated that the high grade mineralization was hosted only within the hinges of secondary fold closures at the end of a moderate west dipping panel of iron formation, interpreted to be the lower limb of a refolded recumbent sheath fold. The recent drill results and historic surface sampling now indicate that the structures hosting the high gold mineralization are present throughout a panel of iron formation which has an exposed strike length of over 700m, thus significantly expanding the tonnage potential at Inuk.

The “Technical Report on the Mineral Resource Estimate for the Three Bluffs Project, Nunavut Territory, Canada” has been prepared by Dave Rennie, P.Eng. and Ian T. Blakley, P.Geo. with independent resource consultants Scott Wilson Roscoe Postle Associates Inc., in accordance with Canadian regulatory requirements set out in NI 43-101 and CIM resource definitions. The detailed 43-101 compliant technical report was filed on April 28, 2008 and is available on the Company’s SEDAR Page Site (accessed through [sedar.com](http://sedar.com)).

Please refer to the attached appendix in addition to the appendix included in the Company’s annual MD&A for details of exploration results during the financial year to date and prior periods.

## **WESTERN AUSTRALIA OPERATIONS**

### ***Committee Bay Continues Exploration at its Jaurdi Hills Project***

CBR acquired the Jaurdi Hills Project along with the acquisition of Matador Exploration Ltd in the fall of 2005. The Jaurdi Hills Project is an 81 square kilometer consolidated tenement package comprising approximately 23,000 acres located 40 km north of the town site of Coolgardie, Western Australia (and 20 km north of the northern tenement boundary of the former RJV) in the northern extension of the Coolgardie Domain of the Menzies-Norseman Greenstone Belt, which also hosts the former RJV lands.

Matador was one of five Canadian companies that formed the Western Australia Gold Joint Venture (“WAGJV”) in 1998 to evaluate opportunities for low-cost bulk mineable gold deposits. Extensive exploration was conducted on the Jaurdi Hills Property until 2000 when the exploration data could be interpreted and modeled to define a mineable resource. Mining commenced on the Jaurdi Hills Property in 2001 and was completed during 2002, producing slightly more than 10,000 ounces of gold. In 2004, Matador bought out the interests of its syndicated partners and, on February 18, 2005, Matador acquired the remaining interest in the Jaurdi Hills property and resumed exploration.

Previous geological mapping, soil and rock sampling, and drilling identified over 30 gold targets on the Jaurdi Hills tenements. In 2005, a 300 line-kilometer Fixed-Wing GEOTEM DEEP Magnetic-Time Domain Electromagnetic survey was completed over the northern portion of the project area and twelve air-core drill holes totaling 720m have been completed in three target areas. Other work included collection of 2000 soil geochemical samples for follow-up and infill of gold found in soil and auriferous rock samples from four priority areas, as well as rock and mullock sampling and prospecting in areas of historic workings with extensive silicification and quartz veining.

Committee Bay is continuing exploration at Jaurdi to further define potential targets. Previous drill intercepts include 69.70 g/t Au /1.0m at the Eight Mile target and 6.52 g/t Au over 11.0m; 4.52 g/t Au over 20.9m; and 17.7 g/t Au over 1.0m at the Panther target.

### ***Committee Bay Delivered Systematic Results for the Coolgardie Gold Project***

Committee Bay entered into the Redemption Joint Venture with Focus Minerals Ltd. (“FML”) in the summer of 2005. The RJV, comprising the Coolgardie Gold Project, covered 210km<sup>2</sup> of under-explored tenements in one of the world’s most significant gold producing regions. In addition to its land holdings, the RJV held the fully permitted Three Mile Hill processing facility with capacity to process 140,000oz per annum at an optimized head grade of approximately 3.5 g/t Au. At the time, the project had a proven resource of 315,720 indicated and 1,080,825 inferred ounces but it was comprised of many fragmented remnants from historical operations across a large geographic area.

With CBR as the operator, an AU \$8.0 Million dollar exploration program over three years was planned and executed and solely funded by Committee Bay in order to earn into 50% of the RJV. In April 2007, Committee Bay completed its earn-in 18 months ahead of schedule.

The program vastly improved knowledge of the Coolgardie belt. A major aspect of the work was to upgrade the baseline data over the project area through data compilation, validation, and establishment of a comprehensive digital database. It also included a regional airborne VTEM geophysics survey, geological mapping and surface geochemistry programs which had yielded numerous coherent gold-in-soil anomalies, with 20 samples yielding greater than 100 ppb gold and up to 54.8 g/t gold. In addition, more than 24,000 metres of diamond core and RC drilling was conducted which resulted in resource additions and identification of new gold zones. The program increased the total Measured and Indicated Resource inventory for the Coolgardie Gold Project to 385,138 ounces of gold, and boosted the Inferred Resource inventory to 1,240,991 ounces of gold, but more importantly it dramatically improved confidence in the quality of the data set and defined new priorities to achieve near term production.

Immediately following Committee Bay’s earn-in project, the RJV partners together committed to spend a further AU \$8.0 Million through to the end of 2007. The funds were slated for continued exploration and resource development work at the RJV's key project areas, as well as aggressive exploration drill programs at new high priority target areas identified through CBR’s extensive program of data compilation, review and validation in conjunction with its airborne VTEM geophysical survey. The RJV also pursued new exploration opportunities throughout the Coolgardie Project area with continued regional compilation, geological mapping, ground geophysics and soil and auger geochemistry.

During 2007, three key personnel were added to support advancement of the project to the production stage and Barmenco Ltd. was contracted to oversee the development of the underground decline, which was completed ahead of schedule and under budget. A bankable feasibility study and mine design for the project was completed which confirmed economic viability of the production plans. In December, the program concluded with an excess of 10,000 metres having been drilled, which boosted the total Measured and Indicated Resource inventory for the Coolgardie Gold Project to 595,645 ounces of gold, while preserving an Inferred Resource inventory of 1,038,292 ounces of gold. This dramatic result demonstrated that near term production was possible.

Based on the feasibility study, CBR estimated its share of the production scenario to be worth approximately \$12.7 million. After weighing the production risk and uncertain costs of proving up further production scenarios in the region, CBR accepted an offer from FML and sold its interest in the RJV for approximately AU \$30 million. With the sale, CBR received nearly twice its investment in cash and shares, with the latter allowing Committee Bay to retain upside potential of the project through strong equity holdings of Focus Minerals Ltd. The replenished treasury during the current market trend of tight speculative capital leaves CBR in an enviable strategic position to identify and invest in undervalued project assets.

#### ***Committee Bay Enters into an Exclusivity Agreement***

On January 30, 2008, CBR announced that it had entered into an Exclusivity Agreement to negotiate the terms of the proposed sale of CBR's 50% interest in the Redemption Joint Venture Project ("RJV") with its joint venture partner, Focus Minerals Ltd. ("Focus Minerals"). In consideration for entering this agreement, the Company received an AU \$1,000,000 non-refundable cash payment from Focus Minerals.

#### ***Committee Bay Increases its Interest in Drilling Services Business to 100%***

On February 15, 2008, the Company acquired all of the assets of UDS from the RJV for consideration of AU \$464,864. Under the terms of the deal, the Company has agreed to provide drilling services to Focus Minerals for a period of two years, at a 15% discount to the prevailing market rate for such services.

#### ***Committee Bay Sells Coolgardie Gold Project for Total Consideration of AU \$30 Million***

On April 30, 2008, Committee Bay announced the conclusion of the transaction whereby its joint venture partner, Focus Minerals Ltd., acquired Committee Bay's 50% interest in the Coolgardie Gold Project.

Settlement of this transaction concluded with Committee Bay receiving, in addition to the AU \$1.0 Million deposit already received under the previously announced Exclusivity Agreement, AU \$19 Million in cash, a AU \$2.0 Million convertible note and 140 Million shares of Focus Minerals Ltd.

## FINANCIAL RESULTS AND POSITION

### *Selected Annual Financial Information*

Years ended	Sep 30, 2007 \$ 12 months	Sep 30, 2006 \$ 12 months	Sep 30, 2005 \$ 9 months
Current assets	9,127,908	6,717,318	5,746,816
Investments and advances	1,023,840	210,001	210,000
Equipment	1,072,810	1,228,406	420,069
Mineral interests	44,548,654	33,698,804	10,914,464
Current liabilities	3,072,552	1,266,333	687,988
Net loss	(911,428)	(1,645,286)	(1,341,774)
Basic net loss per share	(0.01)	(0.03)	(0.04)
Weighted avg shares	85,815,019	53,092,758	32,666,387

### Change in accounting policies

On October 1, 2007, the Company adopted the following new Canadian Institute of Chartered Accountants (“CICA”) Handbook Sections:

a) Section 3862, “Financial Instruments – Disclosures”, describes the required disclosure for the assessment of the significance of financial instruments for an entity’s financial position and performance and of the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks. This section and Section 3863, “Financial Instruments – Presentation” replaced Section 3861, “Financial Instruments – Disclosure and Presentation”.

b) Section 3863, “Financial Instruments – Presentation”, establishes standards for presentation of financial instruments and non-financial derivatives.

c) Section 1535, “Capital Disclosures”, establishes standards for disclosing information about an entity’s capital and how it is managed. It describes the disclosure requirements of the entity’s objectives, policies and processes for managing capital, the quantitative data relating to what the entity regards as capital, whether the entity has complied with capital requirements, and, if it has not complied, the consequences of such non-compliance.

The adoption of these sections do not have an impact on the consolidated financial statements.

### Future accounting changes

The CICA has amended Section 1400, “General Standards of Financial Statement Presentation”, which is effective for interim periods beginning on or after October 1, 2008, to include requirements to assess and disclose the Company’s ability to continue as a going concern. The adoption of this new section is not expected to have an impact on the consolidated financial statements.

### ***Summary of Quarterly Results***

Selected unaudited financial data published for quarterly operations of the Company over the past eight financial quarters are as follows:

<b>Period ended</b>	<b>Mar 31 2008 (Q2 2008)</b>	<b>Dec 31 2007 (Q1 2008)</b>	<b>Sep 30 2007 (Q4 2007)</b>	<b>Jun 30 2007 (Q3 2007)</b>	<b>Mar 31 2007 (Q2 2007)</b>	<b>Dec 31 2006 (Q1 2007)</b>	<b>Sep 30 2006 (Q4 2006)</b>	<b>Jun 30 2006 (Q3 2006)</b>
Net income (loss)	228,221	(890,594)	211,836	(135,562)	(519,068)	(468,634)	(341,381)	391,294
Basic net income (loss) per share	0.00	(0.01)	0.00	(0.00)	(0.01)	(0.00)	(0.00)	0.01
Weighted avg shares	96,134,217	96,003,907	95,721,342	95,721,342	82,005,082	69,513,342	64,383,804	54,843,574

The Quarterly results of the Company fluctuate primarily due to variations in general and administrative expenses relating to increased mineral property exploration, both foreign and domestic, and material non-cash events such as stock-based compensation and future income taxes.

### ***Six Months Ended March 31, 2008***

The net loss for the six months ended March 31, 2008 was \$662,373 compared to a loss of \$987,702 in the comparative period. Significant variances from the comparative period include a future income tax recovery of \$338,906, (2006 – nil), stock-based compensation of \$781,638 (2007 - \$128,000), and an exclusivity fee of \$890,800 relating to the sale of CBR’s interest in the RJV.

Wages and consulting fees of \$534,702 in the current period have increased over the prior period’s expense of \$347,219 due to the establishment of Toro Drilling Services Pty Ltd., which has resulted with an increase to personnel. Office and administration expenses of \$341,287 have increased over \$234,034 in the comparative period primarily due to the addition of directors and officers insurance, tax related to the flow-through share program, and increased administrative capacity for Toro Drilling.

Interest income in the period was \$133,516 (2007 - \$168,503) earned on to the Company’s interest-earning cash balances. The Company keeps its cash in liquid interest-earning accounts at the Alberta Treasury Branches in Canada and at an Australian Chartered bank. Funds held in accounts at the Alberta Treasury Branches are guaranteed by the Crown in Right of Alberta.

### ***Financial Condition, Liquidity and Capital Resources***

Committee Bay is in the development phase: most of its properties are in the early to advanced stages of exploration and none of the Company’s properties are currently in production. Mineral exploration expenditures are capitalized and losses are incurred as a result of administrative expenses relating to the operation of the Company’s business. Consequently, the Company’s net loss has not been a meaningful indicator of its performance or potential to date. The key performance driver for the Company is the acquisition and development of prospective mineral properties. By acquiring and exploring projects of technical merit, the Company increases its chances of finding and developing an economic deposit.

Until such time as the Company is able to realize profits from the production and marketing of commodities from its mineral interests, the Company will report an annual loss and will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its long-term growth.

The Company's working capital at May 18, 2008 was approximately \$20.7 Million. This amount includes the cash proceeds from Focus Minerals on the recent sale of the Company's 50% interest in the RJV, however it excludes the fair value of the 140,000,000 shares of Focus received. The total working capital is unallocated as of the date of this MD&A and is available for exploration on the Company's mineral properties, strategic initiatives, project generation, corporate administration and overhead and regulatory compliance. The Company has no remaining flow through expenditure obligations.

### ***Outstanding Share Data***

CBR's authorized share capital is an unlimited number of common shares. As at May 18, 2008 the following shares, share options, and share purchase warrants were outstanding:

<b>Shares issued</b>	<b>96,134,217</b>
<b>Fully diluted</b>	<b>122,509,609</b>
<b>Options outstanding</b>	
	911,049 @ \$0.52 Exp 08/08
Total options: <b>9,112,049 @ \$0.79</b>	105,000 @ \$1.80 Exp 01/09
Total: <b><u>\$ 7,184,505</u></b>	2,000,000 @ \$1.80 Exp 07/09
	216,000 @ \$0.31 Exp 12/09
	580,000 @ \$0.81 Exp 01/11
	400,000 @ \$0.50 Exp 11/11
	4,500,000 @ \$0.45 Exp 07/12
	400,000 @ \$0.40 Exp 11/12
<b>Warrants outstanding</b>	
	4,590,445 @ \$0.75 Exp 07/08
Total warrants: <b>13,767,945 @ \$0.72</b>	27,500 @ \$0.75 Exp 09/08
Total: <b><u>\$ 9,868,459</u></b>	9,150,000 @ \$0.70 Exp 02/10
<b>Agents' warrants outstanding</b>	
	1,408,998 @ \$0.80 Exp 07/08
Total warrants: <b>3,495,398 @ \$0.68</b>	2,086,400 @ \$0.60 Exp 02/09
Total: <b><u>\$ 2,379,038</u></b>	

## ***Risk Factors***

The success of the Company's business is subject to a number of factors, including but not limited to those risks normally encountered in the mining industry, such as market or commodity price changes, economic downturn, exploration uncertainty, operating hazards, increasing environmental regulation, competition with companies having greater resources, and lack of operating cash flow.

The Company expects to obtain financing in the future primarily through further equity and/or debt financing, as well as through joint venturing and/or optioning out the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interest in its resource properties.

CBR maintains an extensive quality control program in the preparation, shipping and checking of all samples from its properties. The Nunavut program is supervised by Peter Kleespies, M.Sc., P.Geol., who is the Qualified Person as defined by NI 43-101. All drill core and surface rock samples are assayed at TSL Laboratories in Saskatoon, an ISO 17025 accredited laboratory using standard sample preparation and fire assay procedures. Surface rock samples were analyzed with 30 gram fire assays with atomic absorption finish. All samples assaying over 3 g/t Au were re-assayed with a gravimetric finish on a 30 gram aliquot. All drill core samples were assayed using a 2 assay ton aliquot (58.32g) with a gravimetric finish. All drill core samples assaying over 20g/t Au were re-assayed with a standard screen metallic procedure. The program in Western Australia is also supervised by Peter Kleespies, M.Sc., P.Geol., who is the Qualified Person as defined by NI 43-101.

## ***Trends***

Volatile currency values, questionable economic conditions throughout the world and political instability are the generally accepted rationale for the strengthening of precious metal prices. These macroeconomic factors, combined with declining global gold production and a shortage of new discoveries, are expected to continue for the foreseeable future, which suggests that the gold exploration industry will continue to benefit from a long-term rising trend for all commodity prices.

## ***Material Property Acquisitions/Abandonment and Write-off or Write-down of Assets***

In addition to Australian minimum expenditure requirements for maintenance of exploration and mining tenements, general Canadian Mining Regulations and specific provincial/territorial legislation require that companies complete acceptable exploration work programs on their mineral claims over prescribed time periods, or pay fees in lieu of prescribed work. Within this framework, the Company's goal is to maintain a property size that the Company deems sufficient to protect its asset targets. As a result of exploration expenditures in 2008 and prior periods, most of the Company's Canadian mining claims will have sufficient work credits to remain in good standing for several years.

Management constantly evaluates each of the Company's property interests to determine whether or not the cost of maintaining existing interests is feasible given the current internal and external conditions. The Company also constantly reviews and assesses new opportunities to stake or acquire additional mineral property interests. Accordingly, the Company's interests in mineral properties are expected to fluctuate.

Management currently does not anticipate the abandonment or write-down of any of its properties. No material property acquisitions are anticipated in the near future.

### ***Transactions with Related Parties***

During the year, there were no material related party transactions of an irregular or non-recurring nature. All related party transactions were disclosed in the consolidated financial statements.

### ***Investor Relations***

With respect to public relations, the Company provides information from its corporate offices to investors and brokers directly.

### ***Significant Transactions Requiring Regulatory Approval***

There are no proposed transactions that should be disclosed at the present time.

### ***Additional Information***

Continuous disclosure relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Additional information, including directors' and officers' remuneration, principal holders of securities, securities authorized for issuance under equity compensation plans and the inherent risks and uncertainties of the mineral exploration industry is contained in the last respective Management Information Circular of CBR dated November 7, 2007 and in its Joint Management Information Circular with Matador dated October 17, 2005. Additional financial information is contained in the Company's audited consolidated financial statements for the years ended September 30, 2007 and 2006. Additional exploration results are contained in the appendix included in the Company's annual MD&A for the year ended September 30, 2007. Copies of the Management Information Circular, the audited year end, the annual MD&A and any other documents incorporated into this report by reference are available on SEDAR or upon request made to principal office of the Company at 220, 9797 – 45 Avenue, Edmonton Alberta T6E 5V8. The Company may require payment of a reasonable charge if a person or company that is not a security holder of the Company makes the request for information.

### ***Additional Disclosure for Venture Issuers Without Significant Revenue***

Additional disclosure concerning CBR's general and administrative expenses and resource property costs is provided in the Company's Statement of Net Loss and Deficit and Mineral Interests contained in its unaudited interim consolidated financial statements for the three and six months ended March 31, 2008 and its audited consolidated financial statements for the year ending September 30, 2007 that are available on the Company's website ([www.committeebay.com](http://www.committeebay.com)) or on its SEDAR Page Site (accessed through [sedar.com](http://sedar.com)).

### ***Approval***

The Audit Committee on behalf of the Board of Directors of the Company has approved the disclosures contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

**APPENDIX**

EXPLORATION RESULTS FOR THE PERIOD

SUBSEQUENT TO JAN 28, 2008 AND UP TO MAY 16, 2008

FOR COMMITTEE BAY RESOURCES

For previously published information, including detailed exploration results for prior periods and up to January 28, 2008, please refer to the Company's annual MD&A filed January 28, 2008, available on the Company's website ([www.committeebay.com](http://www.committeebay.com)) or on its SEDAR Page Site (accessed through [sedar.com](http://sedar.com)).

## EXPLORATION RESULTS FOR WESTERN AUSTRALIA

### *FURTHER RESOURCE UPGRADE FOR HIGH-GRADE PERSEVERANCE GOLD DEPOSIT, COOLGARDIE PROJECT, WESTERN AUSTRALIA*

---

On February 19<sup>th</sup>, 2008 CBR and Australian Redemption Joint Venture (“RJV”) partner Focus Minerals Ltd. announced a further increase in Indicated Resources at the advanced Perseverance Gold Project, located within the Tindals Mining Centre at the Coolgardie Gold Project, Western Australia.

#### Key Highlight Points

- **28% Increase in Indicated Resource to 490,700t @ 7.5g/t for 118,500oz.**
- **Indicated Resource for combined Tindals Mining Centre increases to 312,900oz**
- **Updated Perseverance resource model based on 13,974m of diamond and RC drilling over 5 defined ore zones.**
- **Grade control drilling significantly enhances understanding of Perseverance geological model with the deposit remaining open to the north and south.**

A recently completed grade control drilling has resulted in a **28% increase in the Indicated Resource** from 448,000t @ 6.4g/t for 92,100 contained ounces to **490,700t @ 7.5g/t for 118,500 ounces**, as a result of the conversion of additional ounces to the Indicated category. The updated Inferred Resource is **195,800t @ 3.4g/t for 21,200 ounces**, compared with 406,000t @ 2.7g/t for 35,300 contained ounces previously (see CBR press release October 9, 2007)

The updated resource incorporates the recently released grade control results (see CBR press release December 12, 2007), which has further reinforced the potential of the Perseverance Project, where the RJV is preparing to commence initial gold production in April after completing a positive Feasibility Study in December 2007.

The updated Perseverance Resource model (Table 1) is based on 13,974m of drilling in 49 diamond core and 23 Reverse Circulation (RC) drill holes. The Resource comprises 5 distinct zones – the quartz-sulphide east zone, quartz-sulphide west zone, footwall west zone, upper diorite zone and the lower diorite zone.

The updated Perseverance resource was prepared by Mark Rigby BSc., MAusIMM, Senior Resource Geologist, Redemption Joint Venture. Ordinary Kriging (OK) estimation was used on the Quartz Sulphide East and West and Footwall West Zones, while Inverse Distance Squared (ID2) was used on the Diorite Zones. Top cuts of 52 g/t Au, 30 g/t Au and 20 g/t Au were utilized for the Quartz Sulphide East, Quartz Sulphide West and Footwall West Lodes respectively, and a top cut of 10 g/t Au was used for the Diorite Lodes

The Perseverance Resource upgrade has increased the current **Tindals Mining Centre** resource inventory (Table 2) to an **Indicated Resource of 3.5 million tonnes at 2.8g/t Au for 312,900 ounces** and an **Inferred Resource of 2.3 million tonnes at 3.0g/t Au for 220,100 ounces**. Historically the deposits comprising this centre have produced a total of 500,000 ounces from both open pit and underground operations.

The recent grade control drilling has had a significant impact on the new geological model, confirming the presence of the footwall lode, which is now more extensive than initially thought. The understanding of the main lode has also been enhanced, with the new information highlighting the fact that the main lode is actually two lodes that merge together near the centre of the deposit.

The deposit remains open to the north and south and the RJV plans to conduct further step-out drilling in order to increase the resource.

**Table 1 - Perseverance Resource**

<b>Zone</b>	<b>Category</b>	<b>Tonnes</b>	<b>Au g/t</b>	<b>Ounces</b>
Quartz-Sulphide East	Inferred	92,700	3.1	9,100
	Indicated	265,000	9.9	84,600
Quartz-Sulphide West	Inferred	20,700	3.6	2,400
	Indicated	103,600	5.9	19,500
Footwall West	Inferred	51,700	3.7	6,200
	Indicated	95,900	4.2	13,000
Upper Diorite	Inferred	13,300	2.6	1,100
	Indicated	26,200	1.6	1,400
Lower Diorite	Inferred	17,400	4.3	2,400
Total Inferred		195,800	3.4	21,200
Total Indicated		490,700	7.5	118,500

*Resource reported at 0g/t lower cut-off grade*

*Upper cut of 52g/t used for Quartz-Sulphide East zone, Upper cut of 30g/t used for Quartz-Sulphide West zone, Upper cut of 28g/t used for Footwall West zone, Upper cut of 10g/t used for Diorite Lower zone, and no Upper cut was applied to the Diorite Upper zone as all grade were below 10g/t*

**Table 2 - Tindals Mining Centre Resources**

<b>Indicated</b>			
<b>Prospect</b>	<b>Tonnes</b>	<b>Grade (g/t)</b>	<b>Ounces</b>
Dreadnought	3,024,000	2.0	194,400
Perseverance Quartz-Sulphide East	265,000	9.9	84,600
Perseverance Quartz-Sulphide West	103,600	5.9	19,500
Perseverance Footwall West	96,000	4.2	13,000
Perseverance Upper Diorite	26,200	1.6	1,400
<b>Total Indicated</b>	<b>3,514,800</b>	<b>2.8</b>	<b>312,900</b>
<b>Inferred</b>			
Dreadnought	434,500	1.8	24,600
Perseverance Quartz-Sulphide East	92,700	3.0	8,900
Perseverance Quartz-Sulphide West	20,700	3.6	2,400
Perseverance Footwall West	51,700	3.7	6,200
Perseverance Upper Diorite	13,300	2.6	1,100
Perseverance Lower Diorite	17,400	4.3	2,400
Cyanide - Underground	367,000	5.5	65,400
Empress - Underground	129,500	4.7	19,500
Countess Underground	246,000	4.3	33,700
Big Blow Surface	180,000	1.6	9,300
Big Blow UG	88,000	5.0	14,100
Empress/Alicia	550,000	1.5	27,300
Happy Jack	107,000	1.5	5,200
<b>Total Inferred</b>	<b>2,297,800</b>	<b>3.0</b>	<b>220,100</b>