

SIMBERI MINING CORPORATION
(A Development Stage Company)

**MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
NINE MONTHS ENDED SEPTEMBER 30, 2008**

Following is a discussion and analysis of the activities, results of operations and financial condition of Simberi Mining Corporation ("Simberi" or the "Corporation") for the nine months ended September 30, 2008 compared to the same period ended September 30, 2007. The discussion should be read in conjunction with the audited consolidated financial statements of the Corporation for the year ended December 31, 2007 and the notes thereto. The Corporation's financial statements and financial data set out below have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Unless otherwise denoted, all amounts discussed herein are denominated in Canadian dollars.

Additional information relating to the Corporation is also available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com under the name Simberi Mining Corporation.

1.1 The effective date of this report is November 24, 2008.

1.2 Overview of operations

The Company

Simberi Mining Corporation is a Canada based international mineral development company that participates in early to mid stage properties with high potential for near term production. Simberi's main mineral development project is the Kakanda Copper/Cobalt project in the Democratic Republic of the Congo ("DRC"). This is a world class copper/cobalt deposit in the Central African Copper Belt. As detailed in section 5.3 of this report, the Kakanda project has a NI 43-101 compliant report which details significant copper and cobalt resources with tailings and associated hard rock mineralization. Simberi also has several projects in Australia. The joint ventures on Mt. Sarah and Mt. Narlee and the Lambina project are primarily located in the G-2 corridor within the Gawler Craton in South Australia, a host for the copper/uranium/gold Olympic Dam type deposits. The Merlot property located in the Mt. Margaret mineral field in Western Australia covers a portion of the Sefton Lineament, a major structural feature that is host for copper, nickel and platinum group metals.

As at September 30, 2008 Simberi had four wholly owned subsidiaries being Novaking Pty Ltd. ("Novaking"), New Congo Resources Development Company Inc. ("New Congo"), Alive International Holdings and Optima Pharmaceuticals Inc. Novaking and its wholly-owned subsidiaries Renaissance Corporation Pty Ltd., Merlot Thoughts PTY Ltd. and SA Drilling Pty Ltd are involved in various projects in Australia (Lambina, Mount Narlee, Mount Sarah & Merlot). New Congo and its wholly owned subsidiary PTM Minerals (Cayman) Ltd. are involved in the Kakanda project located in the DRC. Alive International Holdings ("Alive") and Optima Pharmaceuticals Inc. ("Optima") have been inactive since 2004.

Highlights for the nine months ended September 30, 2008

On January 10, 2008 Simberi received the Aboriginal Work Clearance Surveys on both the Mt. Sarah and Mt. Narlee Properties in South Australia.

On March 6, 2008 Simberi announced that its agreement with Amari Holdings Ltd. relating to the development of Simberi's interest in the Kakanda copper/cobalt project in the Democratic Republic of Congo has been terminated.

On March 24, 2008 Simberi and its joint venture partner Domo Pty. Ltd. ("Domo") revised their joint venture agreement and following, on June 16, 2008, they completed the sale of the Zanthus project as more detailed in section 5.3.

On June 25, 2008 the Company received an updated 43-101 compliant technical report on the Kakanda Copper/Cobalt project in the Katanga province of the Democratic Republic of Congo.

On June 27, 2008 the Company held its Annual and Special Meeting of Shareholders where it approved its board of directors, its auditors and re-approved its stock option plan.

On September 10, 2008 Norman Brewster resigned as Chairman and Director of the Company.

On September 18, 2008 David Danziger and Neil Novak resigned as Directors of the Company.

On September 30, 2008 James S. Hershaw was appointed Chief Financial Officer after Kyle Appleby resigned as Chief Financial Officer.

On September 30, 2008 Simberi announced the Lambina property in Australia had been optioned to Raisama Pty. Ltd. Raisama, a private company, holds a number of high potential uranium properties that form the core of a possible public company to be listed on the Australian Stock Exchange.

On September 30, 2008 Simberi announced the negotiations to finalize the Kakanda project joint venture agreements had been directed by the Minister of Mines to be completed by Gecamines, the state mining company in the Democratic Republic of Congo.

Mineral Properties

A historical overview of the Company's exploration properties together with current exploration activities and planned future objectives for each property are explained in section 5.3.

Overall Performance

The Company had a net loss of \$348,039 for the nine months ended September 30, 2008 compared to a net loss of \$852,310 for the nine months ended September 30, 2007. The main factors contributing to the decrease were the decrease in stock based compensation (as most of the stock options have already vested) and the decrease in investor relations (as the contracts with the investor relation firms were cancelled in 2007).

Assets decreased from \$7,882,438 at December 31, 2007 to \$7,174,561 at September 30, 2008. The decrease is primarily due to funds used for operating activities.

Mineral properties and deferred exploration expenditures increased by \$750,435 during the nine months ended September 30, 2008, as it is the Company's policy to defer expenditures related to the exploration and development of its mining properties until such time as they are brought into commercial production.

1.4 Results of Operations

Revenue

The exploration properties acquired by the Company are still in the early exploration and development stage. Until sufficient work has been completed to confirm the feasibility of any specific interest being placed into production, it is not anticipated that the Corporation will have any material revenue. No revenues from the properties have been reported for the three and nine months ended September 30, 2008 and the comparable periods ended September 30, 2007.

Other Items

- (a) During the three and nine months ended September 30, 2008 the Company earned interest income of \$2852 (2007 - \$34,328) and \$23,492 (2007 - \$108,932) on its short-term investments. Interest income decreased as fewer funds were available to invest and at lower interest rates.
- (b) During the three months ended June 30, 2008 the Company sold its shares of Zutshan Energy Pty Ltd. to Blackham Resources Limited for proceeds of \$200,000 (\$40,000 in cash and 363,297 common shares of Blackham at \$0.44/share). This resulted in a gain of \$128,570. The common shares of Blackham are recorded on the Balance sheet as marketable securities held for trading.

Analysis of Expenses for the three months ended September 30, 2008

	Three months ended 30-Sep-08	% of 2008 Total	Three months ended 30-Sep-07	Change %
Professional and consulting fees	\$83,240	32.5%	\$684,376	-87.8%
General and administrative	86,258	33.6%	69,169	24.7%
Legal and audit	28,408	11.1%	37,805	-24.9%
Stock option compensation	16,676	6.5%	71,619	-76.7%
Investor relations	0	0.0%	5,400	-100.0%
Foreign exchange	39,723	15.5%	16,358	142.8%
Directors' compensation	0	0.0%	0	na
Amortization	2,040	0.8%	1,911	6.8%
TOTAL	\$256,345	100%	\$886,638	-71.1%

Professional and consulting consisted of \$30,000 (2007 - \$30,000) in management services charged by Porphyry Inc., a corporation controlled by Mike Newbury who is CEO and director of the Company (see section 1.9), \$21,000 (2007 - \$15,000) in CFO consulting fees, \$27,240 (2007 - \$15,750) for corporate development and administrative services, and \$5,000 (2007 - \$623,626) for other general business consulting on various matters such as consulting on the Australian properties and related financings, consulting on various options with respect to the Kakanda project, presentations and discussions with investors and other business matters.

The office and general expenses were \$86,258 (2007 - \$69,169). The main items included in G&A are travel and promotion. This includes costs for travelling abroad for meetings related to the Company's projects in the Democratic Republic of Congo and Australia, and promotional costs which include a licence agreement for sports and entertainment facility used to promote the company. The decrease in promotion is mainly attributed to the Company's decision to decrease their participation in the license agreement. Travel decreased compared to the prior period as most of the travel required to date took place in the first quarter.

Included in legal and audit expense of \$28,408 (2007 - \$37,805) are legal fees of \$908 (2007 - \$27,805) and audit related accruals of \$27,500 (2007 - \$10,000).

There were no direct costs relating to investor relation during the three months ended September 30, 2008. In the prior period the Company was using independent consulting firms in Canada and the United States to promote the business and shareholder interests of the company. The majority of these contracts were terminated in the second quarter of 2007.

Foreign exchange loss of \$39,723 (2007 – Loss \$16,358) is the result of the translation of Australian dollars to Canadian (relating to the work done in Australia) and the translation of US dollars to Canadian (relating to work done in the Congo).

As at September 30, 2008 a total of 10,860,000 (December 31, 2007 – 13,485,000) stock options were outstanding to directors, officers and consultants. During the three months ended September 30, 2008 a total of \$16,676 was expensed with respect to that portion of the options vesting during the quarter (2007 - \$71,619). The expense decreased compared to the prior period as the value of most of the outstanding options was expensed in prior years. The balance of the options that have not vested will be expensed during the quarter in which such vesting occurs. The stock option expense is based on a Black Scholes valuation model that recognizes the expense over the term of the vesting period (quarterly over 18 months from the grant date). The stock option expense does not affect the cash resources of the Company.

- *Breakdown of Expenses for the three months ended September 30*

	Three months ended 30-Sep-08	Three months ended 30-Sep-07
Bank charges & interest	974	625
Advertising and promotion	23,468	11,083
Travel	12,348	15,613
Rent	20,724	12,324
Office and administration	2,918	4,525
Insurance	1,082	2,295
Telephone	3,754	4,060
Transfer agent & shareholder communication	3,316	6,966
Computer support	507	1,092
Bookkeeping and admin.	5,500	5,650
	74,589	64,233

Analysis of Expenses for the nine months ended September 30, 2008

	Nine months ended 30-Sep-08	% of 2008 Total	Nine months ended 30-Sep-07	Change %
Professional and consulting fees	\$285,710	35.1%	\$892,903	-68.0%
General and administrative	349,454	43.0%	368,042	-5.1%
Legal and audit	107,619	13.2%	126,966	-15.2%
Stock option compensation	26,310	3.2%	389,109	-93.2%
Investor relations	0	0.0%	125,666	-100.0%
Foreign exchange	21,262	2.6%	24,234	-12.3%
Directors' compensation	16,500	2.0%	0	na
Amortization	6,117	0.8%	2,972	105.8%
	\$812,972	100.0%	\$1,929,892	-57.9%

Professional and consulting consisted of \$90,000 (2007 - \$90,000) in management services charged by Porphyry Inc., a corporation controlled by Mike Newbury who is CEO and director of the Company (see section 1.9), \$61,000 (2007 - \$25,000) in CFO consulting fees, \$45,300 (2007 - nil) for VP Corporate Development consulting fees and salary and \$89,410 (2007 - \$777, 903 for corporate administration and

other general business consulting on various matters such as consulting on the Australian properties and related financings, consulting on various options with respect to the Kakanda project, presentations and discussions with investors and other business matters.

The office and general expenses were \$349,454 (2007 - \$368,042). The main items (detailed below) included in G&A are travel and promotion. This includes costs for travelling abroad for meetings related to the Company's projects in the Democratic Republic of Congo and Australia, promotional costs which include a licence agreement for sports and entertainment facility used to promote the company. The decrease in promotion is mainly attributed to the Company's decision to decrease their participation in the license agreement. This decrease was offset by an increase in travel related to travel to Australia with respect to the Australian projects and to Africa for the South African mining conference and to the DRC to assist in the development of the Kakanda project.

Included in legal and audit expense of \$107,619 (2007 - \$126,966) are legal fees of \$37,255 (2007 - \$76,054) and audit related accruals of \$70,364 (2007 - \$50,912).

There were no direct costs relating to investor relations during the three months ended September 30, 2008. In the prior period the Company was using independent consulting firms in Canada and the United States to promote the business and shareholder interests of the company. The majority of these contracts were terminated in the second quarter of 2007.

Foreign exchange loss of \$21,262 (2007 – Loss \$24,234) is the result of the translation of Australian dollars to Canadian (relating to the work done in Australia) and the translation of US dollars to Canadian (relating to work done in the Congo).

During the nine months ended September 30, 2008 a total of \$26,310 was expensed with respect to that portion of the options vesting during the quarter (2007 - \$389,109). The expense decreased compared to the prior period as the value of most of the outstanding options was expensed in prior years. The balance of the options that have not vested will be expensed during the quarter in which such vesting occurs. The stock option expense is based on a Black Scholes valuation model that recognizes the expense over the term of the vesting period (quarterly over 18 months from the grant date). The stock option expense does not affect the cash resources of the Company.

- *Breakdown of Expenses for the nine months ended September 30*

	Nine months ended 30-Sep-08	Nine months ended 30-Sep-07
Stock exchange fees	6,759	5,729
Bank charges & interest	3,031	1,997
Advertising and promotion	93,355	185,619
Travel	116,745	63,985
Rent	53,072	33,108
Office and administration	7,737	35,492
Insurance	5,041	7,065
Telephone	9,991	6,294
Transfer agent & shareholder communication	21,902	26,332
Computer support	3,725	7,298
Bookkeeping and admin.	6,773	5,328
	328,132	378,249

1.5 Quarterly Information

	QTR 3 2008	QTR 2 2008	QTR 1 2008	QTR 4 2007	QTR 3 2007	QTR 2 2007	QTR 1 2007	QTR 4 2006
Sale of Property And Investments (Net of Costs)	\$ -	\$128,570	\$ -	\$ -	\$112,672	\$ -	\$(8,136)	\$ -
Revenue	-	-	-	-	-	-	-	-
(Loss) earnings before discontinued and extraordinary items	(348,039)	(109,670)	(297,747)	(97,107)	(777,310)	(507,400)	(469,386)	(2,553,334)
Per common share basic and fully diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.02)
Net (Loss) earnings	(348,039)	(109,670)	(297,747)	(97,107)	(777,310)	(507,400)	(469,386)	(2,552,334)
Per common share and fully diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.02)
Assets	7,174,561	7,562,777	7,537,412	7,882,438	7,933,490	8,198,005	8,609,700	8,865,225

The Company's level of activity and expenditures during a specific quarter are influenced by the availability of working capital, the availability of additional external financing, the time required to gather, analyze and report on geological data related to historical data and the results of the Company's prior exploration activities on its properties and the amount of expenditure required to advance its projects.

1.6 Liquidity

The Corporation does not have any recurring revenue streams and therefore, depending on its existing capital resources and the capital required for any future acquisitions it may have to access the equity markets to obtain any additional funding.

The Corporation's liquidity is a function of raising non-flow-through financing, primarily through private placements and equity raises to sophisticated investors and institutions.

As at September 30, 2008, Simberi reported working capital of \$910,234 (\$2,293,150 as at December 31, 2007), which includes cash & cash equivalents of \$150,966 (\$1,480,679 as at December 31 2007) and short term investment of \$603,337 (December 31, 2007 - \$585,187). The decrease in cash and working capital was due to cash used in operating activities of \$617,876 and net cash used in investing activities of \$708,258. Based on assumptions about future business development, revenues and costs, Simberi has sufficient cash reserves to maintain and complete its planned operations for the next three operating quarters.

1.7 Capital Resources

Simberi currently does not have any long-term debt or credit facilities with financial institutions. At this time, the Corporation is not anticipating an operating profit from mining activities, therefore it will rely on its ability to obtain equity or debt financing for growth.

**Simberi Mining Corporation
Four Quarter Capital Exploration & Operation
Budget**

	Q4 2008 \$	Q1 2009 \$	Q2 2009 \$	Q3 2009 \$	4 Quarter Total \$
Exploration Budget	100,000	100,000	100,000	100,000	400,000
Operating Budget	150,000	150,000	150,000	150,000	600,000
Total Capital Resource Requirements	<u>250,000</u>	<u>250,000</u>	<u>250,000</u>	<u>250,000</u>	<u>1,000,000</u>

* Administration & office expenses exclude amortization and stock option compensation as these are non cash items. Also a provision for foreign exchange is not included due to the unpredictability of currency fluctuations.

The joint venture partners are expected to continue their respective programs on the Australian properties for the balance for the year.

At the present time, there are no major capital expenditures planned, other than the exploration budget as indicated above. There is sufficient capital to continue for the planned exploration and development of its projects. The Company can continue operations in the current period with the Corporation's current capital resources.

1.8 Off-balance Sheet Arrangements

There were no off-balance sheet arrangements as at September 30, 2008.

1.9 Transactions with Related Parties

- (a) During the nine months ended September 30, 2008 \$90,000 was charged by Porphyry Inc., a company owned by Mike Newbury (a director and officer), for services rendered and for reimbursement of expenses. Of this amount \$90,000 (2007 - \$90,000) was included in professional and consulting fees for management services; the remainder of \$55,514 (2007 - \$46,589) was a reimbursement of expenses and was included in general and administrative. During the three months ended September 30, 2008 Porphyry Inc. charged \$30,000 (2007 - \$30,000) for services rendered and \$5,196 (2007 - \$13,698) for reimbursement of expenses. The \$30,000 (2007 - \$30,000) was included in professional and consulting fees for management services and the \$14,062 (2007 - \$16,382) was included in general and administrative.
- (b) In the first quarter the Company paid directors fees of \$16,500 (2007 – nil).
- (c) In the first quarter of 2007 the Company paid \$39,600 of consulting fees to Billiken Management Services Inc. ("Billiken") for assisting to manage the Australian and New Congo properties. The amount was capitalized to mining interests. As at December 31, 2007, a \$35,184 advance was included in sundry receivables. Neil Novak, a director of Simberi, also served as a director of Billiken. On June 1, 2007 Mr. Novak resigned from the board of Billiken. As such, effective June 1, 2007 the companies are no longer considered related parties. The advance was repaid in the first quarter of 2008.

- (e) During the six months ended June 30, 2008 the Company paid \$8,250 (2007 - \$16,415) in consulting fees for corporate secretarial services to Norite Inc., a company owned by an immediate family member of the president, CEO and director of the Company. This amount is included in professional and consulting fees. During the three months ended September 30, 2008 the Company paid Norite \$Nil (2007 - \$10,750) in consulting fees for corporate secretarial services.
- (f) During the nine months ended September 30, 2008 the Company paid WATT Capital Inc. ("WATT"), a company owned by James S. Hershaw (Vice President), \$30,000 (2007 \$Nil) in consulting fees for management and Corporate/Mineral Development services (including assisting with financings, investor relations, and sourcing potential new projects). During the three months ended September 30, 2008 the Company discontinued paying consulting fees to WATT and commenced paying Hershaw a salary for these services.

The balances due from the related parties are unsecured, non interest bearing, and have no specific terms of repayment. The Company pays funds to related parties in the course of carrying out the Company's business, in exchange for services rendered to the Company. If the Company were not paying these related parties for these services the Company would still have to pay individuals or entities in order to obtain these services and carry out the business of the Company. Transactions with related parties are in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to between the Company and the related parties.

Mine Development

No mine development work program was carried out during the most recent quarter.

1.10 Second Quarter

The results for the second quarter are discussed in section 1.4 Results of Operation.

1.11 Proposed Transactions

There are no proposed transactions at this time.

1.12 Critical Accounting Estimates

Critical accounting estimates used in the preparation of the financial statements include the Company's estimate of recoverable value on its mineral properties as well as the value of stock based compensation. Both of these estimates involve considerable judgement and are, or could be, affected by significant factors that are out of the Company's control.

The factors affecting stock based compensation include estimates of when stock options might be exercised and the stock price volatility. The timing for exercise of options is out of the Company's control and will depend, among other things, upon a variety of factors including the market value of Company shares and financial objectives of the holders of the options. The Company has used historical data of publicly traded companies of the same industry and size to determine volatility in accordance with Black Scholes modelling, however future volatility is inherently uncertain and the model had its limitations. While these estimates have an impact on the stock based compensation and hence results of operations, there is no impact on the Company's financial condition.

The company's recorded value of its mineral property is based on historical costs that expect to be recovered in the future. The Company's recoverability evaluation is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is exposed to a number of risks and uncertainties, including exploration risk, development risk, commodity price risk, as well as environmental risk.

1.13 Changes in Accounting Policy

On December 1, 2006, the CICA issued three new accounting standards: Capital Disclosures (Handbook Section 1535), Financial Instruments – Disclosures (Handbook Section 3862), and Financial Instruments – Presentation (Handbook Section 3863). These new standards became effective for the Company on January 1, 2008.

Capital Disclosures

CICA Handbook Section 1535, “Capital Disclosures”, requires disclosure of an entity’s objectives, policies and processes for managing capital, quantitative data about what the entity regards as capital and whether the entity has complied with any capital requirements and, if it has not complied, the consequences of such non-compliance. The Company has included disclosures recommended by the new Handbook section in note 3 to the September 30, 2008 interim financial statements.

Financial Instruments – Disclosure and Presentation

CICA Handbook Sections 3862, “Financial Instruments – Disclosures” and 3863, “Financial Instruments – Presentation” replace Handbook Section 3861, “Financial Instruments – Disclosure and Presentation”, revision and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosure about the nature and extent of risks arising from financial instruments and how the entity manages those risks. The Company has included disclosures recommended by the new Handbook section in note 11 to the September 30, 2008 interim financial statements.

Recent accounting pronouncements

Goodwill and Intangible Assets

In October 2007, the CICA approved Handbook Section 3064, “Goodwill and Intangible Assets” which replaces the existing Handbook Sections 3062, “Goodwill and Other Intangible Assets” and 3450 “Research and Development Costs”. This standard is effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008, with earlier application encouraged. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets. The Company is currently assessing the impact of this new accounting standard on its financial statements.

International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies to replace Canadian GAAP with IFRS. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended July 31, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

1.14 Financial Instruments

The Company has not entered into any specialized financial agreements to minimize its investment, currency or commodity risk. The Company’s financial instruments consist of cash and cash equivalents, sundry receivables, loan receivable, financial assets available-for-sale, and trade payables. Unless otherwise noted it is managements opinion that the Company is not exposed to significant risk arising from the financial instruments. The fair value of these financial instruments approximates their fair value because of the short-term maturities of these items. Related Risk factors relating to financial instruments are further discussed in Note 11 to the interim consolidated financial statements for the three and nine months ended September 30, 2008.

5.3 Additional Disclosure of Venture Issuers without Significant Revenue

New Congo - Kakanda Project

The Kakanda Property is located in Katanga Province, Democratic Republic of the New Congo ("DRC") some 70 kilometres northwest of the major regional centre of Likasi, with which it is linked by a fair quality dirt road through Kambove. Likasi is in turn 120 kms by paved road from the Provincial capital, Lubumbashi. Lubumbashi has scheduled air services to Johannesburg, Nairobi, Kinshasa and other African cities. The Katanga Province has a sub-tropical climate typified by a dry season of six months (April to September) and a rainy season of six months (October to March). This zone also includes a number of other major copper/cobalt developments such as Tenke Fungurume (Tenke Mining Corp.) and the Kolwezi Tailings Project (Quantum Minerals).

The Kakanda and Kambove Copper-Cobalt deposits are hosted by sedimentary rocks of the Neo-Proterozoic Katanga System, situated within the Lufilian Arc. The Lufilian Arc and Zambesi Belt form part of a system of supracrustal Pan African belts of Neo-Proterozoic age in Africa and South America that are host to several important base metal provinces including the Central African Copperbelt which includes the Congolese (Katanga) and Zambian Copperbelts. The Lufilian Arc which contains both the Katanga and Zambian Copperbelts is one of the great metallogenic provinces of the world and contains some of the world's richest deposits of copper and cobalt.

The previous operator of the Kakanda Project, International Panorama Resource Corp., engaged Bateman Minerals & Industrial Limited ("Bateman") in conjunction with Steffen Robertson Kirsten (SRK) and other experts to complete a feasibility study for the Kakanda Project in 1997. The study was completed in October 1997 and concluded that the Kakanda Project was technically feasible and economically viable based on the costs and metal prices prevalent at that time. The historical resource estimate for the study was completed by SRK. SRK estimated the defined tailings resource at 18.4 million tonnes containing 1.22% copper and 0.15% cobalt. The study also delineated a mineable open pit resource of 11.3 million tonnes containing 3.14% copper and 0.19% cobalt. Both of these resources were incorporated in Bateman's operating plan.

Simberi engaged MPH Consulting Limited ("MPH"), to complete an updated technical report in compliance with National Instrument 43-101 ("NI 43-101") on its Kakanda copper-cobalt project. MPH tabled its updated report in the second quarter of 2008 (the report can be viewed in detail on SEDAR) and conclude that the Kakanda project represented a good opportunity to develop a mining operation in a world class copper-cobalt producing region. MPH confirmed that the Kakanda tailings deposits contain leachable copper Indicated Mineral Resources totaling 18.5 million tonnes averaging 1.2% Cu and 0.15% Co and 10.7 million tonnes of inferred resources with a grade of 3.01% Cu and 0.21% Co at the Kakanda North pit. MPH set out a US\$4.0 million budget to complete the detailed work on the tailings and bedrock deposits. Simberi is currently planning its strategy and plans connected to the Kakanda project

In the second quarter of 2007, Simberi entered into a definitive agreement with Amari Holdings Ltd ("AMARI") for the development of Simberi's Kakanda Copper/Cobalt project (the "Kakanda Project") in the Democratic Republic of Congo (the "DRC"). On March 7, 2008, Simberi announced the termination of its agreement with Amari as Amari failed to fulfill its obligation with respect to the due diligence completion.

Simberi Continues to evaluate appropriate strategic options to further the development of the Kakanda project.

Title History of Kakanda Project

The Kakanda project is held through New Congo, a wholly owned Canadian subsidiary of Simberi, which owns 100% of PTM Minerals (Caymen) Ltd. PTM through New Congo was purchased by Simberi in late 2005 and 2006. PTM is the corporation that negotiated the original joint venture agreement with Gecamines in 1996 to develop the Kakanda tailings and has maintained the development rights claim through periods of conflict in the DRC. Negotiations are continuing with Gecamines to finalize the joint venture development terms for PTM to commence capital expenditures and initial production at Kakanda.

On August 30, 2008, the DRC Minister of Mines issued a notice under instructions from the Prime Minister directing Gecamines that it has the authority to complete joint venture terms with PTM and 28 other companies that have been identified as valid project sponsors in the DRC. It is believed that this notice has provided greater DRC state priority to complete the Kakanda project.

Key affirmation of PTM's Kakanda rights were verified through a commission to review mining contracts was created by the DRC government on April 20, 2007. It began work in mid-June and was given a period of three months which was extended until the end of October. International press reports based on early drafts of the report indicate the commission finished the technical and legal study of over 60 mining contracts and determined the majority of the contracts needed to be renegotiated or cancelled. These contract reviews included firms such as Boss Mining, CAMEC, Freeport McMoRan Copper, BHP Billiton and Nilanor. The Commission is closely monitored by a world wide coalition of non-governmental organizations and various governments and its final drafts coincided with a visit in late October by President Kabila to Washington to meet with President Bush seeking US assistance and support. It also coincided with work by the Carter Foundation. The Company was active both in the DRC and the US supporting its claims and promoting the final development contract with Gecomine (the state mining company); continuing the work begun in 1996 and reaffirmed by various mining ministers and governments since that time. The Commission timing was relevant to the Company because with the new mining registry system there was confusion with regard to our hard rock concessions which appeared to overlap with a claim by CAMEC and Boss Mining for concession C19 and Exploration permit 469. The confusion made it difficult for the central registry to transfer clear title for the hard rock properties to Gecomine and the joint venture company between Gecomine and The Company. There has been no such confusion with regard to the tailings deposit under the new registry system. The Commission interviewed us in the third quarter in order to make a recommendation with regard to the hard rock concession dispute. The Commission recognized the Company and prior organizations affiliated with PTM have invested in excess of \$10 million in the properties and fulfilled their contractual obligations reflected in the mining study resulting in the 43-101 report. The review Commission acknowledged we have the rights to the concessions in the Gecomine joint venture and Gecomine was encouraged to meet with us as soon as possible to complete the new joint venture agreements for Kakanda North and Kakanda South. In early November the DRC government issued a decree annulling all CAMEC and Boss Mining contracts including the disputed concessions. The government cited Boss Mining in particular violated a DRC Presidential decree dated June 18th 2001 protecting our rights over our concessions, both hard rock and tailings. Gecomine has the titles under the new registry for the tailings and is now free to claim the hard rock titles under the new registry and finalize the terms for final development of the properties under enhanced terms within the joint venture between PTM and Gecomine. Our technical, legal, domestic and international government affairs group with management have worked hard to achieve a successful result in a competitive and complicated environment. We are presently working with Gecomines lawyers to complete the final agreements.

Capitalized Exploration Expenditures on the Kakanda project

For the nine months ended September 30	Nine months ended September 30, 2008	Three months ended September 30, 2008
New Congo Property Activity:		
Regulatory fees	\$ 12,487	\$ 4,165
Travel	52,059	25,561
Consulting	71,429	15,984
General and administrative	143,627	22,468
Legal fees	193,572	83,277
Total expended during the period	\$ 473,237	\$ 151,455

Australian Projects

Zanthus

The Zanthus project is located in the Dundas Mineral Field in the south-eastern part of Western Australia and covers part of the western margin of the Eucla Basin. The Basin is comprised of flat lying marine and continental sediments of Cretaceous and Tertiary age. Sediments in the project area range from 20 to 80 metres in thickness and overly metamorphosed igneous and sedimentary rocks of the Fraser Range metamorphic complex. Within these sediments are lignite layers up to 20 metres thick that cover an area in excess 50 square kilometres through the project area.

Previous exploration has been completed on the one Exploration License area held by Simberi and has been successful in identifying a deposit of lignite. The information is outlined in an Independent Geologist's Report dated May 16, 2003, and prepared in accordance with NI 43-101 (the "Maynard Report"). The Maynard Report describes the Zanthus project as a potential exploration target and, under the Joint Ore Reserve Estimation Committee Code, has 400 million tonnes. However, this is not NI 43-101 compliant. Further evaluation on the Zanthus project is required to become NI 43-101 compliant.

In the third quarter of 2005, the Corporation completed a joint venture agreement with Domo Pty Ltd ("Domo"), pertaining to its Zanthus property. Domo has the opportunity to earn an initial 25% interest in the Zanthus property, with the option to acquire the remaining 75%. To acquire a 100% interest, Domo must incur an initial A\$125,000 in expenditures and other financial requirements and A\$2.5 million in exploration expenditures over a 4 year period. Simberi will retain a 1% royalty on the project.

In the third quarter of 2006, Domo received a technical JORC report (which is the equivalent to the Canadian NI 43-101 report) dated October 12, 2006. The report was an audit of the lignite resources in the Zanthus Lignite project, and based on the resource data the shallow Lignite deposit should be suitable for extraction by open cut methods as it lies at depths generally between 25m. and 30 m.

On March 24, 2008, the Company announced that the joint venture agreement with Domo regarding the Zanthus project had been revised. In addition to the lignite deposit originally constituting the Zanthus project, Domo and the Company acquired additional exploration ground adjacent to the original Exploration Tenement. Following the acquisition, Simberi and Domo incorporated a private company, Zutshan Energy Pty Ltd. ("ZEP"), to hold the exploration license relating to the entire property. The Company and Domo own 40% and 60%, respectively, of the outstanding shares of ZEP. In addition, the Company will retain a 1% gross revenue royalty on the entire property.

On June 26, 2008 the Company announced that they and Domo have completed the sale of ZEP to Blackham Resources Limited ("Blackham"). The terms of the transaction are:

- (i) Payment of \$500,000, of which \$100,000 was paid in cash and the balance of \$400,000 paid with 363,297 common shares of Blackham;
- (ii) Upon determination that the Lignite Project will proceed to commercial production, Blackham will pay to Simberi and Domo an additional \$200,000 payable through the issuance of shares of Blackham which shares will be valued based on a five day trading average prior to their issuance;
- (iii) Blackham will be entitled to purchase from Simberi, within six months of the determination to proceed to commercial production, the 1% gross revenue royalty which Simberi currently holds in respect of the entire property constituting the Lignite Project;

In addition Simberi and Domo will pay a finder's fee to an independent third party of \$25,000, \$5,000 of which will be payable upon signing the option and the balance upon completion of the purchase.

Mount Sarah and Mount Narlee

In May of 2007 the Company agreed to acquire interest in two resource properties located in Australia. The agreement with Caldera Resources Pty Ltd. ("Caldera") and Ellendale Resources NL ("Ellendale") gives the Company the right to earn up to a 60% interest in the Mount Sarah and Mount Narlee projects located in Southern Australia. The terms of the agreement are:

- (a) The issuance of an aggregate of 1,500,000 common shares of the Simberi to Caldera and Ellendale;
- (b) The Company spending or causing to be expended \$CDN 1.25 million on exploration over a three year term and commencing a ground gravity survey on the Mt. Sarah project;
- (c) Simberi shall be the operator of the exploration programs
- (d) Upon completion of the C\$1.25 million expenditure, the joint venture ownership will be:
 - a. Renaissance Corporation Ltd 60% (Simberi)
 - b. Caldera Resource Pty Ltd 20%
 - c. Ellendale Resources NK 20%

Mt. Sarah Project – South Australia

The Mount Sarah joint venture project area is located approximately 70 kilometers north west of Oodnadatta in northern South Australia and consists of one Exploration License Application 2007/00129 (ELA) covering an area of 128 square kilometers.

Mt Sarah is located within the Arckaringa intracratonic basin and close to the eastern margin of the Officer Basin. The sedimentary succession consists of strongly folded Adelaidean (late Proterozoic) deposits and moderately to gently folded rocks of the Cambrian to Devonian. Late Carboniferous to Permian sedimentation is preserved in the Arckaringa Basin. The sediments are largely of continental origin with a characteristic shallow marine to fluvial glacial unit at the base.

The Mt. Sarah Project lies within the significant G2 O'Driscoll structural corridor within the Gawler Craton on the Oodnadatta 1:250,000 map sheet.

The Oodnadatta region was first targeted by Simberi's joint venture partner, Caldera Resources Pty Ltd in 1994 as having potential for basemetal mineralization. An aeromagnetic survey of 400 meter line spacing identified several magnetic features in the basement with characteristics indicating prospectivity for gold/basemetals and particularly Iron Oxide Copper Gold (IOCG) style deposits.

Caldera was granted Exploration License 2958 in 2002 with the main exploration focus on a large magnetic feature that lies within the License area. Caldera carried out Landsat ETM interpretation, along with a geochemical surface sampling program and followed by a shallow drill hole program with the hope of identifying a near surface fault related SEDEX type of mineralization. No results of interest were obtained from these exploration programs and the exploration drive was centred on the magnetic feature and a possible associated gravity anomaly identified from two traverses previously carried out by Caldera.

The geophysical association of coincident gravity and magnetic targets is a typical characteristic of the Olympic Dam and Prominent Hill deposits, which are both located in South Australia.

Mt. Narlee Project – South Australia

The Mt. Narlee joint venture project is located approximately 25 kilometres north west of Oodnadatta in northern South Australia and consists of one Exploration License Application (ELA 2007/00016) covering an area of 822 square kilometres. Mt. Narlee is located within the Arckaringa intracratonic basin and close to the eastern margin of the Officer Basin. The sedimentary succession consists of strongly folded Adelaidean (late Proterozoic) deposits and moderately to gently folded rocks of the Cambrian to Devonian. Late Carboniferous to Permian sedimentation is preserved in the Arckaringa Basin. The sediments are largely of continental origin with a characteristic shallow marine to fluvial glacial unit at the base. The Mt. Narlee Project lies within the significant G2 O'Driscoll structural corridor within the Gawler Craton on the Oodnadatta 1:250,000 map sheet. The Exploration Licence has several magnetic features which all require ground gravity surveys to be completed over these targets to identify possible coincidental gravity responses. There has been no previous exploration carried out at this locality and the Licence area is entirely surrounded by Exploration Licence Applications, made by Barrick Gold of Australia Limited.

During the second quarter Simberi received a preliminary geophysical report on the detailed ground gravity and magnetic surveys of its Mount Sarah project in Australia.

A detailed ground gravity survey on part of the 128 sq. km property was completed to better delineate a previously identified gravity target that is associated with a discrete magnetic anomaly. The magnetic anomaly was selected as a potential target of interest from regional airborne magnetic data.

The coincident gravity and magnetic anomalies at Mt. Sarah are considered to be of high interest and are the typical geophysical responses that are found at the Olympic Dam Deposit, the Prominent Hill Deposit and the more recent Teck Cominco discovery at Carrapateena and which are located in South Australia.

The Olympic Dam deposit discovered in 1975, lies beneath 300-400 metres of cover and is a world class resource of approximately 7 billion tonnes containing 1% copper, 0.5 g/t gold and 400 g/t of uranium within an iron rich rock described as a hematite breccia. The deposit was eventually located by drilling into an intense gravity anomaly of 14 milliGals ("Mgal"). The gravity feature was coincident with a magnetic anomaly in the order of 1000 nanoTesla ("nT") in amplitude. Olympic dam has 7 billion tonnes of resource. Initial geophysical interpretation of depth to target at Olympic Dam gave substantial over estimates due to lack of data, but with additional and closer spaced information, a more accurate estimate was determined.

In summary, the Mt Sarah magnetic anomaly has an amplitude of 350 nT. Inversion modeling of this anomaly using a cylindrical body yields a good fit between the observed and computed anomalies. Of more significance and importance is the associated intense gravity high of 10 Mgal and which lies on the northern flank of the magnetic anomaly, as shown on the accompanying map. The 10 Mgal response falls within the range of a dense rock type such as a hematite breccia and is therefore considered a priority target. Geophysical modelling using several different shapes, estimates that the top of the feature that is causing the anomaly lies at a depth of 1,000 m to 1,500 m below the surface, however, the depth estimate is likely to change and may be more favourable when additional gravity lines are completed to the north and east of the gravity target. This "closing off" will enable a more accurate depth to top of target to be calculated.

A drill hole is recommended, on this anomaly that exhibits coincident gravity and magnetic anomalies that are similar in geophysical response to the Olympic Dam deposit that is the class type for iron oxide mineralized bodies within the G-2 corridor.

On January 10, 2008 the Company received the Aboriginal Work Clearance Surveys ("Surveys") on both the Mt. Sarah (EL 3924) and Mt. Narlee Properties (EL 3867) in South Australia.

The Surveys were carried out by approved consultants and representatives for the local Native Title Holders in accordance with the regulations. The reports concluded that all of the proposed work areas at Mt. Narlee were cleared for further exploration and all but one of the proposed work areas at Mt. Sarah were cleared for further exploration. The one site at Mt. Sarah was found to be in an area of mythological significance and was not yet cleared for further exploration.

Simberi had set out a total of 12 possible work areas (8 at Mt. Narlee and 4 at Mt. Sarah) for clearance and can now proceed except for the one that is considered to be within areas of cultural significance. This area is considered to be of low geological importance and Simberi is proceeding to undertake further geophysical exploration to delineate drill targets within the high priority work areas.

Lambina

The Lambina Project is located in the north of South Australia and is approximately 450 kilometres south-southeast of Alice Springs. The project comprises of two Exploration Licenses covering an area of 1189 sq. Km. The Licenses are in an area of Mesozoic sediments in the Eromanga Basin with a total thickness not exceeding 500 meters and are at the most northern margin of the Gawler Craton. The outcropping sediments of the Eromanga Basin include claystones and arenites of the Winton and Oodnadatta Formations overlying dark silty claystones, carbonaceous and pyritic shales and quartz sandstones of the Bulldog Shale. The base of the Mesozoic section in the Jurassic Algebuckinna Sandstone; a poorly consolidated quartz sandstone with occasional coal seams at the base.

During the second quarter of 2007 Simberi and its wholly owned subsidiary, Novaking, acquired all of the outstanding shares of SA Drilling Pty Ltd. ("SA Drilling"). SA Drilling held a 100% interest in Lambina. The

agreement provided that Novaking acquired the outstanding shares of SA Drilling for the following consideration:

- (a) Payment of CDN \$50,000 and the issuance of to the vendor of the SA Drilling shares of 750,000 common shares of the Company; and
- (b) Payment of a further CDN \$50,000 and the issuance to the vendor of an additional 1,000,000 common shares of the Company on the first anniversary of the date of the closing or upon the completion of a joint venture by Novaking with a third party in respect of the Lambina Project, whichever is earlier.

In addition, the agreement also provides that the vendor of the SA Drilling shares will retain a 2% net profit royalty in the production from the Lambina Project after payment back to the Company of all exploration and development costs or, in the event of a joint venture with a third party, the royalty will become immediately payable upon commencement of production.

Previous exploration has been limited to the identification of several strong amplitude magnetic anomalies from regional 400 meter line spaced airborne magnetic programs. These strong basemetal magnetic anomalies were thought to be possible exploration targets for IOCG (iron, oxide, copper, gold) style of mineralization, such as Olympic Dam and Prominent Hill and which are also located in South Australia. During the second quarter of 2007, the company carried out an extensive ground gravity survey which identified several intense gravity features which are coincident with the magnetic anomalies. This magnetic/gravity association is also considered a favorable factor for IOCG mineralization.

Simberi has set out a total of 10 possible drill sites for clearance and can proceed except for the three that are considered to be within areas of cultural significance. The Company will initiate discussions with local native groups to create an acceptable plan for drilling at the one site that is of cultural sensitivity. The remaining culturally significant sites are secondary and will not be drilled during this phase of the program.

On September 30, 2008 Simberi announced that its wholly owned Lambina property in Australia has been optioned to Raisama Pty Ltd ("Raisama"). This property is located in the Gawler Craton which is the host of the Olympic Dam Copper/Uranium/Gold type deposits in South Australia. Simberi has granted Raisama a twelve month option to complete the acquisition of the Lambina project in consideration of Raisama issuing to Simberi \$A1 million in ordinary fully paid shares of Raisama and completing a public company listing. This transaction is part of the acquisition by Raisama of a number of high potential uranium properties that form the core for a future public company to be listed on the Australian Stock Exchange. Simberi is enhancing the value in the Lambina property by combining with a larger uranium exploration property portfolio in both South and Western Australia that will be developed by an experienced Australian based management team. In addition to Lambina, another core property already acquired by Raisama is the Sunday Creek property adjacent to the Kintyre uranium property in Western Australia that was recently acquired for \$A550 million by Cameco and Mitsubishi. Sunday Creek which has known occurrences of uranium was initially discovered in the late 1970's and has not been the subject of any recent exploration. Interest in prospective uranium properties has increased with the recent election of the Liberal government in Western Australia. The Liberal party campaigned with the policy of lifting a uranium mining ban to allow exploration and development of projects to promote greenhouse gas reduction and the development of cleaner energy sources provided by nuclear energy.

MERLOT

On August 6, 2007 Simberi, through its wholly owned Australian subsidiary Novaking, entered into an Option to Purchase Agreement with Merlot Thoughts Pty Ltd ("Merlot"). The agreement allowed Simberi to purchase an 80% interest in Merlot, which is the holder of an 800 square kilometre property located in Western Australia by completing the following:

- (a) An AU\$100,000 payment for a six month option period and commitment to an AU\$40,000 exploration expenditure to conduct due diligence investigations;

- (b) If Simberi elects not to proceed, it will receive a repayment of the tenement fee of AU\$40,000;
(c) If Simberi proceeds, it will pay the vendor AU\$100,000 and 300,000 common shares of Simberi;
(d) The AU\$40,000 expenditure for due diligence will be included in the AU\$500,000 exploration commitment to be expended over a three year period from the date of exercise of the option;

On October 6, 2008 Simberi announced is had agreed to purchase the remaining 20% interest in the two Exploration Licenses 100 km east of the town of Laverton that cover approximately 900 sq. km. of the Merlot Project for A\$50,000 cash and 1,000,000 common shares of Simberi. The vendor will retain a 2% net profit royalty.

Capitalized Exploration Expenditures on Australian projects

	Three months ended Sept 30		Nine months ended Sept 30	
	2008	2007	2008	2007
Acquisition costs	\$	\$ 267,280	\$ 203,605	\$ 315,851
Exploration expenditures	57,705	125,026	138,582	231,491
Sale of Zanthus (cost)		-	(63,459)	-
Total expended during the year	\$ 57,705	\$ 392,306	\$ 278,728	\$ 546,342

	Zanthus	Mt Sarah	Mt Narlee	Lambina	Merlot	Total
Tenement costs	484	1,167	2,108	1,165	2,865	7,788
Payment for purchase of Merlot	-	-	-	-	107,200	107,200
Acquisition of exploration license	-	-	-	96,405	-	96,405
Application fee	541	-	-	-	-	541
Contract Geologist	-	-	-	-	4,603	4,603
Field Assistant	-	-	-	928	7,716	8,644
Geologist Managing director	-	11,515	5,947	15,692	55,421	88,575
Geochemistry	-	-	-	2,393	1,876	4,269
Petrology	-	-	-	-	557	557
Field expense – Vehicle	-	-	-	1,238	1,114	2,352
Field Communications	-	-	-	-	1,312	1,312
Gravity Survey	-	-	-	-	-	-
Aerial Survey	-	-	-	-	-726	-726
Geophysical consultants	-	1,013	1,603	1,012	2,650	6,277
Tenement services	-	-	-	-	-	-
Mines department	-	-	74	2,455	-	2,529
Admin	-	1,392	1,531	650	1,671	5,244
Native Title Clearance	-	1,621	564	-	2,110	4,295
Native Title Legal	-	-	-	-	-	-
Native Title Consultants	2,320	-	-	-	-	2,320
Sale of Zanthus	-63,459	-	-	-	-	- 63,459
	-60,114	16,708	11,827	121,938	188,369	278,728
Balance at December 31, 2007	60,114	151,606	95,869	247,435	178,446	733,470
Balance at September 30, 2008	0	168,314	107,696	369,373	366,815	1,012,198

On February 27, 2007 the Company paid \$250,000 for 1,000,000 shares for a minority equity position in Gaelic Gold Corporation which has exploration activities on four properties situated in Nevada, U.S.A.

5.4 Disclosure of Outstanding Share Data

As at September 30, 2008 the outstanding common shares, options and share purchase warrants are as follows:

Common Shares Issued and Outstanding

Authorized – 500,000,000 common shares
Issued

	Number of Shares	Amount
Balance, December 31, 2006	157,661,831	\$ 10,067,042
Issuance of shares	3,000,000	225,000
Issuance of shares	750,000	60,000
Issuance of shares	1,500,000	120,000
Balance, December 31, 2007	162,911,831	\$ 10,472,042
Issuance of shares	1,000,000	50,000
Issuance of shares	300,000	15,000
Balance, September 30, 2008	164,211,831	\$ 10,537,042

Share capital - refer to note 10 of the September 30, 2008 interim consolidated financial statements, for further details.

As at September 30, 2008, the Company had the following stock options outstanding:

Black-Scholes Value (\$)	Number of Options Outstanding	Exercise Price (\$)	Expiry Date	Number of Options Exercisable	Weighted Average Remaining Contractual Life
11,798	200,000	\$ 0.12	October 10, 2008	200,000	0.01
445,333	1,960,000	\$ 0.15	May 13, 2009	1,960,000	0.62
273,000	5,250,000	\$ 0.10	August 24, 2010	5,250,000	1.90
234,000	1,000,000	\$ 0.24	January 30, 2011	1,000,000	2.33
11,600	50,000	\$ 0.24	April 11, 2011	50,000	2.53
5,750	50,000	\$ 0.12	August 17, 2011	50,000	2.88
14,589	150,000	\$ 0.12	October 10, 2011	150,000	3.03
5,773	100,000	\$ 0.10	June 18, 2012	83,333	3.72
12,028	300,000	\$ 0.10	March 13, 2013	100,000	4.45
77,862	1,600,000	\$ 0.10	April 22, 2013	266,667	4.46
3,402	200,000	\$ 0.10	September 3, 2013	-	4.93
\$ 1,095,135	10,860,000			9,110,000	2.14

Stock options - refer to note 10 of the September 30, 2008 interim consolidated financial statements, for further details.

As at September 30, 2008, the Company had the following warrants outstanding:

Year Issued	Black-Scholes Value	Exercise Price	Expiry Date	Outstanding at September 30, 2008	Expected Volatility	Risk Free Rate
2006	954,906	\$ 0.20	Nov 16, 2008	13,875,000	119.33%	4.00%

Warrants - refer to note 10 of the September 30, 2008 interim consolidated financial statements, for further details.

RISKS AND UNCERTAINTIES

The business of Simberi is subject to a number of risks and uncertainties commensurate with its status as a junior exploration company. In addition to considering the information disclosed in the financial statements and in the other publicly filed documentation regarding the Company available at www.sedar.com, the reader should carefully consider the following information. Any of these risk elements could have material adverse effects on the business of the Company.

Permitting Requirements

The Company is required to obtain certain permits for the construction and operation of the Kakanda project. There is, however, no guarantee as to when or that permits, licenses or consents required by the Company for its business will be granted or renewed as applicable.

Commodity Price Volatility

The price of various commodities which the Company intends to exploit and subsequently market can fluctuate drastically, and is beyond the Company's control. The Company is specifically concerned with the price of Copper and Cobalt. While the Company would benefit from an increase in the value of these metals, the Company could be adversely affected by a decrease in the value of these metals. Were the prices of these metals to descend below the prices used for the determination of the positive study authored by MPH the economic viability of the project could be affected. The details of the pricing can be found in the MPH study which is available within the Company's filings at www.sedar.com.

Title to Mineral Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed or impugned. Although the Company has investigated its title to the mineral properties for which it holds concessions or mineral leases or licenses, there can be no assurance that the Company has valid title to such mineral properties or that its title thereto will not be challenged or impugned. For example, mineral properties sometimes contain claims or transfer histories that examiners cannot verify; and transfers under foreign law often are complex. The Company does not carry title insurance with respect to its mineral properties. A successful claim that the Company does not have title to a mineral property could cause the Company to lose its rights to mine that property, perhaps without compensation for its prior expenditures relating to the property.

Mineral Exploration and Exploitation

Mineral exploration and exploitation involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of some properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining, or to upgrade existing infrastructure. There can be no assurance that the funds required to exploit any mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The economics of exploiting mineral reserves and resources discovered by the Company are affected by many factors, many outside the control of the Company, including the cost of operations, variations in the grade of ore mined and metals recovered, price fluctuations in the metal markets, costs of processing equipment, and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. There can be no assurance that the Company's mineral exploration and exploitation activities will be successful.

Country Risk

Political and Economic Instability

The Company's mineral exploration and exploitation activities may be adversely affected by political instability and legal and economic uncertainty in the countries where the Company has operations. The risks associated with the Company's foreign operations may include political unrest, labour disputes, invalidation of governmental orders and permits, corruption, war, civil disturbances and terrorist actions, arbitrary changes in laws, regulations and policies, taxation, price controls, exchange controls, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental or other non-governmental organizations, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on mineral exports and increased financing costs. These risks may limit or disrupt the Company's projects or operations, restrict the movement of funds or result in the deprivation of contractual rights. The Company presently holds assets in the DRC, which it considers to be a medium risk with reference to the above stipulated potential risks, and while it does not foresee country risk as being problematic, the country risk is out of the control of the Company. The Democratic Republic of Congo does not adhere to Canadian financial standards; however, they are in the process of modernizing its mining code and registry standards.

Uninsurable Risks

Mineral exploration and exploitation activities involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could negatively affect the Company's profitability and financial position and the value of the common shares of the Company. The Company does not maintain insurance against environmental risks.

Environmental Regulation and Liability

The Company's activities are subject to laws and regulations controlling not only mineral exploration and exploitation activities themselves but also the possible effects of such activities upon the environment. Environmental legislation may change and make the mining and processing of ore uneconomic or result in significant environmental or reclamation costs. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral exploitation activities, such as seepage from tailings disposal areas that could result in environmental pollution. A breach of environmental legislation may result in the imposition of fines and penalties or the suspension or closure of operations. In addition, certain types of operations require the submission of environmental impact statements and approval thereof by government authorities.

Environmental legislation is evolving in a manner which may mean stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors, officers and employees. Permits from a variety of regulatory authorities are required for many aspects of mineral exploitation activities, including closure and reclamation. Future environmental legislation could cause additional expense, capital expenditures, restrictions, liabilities and delays in the development of the Company's properties, the extent of which cannot be predicted. In the context of environmental permits, including the approval of closure and reclamation plans, the Company must comply with standards and laws and regulations which may entail costs and delays depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. The Company does not maintain environmental liability insurance.

Regulations and Permits

The Company's activities are subject to wide variety of laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, protection of historic and archaeological sites, mine development and protection of endangered and protected species and other matters. The Company is required to have a wide variety of permits from governmental and regulatory authorities to carry out its activities. These permits relate to virtually every aspect of the Company's

exploration and exploitation activities. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary permits on acceptable terms, in a timely manner or at all.

The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

Currency Fluctuations

Currency fluctuations may affect costs at the Company's operations.

Dependence on Key Employees

The Company's business and operations are dependent on retaining the services of a small number of key employees. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of these employees. The loss of one or more of these employees could have a materially adverse effect on the Company. The Company does not maintain insurance on any of its key employees.

Potential Dilution

The issue of common shares of the Company upon the exercise of the options and warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional option and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Corporation's President and Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure.

As at the end of the period covered by this management's discussion and analysis, management of the Corporation, with the participation of the President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Corporation's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this management's discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Corporation's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Corporation, including the President and Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Simberi's business is exploring for mineral resources that involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Corporation attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Corporation will be profitable in the future, and Simberi common shares should be considered speculative.

There can be no assurance that any funding required by the Corporation will become available to it, and if so, that it will be offered on reasonable terms, or that the Corporation will be able to secure such funding through

third party financing or cost sharing arrangements. Furthermore, there is no assurance that the Corporation will be able to secure new mineral properties or projects, or that they can be secured on competitive terms.

Internal Control Risks

The Chief Executive Officer and Chief Financial Officer (“CFO”) are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company’s consolidated financial statements for external purposes in accordance with Canadian GAAP. The design of the Company’s internal control over financial reporting was assessed as of the date of this Management Discussion and Analysis.

Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed, as-well as the fact that the DRC does not adhere to Canadian financial standards and does not have a functional banking system. The existence of these weaknesses is to be compensated for by senior management monitoring, which exists. The officers will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company’s financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and work load will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by the CFO of the financial reports, the integrity and reputation of senior accounting personnel, and candid risk assessment and discussion with the audit committee.

Additional Information

Additional information relating to the Corporation is available on the Internet at the SEDAR website located at www.sedar.com and at www.simbeimining.com.

Forward-Looking Statements

This Management’s Discussion and Analysis of Financial Conditions and Results of Operations contains certain forward-looking statements. All statements other than statements of historical fact that address activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “contemplate”, “target”, “believe”, “plan”, “estimate”, “expect” and “intend” and statements that an event or result “may”, “will”, “can”, “should”, “could” or “might” occur or be achieved and other similar expressions. These statements are based upon certain assumptions and analyses made by management in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes re appropriate in the circumstances. However, whether actual results and developments will conform with management’s expectations is subject to a number of risks and uncertainties, including the considerations discussed herein and in other documents filed from time to time by the Corporation with Canadian security regulatory authorities, general economic, market or business conditions, the opportunities (or lack thereof) that may be presented to and pursued by management, competitive actions by other companies, changes in laws or regulations and other factors, many of which are beyond the Corporation’s control. These factors may cause the actual results of the Corporation to differ materially from those discussed in the forward-looking statements and there can be no assurance that the actual results or developments anticipated by management will be realized or, even if substantially realized, that they will have the expected results on Simberi Mining Corporation. All of the forward-looking statements made herein are qualified by the foregoing cautionary statements. The Company expressly disclaims any obligation to update or revise any such forward-looking statements.