



CIC ENERGY CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For twelve months ended November 30, 2007

Dated: February 28, 2008

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Unless otherwise indicated all funds in this MD&A are in Canadian Dollars. This MD&A is dated February 28, 2008.

Forward-Looking Statements

This Management's Discussion and Analysis contains certain "forward-looking statements". All statements, other than statements of historical fact, that address activities, events or developments that CIC Energy Corp. ("CIC" or the "Company") believes, expects or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements reflect the current expectations or beliefs of CIC based on information currently available to CIC. Such forward-looking statements include, among other things, statements relating to the Mmamabula Energy Complex, consisting of the Mmamabula Energy Project, the Coal-to-Hydrocarbons Project and the export coal opportunities, with respect to estimates and/or assumptions in respect of mineral resources, mineral resource qualities, targets, future production, goals, objectives, plans and future economic, market and other conditions. Forward-looking statements are subject to significant risks and uncertainties and other factors that could cause the actual results to differ materially from those discussed in the forward-looking statements, and even if such actual results are realised or substantially realised, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to: failure to complete a positive bankable feasibility study on the Mmamabula Energy Project; failure to complete, or delays in the completion of, positive feasibility and market studies on the Coal-to-Hydrocarbons Project; failure to obtain a viable transportation solution to export coal and/or failure to enter into export coal purchase agreements; the grade, quality and recovery of coal which is mined varying from estimates (the mineral resource figures referred to herein are estimates and no assurances can be given that the indicated levels of coal will be produced); inflation; changes in exchange rates; the ability to raise the required debt financing for the Mmamabula Energy Project; Rand liquidity and constraints under applicable South African law and/or practice on the amount that a single lender is able to lend to a single borrower; further delays in the development of the Mmamabula Energy Project caused by unavailability of equipment, labour or supplies, limited capacity among engineering, procurement and construction firms, climatic conditions or otherwise; insufficient transportation and transmission capacity; geological and mechanical conditions; delays or failures in obtaining regulatory permits and/or licences respecting mining, power generation and/or power transmission lines; the existence of undetected or unregistered interests or claims, whether in contract or tort, over the properties of the Company and its subsidiaries and joint venture companies; availability of water; inability to enter into power purchase agreements and/or transmission agreements with Eskom Holdings Limited and (to a lesser extent) Botswana Power Corporation or other requisite agreements, including preliminary and/or definitive fixed price contracts with reputable engineering, procurement and construction firm(s) and other agreements required to facilitate the development, operation and financing of the Mmamabula Energy Project, including with International Power plc, on favourable terms or at all; failure to raise additional funds on favourable terms to finance such development; inability to obtain tax concessions from the Government of Botswana and requisite credit support from the Government of South Africa and/or the Government of Botswana; failure to enter into technology and other agreements required to develop the Coal-to-Hydrocarbons Project; further amendment or repeal of recent favourable amendments to Botswanan statutes described herein; political risks arising from operating in Africa; the termination of the preliminary agreement with Sumitomo Corporation regarding its possible subscription for a 20% interest in Meepong Energy (Mauritius) (Pty) Limited; or other factors (including development and operating risks). Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, CIC disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although CIC believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

No assurances can be given that the levels of coal indicated by the current mineral resource estimates for the Mmamabula Energy Project will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While CIC believes that the current mineral resource estimates for the Mmamabula Energy Project are well established, by their nature resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such estimates are inaccurate or are reduced in the future, this could have a material adverse impact on CIC.

Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty on the economic viability of mineral reserves.

1 Introduction

The common shares of CIC Energy Corp. ("CIC" or the "Company"), formerly Coal Investment Corp., commenced trading on the Toronto Stock Exchange ("TSX") on March 23, 2006 under the symbol ELC. On June 5, 2006 the common shares of CIC were listed on the Botswana Stock Exchange ("BSE") under the name CIC ENERGY.

This Management's Discussion and Analysis ("MD&A") has been prepared to give shareholders an assessment of not only what the Company has accomplished in the year ended November 30, 2007, but also what management initiatives have been undertaken to increase shareholder value in the future.

Additional information relating to CIC Energy, including the Company's annual information form for the year ended November 30, 2007, has been filed on SEDAR and may be accessed at www.sedar.com.

CIC Mining (Pty) Ltd was established during July 2006 as a wholly owned subsidiary of CIC Energy Corp, to prepare, develop and manage mining operations. The name of CIC Mining (Pty) Ltd was changed to Bon-Terra Mining (Pty) Ltd ("Bon-Terra") on April 13, 2007.

In the second quarter of 2007 the board of directors and shareholders of CIC approved a reorganisation of the holding structure of Meepong Energy (Proprietary) Limited ("Meepong Energy") and Meepong Resources (Proprietary) Limited ("Meepong Resources"), pursuant to which the shares of these companies were transferred to two joint venture companies incorporated in Mauritius (Meepong Energy (Mauritius) (Pty) Limited and Meepong Resources (Mauritius) (Pty) Limited, respectively), which companies were at that time in turn wholly-owned by wholly-owned subsidiaries incorporated in Barbados. This reorganisation was implemented in order to facilitate the investment of International Power plc ("IPR") in the Mmamabula Energy Project, as well as to provide flexibility for future corporate transactions.

The discussion and analysis of the financial status of CIC for the year ended November 30, 2007 should be read in conjunction with the audited consolidated financial statements and related notes for CIC and its wholly-owned subsidiaries for the year ended November 30, 2007. Historical results, including trends which might appear, should not be taken as indicative of future results.

All financial information reported herein for the year ended November 30, 2007 has been audited.

2 Description of the Business and Summary of Recent Activities

CIC's principal business objective is to develop the Mmamabula Energy Complex which includes two major integrated mine-mouth power stations at the Mmamabula Coal Field (the "Mmamabula Energy Project"), a Coal-to-Hydrocarbons Project ("CTH Project") and an initiative to explore export coal opportunities. Shareholder value through the generation of cash flow is planned to come from the direct development of these projects which are being aggressively pursued.

The Mmamabula Energy Complex involves the development of two non-contiguous greenfield coal properties located in the Mmamabula Coalfield in Southeastern Botswana. Part of the coal is intended to supply fuel to the Mmamabula Energy Project. It is envisaged that the power stations will supply electricity to the Southern African region. The Company is also pursuing to other initiatives to utilise the balance of the coal resource; the CTH Project and coal export opportunities.

The two coal properties, which are held 100% by Meepong Resources, consist of the 510.70 km² Coal Prospecting Licence No. 11/2004 ("Mmamabula East") and the 135.89 km² Coal Prospecting Licence No. 75/2002 ("Mmamabula South"). Meepong Resources is currently exploring and developing the Mmamabula Energy Project with the intention of defining coal resources which will be suitable as thermal coal for integrated coal-fired power stations. CIC is now also focussed in defining coal resources which may be suitable for a CTH Project and for export opportunities. Mineral resources have been reported by CIC for three areas within Mmamabula East, namely the Mookane Block, Serorome Block and the Dovedale Block and for the Mmamabula South licence area; these mineral resources are discussed further in *Section 5: Exploration &*

Mineral Resource Estimates. The proposed power station site at Mmamabula is some 80 kilometres (“km”) west of the 3,690 megawatt (“MW”) (gross capacity) Matimba Power Station (“Matimba”) in South Africa, operated by Eskom Holdings Limited (“Eskom”), South Africa’s national electrical utility. The Mmamabula site is located within close proximity to road, rail, water and power.

The Southern African region is currently experiencing power shortages on a regular basis and major baseload generation capacity shortages are predicted to begin as early as 2011 (cf. Absa Bank of South Africa Limited, a subsidiary of Barclays Bank). Based on projected upcoming power deficits, the Southern African regional utilities, including Eskom, are promoting new projects and urgently require additional power to meet their requirements. To address part of the projected power shortfall, CIC is currently completing a Bankable Feasibility Study (“BFS”) for the development of an integrated coal mine and power station to be built as part of a phased project to commence providing electricity to the Southern African power grid in late 2012 or early 2013.

It was originally the Company’s stated intention to develop a six unit power station of 600 MW (net capacity) per unit, for a total net capacity of 3,600 MW. However, in December 2006, the Company announced its intention to modify the sizing of the Mmamabula Energy Project to allow for a larger overall power plant capacity, built in two equivalent phases. It is envisaged that Phase One will be developed as an approximately 7.5 to 9.0 million tonne (“Mt”) per annum (sales tonnes) coal mine which would supply a 2,100 to 2,460 MW (net capacity) power station. The Phase One power station is planned to be built as three units of approximately 700 to 820 MW (net) each, with the final unit size to be determined as part of the negotiation of an Engineering, Procurement and Construction (“EPC”) Contract. The Company initiated a formal EPC tender process in December 2006 and has been proceeding with negotiations with international EPC contractors, expected to lead up to the appointment of a selected contractor in early 2008.

All key agreements and contracts currently being negotiated and discussed herein relate only to the Phase One power station with provisions made, where possible, for the Phase Two power station. However, the potential electricity off-takers have expressed interest in the proposed Phase Two expansion. All environmental studies are being performed, and licences and permits being sought are, to the extent possible, based on the two phases of the Mmamabula Energy Project, being six units with a total net capacity of approximately 4,200 to 4,920 MW.

Discussions between the Company and its joint venture partner IPR, and South African and international lenders and leading Export Credit Agencies continue to advance. Approximately 80% of the Mmamabula Energy Project is expected to be financed by limited recourse project debt with the remainder to be financed by equity. Interest in the Mmamabula Energy Project by lenders in the global project finance community has remained strong, despite some turbulence in global credit markets.

The Company announced in June 2007 that it is exploring further options to maximise the value of the coal resource at Mmamabula as the current coal resource estimate in the measured and indicated categories exceeds projected coal consumption for both Phase One and Phase Two power plants. In addition ongoing exploration may lead to a further increase in the mineral resource. The options being considered include local and international markets for the coal as well as a CTH Project.

On August 27, 2007, CIC announced that along with IPR, it had entered into a preliminary agreement with Sumitomo Corporation (“Sumitomo”) for the possible subscription of a 20% equity interest in Phase One of the Mmamabula Energy Project. Should Sumitomo become a partner in the Mmamabula Energy Project, the project will likely have access to additional and more favourable sources of debt finance. Subject to a favourable outcome of its due diligence and the entering into of definitive subscription agreements, Sumitomo will subscribe for 20% equity interest in Meepong Energy (Mauritius) Pty Ltd and, if Sumitomo so elects, it will also subscribe for 20% equity interest in Meepong Resources (Mauritius) Pty Ltd. Following such subscription(s), the balance of each of Meepong Energy (Mauritius) Pty Ltd. and Meepong Resources (Mauritius) Pty Ltd. is expected to be held equally by CIC and IPR (through intermediary holding companies).

EPC contract prices for power stations have increased significantly worldwide since the Mmamabula Energy Project was initiated in 2005. This is due to substantial global demand for new power plants, a robust construction market, higher commodity prices and tight supply of engineering services. The Mmamabula Energy Project is exposed to the same industry trends and therefore it is expected to incur price increases in line with the industry, which, on October 12, 2007, were estimated to add approximately 40% to the Company's last published cost estimate.

In addition, the Company is aware that EPC contractors are facing longer lead times for power plant equipment and construction services as the global demand for power plant builds is straining supply and engineering capacity. Consequently on January 24, 2008, the Company announced it was revising its Mmamabula Energy Project schedule estimates by approximately four to six months. The revised Mmamabula Energy Project schedule estimates are as follows. Financial Close for Phase One is targeted for the fourth quarter of calendar 2008. Financial Close is the time at which the execution of definitive project loan agreements and the satisfaction and/or waiver of all conditions precedent to the advance of funds thereunder. Construction for Phase One is scheduled to begin in the fourth quarter of calendar 2008, with commercial operations of the first unit expected in the late 2012 or early 2013. The second and third units are scheduled to come on-line at six month intervals following the first unit.

The ability of the Company to meet the Mmamabula Energy Project schedule referred to above and generally to complete the Mmamabula Energy Project is subject to various risks and uncertainties. Please see "Forward-Looking Statements" and Section 19: Risks, for further details.

3 Qualified Persons and Technical Report

Exploration at Mmamabula is being conducted under the supervision of Ms. Lesley Jeffrey, who is an employee of Bon-Terra, a subsidiary of the Company. Ms. Jeffrey is registered as a member of the Geological Society of South Africa and as a Professional Natural Scientist with the South African Council for Natural Scientific Professions; she is a "Qualified Person" as such term is defined in National Instrument 43-101 ("NI 43-101"). Ms. Jeffrey has reviewed and approved the technical information in this MD&A.

An independent technical report on the Mmamabula Energy Project entitled "CIC Energy Corp.: Mmamabula Project, South-eastern Botswana, Project No. J912, National Instrument 43-101 Technical Report" dated June 1, 2007 (the "Fifth Technical Report"), containing information about the mineral resource estimates for the Mmamabula Energy Project and other relevant information, was filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") and may be accessed via the SEDAR website at www.sedar.com. The "Qualified Person", as such term is defined in NI 43-101, responsible for the preparation of the Fifth Technical Report was Mr. David J Arnott. Mr. Arnott is a qualified Professional Natural Scientist and a member of the Australasian Institute of Mining and Metallurgy ("AusIMM") with Chartered Practising status and at the time the mineral resource estimates and Fifth Technical Report were prepared, was an employee of Snowden Mining Industry Consultants ("Snowden").

4 Exploration Properties

(a) Adjacent Properties

Mmamabula is situated within the greater Mmamabula Coalfield in Southeastern Botswana. The Mmamabula Coalfield forms the western extension of South Africa's Waterberg Coalfield. No operating mines have been established to date within the Mmamabula Coalfield. However, the Waterberg Coalfield is host to South Africa's largest coal mine, the 19 Mt per annum Grootegeluk Colliery, located approximately 80 km east of Mmamabula and owned by Exxaro Resources Limited. The Grootegeluk Colliery provides feed for the nearby Matimba power station.

(b) *Mmamabula East*

Mmamabula East is located in Botswana, 120 km to the north of the capital city of Gaborone. The property lies between Botswana's main paved highway, which runs from Gaborone to Francistown, and the border with South Africa. Secondary unpaved roads facilitate access to the property.

The Mmamabula East coal prospecting licence was granted to Meepong Investments (Proprietary) Limited ("Meepong Investments") on April 1, 2004 and subsequently transferred from Meepong Investments to Meepong Resources. The coal prospecting licence is valid for a period of three years. In December 2006, an application for a mining licence (the "Mining Licence") was submitted by Meepong Resources to the Government of Botswana. As a result of the ongoing assessment by the Government of the Mining Licence application, the validity of the coal prospecting licence has been extended to June 30, 2008 (such extension covering both PL11/2004 and PL75/2002)

Phase I drilling was completed in February 2006 and concentrated in the Mookane Block. Since then drilling has consolidated knowledge of local structures in the Mookane Block: the position of the southern subcrop of both the D1 and M2 seams has been better defined and an area of seam dip variation has been further investigated. Drilling of seventeen closely-spaced boreholes (50m apart) to identify possible micro-structures along the main underground development in the Mookane Block was completed in October 2007. The data is currently being evaluated. A programme of ten large diameter boreholes has been started to obtain samples of sufficient mass for advanced physical and chemical analyses; these results will be used in the design of the power station boilers as well as to finalise the percentage of coal to be washed for purposes of removing Sulphur and Iron content.

A Phase II drilling program, which concentrated on the Dovedale Block, was completed at the end of July 2006. A further twenty confirmatory boreholes have been drilled for this Block and the level of certainty in the east of Dovedale adjoining the Border Block has been improved.

Phase III drilling on the area in between Mookane and Dovedale (i.e. the Serorome Block) is now complete; the data is being appraised. The intention is to upgrade the Serorome resource estimate from the indicated category to the measured category (at the current 500m spacing). Further drilling to obtain quality information for the "Torbanite area" (around the Serorome/Dovedale boundary) is planned. This area has been provisionally earmarked for a CTH Project.

A Phase IV drilling program has commenced on the Border Block in the easternmost portion of the property and is expected to be completed by the end of March 2008; approximately 30 holes remain to be drilled.

In the early stages of exploration, the D2 and D3 seams overlying the D1 seam were discarded as potential resource due to inferior quality and inconsistent seam thickness. However, with an opencast mining option being evaluated (as a complement to underground mining), blending of the D2 and D3 seams with the M2 and D1 seams may produce a final product with acceptable qualities for power generation and gasification.

In order to evaluate this possibility, 45 additional boreholes were drilled in the Mookane area. The laboratory results are pending. In addition, the D2 and D3 seams have been included in the sampling and analysis batches of all holes drilled since October 2007.

(c) *Mmamabula South*

Mmamabula South is located approximately 15 km southwest of Mmamabula East. The property is transected by the country's main paved highway, which runs from Gaborone to Francistown. Secondary unpaved roads facilitate access on the property.

The Mmamabula South renewal coal prospecting licence was granted to Meepong Resources in July 2005 and was valid for a period of two years. In December 2006 an application for a Mining Licence was submitted by Meepong Resources to the Government of Botswana. As a result of the ongoing assessment of the Mining Licence application, the validity of the prospecting licence was extended to June 30, 2008.

Exploration drilling at Mmamabula South by Meepong Resources as part of the Phase II and III exploration programs is complete. This work was designed to provide an initial test of this portion of the Mmamabula Energy Project. The current mineral resource estimates for Mmamabula South are summarised in *Section 5: Exploration & Mineral Resource Estimates*.

(d) *Water supply*

CIC has assessed the water demands of the Mmamabula Energy Project and potential sources of water, although final water demand can only be ascertained upon entering into binding contracts with the EPC contractor for the power plant and contracts for the mine development. As part of CIC's assessment, a groundwater exploration program consisting of geophysical surveys followed by a drilling and testing of 46 exploration boreholes was undertaken by Wellfield Consulting Services over an area of some 1,500km². The area lies to the southwest of Kudumatse and north of the Mmamabula East Licence area.

The exploration program identified a significant groundwater resource in the Ntane Sandstone aquifer of the Karoo system.

The identified resource has been further quantified by numerical modeling that has simulated the development and operation of a production wellfield within 20 kilometres of the Mmamabula site. The results of this modeling study, corroborated by independent review by Government of Botswana water authorities and international peer reviewers, indicated that there are sufficient ground water resources available to supply Phase One of the Mmamabula Energy Project for a duration of 40 years.

It is now anticipated that the water requirements will be sourced primarily from groundwater from production wellfields developed as part of the Mmamabula Energy Project, these may later be complemented by water sourced from the Government of Botswana's planned Phase 2 North South Water Carrier ("NSC2") once developed as back-up supply. On September 10, 2007, the Company was granted groundwater abstraction rights from the Water Apportionment Board in Botswana in support of its Phase One water requirements.

Based on discussions with the Government of Botswana regarding NSC2, the Government of Botswana will be assuming responsibility for the development of NSC2, given that it is no longer essential for primary water supply to the Mmamabula Energy Project.

5 Exploration & Mineral Resource Estimates

The Company, via Meepong Resources, has completed in excess of 160,800 metres in over 1,800 diamond drill holes at Mmamabula as of the end of December 2007. The majority of the initial exploration focused on the Dovedale and Mookane Blocks. Since commencement of exploration by the Company in mid-2005, up to twelve drill rigs have been active at one time on the Mmamabula Energy Project. As of the date of this MD&A a total of eight drill rigs are currently active, focusing on Dovedale and Border Blocks (six slimline rigs) in addition to the large diameter borehole programme in the Mookane Block (two large diameter rigs).

The coal seams at Mmamabula East occur within the Dibete Formation of the Upper Ecca Subgroup and Mmamabula Formation of the Middle Ecca Subgroup. The D1 seam of the Dibete Formation and M2 seam of the Mmamabula Formation have been identified from previous exploration undertaken by British Petroleum's Coal Division ("BPCD") as having the best potential to be economically extracted. CIC identified the potential value of the D1 and M2 seams, and used BPCD's information as a basis for the funding and implementation of an infill drilling and sampling program from 2005 to date.

The results of exploration drilling by CIC, along with those from exploration by BPCD between 1981 and 1987 on what is now Mmamabula East, have been used as the basis for independent mineral resource estimates prepared by Snowden. In a news release dated June 22, 2006, CIC announced a mineral resource estimate for the Mookane Block, the results of which are set out in a report by Snowden, dated July 21, 2006 and entitled "CIC Energy Corp.: Mmamabula Energy Project, Southeastern Botswana, Project No. J889: Third Technical Report". Subsequently, on September 7, 2006, CIC announced

a mineral resource estimate for the Dovedale Block, the results of which are set out in a report by Snowden, dated October 19, 2006 and entitled "CIC Energy Corp.: Mmamabula Energy Project, Southeastern Botswana, Project No. J912: Fourth Technical Report". The Mookane and Dovedale Blocks are both within Mmamabula East.

In a news release dated April 18, 2007, CIC announced updated mineral resource estimates for the Dovedale Block and initial mineral resource estimates for the Serorome Block (which is within Mmamabula East) and for Mmamabula South. Snowden concluded that coal from all the updated and new resource estimate areas are suitable for steam-producing thermal power generation, with raw coal calorific values ("CV") of approximately 20.5 mega joules per kilogram ("MJ/kg") for the D1 seam and 23.2 MJ/kg for the M2 seam; these qualities compare favourably with those previously reported for the Mookane Block of 21.7 MJ/kg for the D1 seam and 23.1 MJ/kg for the M2 seam. Details of the current mineral resource estimates for the Mmamabula Coal Field are contained in the Fifth Technical Report prepared by Snowden.

Each of the Third, Fourth and Fifth Technical Reports has been filed on the SEDAR website. Results of each mineral resource estimate were consistent with Management's expectations. Summaries of the mineral resource estimates for the Mmamabula Energy Project reported to date are presented in the following tables, as set out in the Fifth Technical Report.

Mmamabula Global Mineral Resource Estimate (D1 + M2 Seams: Mmamabula East, incorporating the Mookane, Dovedale and Serorome Blocks, and Mmamabula South)

Category	Tonnage (Mt)
Measured	1,648.2
Indicated	633.7
Measured + Indicated (total)	2,281.9
Inferred	73.9

Mookane Block: D1 + M2 Seams Mineral Resource Estimate (Mmamabula East)
(effective date: June 7, 2006)

Category	Tonnage D1 Seam (Mt)	Tonnage M2 Seam (Mt)	Tonnage D1 + M2 Seams (Mt)
Measured	355.8	241.3	597.1
Indicated	27.8	27.8	55.6
Measured + Indicated (total)	383.6	269.1	652.7
Inferred	5.1	-	5.1

Dovedale Block: D1 + M2 Seams Mineral Resource Estimate (Mmamabula East)
(effective date: April 18, 2007)

Category	Tonnage D1 Seam (Mt)	Tonnage M2 Seam (Mt)	Tonnage D1 + M2 Seams (Mt)
Measured	332.4	442.4	774.8
Indicated	76.8	104.9	181.7
Measured + Indicated (total)	409.2	547.3	956.5
Inferred	4.4	0.5	4.9

Serorome Block: D1 + M2 Seams Mineral Resource Estimate (Mmamabula East)
(effective date: April 18, 2007)

Category	Tonnage D1 Seam (Mt)	Tonnage M2 Seam (Mt)	Tonnage D1 + M2 Seams (Mt)
Measured	-	-	-
Indicated	196.7	165.0	361.7
Measured + Indicated (total)	196.7	165.0	361.7
Inferred	41.5	18.7	60.2

Mmamabula South: D1 + M2 Seams Mineral Resource Estimate
(effective date: May 24, 2007)

Category	Tonnage D1 Seam (Mt)	Tonnage M2 Seam (Mt)	Tonnage D1 + M2 Seams (Mt)
Measured	183.2	93.1	276.3
Indicated	22.6	12.1	34.7
Measured + Indicated (total)	205.8	105.2	311.0
Inferred	3.4	0.3	3.7

The base case mining method proposed for the mineral resources is conventional underground bord and pillar mining using continuous miners ("CM"). Alternative mining methods aimed at optimizing resource utilization are being investigated.

A Pre-Feasibility Study ("PFS") into the possible introduction of strip mining operations at Mookane was conducted by a team appointed to investigate mining methods, mining equipment, capital and operating costs with the aim of adding an addendum to the BFS to incorporate strip mining as part of the mining operations at Mookane if proven viable.

Various combinations of underground and openstrip tonnage scenarios were evaluated and found to be marginally more expensive than the underground only scenario. This information will be incorporated in the BFS as an addendum. A review of the openstrip scenario will be done once current work on the D2/D3 seams, previously not considered, has been completed.

6 Bankable Feasibility Study

A Bankable Feasibility Study ("BFS") is being conducted on a Phase One, 2,100 to 2,460 MW power station supported by an approximately 7.5 to 9.0 million sales tonnes per annum coal mine. Sales tonnes refers to coal delivered after the washing process to remove Sulphur and Iron. The BFS is expected to be complete on Phase One Financial Close with the completion of the various agreements discussed below.

The BFS comprises a comprehensive series of studies by internationally recognised engineering and consulting firms, most of whom are independent of CIC, and will include:

- Resource modeling and mine planning by Snowden and Bon-Terra,
- Power station design and choice of technology, initially by Black & Veatch but subsequently revised based on input from IPR,
- Infrastructure studies for mine, power plant and common infrastructure by Dowding, Reynard and Associates (Pty) Limited, - Water and Environmental Studies by Environmental Resource Managers ("ERM") and Digby Wells and Associates,
- Groundwater studies by ERM,
- Surface water studies by Gibb Africa (Pty) Limited, and
- Financing plan and strategy.

In addition, a transmission and integration solution prepared in conjunction with Eskom and the Botswana Power Corporation ("BPC"), along with market and regulatory studies have been conducted by Southern African Development through Electricity (Pty) Ltd. ("SAD-ELEC"). These portions of the BFS are complete and at the time the work was performed SAD-ELEC was independent of CIC. However, subsequent to the completion of these portions of the BFS, SAD-ELEC was acquired by CIC.

A key aspect of the BFS is the conclusion of a Power Purchase Agreement ("PPA") with Eskom for the majority of the power that is planned to be generated by the Mmamabula Energy Project. On May 16, 2006, the Company announced the signing of a memorandum of understanding with Eskom (*Section 7: Memoranda of Understanding*). It is anticipated that a PPA with Eskom would be for a period of approximately 40 years. A separate PPA is also expected to be signed with the BPC, which is anticipated to be structured in such manner that any power within BPC's allocated off-take rights that BPC elects not to take will automatically be taken by Eskom, up to the maximum capacity of the power plant. However, to be able to develop the Mmamabula Energy Project to its maximum potential, the Mmamabula Energy Project is dependent on concluding a long-term PPA with Eskom. CIC has a formalised relationship with Eskom and a formal mandated PPA negotiation process. Discussions to conclude these PPAs are ongoing.

Another key aspect of the BFS will be the conclusion of an EPC contract between a world-class EPC contractor and Meepong Energy, a joint venture company of CIC and IPR. The EPC contractor (or consortium of contractors) will construct, on a lump sum turnkey basis, the power plant and certain related infrastructure. The Company anticipates the signing of a preliminary agreement with an EPC contractor primarily to provide for the reservation of manufacturing slots and associated engineering resources for delivery of long lead-time equipment such as boilers and turbines in advance of the signing of a definitive EPC contract. A non-refundable deposit is expected to be paid concurrently with the signing of such a preliminary agreement. The Company has sufficient cash resources to pay its share of this deposit.

Environmental impact assessment ("EIA") studies for the proposed coal mine, power station and certain related infrastructure, as well as for the planned transmission lines, prepared in accordance with environmental legislation of the

Government of Botswana and ultimately forming part of the BFS, were submitted to the related Government of Botswana departments on June 7, 2007. Approval of these studies by the Department of Environmental Affairs of the Government of Botswana has been received. Mine and power station environmental approvals were announced in the Company's news release of October 29, 2007 and transmission line environmental approvals were announced on December 12, 2007. Certain EIA studies have still to be completed related to groundwater wellfields and the transport corridor. These approvals are a prerequisite for the granting of a mining licence, an independent power producer licence, and surface rights at Mmamabula, as well as the acquisition of transmission line and other necessary servitudes in Botswana. Environmental social and health impact assessment ("ESHIA") studies prepared in accordance with standards of the International Finance Corporation ("IFC"), the private sector arm of the World Bank Group, and related internationally-required compliance standards are ongoing. The final ESHIA report has been completed.

7 Memoranda of Understanding

On May 16, 2006, CIC announced the signing of a memorandum of understanding between the Company, Meepong Resources, and Eskom in regard to the Mmamabula Energy Project. Under the terms of this memorandum of understanding, it is envisaged that the majority of the power generated by the Mmamabula Energy Project will be sold to Eskom under a long-term PPA, subject to various terms and conditions including, *inter alia*, any off-take agreements with the BPC, the signing of an Inter-Governmental memorandum of understanding between South Africa and Botswana and an Inter-Utility memorandum of understanding between Eskom and BPC, and agreement with respect to tariff and quality of the power. On August 18, 2006, the Inter-Governmental memorandum of understanding referred to above was signed between the Governments of the Republics of Botswana and South Africa to support and facilitate the realisation of the Mmamabula Energy Project.

Mandated negotiating teams have been established to, *inter alia*, oversee the progress of the BFS, the negotiation of a long-term PPA between Eskom and Meepong Energy and related transmission and operation agreements. A Technical Committee with representatives of CIC, IPR, Eskom, and BPC has been formed, to support the PPA negotiation process.

The Inter-Governmental memorandum of understanding provides for the co-operation and facilitation by the respective governments in the development of a thermal power station in the Mmamabula Coalfield in the Republic of Botswana, to supply electricity to the Republic of Botswana, the Republic of South Africa and the Southern African Power Pool. Signing of this document by the two governments provided an important step toward CIC realising its objective of commencing commercial power production at the Mmamabula Energy Project in late 2012 or early 2013 to supply the Southern African region.

On September 12, 2006, CIC announced the signing of a memorandum of understanding between CIC, Meepong Energy and the Government of Botswana. This memorandum of understanding sets out the process and requirements for CIC to obtain a licence to generate and supply electricity (an "Independent Power Producer Licence") for Mmamabula, as well as stipulates the parties' intention to negotiate a comprehensive Botswana Implementation Agreement to facilitate the realisation and financing of the Mmamabula Energy Project.

On November 13, 2006, an Inter-Utility memorandum of understanding was signed between the BPC and Eskom regarding the development of the proposed "Mmamabula Coal Fired Power Station". This memorandum of understanding is aimed at the creation of an enabling environment for the carrying out of the BFS and business case for the possible development of the Mmamabula Energy Project. As outlined in this memorandum of understanding, a Steering Committee was established which will establish work teams in respect of the PPA, transmission integration, and other matters as required. The completion of this memorandum of understanding represents confirmation of the strong support for the Mmamabula Energy Project and the intention of interested parties to work towards ensuring that the Mmamabula Energy Project reaches commercial production in a timely manner.

8 Regulatory

CIC's ability to own and operate a power station as an independent power producer ("IPP") is dependent on its ability to negotiate and obtain an IPP Licence. In previous Management disclosures, this licence was referred to as a Generation License. However, in line with terminology applied by the Government of Botswana in legislation to facilitate the development and operation of private power projects in Botswana, the terminology now applied refers to an Independent Power Producer Licence ("IPP Licence"). The Company announced on January 24, 2008 that this new legislation received approval from the Government of Botswana cabinet and passed the third and final Parliamentary reading. In February 2008, these bills to amend the country's Mines and Minerals Act and Electricity Supply Act became law following Presidential approval and gazetting.

CIC does not currently hold an IPP Licence although, CIC and Meepong and the Government of Botswana have signed a memorandum of understanding with respect to the proposed development of the Mmamabula Energy Project (see *Section 7: Memoranda of Understanding*). This memorandum of understanding is based on the recognition by the signatories of the requirement for new sources of baseload power generation in the Southern African region and the potential for Mmamabula to address this shortfall. Discussions between CIC and the Government of Botswana on the form and structure of the proposed IPP Licence are progressing as anticipated by the Company.

CIC created Meepong Energy as a Botswana company to own and operate the coal-fired power plant. Meepong Resources will own the proposed coal mine. Following the appointment of the Bon-Terra mining team, with its expertise in developing and managing coal mining operations, and after evaluating the costs and other commercial implications of using other contractors for the underground mining operations, the conclusion reached was that the mining operations should be managed and operated in-house by Bon-Terra. The Company will however consider the use of contract mining companies where appropriate on an ad-hoc basis. Meepong Energy and Meepong Resources will enter into an arm's-length fuel supply agreement.

Upon the issuance of a Mining Licence, the Government of Botswana has the right to acquire a minority interest in new mines in Botswana (generally up to a maximum of 15% for non-diamond mines), on commercial terms, with the Government of Botswana paying its pro-rata share of costs incurred, as well as expenditures to be incurred on the mine.

Over and above the IPP Licence and the Mining Licence that will be required by Meepong Energy and Meepong Resources respectively, other licences and permits will be required in Botswana related to land use, groundwater abstraction, environmental compliance, and other related issues. Various transmission-related agreements will also be required in Botswana. Meepong Energy, Meepong Resources and their respective shareholders will also need to enter into a Botswana Implementation Agreement with the Government of Botswana.

At this point it is not expected that CIC or any of the companies involved in the Mmamabula Energy Project will require any licences in South Africa. However, Eskom will be required to secure various licences, consents, and regulatory approvals.

9 Development Partner for the Mmamabula Energy Project

On October 18, 2006, CIC announced the signing of a binding Heads of Agreement (the "Agreement") between the Company and IPR, regarding the proposed development of a Phase One power station at Mmamabula. IPR is a FTSE100 company and one of the world's leading independent power generators, owns installed capacity in excess of 18,900 MW (net) and operates over 33,000 MW worldwide. IPR has a market capitalisation of approximately £6 billion and trades on the London Stock Exchange.

Under the terms of the Agreement, IPR agreed in principle to acquire 50% of the equity in the vehicle which will develop the Phase One power station. The Agreement is subject to various conditions being met and the concluding of definitive agreements. These definitive agreements are expected to be finalised by Financial Close and construction is scheduled to commence in the fourth quarter of calendar 2008, subject to a PPA with Eskom being concluded, financing secured and all regulatory conditions being met.

On December 7, 2006, CIC announced the Company had reached an understanding in principle with IPR regarding the development of the Mmamabula Coal Mine. Currently, it is estimated that the total development cost of the first phase of the coal mine is \$500million. The Government of Botswana is entitled to purchase up to a 15% interest in the mine, and if they so elect, would be required to contribute their pro-rata share of past and future exploration expenditures.

In March 2007, CIC further announced that the Company had entered into a project development agreement (the "PDA"), subscription agreements and other related agreements with IPR. These agreements provide for the negotiation and execution of further agreements between the Company (and its affiliates) and IPR (and its affiliates) in order to achieve Financial Close of the Mmamabula Energy Project.

In June 2007, in accordance with the agreements entered into with IPR and/or affiliates of IPR on March 23, 2007 in respect of the development of the Mmamabula Energy Project, affiliates of IPR subscribed for shares in each of Meepong Energy (Mauritius) (Pty) Ltd and Meepong Resources (Mauritius) Pty Ltd, with the result that each of these companies is indirectly 50% owned by IPR. Pursuant to the March 23, 2007 agreements, the Company and IPR have agreed to negotiate and enter into one or more additional share subscription agreements prior to the Financial Close of the Mmamabula Energy Project's debt funding. Such additional share subscription agreements will provide for the additional share subscription amounts to be paid by each of the parties in order to fund Phase One of the power station. In addition, the Company and IPR have agreed to negotiate a development fee agreement to be entered into by Meepong Resources and CIC or one of its affiliates in respect of the payment of a development fee in relation to the development of the Mmamabula Coalfield (which will be in addition to any development fees payable by Meepong Energy in relation to the development of the power station).

10 Critical Accounting Estimates and Accounting Policies

The consolidated financial statements are prepared by management in accordance with Canadian generally accepted accounting principles.

(a) Principles of consolidation

These financial statements consolidate the financial statements of all controlled companies. Inter-company transactions and balances have been eliminated on consolidation.

(b) Financial Instruments

The following is a summary of the accounting model that CIC has elected to apply to each of its significant categories of financial instruments outstanding as of November 30, 2007:

Cash & cash equivalents :	Held for trading
Accounts receivable :	Loans and receivables
Accounts payable :	Other liabilities

In addition, CIC has elected to account for transaction costs related to the issuance of financial instruments that are held for trading as a charge to the statements of operations in the period in which they arise. With respect to embedded derivatives, the CIC has elected to recognise only those derivatives embedded in contracts issued, acquired or substantively modified on or after January 1, 2003 as permitted by the transactional provisions set out in section 3855.

(c) Translation of foreign currencies

CIC's exploration subsidiaries are accounted for as integrated foreign operations and are translated into Canadian dollars using the temporal method. Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the year-end exchange rates, while non-monetary items are translated at the exchange rate in effect at the transaction date. Income and expense items are translated at the exchange rates in effect on the date of the transaction. Exchange gains and losses resulting from the translation of these amounts are included in the consolidated statements of operations.

(d) Property and equipment

Property and equipment are stated at cost and depreciated on a straight-line basis over their estimated useful lives. Currently all categories of property, plant and equipment have an expected useful life of 5 years.

Leasehold improvements are depreciated on a straight-line basis over the shorter of the lease term or their estimated useful lives.

(e) Goodwill

CIC recognize goodwill acquired in a business combination as an asset; and initially measure that goodwill at its cost, being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities.

After initial recognition, CIC measure goodwill acquired in a business combination at cost less any accumulated impairment losses.

Goodwill is subject to impairment tests annually by comparing the fair value of the reporting unit to its carrying value. If the fair value of the reporting unit is less than its carrying value, a goodwill impairment loss is recognized as the excess of the carrying value of the goodwill over the fair value of the goodwill. The determination of fair value requires management to make assumptions and estimates about recoverable reserves, future commodity prices, operating costs, production profiles and discount rates. Changes in any of these assumptions, such as a downward revision in reserves, a decrease in future

commodity process, an increase in operating costs or an increase in discount rates, could result in an impairment of all or a portion of the goodwill carrying value in future periods.

(f) Mineral assets

Mineral assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation is written off on a unit of production basis over the expected life of the mine.

(g) Mine infrastructure

Mine infrastructure is carried at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation is written off on a unit of production basis over the expected life of the mine.

(h) Exploration properties

CIC considers its exploration costs to have the characteristics of plant and equipment. As such, CIC capitalises all exploration costs that result in the acquisition and retention of resource properties or an interest therein. The amounts shown for exploration properties represents costs to date and do not necessarily reflect present or future values. If the properties are sold, allowed to lapse or are no longer of interest, accumulated costs are written down.

Included in exploration properties are amounts related to expenditures incurred during the pre-operating period. Once a project reaches commercial production, the exploration costs are amortised over the estimated useful life of the producing properties.

The recoverability of the carrying values of the properties is dependent on the ability of CIC to obtain the necessary financing and permits to continue exploration, the establishment of economically recoverable reserves, future profitable production and/or proceeds from the disposition thereof.

(i) Income taxes

CIC accounts for income taxes using the asset and liability method. Under the asset and liability method, future tax assets and liabilities are recognised for future tax consequences attributable to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities.

Future tax assets and liabilities are measured using tax rates enacted or substantially enacted and expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognised in income in the year that includes the enactment or substantive enactment date.

A valuation allowance is provided to reduce future tax assets to the amount that is more likely than not to be recovered.

Income taxation on the profit or loss for the period presented comprises current and deferred taxation.

Current taxation is the expected taxation payable, using taxation rates enacted at the balance sheet date, including any prior year adjustments.

(j) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenues and expenses during the years. Significant items subject to such estimates and assumptions include the carrying amount of property and equipment, goodwill, mineral assets, mine infrastructure, exploration properties, valuation allowances of receivables and stock-based compensation. Actual results could differ from those estimates.

(k) *Loss per share*

Basic loss per share (“EPS”) is calculated by dividing net loss by the weighted average number of shares outstanding during the year. Diluted EPS data is calculated using the treasury stock method. In applying the treasury stock method, options with an exercise price greater than the average quoted market price of the common shares are not included in the calculation of diluted earnings per share, as the effect is anti-dilutive.

(l) *Cash*

Cash includes those short-term money market instruments which, on acquisition, have a remaining term to maturity at acquisition of three months or less.

(m) *Impairment of long-lived assets*

Long-lived assets, including property and equipment, goodwill, mineral assets, mine infrastructure and exploration properties, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted cash future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognised by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of disposed group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet.

(n) *Stock-based compensation*

CIC has a rolling ten percent stock option plan and under that plan issues stock options to directors, officers, employees and key consultants from time to time. Options granted may be exercised during a period not exceeding ten years, subject to earlier termination under various circumstances. The options are non-transferable. The exercise price may not be less than the minimum price stipulated by applicable regulators.

CIC uses the Black-Scholes model to estimate the fair value of these options. Under the fair value based method, compensation cost for equity settled stock options and direct awards of stock is measured at fair value at the grant date, while compensation costs for awards that call for settlement in cash or other assets, or are stock appreciation rights that call for settlement in cash or other assets, or are stock appreciation rights that call for settlement by the issuance of equity instruments, is measured at the ultimate settlement amount. Compensation cost is recognised in earnings on a straight-line basis over the relevant vesting period. The counterpart is recognised in contributed surplus. Upon exercise of a stock option, share capital is recorded at the sum of the proceeds received and the related amount of contributed surplus.

This model, and other models which are used to value options, require inputs such as expected volatility, expected life to exercise and interest rates. Changes in any of these inputs could cause a significant change in the stock-based compensation expense charged in a period.

11 Disclosure of Outstanding Share Data

The following details the share capital structure as at February 28, 2008. These figures may be subject to minor accounting adjustments prior to presentation in future consolidated financial statements.

	Expiry Date	Exercise price	Number	Total
Common Shares	N/A	N/A	53,705,019	53,705,019
Share Options	April 17, 2014	\$6.90	2,210,000	4,563,000
	Sept 1, 2014	\$8.00	300,000	
	July 26, 2014	\$8.00	528,500	
	Nov 2, 2014	\$8.61	35,000	
		\$14.00	75,000	
	Dec 22, 2014	\$13.15	412,000	
	Mar 2, 2015	\$15.82	337,500	
	June 1, 2015	\$14.90	325,000	
	Oct 1, 2015	\$16.25	115,000	
	Feb 1, 2016	\$16.25	225,000	
Common shares issuable upon exercise of Warrants	Aug 23, 2008	\$17.22	213,991	2,238,991
	Aug 31, 2008	\$8.06	150,000	
	Jan 1, 2009	\$11.00	100,000	
	Dec 8, 2014	\$11.00	400,000	
	Jan 1, 2015	\$11.00	550,000	
	Feb 1, 2015	\$11.00	200,000	
	Mar 1, 2015	\$14.00	225,000	
	Sep 14, 2015	\$16.25	150,000	
	Jan 1, 2016	\$16.25	250,000	
Total Fully Diluted number of Shares				60,507,010

Financing Activities

On February 23, 2007, CIC completed the closing of a bought deal private placement with a syndicate of underwriters led by Westwind Partners Inc., along with Canaccord Capital Corp. (the "Underwriters"). The Underwriters purchased, on a bought deal private placement basis, 2,200,000 common shares of the Company at a price of \$15.00 per share for aggregate gross proceeds of \$33,000,000. Proceeds from this financing are intended to be used to conduct further drill testing of Mmamabula, finance a BFS and for general corporate purposes.

On August 8, 2007, CIC announced the closing of a \$14,999,985 non-brokered private placement of 923,076 shares at \$16.25 per share with an arm's length investor. Furthermore, on the same date, CIC announced that it had entered into an agreement with a syndicate of underwriters led by Westwind Partners Inc. (the "Underwriters") which agreed to purchase, on a bought deal private placement basis, 3,100,000 common shares of the Company at a price of \$16.25 per share, for aggregate gross proceeds of \$50,375,000 (the "Offering"). The Underwriters exercised their option to purchase an additional 1,405,084 common shares, resulting in CIC Energy issuing a total of 4,505,084 common shares at \$16.25 per common share, for gross proceeds of \$73,207,615. The Offering closed on August 23, 2007.

In total, approximately \$88 million was raised by the Company in the third quarter of 2007. None of these funds have been invested in asset-backed commercial paper. Proceeds from these financings are intended to be used for the payments that will be required before Financial Close for EPC contracts and the development of the Mmamabula Energy Project.

12 Capital Expenditure on Exploration Properties

Exploration Properties
(in thousands of \$)

	Balance at beginning of year	Three months to November 30, 2007	Year to November 30, 2007	Balance at November 30, 2007
Mmamabula Energy Project (Botswana)	48,103	16,837	38,235	86,339

The Company is engaged in the Mmamabula Energy Project which involves the development and operation of the Mmamabula East and Mmamabula South coal properties located in the Mmamabula coalfield. The balance at November 30, 2007 includes exploration, staff and relevant legal costs capitalised (\$82.1 million) as well as the cost of purchasing 100% shareholding in Meepong Resources (\$4.2 million).

Mineral Assets
(in thousands of \$)

	Balance at beginning of year	Three months to November 30, 2007	Year to November 30, 2007	Balance at November 30, 2007
Mmamabula Mine Development	3,132	(28)	900	4,032

Mmamabula Mine Development

\$4 million is the value of project development work as at November 30, 2007, over and above direct exploration costs carried out on the mine project.

	Balance beginning of year	Three months to November 30, 2007	Year to November 30, 2007	Balance at November 30, 2007
Mmamabula Mine Infrastructure	0	1,047	1,047	1,047

Mmamabula Mine Infrastructure

A deposit of \$1 million was paid in the quarter ended November 30, 2007 for the commencement of work to provide construction power to the Mmamabula Energy Project site.

13 Results of Operations

Review of Operations
(in thousands of \$)

	Three months to November 30, 2007 (unaudited)	Three months to November 30, 2006 (unaudited)	Year to November 30, 2007	Year to November 30, 2006
Office and general expenses	1,601	466	4,209	2,284
Stock based compensation	6,787	194	7,524	194
Personnel expenses	(1,400)	301	1,944	873
Impairment	832	-	832	-
Profit/(loss) on foreign exchange	(543)	1,018	275	528
Listing fees	22	(14)	136	89
Interest received	1,223	297	2,624	1,116

CIC remains at a development stage enterprise and devotes most of its efforts in the development of the Mmamabula East and Mmamabula South Coal Fields and the Mmamabula Energy Complex with its most advanced project being the Mmamabula Energy Project. Planned operations have not yet commenced and operating revenue has not yet been generated.

The net loss for the year ended November 30, 2007 was \$12.5 million versus a net loss of \$2.2 million for the same period in the prior year. The loss before tax for the twelve month period in 2007 was \$12.4 million compared to a loss of \$2.1 million in 2006. Higher expenditure levels over the prior year were mainly due to employee related costs. Stock based compensation charges in particular showed a significant increase. This was largely due a change in estimate in their calculation which was accounted for in the current year with \$3.2 million of the 2006 impact being recognized in 2007. In addition, office and general expenses rose substantially with legal, consulting and travel costs being the most significant components.

An impairment charge was recorded in the fourth quarter of 2007 related to the Company's efforts to develop a calcrete deposit at Mmamabula for use as a sorbent for the power station at the Mmamabula Energy Project. Following technical studies it was concluded that it would not be commercially feasible and previously capitalised costs incurred in exploring this opportunity were consequently impaired.

14 Fourth Quarter

Net loss for the three month period ending November 30, 2007 was \$6.5 million versus net income of \$0.2 million in the fourth quarter of last year. Fourth quarter results in 2007 were positively impacted from the benefit of having capitalised to the exploration properties an amount of \$2.5 million for certain monthly project related costs. At the same time, the results were negatively impacted by a change in estimate for the stock based compensation charge which was booked in the quarter. If capitalised and stock based charges are excluded, expenses in the fourth quarter of 2007 increased by 12% over the third quarter in 2007.

15 Summary of Quarterly Results

(in thousands of \$)

	Three months to November 30, 2007 (unaudited)	Three months to August 31, 2007 (unaudited)	Three months to May 31, 2007 (unaudited)	Three months to February 28, 2007 (unaudited)
Total income	680	997	210	1,012
Total expenses	7,206	3,160	2,901	2,036
Net (loss)	(6,536)	(2,188)	(2,737)	(1,024)
Basic and diluted loss per share	(0.13)	(0.04)	(0.06)	(0.02)

	Three months to November 30, 2006 (unaudited)	Three months to August 31, 2006 (unaudited)	Three months to May 31, 2006 (unaudited)	Three months to February 28, 2006 (unaudited)
Total income	1,315	202	(6)	134
Total expenses	1,077	905	865	940
Net income (loss)	183	(702)	(871)	(807)
Basic and diluted loss per share	0.01	(0.02)	(0.04)	(0.03)

Quarterly trends in Total income reflect interest received on cash balances and foreign exchange profits and losses resulting from changes in the Rand / Canadian dollar and Botswana Pula / Canadian dollar exchange rates as funds are moved from the Company's bank account to South Africa and Botswana to pay corporate and exploration expenses. Total expenses have generally increased each quarter as the Company has grown in size with the advancement of the Mmamabula Energy Complex and its most advanced project, the Mmamabula Energy Project. Expenses in the last quarter were somewhat impacted by a change in estimate in the valuation of stock based compensation charges with a \$7.1 million adjustment having been processed. This was partly off-set by an amount of \$2.5 million that was capitalized in the quarter related to certain monthly project related costs. Quarterly trends in Net loss and Loss per share have generally reflected the upward trend in expenses.

16 Financial Condition, Cash Flow, Liquidity and Capital Resources

Cash Flow Highlights (in thousands of \$)

	Three month period to November 30, 2007 (unaudited)	Three month period to November 30, 2006 (unaudited)	Year ended November 30, 2007	Year ended November 30, 2006
Operating activities	832	250	(6,873)	(2,164)
Investing activities	(9,602)	(6,141)	(31,060)	(44,151)
Financing activities	109	(2,190)	132,013	68,678
Beginning cash balance	130,650	35,992	27,911	5,548
Net cash for the period	(8,661)	(8,081)	94,078	22,363
Ending cash balance	121,989	27,911	121,989	27,911

Operating Activities

For the year ended November 30, 2007 operating activities utilised \$6.9 million cash compared with \$2.2 million in 2006. The increase is attributed primarily to increased office and general expenses and personnel costs. The quarterly comparison is influenced by the impact of working capital movements which resulted in a \$0.8 million inflow in the current quarter compared with a \$6.9 million outflow in the same period a year ago.

Investing Activities

Investing activities for the year ended November 30, 2007 utilised \$31 million due to exploration activities on Mmamabula and the acquisition of SAD-ELEC (cash component \$1 million). This compares to utilisation of \$44.1 million in 2006. For the three month period ending November 30, 2007, investing activities utilised \$9.6 million compared to utilisation of \$6.1 million in the same three month period a year ago.

Financing Activities

Financing activities for the year ended November 30, 2007 generated \$132.0 million which included proceeds from the issue of 7,628,160 shares in private placements, the exercise of 1,915,090 brokers' warrants and 530,250 share options in the reporting period. This compares to generation of \$68.7 million in the same period last year. For the three month period ending November 30, 2007 financing activities generated \$0.1 million compared to a utilization of \$2.2 million in the same three month period a year ago.

Including any deposits, advance payments or reservation fees that may be required to be paid in order to secure EPC services, the Company estimates total expenditure over the next twelve months to be less than the cash balance of \$122 million at November 30, 2007.

After Financial Close, working capital and capital expenditure for the operations will be financed out of limited recourse project financing from senior lenders (and equity from equity holders) and thereafter from the profits of the project companies.

17 Summary of Selected Annual Results

(in thousands of \$)

	Year to November 30, 2007	Year to November 30, 2006
Other income	2,899	1,645
Net loss	(12,485)	(2,197)
Basic and diluted loss per share	\$(0.26)	\$(0.06)
Total Assets	218,307	79,886
Total Liabilities	3,599	3,498
Dividends declared	-	-
Profit on foreign exchange	275	528

18 Related Party Transactions

Included in the consolidated financial statements are payments made to companies under the control or significant influence of officers and directors of CIC. These transactions are recorded at the exchange amount, being the amount agreed to by the parties and are in the ordinary course of business. A summary of these transactions follows:

(in thousands of \$)

	Three months to November 30, 2007	Three months to November 30, 2006	Year to November 30, 2007	Year to November 30, 2006
Administrative services ^a	70	35	304	268
Consideration paid and accrued to original shareholders of MRPL ^b	-	4,225	-	4,225

^a CIC carries on business outside of Canada. CIC purchases administrative, advisory and investor relations services from a company that shares a common director to assist in fulfilling its ongoing obligations as a reporting issuer listed for trading on a stock exchange in Canada.

^b The consideration paid to acquire 100% Meepong Resources (Pty) Limited ("MRPL") from the original shareholders in terms of the MRPL shareholders' agreement.

On August 1, 2005, Coal Investment Corp. entered into an administrative service agreement (the "Agreement") with Tau Capital Corp. ("Tau"); the obligations of such Agreement were adopted by CIC. Tau is a private company controlled by Warren Newfield, the Co-Chairman and a director of the Company. The Agreement has an initial term of three years, terminating on July 31, 2008, subject to further renewal by the parties to the Agreement. The terms of the Agreement required Coal Investment Corp. to pay Tau a monthly service fee of US\$18,000 until the listing of the Company's shares on a Canadian stock exchange. Subsequent to listing of CIC's shares on the TSX on March 23, 2006, the Agreement provides that Tau shall be paid a monthly service fee of US\$23,000 for administration, advisory and investor relations services. This agreement can be terminated by CIC giving 180 days written notice. For the year ended November, 30 2007 fees paid to Tau for administrative services were \$303,882 (November 2006: \$267,626).

19 Risks

The operations of CIC are high-risk due to the scope, nature and stage of development of the Mmamabula Energy Complex including its most advanced project, the Mmamabula Energy Project. The following risk factors could materially affect CIC's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to CIC. CIC may face additional risks and uncertainties other than those listed below, including, risks and uncertainties that are unknown to CIC or risks and uncertainties that CIC now believes to be unimportant, which could have a material adverse effect on the business of CIC. If any of the following risks actually occur, the business, financial condition and/or results of operations of CIC could be negatively affected.

CIC is currently engaged in the potential development of a substantial integrated mine-mouth coal-fired power station, the Mmamabula Energy Project. Due to its envisaged scale, the Mmamabula Energy Project is dependent on the ability of CIC to conclude its joint venture arrangements with IPR (which will be integral to negotiating and obtaining the requisite project funding, putting into place arrangements for the operation and maintenance of the power plant and concluding a PPA with Eskom), to obtain the requisite project financing on favourable terms and on a timely basis, to conclude all other necessary agreements, to obtain all necessary licences, consents, approvals and concessions from the Government of Botswana, and, ultimately, to operate the mine and the power plant in order to produce the electricity required to be delivered pursuant to the PPA with Eskom. Eskom is the only potential power purchaser in the region with the capacity to purchase all of the power produced by the Mmamabula Energy Project. The inability to conclude, or the loss of certain contracts could have a material adverse effect on CIC's operations and business. The ability to secure such contracts in the first instance is beyond the control of CIC and, furthermore, due to the planned scale of operations, CIC, whether directly or indirectly, is dependent on Eskom for the conclusion of a PPA on favourable terms.

Although CIC has entered into a number of memoranda of understanding and heads of agreement concerning the development of the Mmamabula Energy Project (including a memorandum of understanding with Eskom and certain agreements with IPR and Sumitomo), if CIC fails to enter into all requisite definitive agreements (including all of the definitive agreements with IPR and Sumitomo), CIC may be unable to proceed with the development of the Mmamabula Energy Project.

In order to finalise the PPAs with Eskom and BPC and to obtain financing for the Mmamabula Energy Project, the parties have to reach agreement on, among other things, the applicable tariff, and certain concessions may need to be obtained from the Government of Botswana, including tax concessions and the extension of the prescribed term of the mining licences to be applied for in respect of the Mmamabula East and Mmamabula South properties such that the licences will terminate no earlier than the expiry of the PPAs. Failure to obtain reasonable tariffs and/or the foregoing concessions may have a material adverse impact on the viability and possible profitability of the Mmamabula Energy Project and on CIC's financial condition.

In order to obtain project financing, a fixed price EPC contract will be required to be entered into with a reputable firm. Due to increased worldwide demand for the construction of power plants and rising commodity prices, the EPC market is very competitive, the services of EPC contractors are in short supply and the costs of EPC services have been increasing substantially and the terms of such contracts have become less favourable to purchasers. As a result, CIC may not be able to conclude an EPC contract on favourable terms to it and/or acceptable to project lenders, on a timely basis or at all. In order to proceed with obtaining funding, CIC will be required to negotiate the terms of such EPC contract in advance and it is likely that the fixed price there under will be guaranteed for a limited period of time and it is possible that a portion may be subject to some form of indexation or price adjustment. If CIC is unable to reach Financial Close within such period, the fixed price of such EPC contract may have to be re-negotiated, which would likely lead to delays and increased costs, which may, in turn, adversely affect the ability to proceed with the development of the Mmamabula Energy Project. Lack of capacity in the EPC market may also lead to delays in the completion of contracts, achieving Financial Close and/or in the commencement of commercial power production. In order to secure EPC services, CIC will also have to pay non-refundable deposits related to the reservation of manufacturing slots and associated engineering resources for delivery of long lead-time equipment such as boilers and turbines in advance of the signing of a definitive EPC contract. In the event that CIC is not able to reach Financial Close in the expected time frame, such deposits may be lost, which would have a negative

impact on CIC's financial condition. In order to secure the schedule for commercial operations of the power station desired by Eskom and BPC, CIC may have to incur costs for preparatory and early construction works, both to the EPC contractors and to third parties, which amounts would be incurred prior to the achievement of Financial Close. In the event that Financial Close for the Mmamabula Energy Project is not subsequently achieved, it may not be possible for CIC to recover such costs, which would have a negative impact on CIC's business, financial condition and/or results of operations.

CIC will also be required to procure significant mining and processing plant equipment for its mining operations, the pricing and availability of which is beyond the control of CIC and which is subject to similar market pricing and competitive pressures as the EPC market for power plants.

The ownership and operation of the proposed power station is dependent on the ability of Meepong Energy to obtain an IPP Licence, which will be subject to the fulfillment of a number of conditions, including obtaining the necessary equity and debt financing for the power plant, changes in regulations or relevant legislation and the discretion of government authorities. The inability to obtain an IPP Licence would have a material adverse effect on CIC's operations and business. If such an IPP Licence is obtained, CIC's profits, if any, will be related to the price of electricity that is supplied to Eskom and BPC under PPAs. The price and amount of power that may be sold under these PPAs is currently under negotiation and, as such, is uncertain as at the date hereof. The failure to conclude a PPA with Eskom on favourable terms could result in the Mmamabula Energy Project being commercially unfeasible.

For the proposed power station to deliver electricity, it will be necessary to construct and operate new power transmission lines to connect to the Eskom and BPC networks. No assurance can be given that the optimal power line routing can be established, or that it can be established without incurring excessive cost. CIC can also not guarantee that Eskom will be able to construct the necessary power transmission infrastructure in South Africa in time for the Mmamabula Energy Project to commence operations as envisaged. As well, there is also a dispatch risk for the power that is generated, depending on the current status of the transmission network and other generation assets on the network. Unavailability of transmission networks to evacuate the power produced by the power plant, as well as other disturbances on the interconnected networks in the Southern African Power Pool could reduce the amount of electricity sold and as such impact on CIC's financial results.

The ability to generate power and to sell the power to Eskom (and to a lesser extent BPC) is dependent on factors beyond the control of CIC, including, but not limited to, the completion of the development of the Mmamabula Energy Project within budget and on schedule. Anything which adversely affects price and volume (of either coal or power) and the development of the Mmamabula Energy Project could adversely affect the business, financial condition or results of operations of CIC.

Credit support may be required from the Government of South Africa and the Government of Botswana in order to support the financial obligations of each of Eskom and BPC under their respective PPAs. The inability to obtain such credit support could adversely affect the ability to secure funding for the Mmamabula Energy Project.

Substantial expenditures are required to establish proven and probable reserves through additional drilling to determine the optimal extraction method for the coal seams, the beneficiation process needed to achieve the requisite coal quality and, in the case of new properties, to construct mining and processing facilities. There is no assurance that the BFS will be positive and support a decision to develop the Mmamabula Energy Project.

Development projects have no operating history upon which to base estimates of future cash operating costs. Particularly for development projects, resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies which derive estimates of cash operating costs based upon anticipated tonnage and grades of coal to be mined and processed, ground conditions, the configuration of the coal seams, expected recovery rates of coal from the seams, estimated operating costs, anticipated climatic conditions and other factors. As a result, it is possible that actual cash operating costs and economic returns will differ significantly from those estimated for a project prior to production. New mining operations may experience unexpected problems during the start-up phase and delays in the commencement of production can occur.

Establishment of a coal reserve and development of a coal mine does not assure a profit on the investment or recovery of costs. In addition, geological complexity, mining hazards or environmental damage could greatly increase the cost of operations, and various field operating conditions may adversely affect the production from a mine. These conditions include delays in obtaining governmental approvals, licences or consents, or other geological, engineering and mechanical conditions. While diligent mine supervision and effective maintenance operations can contribute to maximising production rates over time, production delays from normal field operating conditions cannot be eliminated and can be expected to adversely affect revenue and cash flow levels to varying degrees.

The Mmamabula Energy Project will be subject to a number of risks and hazards, generally, including adverse environmental and climatic conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory regime, natural phenomena, flooding, delays or failures in obtaining required licences, permits and authorisations, supplies, machinery, equipment or labour and other risks typically associated with mine development and operations. Unknown factors with respect to mining conditions and power generation activities are also involved. Existing and future environmental laws may cause significant additional expenses, capital expenditures, restrictions and delays in the development and operation of the Mmamabula Energy Project, the extent of which cannot be predicted and which may well be beyond CIC's capacity to fund. Environmental and social impact studies may also be required for some operations and significant fines and clean-up responsibilities may be assessed for companies causing damage to the environment in the course of their activities

Although CIC maintains liability insurance in an amount that it considers consistent with industry practice for a company in the development stage, the nature of these risks is such that liabilities could exceed policy limits, in which event CIC could incur significant costs that could have a material adverse effect upon its financial condition.

Coal mining, coal processing and power production activities of the scale envisaged can be demanding on water resources. Sulphur content must be reduced in accordance with World Bank emission standards. The inability to secure access to water and sorbent in sufficient quantities and/or at cost effective prices may have a negative impact on the Mmamabula Energy Project.

CIC's revenue from operations is expected to be received in South African Rand, while a material portion of its operating expenses and a material portion of its ongoing capital equipment replacement costs are expected to be incurred predominantly in foreign currencies. Accordingly, foreign currency fluctuations may adversely affect CIC's financial position and operating results. CIC does not currently engage in foreign currency hedging activities for operational purposes or otherwise. It is possible that significantly higher inflation in the future in Botswana, without a concurrent devaluation of the Pula against the South African Rand, and/or the devaluation of the South African Rand against foreign currencies could have a material adverse effect upon CIC's results of operations and financial condition.

Due to South African statutory limits which limit the amount that a single lender is able to lend to a single borrower as well as the fact that the Rand market is more limited and less liquid than other "hard currency" markets, including the US\$ market, there is a risk that sufficient Rand to finance the Mmamabula Energy Project may not be available. In addition, increases in South African interest rates may increase the cost of Rand based project debt funding and adversely impact the Mmamabula Energy Project.

The development of CIC's properties, the construction of mining and power generation facilities as well as power transmission and integration infrastructure along with the commencement of operations will require substantial additional financing. There can be no assurance that financing for the Mmamabula Energy Project will be available or, if available, will be available on favourable terms or in a timely manner. Failure to obtain sufficient financing when needed will result in a delay or indefinite postponement of development or production on the Mmamabula Energy Project and will have a material adverse effect on CIC's business, financial condition and results of operations. The only current source of funds available to CIC is through the issuance of equity or debt, the monetisation of any future development fee that CIC is or may become entitled to or the entering into of joint venture agreements (such as those entered into with IPR).

CIC's operations and its ability to hold various mineral rights require licences, permits and authorisations and, in some cases, renewals of existing licences, permits and authorisations from various governmental and quasi-governmental authorities. CIC's ability to obtain, sustain or renew such licences, permits and authorisations on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable governmental and quasi-governmental bodies. No assurance can be given that CIC's properties are not subject to undetected or unregistered interests or claims, whether in contract or tort, which could be material and adverse to it. Additionally, the Mmamabula Energy Project will have significant abandonment and site restoration obligations.

20 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 Company's 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 MD&A, management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this MD&A, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company'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* of the Canadian Securities Administrators) and other reports filed or submitted under Canadian securities laws is recorded, processed, analyzed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

21 Internal Control Over Financial Reporting

No changes were made to the Company's internal control over financial reporting during the three month period ended November 30, 2007, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

22 Outlook

CIC intends to continue the development of the Mmamabula Energy Complex. Both Financial Close and commencement of construction for Phase One of the Mmamabula Energy Project is planned for the fourth quarter of calendar 2008. The Company intends to complete all studies and plans required in connection with the BFS prior to Financial Close. CIC also expects to finalise all requisite environmental, water supply, mining and IPP licences and permits, and complete the Botswana Implementation Agreement with the Government of Botswana during 2008. Additionally the Company intends to finalise the PPAs with Eskom and BPC and sign both a preliminary and definitive agreement with the selected EPC contractor. As the project advances, significant expenditures are anticipated to be incurred using CIC's cash resources, such as the payment of a non-refundable deposit to secure manufacturing slots and associated engineering resources for the delivery of long lead-time equipment as well as early infrastructure development in advance of the commencement of construction. Lenders in the local and international project finance community have expressed strong interest in the Mmamabula Energy Project.

The Company also intends to develop the CTH Project within the Mmamabula Energy Complex with one or more feasibility and market studies expected to be completed during the year. In addition CIC expects to advance its initiative to evaluate the best options available for exporting coal from the Company's Mmamabula Coal Field during 2008.

The Company is actively exploring ways to maximize the value of the Company's large coal resource. Consideration of a corporate reorganization to unlock the value of the CTH Project and export coal opportunities for shareholders may be

contemplated during 2008, pending a positive outcome from feasibility studies on the CTH Project and/or export coal opportunities.

The ability of the Company to meet the Mmamabula Energy Project schedule referred to above and generally to complete the Mmamabula Energy Project is subject to various risks and uncertainties. Please see "Forward-Looking Statements" and Section 19: Risks, for further details.