COLOMBIA CREST GOLD CORP.
(Formerly – Eaglecrest Explorations Ltd.)
Management Discussion and Analysis (Form 51-102F1)
For The Three Months Ended December 31, 2010

The following discussion and analysis is management's assessment of the results and financial condition of Colombia Crest Gold Corp. ("Colombia Crest" or the "Company") and should be read in conjunction with the unaudited consolidated financial statements for the three months ended December 31, 2010 and the annual audited consolidated financial statements for the year ended September 30, 2010. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and all dollar amounts are in Canadian dollars, unless otherwise noted. The date of this management's discussion and analysis ("MD&A") is February 25, 2011. Colombia Crest's common shares trade on the TSX Venture Exchange ("TSXV") under the symbol "CLB" and its most recent filings are available on the System for Electronic Document Analysis and Retrieval ("SEDAR") and can be accessed through the Internet at www.sedar.com or through the Company's website at www.Colombiacrest.com.

The "Qualified Person(s)" under the guidelines of National Instrument 43-101 of the Canadian Securities Administrators ("NI 43-101") for Colombia Crest's exploration projects in the following discussion and analysis is Dr. Richard Jemielita, a Registered Professional Geologist of Glasgow, Scotland.

Forward Looking Statements

Except for the historical statements contained herein, this management's discussion and analysis presents "forward-looking statements" within the meaning of Canadian securities legislation that involve inherent risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of gold and other minerals and metals, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency exchange rate fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "proposed" "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Colombia Crest to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to international operations, risks related to the integration of acquisitions; risks related to joint venture operations; actual results of current or future exploration activities; actual results of current or future reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold and other minerals and metals; possible variations in ore reserves, resources, grade or recovery rates; failure of equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; and delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the management and officers of Colombia Crest believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Colombia Crest does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

Disclosure Controls and Procedures

Management has assessed the effectiveness of the Company's disclosure controls and procedures used for the financial statements and MD&A as at December 31, 2010. Although certain weaknesses such as lack of segregation of duties are inherent with small office operations, management has implemented certain controls such as frequent reviews and regular preparations of reconciliations of transactions and budgets to ensure absence of material irregularities. Management has concluded that the disclosure controls are effective in ensuring that all material information required to be filed has been made known to them in a timely manner. The required information was effectively recorded, processed, summarized and reported within the time period necessary to prepare the annual filings. The disclosure controls and procedures are designed to ensure effective information required to be disclosed pursuant to applicable securities laws are accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

Limitations of Controls and Procedures

It must be recognized that any implemented system of disclosure controls and procedures or internal controls over financial reporting can only provide reasonable and not absolute assurance that the objectives of the control system are met. While designing such control systems, resource constraints cannot be ignored and the benefits of controls must be considered relative to their costs. All control systems are subject to limitations and as such, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. Breakdowns within the system can occur due to simple human error or mistakes. Furthermore, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

Overview

Colombia Crest is involved in the acquisition and exploration of gold resource properties in South America. The Company has exploration and production rights to 10 contiguous mineral concessions covering 52.5 square kilometers on the San Simon plateau in the Department of Beni in northeast Bolivia. The concessions have two main areas of known gold mineralization called Doña Amelia (or Trinidad-Manganeso) and San Simon (or Paititi-Buriti). The Company first worked at San Simon in 1995.

Since late 2008, the Company's work at San Simon has concentrated on district-wide evaluation and compilation of historic exploration data as well as mapping, sampling, and trenching in the Paititi-Buriti area Based on this work, a drill program was designed for the Paititi-Buriti area and planned for the second half of 2010. The drilling was not undertaken due to lack of funds. However, the Company completed a financing in December, 2010, and drilling at San Simon is again under consideration. In December, 2010, the Company obtained its first independent resource estimate for the Doña Amelia area, as further described in the section on Mineral Properties.

In August 2009, Colombia Crest moved toward diversifying exploration assets by reviewing opportunities for gold exploration in Colombia. Exploration in Colombia has resumed after a dramatic easing of 45 years of political turmoil and security concerns, and Colombia was identified as having high exploration priority for reasons including the following:

- Colombia is the least explored of the mineral rich Andean countries;
- It has modern infrastructure and a skilled workforce;
- It has a pro-mining government;
- Colombia has the longest running democracy in South America, 150+ years.

Further, in 2010, Colombia was rated the 7th best mining jurisdiction in the world by Behre Dolbear.

As further described below, in the section on Mineral properties, the Company has executed agreements to earn up to a 75% interest in the mineral title of the Fredonia and Venecia properties located in the department of Antioquia, Colombia. Together, Fredonia and Venecia include some 170 square kilometres of mineral title and additional land is covered by title applications. These two properties are the Company's first acquisitions in the Middle Cauca Gold Belt. The Company has been evaluating this geologically favorable belt, which extends northward from the 13 million ounce La Colosa gold resource, owned by AngloGold-Ashanti, toward Medellín, Colombia's second largest city.

Colombia Crest's technical team remains confident that further drilling at the San Simon or Paititi-Buriti area may yield a significant gold discovery. The completion of an independent NI 43-101 compliant mineral resource estimate for the Doña Amelia zone provides a basis for evaluation of that part of the Bolivia property by third parties and will help the Company attract investors or acquirers for it. At the same time, the acquisition of Colombian mineral properties, located in a geologic belt with high potential for new discoveries of large gold deposits, provides geographical diversity and adds value to the Company. While capital markets have improved, obtaining funding for junior exploration companies remains somewhat difficult; however, Colombia Crest believes it can raise funds from institutional and retail investors that will enable it to move forward and achieve its exploration objectives.

Mineral Properties

<u>San Simon, Bolivia</u>

In 1996, the Company conducted the first drilling in the San Simon district, with 25 holes in the Doña Amelia zone and ten in the San Simon zone. Exploration was discontinued due to lack of financing until 1999 and work then focused in the San Simon (Paititi) area on account of conflicting ownership claims in the Amelia zone. Forty-two more holes were drilled there in 1999 and 2000 and a tunnel was then excavated for bulk sampling. Colombia Crest spent $15 million on geologic and engineering studies of the Paititi area by 2002 without finishing exploration there.

After a corporate re-organization and settlement of ownership issues with the underlying mineral concessions, the Company's exploration at San Simon from 2003 to early 2008 was focused on the Doña Amelia area. This area contains a roughly four kilometer long east-west structural and vein trend called the Trinidad-Manganeso trend. Exploration during this period included drilling 302 holes (for a total of 327 drillholes), excavating an inclined tunnel for bulk sampling, and processing the bulk samples in a flotation mill.

The <u>Doña Amelia (or Trinidad-Manganeso)</u> area includes the location of the original gold discovery at San Simon, which was made by Jesuit priests in the Mina Vieja ("old mine") area, adjacent to the Trinidad Vein. For almost 30 years, beginning in the mid-1980's, artisanal (informal) miners have extracted gold from shallow workings in several sectors of the Trinidad-Manganeso trend and as many as 1,000 miners were working there in the mid-1990s.

The Company's drilling in the Doña Amelia area enabled identification of several mineralized "shoots", which are bodies of mineralized rock that extend down the dip of the vein system along Trinidad-Manganeso trend. In mid-2008, using the results from detailed drilling at Trinidad, the Company completed an in-house geologic and gold resource model for the L463 shoot. As announced in a News Release dated May 25, 2010, the Company retained SRK Consulting (Canada) Ltd. ("SRK") to prepare a Mineral Resource Estimate and NI 43-101 compliant Technical Report for the Doña Amelia area. SRK carried out a site visit in July, 2010, to examine drill core, assess sampling protocols, confirm drill collar locations, and review the local geology.

On December 14, 2010, the Company announced that SRK had completed their resource estimate and Technical Report for the Doña Amelia area. The capped Indicated Mineral Resources are 262,300 tonnes grading 5.15 grams per tonne gold ("g/t Au") and the capped Inferred Mineral Resources are 251,800 tonnes grading 5.46 g/t Au (both classified at a 3 g/t Au cut-off grade). According to SRK, these resources include mineralization along an 800 metre long section of the Trinidad-Manganeso trend, which has some four kilometers of strike length. The 800 metre section includes three shoots referred to as L463, L484, and San Pedro West.

The L463 shoot was the main focus of the underground exploration and bulk sampling, which were conducted from mid-2005 until late 2007. SRK estimated the capped Mineral Resources contained within the L463 shoot, at a 3 g/t Au cut-off, as 188,500 tonnes grading 5.39 g/t Au (Indicated) and 61,300 tonnes grading 4.0 g/t Au (Inferred).

Based on their study, SRK recommends that future drill holes maintain a nominal spacing of 25 metres and that drilling be concentrated in areas where the strike and/or dip of the MQV changes abruptly, as such changes may represent dilation zones favorable for gold deposition.

The SRK study does not estimate mineral reserves or economically recoverable material. The total Indicated and Inferred mineral resources estimated by SRK amount to approximately 87,000 ounces of gold at an average grade of about 5.3 g/t Au (or 0.17 ounces per tonne). The resources are open at depth, and the presence of additional shoots has been indicated by drilling along other parts of the Trinidad-Manganeso trend. In the opinion of the Company's management, definition of additional gold resources in the Doña Amelia area requires extensive drilling and the ultimate resources, which may be amenable to production only by underground mining methods, will not be attractive to major mining companies because the daily production rate is typically lower for this style of deposit. These resources may however be attractive to small to medium-sized mining companies. Management has determined to seek such investors or acquirors for the Doña Amelia area and recover some of the Company's cumulative expenditures there. The Company's extensive exploration data and positive bulk-sampling results, with gold recoveries that approached 90% by conventional flotation, should help attract such third parties.

In 2001, Kilborn Engineering created the first geologic model for the San Simon (or Paititi-Buriti) zone. The Kilborn model indicated potential for a near-surface open-pittable gold resource at Paititi. At the same time, 197 tonnes of bulk samples collected from the surface had an average gold grade of 1.64 g/t Au.

The Company conducted mapping, sampling, and limited trenching in the Paititi-Buriti area from late 2008 to mid 2010. Significant gold mineralization was discovered near Buriti, located about four kilometers west of Paititi. On January 14, 2009, the Company announced that assay results from 68 surface rock chip samples collected in the Buriti area in late 2008 returned gold values from below detection to 16.2 g/t Au, with five samples assaying greater than 1.2 g/t Au.

On March 2, 2010, the Company announced that the Buriti and Paititi zones are connected and that mineralization occurs along a total length of approximately seven kilometers. Assay results on a further 122 rock chip and channel samples collected at Buriti ranged from below detection to 160 g/t Au, and 30 of the samples had results greater than 1 g/t Au.

In addition to the rock chip sampling at Buriti, 10 trenches were dug between the Buriti and Paititi zones in areas with thicker cover or considerable surface disturbance from previous activities. The trenches exposed notable structures with quartz veins or vein stockworks. Gold assay values from trench samples ranged from below detection to 13 g/t Au.

In 2009 and 2010, the Company built an in-house geologic model for the Paititi area using available historic information and results of the recent work. The in-house model suggests potential for an open-pit gold resource at Paititi and for high-grade mineralization in narrow (generally less than one metre thick) veins at Buriti.

Planned drill sites in the Paititi-Buriti area have been located on the basis of the recent work and the compilation and modeling of prior data. The Company had expected to start a drill program in the second half of 2010, but the drilling was deferred pending adequate financing. A program of approximately 1200 metres of core drilling designed to confirm the potential for bulk-tonnage mineralization at Paititi is currently being considered. Positive results would justify further drilling both to enable preparation of a resource estimate for Paititi and to test lower-priority vein targets in the Buriti area.

Bolivia property reduction and mining legislation

In May and November, 2010, the Company's Bolivian subsidiary provided notice to the Bolivian mineral concession owners that it was removing concessions from the San Simon exploration and option agreements. The agreements allow the Company to remove or drop concessions unilaterally and at no cost. The Company considered that the removed concessions did not have potential for economically recoverable mineral resources.

The removals reduced the Company's holdings from more than 30 concessions covering nearly 300 square kilometres to 10 concessions covering 52.5 square kilometres. The current holdings cover the San Simon and Doña Amelia zones. All of the concessions in the Doña Angela and Marco Maria zones were removed, and the deferred exploration expenses attributed to those two zones have been written-off in the Company's balance sheet.

Since late 2008, the Bolivian government has been in the process of modifying its mining legislation. Neither a new mining law nor pertinent regulations have been adopted as of the date of this report. However, it is likely that the government will raise royalty and/or tax rates and will require that mineral operators file work plans with expenditure requirements. The property reductions effected by the Company in 2010 will reduce future holding costs and also enable the Company to file work plans commensurate with future exploration that will be focused on the areas with significant known gold mineralization or good exploration potential.

Informal Miners at San Simon

Gold was discovered near San Simon in the 17th century by Jesuits, who conducted mining operations in the area called "Mina Vieja" from about 1688 to 1767. On account of the remote location and difficult access, the San Simon district was mostly dormant until the mid to late 1970's. Informal mining was then largely confined to the Mina Vieja area and other parts of the Trinidad-Manganeso trend until the Paititi discovery in the early 1990's. The informal miner's village of San Simon is located about one kilometre from Mina Vieja. In the last 20 years, its population has fluctuated from about 80 to as many as 1,500 to 2,000 persons. The population decreased as the easily recovered gold at Paititi was exhausted and the gold price declined in the late 1990's and early 2000's. The local population has increased to about 500 persons since late 2007 on account of the rising gold price. Most of the recent informal mining activity has been on veins with locally high grades in the Paititi-Buriti area and at Aguila 5, located a few kilometres east of Paititi.

During the last four years, the Company has monitored and documented the activities of the informal miners. The environmental liabilities attached to the San Simon property as a result of the informal mining are unknown. However, Bolivian environmental legislation provides that neither the concession owner nor the operator is responsible for environmental impacts shown to have been caused by third parties (including illegal miners). In conformity with its operating license, the Company's Bolivian subsidiary is continuing reclamation of drill sites and work areas, including the mill site, tailings pond, and the area near the portal of the underground bulk-sampling tunnel. The Company does not plan to reclaim the areas impacted by the informal miners as doing is not its obligation and could result in conflict with the miners.

Fredonia, Colombia

The acquisition of the Fredonia property in Colombia provides the Company with a significant land position in a largely unexplored portion of a world-class gold belt with gold production dating back 500 years. Fredonia is the first acquisition among several projects the Company has been evaluating in the gold-rich 300 kilometre long Middle Cauca Belt that extends from AngloGold-Ashanti's giant La Colosa gold deposit northward beyond the city of Medellín. Fredonia was selected as part of the Company's project generation program, employing experience at the management and Board level with porphyry gold discoveries from Argentina to Alaska.

The Fredonia property is a package of mineral concessions and concession applications owned or controlled by Grupo de Bullet S.A. ("Bullet"). The property consists of approximately 15,000 hectares (150 square kilometers) of mineral title and applications covering additional land, and is located between the Cauca River Valley and the city of Medellín, in the Department or province of Antioquia. On December 8, 2009, the

Company announced that it executed a Letter of Intent to purchase and earn up to a 75% interest in the Fredonia package. The definitive agreement with Bullet was executed on August 13, 2010.

In addition to La Colosa, which has a 13 million ounce gold resource (see AngloGold Ashanti news release of May 6, 2008), a number of significant projects in the Middle Cauca Belt are being advanced by multi-national exploration and mining companies. Located near the northern portion of the Fredonia area are the historic producing mines of Titiribi, Cerro Vetas and El Zancudo, which produced gold from high-grade vein structures. Located south of the project area is Quebradona, an apparent cluster of deposits recently discovered by AngloGold Ashanti and B2Gold. Drill holes at Quebradona have included intervals longer than 300 metres at grades over 1 g/t Au. South of Quebradona is the famous 500-year-old Marmato mining district, which has produced gold, zinc, lead and silver from high-grade vein structures. Marmato has current NI 43-101 compliant resources of 9.7 million ounces of gold (see Medoro Resources Ltd. website).

Based on the experience of the Company's senior management, initial exploration by Bullet, proximity to significant gold resources, and preliminary geophysical work published by other companies, it is the Company`s view that there is a high probability for the discovery of one or more porphyry gold deposits within the Fredonia property.

Under the definitive agreement for Fredonia was signed on August 13, 2010, the Company can acquire a 75% interest in the Fredonia Property as follows:

Date	Expenditures (US$)	Common Shares or Warrants Issuance	Cash (US$)	Interest Earned (%)
Upon signature of Letter of Intent ("LOI")	$ 52,500	-	$ 10,000	-
By September 28, 2010	-	1,000,000 shares and 1,000,000 warrants*	-	-
By October 28, 2010	$97,500 (paid Via issuance of 319,922 shares) $ 32,500 (i)	319,922 shares	-	-
By March 28, 2011	47,500	-	50,000	12.5%
By September 28, 2011	902,500	-	27,500	25.0%
By September 28, 2012	1,100,000	-	-	50.0%
By September 28, 2013	600,000	-	-	50.0%
Total	$ 2,832,500		$ 87,500	50.0%
By September 28, 2018, upon completion of a feasibility study				75.0%

* Each warrant exercisable to purchase an additional share of the Company at $0.40 per share expiring September 28, 2012.

(i) By agreement with both parties, time for payment has been extended (paid subsequently).

In the event that any of the above-noted expenditures are not made within the timeframe specified above, the Company may pay the unspent portion of expenditures directly to the optionor in cash.

On December 20, 2010, the Company announced results of its first-pass rock sampling in the Fredonia project area. At El Retiro, in the eastern sector of the project area, a 0.8 metre channel sample returned values of 8.25 g/t Au and 47.5 grams per tonne silver. El Retiro was first identified by Bullet because of small-scale artisan mining along several vein structures. Gold mineralization occurs in quartz veins hosted in Proterozoic metamorphic rocks, and numerous outcropping veins were identified for follow-up.

Additionally, in the Quebrada Garrucha sector, located in the central portion of the project area two kilometres east of Bellhaven's La Mina concession, preliminary sampling of diorite porphyry and volcanic breccia discovered mineralization grading 0.33 g/t Au and 5.4 grams per tonne silver. The sampled breccia is strongly mineralized with sulfides (pyrite, sphalerite, pyrrhotite and jarosite) and several other breccia bodies were identified for follow-up mapping and sampling.

Venecia, Colombia

The Venecia property is owned by Colombian Mines Corporation ("CMC") and located within the Fredonia area. It adjoins the western edge of the La Mina property, where Bellhaven Resources recently announced drill intercepts of up to 142.5 metres with as much as 1.07 g/t Au (see Bellhaven Resources news release of September 9, 2010). Recent work by Colombian Mines' geologic team yielded one metre channel samples with up to 3.8 g/t Au and 0.6 percent copper in an area of very sparse outcrop (see CMC news release of September 1, 2010).

On September 30, 2010, the Company signed a binding letter agreement which granted it an option to acquire a 75% interest in the mineral title of the Venecia property ("Venecia") in Antioquia, Colombia. Venecia and consists of two mineral concession applications covering about 2,000 hectares (20 square kilometres). Management is performing due diligence in advance of finalizing a definitive agreement for the acquisition of the Venecia property. All preliminary expenditures relating to the Venecia have been deferred. In the event the definitive agreement is not completed, the deferred expenditures will be expensed.

Pursuant to the letter agreement, the Company can acquire a 75% interest in the Venecia Project as follows:

Date	Expenditures (US$)	Common Shares or Warrants Issuance	Cash (US$)	Interest Earned (%)
Upon signature of Letter of Intent ("LOI")	$ -	-	$ 30,000 (1)	-
During six months after TSXV's acceptance of the LOI	50,000	-	-	-
Upon signature of* Definitive Agreement (the "Signature Date")	-	250,000 shares and 250,000 warrants**	-	12.5%
At the end of the 12 months after the Signature Date	950,000	125,000 shares and 125,000 warrants***	80,000	25.0%
During 24 months after the Signature Date	1,000,000	125,000 shares and 125,000 warrants***	75,000	37.5%
During 36 months after the Signature Date	1,000,000	125,000 shares and 125,000 warrants***	350,000	75.0%
Total	$ 3,000,000		$ 535,000	75.0%

*	The Definitive Agreement must be signed by March 31, 2011.
**	Subject to regulatory approval each warrant will have an exercise price equal to the closing price ("Minimum Price") of the Company's common shares on the day preceding the date of the issue of a news release regarding the Definitive Agreement plus a 25% premium. The warrants will have an expiry date of 2 years.
***	Each warrant will have an exercise price equal to the greater of the closing price of the Company's common shares at the date of execution plus a 25% premium or the Minimum Price plus a 25% premium. The warrants will have an expiry date of 2 years.
(i)	By agreement with both parties, time for payment has been extended (paid subsequently).

In the event that any of the above-noted expenditures are not made within the specified timeframes and the Option has not been terminated, the Company may pay the unspent portion of expenditures directly to the optionor in cash.

Upon the Company exercising the Option and acquiring a 75% interest in the property, a joint venture will be formed and CMC may then sell its interest in the property at fair market value, fund its 25% of expenses, or have its share of expenses funded by the Company, in which case the Company will receive 100% of proceeds from production until such expenses, and interest at the U.S. Prime Rate plus 5%, have been repaid.

Paved and gravel roads provide excellent year-round access to the both Venecia and Fredonia. The Venecia property is 2½ hours from Medellín while the northernmost parts of the Fredonia property are only 1/2 hour from Medellín. Adequate supplies of power and water are situated on and near the properties, and a workforce is readily available from nearby towns including Fredonia, Venecia, and Bolombolo.

Subsequent Operating Events

On February 9, 2011, the Company announced that with the closing of the second tranche of its $6.4 million financing, it has initiated the exploration program for the Fredonia and Venecia projects in the Middle Cauca Belt, near Medellin, Colombia. The program consists of collecting airborne magnetic and radiometric data, accumulating governmental and industry exploration data, and evaluating through geologic field review those areas where up to 8.25 g/t Au was detected from surface sampling in 2010 (see the Company's news releases for October 4, 2010 and December 20, 2010).

The Company has signed an agreement with MPX Geophysics Ltd. to acquire about 5,000 line kilometres of high-resolution airborne magnetic and radiometric data. Lines will be flown in an east-west direction, 100-metres apart, in an attempt to map the distribution of porphyry-related intrusions that may contain gold within the belt.

The airborne magnetic mapping is a very rapid, effective first step in the exploration program because magnetite is associated with gold mineralization in the porphyry gold targets we have within the Fredonia-Venecia land package. This airborne method is also the least expensive, most rapid of all geophysical techniques to employ. Our neighboring explorers like Sunward Resources, Bellhaven Resources, Batero Resources and Seafield Resources have clearly demonstrated the effectiveness of magnetic data in their exploration program by drilling specific magnetic highs and finding porphyry gold mineralization.

Future Outlook

On February 15, 2011, the Company announced that it changed its company name to Colombia Crest Gold Corp. in order to emphasize its new direction and focus on exploration in Colombia. Specifically, the Company will focus on discovery of porphyry-related gold-copper resources in the Middle Cauca Belt, one of the most prolific gold belts in Colombia.

The name and stock symbol change became effective at market open on Monday February 14, 2011, whereby the common shares of **Colombia Crest Gold Corp. (TSX - V: CLB)** commenced trading on the TSXV in place of the common shares of Eaglecrest Explorations Ltd., which will be delisted. Shareholders of Eaglecrest Explorations Ltd. will receive a 1:1 share exchange in Colombia Crest Gold Corp. There is no consolidation of capital or shares.

The forward-looking annual budget for maintenance of the San Simon project in Bolivia and drilling in the Paititi area is estimated at US$0.7 million for calendar 2011. Additionally, a minimum of US$1.5 million will be budgeted for exploration in Colombia. Management is confident that it can leverage the first publishable NI 43-101 compliant gold resource estimate for the Doña Amelia area with its geologic knowledge of the San Simon area in Bolivia, complete initial evaluations of gold targets at Fredonia and Venecia in Colombia, and improve market recognition through its newly implemented marketing program. The Company's goals for 2011 include the following:

- Finalize all title work for Fredonia.
- Establish a subsidiary or branch to operate effectively in Colombia, and build a geologic team there.
- Implement an aggressive exploration program in the Fredonia-Venecia area, including aerial geophysics and ground mapping, and sampling.
- Continue to monitor new projects that might be available in the Middle Cauca Gold Belt.
- Drilling on targets defined in the Fredonia or Venecia properties, if the targets represent excellent potential for discovery of a porphyry-related gold deposit.
- Raise additional funding by the end of 2011 to accelerate evaluation of the targets identified and drilled successfully in the first pass work.

Selected Annual Information

	Year Ended September 30 2010 $	Year Ended September 30 2009 $	Year Ended September 30 2008 $
Interest income	-	346	16,700
Net loss	(4,121,825)	(1,609,609)	(2,283,563)
Basic loss per share *	(0.09)	(0.04)	(0.07)
Total assets **	62,972,165	63,201,847	60,522,195
Current liabilities	585,674	483,547	1,326,511
Working capital (deficiency)	327,717	237,433	(304,377)
Cash dividends	Nil	Nil	Nil

* On December 14, 2009, the Company consolidated its issued common shares on a 10:1 basis. Basic loss per share calculated based on adjusted weighted average number of post consolidated shares outstanding.

** 2009 and 2008 restated by an increase of $17,523,000 and $16,389,000 respectively to resource properties as the future income tax liability and resource balances were each understated by that amount.

The Company has been and is still in the stages of exploring and developing its mineral properties. To date, the Company has not been in a position to earn any revenues from its projects.

The Company's accounting policy is to record mineral properties at cost. Exploration and development expenditures are deferred until the properties are brought into production, and at which time, they will be amortized on a unit of production basis. In the event the properties are sold or abandoned, the deferred cost will be written off. Considerable sums have been spent on the development of the Company's properties in the past several years, thus resulting in the sizable increases in the Company's total asset base.

Large current liabilities and a working capital deficiency in 2008 was mainly due to the reclassifying $535,000 of accredited convertible debenture payable to current liabilities as it was falling due in 2009. The convertible debt was settled in 2009 through the issuance of Company stock as described in full detail in a following paragraph.

The two main causes for the significant increase in consolidated net loss in 2010 were due to:

- the writing off of mineral properties $3,228,439 (2009: $Nil; 2008: $51,366)
- recording of stock-based compensation $811,191 (2009: $Nil; 2008: $419,245)

Another significant item occurring in 2010 was the recognition of $1.2 million in recovery of future income taxes, which had the effect of lowering the 2010 net loss by that amount. Refer to notes 11 and 17 in the notes to the 2010 audited financial statements for more detail. These three transactions are all non-cash items.

Consolidated net loss for the Company in fiscal 2009 was the lowest in years as advertising, corporate development, legal, stock-based compensation, travel and other financing related costs were curtailed due to the economic downturn. The 2009 loss would be further reduced if the non-cash item charge of $478,704 in debt settlement expense were removed. During the fiscal 2009 year, convertible debt with a face value of US$600,000 was settled and converted into 12 million units with each unit consisting of 12 million common shares of the company and 12 million warrants each exercisable to purchase an additional common share for US$.10 until October 19, 2010. Through a calculation based on the Black-Scholes formula an amount of $460,000 was been recorded to debt settlement expense. This amount relates to the incremental value of warrants attached to the units used to settle the convertible debt. A further amount of $18,704 was also charged to debt settlement expense due to the difference of the liability component of the convertible debt at the date of the settlement and the face value of the debenture (the entire amount of $478,704 was a non-cash item).

The Company has not paid any dividends on its common shares and does not intend to pay dividends until such time as the Company is able to earn substantial revenue. All available funds and resources are intended for use in exploring and developing the Company's properties and to finance the operations of the Company.

1st Quarter Review:

For the first quarter ended December 31, 2010, the Company recorded a consolidated net loss of $154,685 as compared to a net loss of $324,691 for the first quarter ended in 2009 – a decrease of $170,006 from 2009. The sole cause for the decrease in loss in 2010 was the recognition of $177,247 (2009 - $10,108) in gain on disposal of equipment due to the dismantling of the recovery mill and the sales of its major parts and components. Apart from this single item, total expenses only differ by $2,634 between the two periods.

Other significant accounts and deviations between the quarters are as follows:

- Administration – $30,000 (2009 – $30,000) - administration fees are paid or accrued to an officer of the Company.
- Consulting fees - $51,780 (2009 – $22,146) – are mainly for preparation of due diligence packages and profiles of the Company and other financial consulting services relating to the procurement of private placements. In 2010, fees were higher as the Company had been working on a non-brokered private placement of approximately $6.4 million closing the first tranche in excess of $3.4 million in December, 2010 and the remainder in a second tranche in early February, 2011.

- Corporate development – $53,666 (2009 - $86,449) – such fees were paid to a Director of the Company in charge of corporate development $12,000 (2009 - $30,000). The remaining amounts were paid to various organizations for: development and maintenance of the Company website and other on-line hosting advertising activities; printing and distribution of Company information material and; assisting in making introductions and presentations to potential investors. These costs were lower in 2010 as the position of Director of corporate development was terminated at the end of October, 2010.
- Filing and transfer fees - $358,645 (2009 - $14,240) – costs were higher in 2010 due mainly to the filing fees related to a $6.4 million private placement.
- Foreign exchange loss - $5,222 (2009 – $11,656) – In the past, financing were mainly raised in US funds. Part way into 2010 the private placements are now raised Canadian dollars. As the exploration activities are transacted in US dollars, substantial cash on deposit and accounts payable are denominated in US funds. Because the financial statements are reported in Canadian dollars, the Company will experience gains or losses due to the fluctuations of the Canadian to the US dollar. Another factor that determines a gain or a loss because of currency fluctuations will depend on the relative US$ based assets to US$ based liabilities ratio.
- Legal - $37,477 (2009 - $20,248) - legal pertain mainly to preparing and filing of financing and property option documents and other general corporate matters. Legal costs were higher in 2010 as the Company in the effort of closing its $6.4 million private placement, was involved in a due diligence process which entailed substantial legal title work and legal opinions.
- Management fees – $45,423 (US$45,000) (2009 - $47,533 (US$45,000)) – paid to a private company owned by the president and CEO of the Company for management services. Fees are US$15,000 per month and as these figures are reported in Canadian dollars, amounts will fluctuate in accordance to changes in exchange rates.
- Travel & promotion – $30,996 (2009 – $43,137) – costs relate to trips across Canada and the US for administration duties and to meet existing investors and/or potential new investors; for attending industry trade shows and conventions; for visiting the Company's Bolivian and Colombian work sites; and, for evaluation of further acquisition opportunities in Colombia.

Resource Property Values

During the three months ended December 31, 2010, resource properties increased by $552,259 (2009 - $405,311). Exploration expenditures are expected to increase substantially in the oncoming months as the Company is now funded to implement its exploration programs in both Bolivia and Colombia.

In 2010, $3,199,542 (2009 - $Nil) in deferred mineral costs were written off due to management's decision to drop certain concessions from the Company's mineral property inventory in Bolivia. Actual exploration expenditures were significantly lower when compared to prior years as the underground bulk sampling work and processing plant operations were terminated during the 3rd quarter of 2007. In addition, drilling activities were suspended in April 2008 to review old drillholes, and to begin an in-house resource model for the L463 gold shoot. Due to cash constraints, certain camp and field activities were also curtailed during 2010.

In 2010, the Company determined that the September 30, 2009 and 2008 tax balances for exploration and development expenses were overstated by $17,523,000 and $16,389,000 respectively. The 2009 and 2008 future income tax liability and resource properties balances were each understated by $17,523,000 and $16,389,000 respectively. These corrections have been adjusted in the comparative figures in the financial statements.

For a detailed breakdown, see the mineral property schedule in the Company's financial statements.

Summary of Selected Highlights for the Last Eight Quarters

Description	Dec 31, 2010 $	Sept 30, 2010 $	Jun 30, 2010 $	Mar 31, 2010 $
Balance Sheet:				
Current assets	3,616,806	913,391	1,768,483	244,982
Resources assets	62,564,964	62,012,705	62,579,018 *	63,061,180 *
Current liabilities	681,499	585,674	407,297	420,067
Shareholders' Equity				
Capital stock	73,312,601	71,060,057	70,706,556	68,649,330
Warrants	967,313	-	-	-
Shares subscribed	1,156,000	1,156,000	1,356,000	1,156,000
Contributed surplus	4,607,901	4,481,337	4,180,159	4,175,607
Deficit	(31,082,588)	(30,927,903)	(29,943,476)	(28,253,303)
Working capital (deficit)	2,935,307	327,717	1,361,186	(175,085)
Operations:				
Total revenues	Nil	Nil	Nil	Nil
Net loss	(154,685)	(984,427)	(1,690,173)	(1,122,534)
Basic per share	0.00	(0.03)	(0.03)	(0.02)

Description	Dec 31, 2009 $	Sept 30, 2009 $	Jun 30, 2009 $	Mar 31, 2009 $
Balance Sheet:				
Current assets	992,536	720,980	1,904,671	221,189
Resources assets	63,061,180 *	62,441,869 **	61,949,042 **	61,680,033 **
Current liabilities	355,317	483,547	1,591,958	1,392,234
Shareholders' Equity				
Capital stock	68,649,330	67,689,035	63,779,147	63,779,147
Warrants	-	-	-	-
Shares subscribed	1,156,000	1,156,000	3,462,252	1,600,980
Contributed surplus	3,364,416	3,352,521	3,088,439	3,088,439
Deficit	(27,130,769)	(26,806,078)	(25,366,560)	(25,232,199)
Working capital (deficit)	637,219	237,433	312,713	(1,171,045)
Operations:				
Total revenues	Nil	Nil	Nil	Nil
Net income loss	(324,691)	(978,066)	(134,361)	(259,616)
Basic per share (1)	(0.01)	(0.02)	(0.01)	(0.01)

(1) On December 10, 2009, the Company consolidated its issued common shares on a 10:1 basis. Basic loss per share calculated based on adjusted weighted average number of post consolidated shares outstanding.

* restated by an increase of $17,737,000 as the future income tax ("FIT") liability and resource balances were each understated by that amount. The FIT was subsequently lowered in the Sept 30/10 quarter by $1.2 million with an entry of the same amount being credited to the consolidated statement of operations.

** restated by an increase of $17,523,000 as the future income tax liability and resource balances were each understated by that amount.

Significant Items Within the Quarter:

For the three months ended December 31, 2010:

- Closed 1st tranche of private placements for gross proceeds of $3,443,477
- Working capital of $2,935,307
- Gain on disposal of equipment of $177,247

For the three months ended September 30, 2010:

- Wrote off $1,894,984 in deferred mineral property costs
- Recognition of recovery of future income taxes of $1,200,000
- Working capital of $327,717

For the three months ended June 30, 2010:

- Wrote off $1,333,455 in deferred mineral property costs
- -$72,000 in share subscription receivable outstanding
- Working capital of $1,361,186
- Restated – increase in future income tax liability and resource properties by $17,737,000

For the three months ended March 31, 2010:

- Recorded $811,191 in stock-based compensation
- Deferred resource property costs increased by $497,077
- $72,500 in share subscription receivable outstanding
- Working capital deficit of $175,085
- Restated – increase in future income tax liability and resource properties by $17,737,000

For the three months ended December 31, 2009:

- $80,000 in share subscription receivable outstanding
- Deferred resource property costs increased by $619,311
- Incurred $31,681 in other deferred property charges relating to due diligence re: Colombia property
- Working capital of $637,219
- Restated – increase in future income tax liability and resource properties by $17,737,000

For the three months ended September 30, 2009:

- $276,178 (US$258,750) in share subscription receivables outstanding
- Deferred resources property costs increased by $492,827
- Working capital of $237,433
- Recorded $478,704 in debt settlement expense on conversion of debenture
- Charged $461,452 to deficit in settling of debenture through issuance of shares
- Restated – increase in future income tax liability and resource properties by $17,523,000

For the three months ended June 30, 2009:

- $263,597 (US$226,750) in share subscription receivables outstanding
- Deferred resources property costs increased by $269,009
- Received $1,861,272 (US$1,817,500) in share subscriptions paid
- Working capital of $312,713
- Restated – increase in future income tax liability and resource properties by $17,523,000

For the three months ended March 31, 2009:

- $285,750 (US$226,750) in share subscription receivables outstanding
- Deferred resources property costs increased by $510,000
- Working deficit of $1,171,045
- Restated – increase in future income tax liability and resource properties by $17,523,000

Corporate Development

To supplement in-house corporate development activities, Colombia Crest has newly retained the services of Progressive IR Consultants Corp. ("Progressive") as its investor relations and corporate communication service provider, and will be responsible for managing the flow of Company information to the shareholders.

Progressive is a Vancouver based company providing investor relations services for public companies. Progressive approaches the task of providing investor relations with emphasis on multi-level communication, regular updates and thorough record keeping. Progressive employs traditional marketing techniques and augments them with modern technological communication. Their marketing technique strengthens lines of communication with existing shareholders, presents the Company's story to the large pool of qualified investors in a proprietary database, and reaches out to financial advisors and other important members of the investment community. For more information, please visit the website www.progressive-ir.com.

For its services, Progressive will receive $7,500 per month. The Company will also grant Progressive stock options with an expiry period of two years (subject to early termination) to acquire 200,000 shares in the capital of the Company at an exercise price of $0.45 per share. The options will vest over one year with 50,000 options becoming exercisable every three months. An additional 50,000 options with a two year expiry period (subject to early termination) will be granted at the end of the first six months of the agreement with an exercise price equivalent to the closing price of the Company's shares on the TSXV on the immediately preceding day. The agreement and the granting of options are subject to acceptance by the TSXV.

The Company has engaged Blender Media Inc. ("Blender"), a Canada-based company to handle the Company's website management. In addition to having extensive experience in website maintenance and management, Blender is also focused on dealing with mining clients. Blender employs a new technology referred to as search engine recognition, which will bring Colombia Crest to the top of any search page for gold exploration in Bolivia or Colombia. Blender has also re-designing the Company's website that was launched in September, 2010.

The Company has also signed a 12 month marketing campaign with Vantage Communications Ltd. ('Vantage") to enhance the Company's corporate profile on the financial communication service website Vantagewire.com. In addition to other web-hosting services, Vantage will disseminate the Company's news releases to its investors.

Additions to the Board of Directors

On February 16, 2010, the Company announced the addition of Carl B. Hansen to the Board of Directors. Mr. Hansen brings a depth of experience in managing and financing exploration companies. He will be a tremendous asset to Colombia Crest as we move towards more institutional and retail-based financing in Canada to develop our projects in Colombia and Bolivia.

Mr. Hansen is currently the President and CEO of Atacama Pacific Gold Corporation, a private company with exploration activities in Chile. Prior to that, from December 2003 to January 2009, Mr. Hansen was Co-Founder, President and Chief Executive Officer of Andina Minerals Inc., a public company listed on the TSXV. A geologist with over 20 years of international experience in the exploration and mining industry, his career has encompassed various exploration, operational and head office positions with both junior exploration and senior mining companies including INCO, TVX Gold, and Kinross. He is also a director of Solfotara Mining Corporation and a number of private resource and technology companies.

On September 23, 2010, the Company announced that Director Carl Hansen was appointed Chairman of the Board of Directors and Hans Rasmussen was appointed CEO, in addition to his role as President and Director of Colombia Crest. In addition, the Company appointed Chris McKellar to the Board of Directors.

Mr. McKellar is President of Capella, a real estate development company based in San Diego California. His developments have been constructed primarily in San Diego, Orange County, Reno and Sacramento. In March, 2009, Mr. McKellar established LightStream, L.P., a company manufacturing a product consisting of ultraviolet cured resin reinforced with fiberglass, to reline large diameter sewer pipes in need of rehabilitation or replacement. His current clients are underground contractors in the U.S., Canada and Chile, working for municipalities and public utilities. Mr. McKellar serves on the boards of the Bishop's School, the Neurosciences Institute, Scripps Institute of Oceanography (Director's Cabinet) and Pastors to Prisoners. He is a member of the Coastal San Diego chapter of the Young Presidents Organization (YPO).

Mr. Palmer began his career at Peat Marwick, Mitchell & Company in the late 1970's. He graduated from the University of Southern California with a B.S in Accounting and is a certified public accountant in the state of California. Mr. Palmer has 30 years of extensive experience in finance; specializing in cash management and investment planning, and tax planning. Palmer provides controllership to business clients and business management services to high net worth persons including actors, directors and producers in the entertainment business. He has been a committed investor in Colombia Crest Explorations for seven years.

Mr. Pladsen has extensive experience in corporate finance and financial reporting for public and private companies. Mr. Pladsen received his Chartered Accountant designation with KPMG LLP in Toronto in the mid 1980's and has since held various financial positions with TSX listed, TSXV listed and private mining and technology companies. These positions include CFO of Katanga Mining Limited from 2004 to 2006, Andina Minerals Inc. from 2005 to 2008 and Merc International Minerals Inc. from 2008 to 2010. He is currently the CFO of Atacama Pacific Gold Corporation, a Chilean focused gold exploration company. Mr. Pladsen holds a BBA degree from Wilfred Laurier University and is a director of several TSX and TSXV listed resource companies.

Liquidity and Solvency

At this time, the Company has no operating revenues and does not anticipate any operating revenues until the Company is able to find, acquire, or place in production and operate a mining property. Historically, the Company has raised funds through loans, shares for debt settlements, private placements and the exercise of options and warrants. Due to the economic downturn during fiscal 2009, approximately US$2.24 million was raised as compared to in excess of US$7.93 million raised in 2008 using these methods.

The Company has not yet determined whether its properties contain ore reserves. The recoverability of amounts shown for mineral properties is dependent upon the discovery of ore reserves in its mineral properties, the ability of the Company to obtain the necessary financing to complete development, confirmation of the Company's interest in the underlying mineral claims and leases, and upon sufficient future profits or proceeds from the disposition of its mineral properties.

The market price of metals is highly speculative and volatile. Instability in metal prices may affect the interest in mining properties and the development of and production from such properties. Any down turn may adversely affect the Company's ability to raise capital to explore existing or new mineral properties.

The Company has incurred losses since inception, and the long term survival of the Company depends on the ability of management to continue raising capital. As at December 30, 2010, the Company has cash on hand of $3,427,992 and working capital of $2,935,307.

In December, 2010, Management closed the first tranche of a non-brokered placement with gross proceeds in excess of $3.4 million. On February 4, 2011, the second tranche was closed with gross proceeds of $3.0 million.

The total proceeds of in excess of $6.4 million from the private placement will be used for exploration of gold properties in Bolivia and Colombia and general working capital purposes and is budgeted for the next 18 months.

Industry and Economic Factors Affecting Colombia Crest.

The Company's future performance is largely tied to the outcome of its exploration programs, the price of precious and base metals, and the overall health and stability of junior capital markets, inclusive of the TSX V. The financial markets upon which the Company is reliant are widely expected to experience continued volatility potentially through 2011, reflective of investor anxiety with regard to the strength and longevity of the global economy, global growth prospects, and their associated impact upon liquidity, security and return. This uncertainty has led to continued volatility in commodity markets. Furthermore, unprecedented uncertainty in the credit markets has also led to increased difficulties in accessing capital.

Junior exploration companies worldwide have been hit particularly hard by these trends. Accordingly, the Company may have difficulty raising additional equity financing for the purposes of gold and other precious mineral exploration without significantly diluting the position of its current shareholders. With continued market volatility and slower worldwide economic growth anticipated, the Company's strategy is to manage its treasury in a planned, deliberate and prudent manner while attempting to limit any future offering to a point in time where the associated capital markets have favourably stabilized. The Company believes this focused strategy will enable it to meet the near-term challenges presented by the capital markets while maintaining the momentum on key initiatives. The Company has a strong belief in the exploration potential of its property and aims to emerge from the current economic situation in a solid financial position.

Foreign Countries and Laws and Regulations

The Company has interests in properties that are located in developing countries of Bolivia and Colombia, and the mineral exploration and mining activities of the Company may be affected in varying degrees by political instability and government regulations relating to foreign investment and the mining industry. Any changes in regulations or shifts in political conditions or attitudes are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Recent Pronouncements Affecting Changes in Accounting Policies:

International Financial Reporting Standards

Canadian publicly traded companies with fiscal years beginning on or after January 1, 2011, are required to adopt accounting standards that are currently used by other publicly listed companies in Europe and many other countries around the world under a global standard termed as the International Financial Reporting Standards ("IFRS"). Depending on circumstances, there will be significant difference between Canadian GAAP and IFRS and the conversion could be complex.

The Company has initiated its procedures in gaining familiarity and knowledge regarding the changeover of reporting in compliance to the IFRS. Management is currently studying the new requirements and is evaluating the effects that are particular to the Company's situation as well as options that are available to it.

One issue identified is the determination of the Company's functional currency. As most of the Company's exploration activities in Bolivia and Colombia are transacted in US dollars, the functional currency of the Company may be deemed to be in US dollars. As such, the resources properties may be revised with an adjustment of a portion of the deferred property value to a foreign exchange gain or loss. The exact impact to the Company's financial statements has not been quantified. The next phase of this process will entail the review of past years' transaction along with historical Canadian to US dollar foreign exchange rates to arrive at the appropriate adjustment.

The other main issue identified is the tax basis of exploration and development expenses paid by the Canadian parent company and capitalized on the balance sheet as resource properties, but unable to claim for tax purposes in the wholly owned Bolivian subsidiary. The exact impact and what adjustments if necessary to conform to IFRS have not yet been determined.

In terms of timing for the Company, with all quarters of fiscal 2011, the Company will still be preparing its financial statements in accordance with Canadian GAAP. For the first quarter ended, December 31, 2011, the Company's financial statements must conform to the IFRS along with the comparative first quarter ended of December 31, 2010.

Management has made arrangements to initiate working with IFRS accountants to be in a state of full readiness to comply with the new standards by December 31, 2011.

Business Combination, Consolidated Financial Statements and Non-controlling interest

For interim and annual financial statements relating to fiscal years commencing on or after January 1, 2011, companies will be required to adopt new CICA Section 1582 "Business Combinations", Section 1601 "Consolidated Financial Statements" and Section 1602 "Non-Controlling Interests". Section 1582 replaces existing Section 1581 "Business Combinations", and Sections 1601 and 1602 together replace Section 1600 "Consolidated Financial Statements". The adoption of Sections 1582 and collectively, 1601 and 1602 provides the Canadian equivalent to IFRS 3 "Business Combinations" and International Accounting Standard ("IAS") 27 "Consolidated and Separate Financial Statements" respectively. The impact of adopting these new standards will have nil effect to the Company as its subsidiary is wholly owned.

Off-Balance Sheet Arrangements

Colombia Crest does not have any off-balance sheet arrangements that have, or are reasonably likely to have, an effect on the results of operations or financial condition of the Company.

Outstanding Share Capital

On December 10, 2009, shareholders approved a 10 for one share consolidation by a 98% vote. The consolidation was effective on the TSXV on December 14, 2009.

On a post consolidation basis, the following securities were outstanding as at February 25, 2011:

Securities	Number	Weighted-Average Exercised Price	Expiry Date
Common shares issued and outstanding	72,874,956	N/A	N/A
Common shares accrued as finder's fees	400,000	N/A	N/A
Share purchase options	4,550,000	$0.93	Sept 13, 2011 – Feb 8, 2016
Share purchase warrants (US$)	4,481,900	US$1.00	August 13. 2012
Share purchase warrants (CDN$)	30,802,189	$0.51	Dec 4, 2011 - Feb 4, 2013
Fully diluted share capital	113,109,045	N/A	N/A

For a breakdown of the securities as at December 31, 2010 – refer to the notes to the December 31, 2010, financial statements.

Related Party Transactions

All transactions with related parties have occurred in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The unpaid period end balances referred to below are payable on demand and have arisen from the provision of services described:

During the year period December 31, 2010:

- A director of the Company was paid or accrued $12,000 (2009: $30,000) for corporate development fees and one officer of the Company was paid or accrued $30,000 (2009: $30,000) for accounting and administration services. At December 31, 2010, the related parties were owed $24,340 (2009: $69,025) for the unpaid portions of these amounts and reimbursement of expenditures made on behalf of the Company, which is included in accounts payable.

- A private company owned by a director of the Company was paid or accrued $45,423 (2009: $47,534) in management fees. At December 31, 2010, the related party was owed $nil (2009: $nil) for the unpaid portions of these amounts and reimbursement of expenditures made on behalf of the Company.
- An officer of the Company and a private company controlled by a former director of the Company were paid or accrued $32,626 (2009: $6,358) for geological consulting services. At December 31, 2010, the related parties were owed $3,000 (2009: $nil) for the unpaid portion of the amount, which is included in accounts payable.

As at December 31, 2010, accounts payable are inclusive of $27,340 (2009: $69,669) due to related parties.

Subsequent Events

The following occurred during the period subsequent to December 31, 2010:

- The Company effected a name change from Eaglecrest Explorations Ltd. to Colombia Crest Gold Corp. with the new trading symbol "CLB". There was no consolidation or splitting of capital or shares.
- Management granted incentive options for the purchase of up to an aggregate of 2,150,000 shares of the Company. Of the options granted, 1,700,000 are exercisable on or before February 8, 2016 at a price of $0.45 per share. 250,000 options were granted to technical consultants for the Company and are exercisable on or before February 8, 2013 at a price of $0.45 per share. The remaining 200,000 options granted to an investor relations consultant are vested over a one-year period with 50,000 becoming exercisable every three months and are exercisable on or before February 8, 2013 at a price of $0.45 per share. The options are subject to acceptance by the TSXV.
- Pursuant to the second tranche of a non-brokered private placement, the Company issued 9,964,336 units at $0.30 per unit for gross proceeds of $2,989,301. Each unit was comprised of one common share of the Company and one warrant exercisable to purchase one additional share of the Company for $0.45 expiring February 4, 2013; provided that if the average closing trading price of the common shares of the Company is $ 0.75 or higher for a period of 20 consecutive trading days, the Company may issue a notice that the warrants must be exercised within 21 days of the date of the notice or they will expire at the end of that 21 day period.

  Cash of $239,144 was paid and 797,146 share purchase warrants were issued as finders' fees in connection with the second tranche. In addition, the Company issued 100,000 shares and an additional 100,000 warrants as a corporate finance fee. The finders' fee warrants are exercisable to purchase one additional share of the Company for $0.45 expiring February 4, 2013. They are not subject to any acceleration provision. The corporate finance warrants have the same exercise terms as the private placement warrants.

Risk Factors

Colombia Crest is in the exploration and development stage and is subject to the risks and challenges similar to other companies in a comparable stage. Other than the risks relating to reliance on financing previously discussed, the risks include, but are not limited to, limited operating history, speculative nature of mineral exploration and development activities, operating hazards and risks, mining risks and insurance, no mineral reserves, environmental and other regulatory requirements, competition, stage of development, fluctuations in commodity prices, conflicts of interest, reliance on key individuals, no key man insurance and enforcement of civil liabilities.

Limited Operating History - An investment in Colombia Crest should be considered highly speculative due to the nature of Colombia Crest's business. Colombia Crest has no history of earnings, it has not paid any dividends and it is unlikely to enjoy earnings or be paying dividends in the immediate or foreseeable future.

Speculative Nature of Mineral Exploration and Development Activities - Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by Colombia Crest may be affected by numerous factors which are beyond the control of Colombia Crest and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, the combination of which factors may result in Colombia Crest not receiving an adequate return of investment capital.

Substantial expenditures are required to establish mineral reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that the funds required for development can be obtained on a timely basis. Estimates of mineral reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short-term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in mineral reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Colombia Crest’s mineral properties are in the exploration stage only and are without known bodies of mineral reserves. The exploration programs proposed by Colombia Crest are exploratory searches for commercial ore bodies only. Development of any of Colombia Crest’s mineral properties will only follow upon obtaining satisfactory exploration results.

Few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish mineral reserves, develop metallurgical processes and construct mining and processing facilities at a particular site. There is no assurance that Colombia Crest’s mineral exploration activities will result in any discoveries of commercial bodies of ore. Also, no assurance can be given that any or all of Colombia Crest’s properties will not be subject to prior unregistered agreements or interests or undetected claims which could be materially adverse to Colombia Crest.

No Mineral Reserves - All of the Colombia Crest properties are considered to be in the exploration stage only and do not contain a known body of commercial ore. Mineral reserves are estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different ore grades may cause a mining operation to be unprofitable in any particular accounting period. While Colombia Crest does have mineral resources, such resources are mineral reserves and do not have demonstrated economic viability.

Operating Hazards and Risks - Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Colombia Crest’s operations will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, such as unusual or unexpected formations, cave-ins or pollution, all of which could result in work stoppages, damage to property and possible environmental damage.

Fluctuations in Commodity Prices - The profitability, if any, in any mining operation in which Colombia Crest has an interest is significantly affected by changes in the market price of precious and base metals which fluctuate on a daily basis and are affected by numerous factors beyond Colombia Crest's control.

Conflicts o*f Interest* - Certain of the directors and officers of Colombia Crest are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of Colombia Crest may become subject to conflicts of interest. Canadian corporate laws provide that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under those laws. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the applicable Canadian corporate laws.

Mining Risks and Insurance - The business of mining for gold and other metals is generally subject to a number of risks and hazards including environmental hazards, industrial accidents, labour disputes, unusual or unexpected geological conditions, pressures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, blizzards and earthquakes. No assurance can be given that such insurance will continue to be available or that it will be available at economically feasible premiums. Mining operations will be subject to risks normally encountered in the mining business.

Environmental and Other Regulatory Requirements - Colombia Crest's activities are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation generally provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

The exploration operations of Colombia Crest and development and commencement of production on its properties require permits from various federal and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. Colombia Crest believes it is in substantial compliance with all material laws and regulations which currently apply to its activities.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Competition - Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than Colombia Crest. Colombia Crest may be unable to acquire additional attractive mineral properties on terms it considers acceptable. Accordingly, there can be no assurance that Colombia Crest's exploration and acquisition programs will yield any reserves or result in any commercial mining operation.

Stage of Development - Colombia Crest is in the business of exploring for, with the ultimate goal of producing, precious and base metals from its mineral exploration properties. None of the Colombia Crest properties have commenced commercial production and Colombia Crest has no history of earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that Colombia Crest will be able to develop any of its properties profitably or that its activities will generate positive cash flow.

Colombia Crest has not paid any dividends and it is unlikely to enjoy earnings or paying dividends in the immediate or foreseeable future. Colombia Crest has not sufficiently diversified such that it can mitigate the risks associated with its planned activities. Colombia Crest has limited cash and other assets.

A prospective investor in Colombia Crest must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of Colombia Crest's management in all aspects of the development and implementation of Colombia Crest's business activities.

Reliance on Key Individuals - Colombia Crest's success depends to a certain degree upon certain key members of the management. These individuals are a significant factor in Colombia Crest's growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on Colombia Crest.

Enforcement of Civil Liabilities - As the proposed major assets of Colombia Crest and certain of its existing and proposed management are or will be located outside of Canada, it may be difficult or impossible to enforce judgments granted by a court in Canada against the assets of Colombia Crest, or the management of Colombia Crest, residing outside of Canada.