

CONTINENTAL PRECIOUS MINERALS INC.
Management Discussion & Analysis
For the quarter ended August 31, 2007

This Management Discussion & Analysis (“MD&A”) of Continental Precious Minerals Inc. (“Continental” or the “Company”) is dated October 15, 2007 and provides an analysis of the Company’s performance and financial condition for the quarter ended August 31, 2007 as well as an analysis of future prospects. This MD&A should be read in conjunction with the Company’s consolidated financial statements for the quarter ended August 31, 2007 and the audited consolidated financial statements for the year ended May 31, 2007, including the related note disclosure, both of which are prepared in accordance with generally accepted accounting principles in Canada. All amounts are in Canadian dollars unless otherwise specified. Additional information relating to the Company, including the consolidated financial statements for the quarter ended August 31, 2007 are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Certain statements contained in this MD&A constitute forward-looking statements. The use of any of the words “believe”, “expect”, “estimate”, “will”, “should”, “intend” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes these expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward looking statements included herein should not be unduly relied upon.

Examples of such forward-looking statements include, but are not limited to, statements concerning:

- estimates of resources and the potential to expand resources further;
- the expectation that the Company’s current cash position makes the Company well-positioned to finance its planned exploration activities in Sweden; and
- planned drilling and other activities.

In making these and other forward looking statements, we have assumed that the drilling programs will go according to expectations, that any opposition to exploration and development can be overcome, that all required regulatory approvals can be obtained and that the Company will not be subject to any unexpected expenditures. Actual results and developments may differ materially from those contemplated by the forward looking statements if any of these assumptions prove incorrect or as a result of the risk factors discussed elsewhere in this MD&A.

Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

The forward-looking information contained in this MD&A represents our expectations as of the date of this MD&A and, accordingly, is subject to change after such date. We expressly disclaim any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law.

OVERALL PERFORMANCE

Principal Business and Corporate History

Continental is a reporting issuer that graduated to the Toronto Stock Exchange on February 15, 2007 and trades under the symbol “CZQ”. The Company was amalgamated with Fin Resources Inc. under the laws of the Province of Ontario, Canada by Articles of Amalgamation dated July 7, 1987. Since amalgamation, Continental’s main business focus has been in the natural resources industry which

included portfolio investments in common shares of other companies involved in exploration, development and production of natural resources. Since March 2005, the Company's main business focus has been to acquire and explore mineral properties for uranium and other minerals in Sweden. To date, Continental has not earned any revenues from its mineral property interests and is considered to be in the development stage.

In recent years, Continental has made several attempts to acquire mining companies with existing operations, focusing on South Africa, the United States, Canada and South America in 2003, and, in Finland in 2004.

As the Company prepared to make the change from investment in the resources industry to acquisition and exploration, consideration was given to the minerals or type of resource to explore. The global demand for alternative sources of energy has brought the uranium industry back to life. New uranium discoveries and revival of previously explored uranium deposits are being well received by the investment community. Continental intends to build on this industry trend as it continues to advance its mineral property interests in Sweden and continues to apply for additional mineral exploration licenses. A number of Continental's licenses in Sweden also cover alum oil shales. Historical production of kerogen from alum oil shales is also of interest to Continental.

Uranium Exploration Projects in Sweden

The Company now has 100% ownership in 64 mineral exploration licenses in Sweden, the bulk of which are in northern Sweden. Continental is optimistic about these interests as it sees potential in the growth of the uranium industry.

A National Instrument 43-101 compliant technical report ("HRU report") (filed on www.sedar.com) prepared by Andrew H. Phillips of Telluride & Associates was filed by the Company in July 2005 (revised and restated in September 2005), which covered eight of Continental's HRU licenses in Sweden. Seven of the properties covered by the licenses are considered to be advanced stage exploration prospects with gridded, resource definition drilling having been carried out in the late 1970's and early 1980's by the Sveriges Geologiska Undersökning or Geological Survey of Sweden ("SGU").

The Company filed a National Instrument 43-101 report on June 22, 2007, and an updated report on August 30, 2007 (filed on www.sedar.com) ("Viken report"). The Viken report was prepared by Gerald A. Harron, of G.A. Harron & Associates Inc, Eugene Puritch of P&E Mining Consultants Inc. and Fred Brown of FHB Consulting Services Inc. The Viken report covered the Company's 100% owned MMS Viken license in Sweden. The drilling program is on-going on the Viken MMS license and surrounding licenses and is designed to test the continuity and grade of the mineralization peripheral and outward from the inferred resource.

Current Exploration Drilling Program

The Company is continuing its focus on its MMS Viken license, the Pleutajokk deposit on its Guorbavare license (HRU), its Björkråmyran license (HRU) and its Lill-Juthatten license (HRU). The Company has also started a drill program of about 1,000 metres on its MMS Närke licenses in Southern Sweden. The drill program will continue for the next twelve months and includes a further 15,000 metres of drilling in and around the MMS Viken license. The Company is also contemplating the completion of a preliminary economic study for the MMS Viken license in early 2008. The Company has engaged engineering consultants to perform initial metallurgical and process test work on the core samples from this area. In late August 2007, independent qualified persons updated an earlier resource estimate for the MMS Viken license. In addition to significant amounts of vanadium, molybdenum and nickel, the August 2007 inferred resource estimate included approximately 232 million pounds of uranium oxide (685 million tons grading 0.34 pounds per ton uranium oxide). These significant levels of uranium, vanadium and other metals point to the potential to expand the resources further in this area.

On the Pleutajokk deposit on the Company's Guorbavare license located near Arjeplog in northern Sweden, nine diamond drill holes have been completed, and the assay results for the nine diamond drill holes have been received by the Company. The assay results confirm the historical grade and tonnage of the mineralization taken into account in the resource estimate included in the HRU report filed in 2005. Drilling at the Pleutajokk uranium deposit on the Guorbavare license was focused on further definition drilling of the deposit. The uranium deposit is associated with fracture fillings in granitic rocks, and was previously explored by the SGU and other companies.

Due to the recent success in substantially increasing its inferred resource estimate, the Company has reached a stage where its strategy of pursuing opportunities that will be beneficial to the Company and its shareholders may include establishing strategic alliances with partners or the sale of an asset.

Zencor Technology Agreement

Continental is continually assessing business development opportunities to allow for the advancement of its mineral exploration properties. In September 2006, the Company entered into a collaborative technology development and deployment agreement with Zencor Technology Ltd. ("Zencor"), a company that has represented to the Company that it owns proprietary technology developed to extract or separate kerogen and other minerals from Alum Oil Shale Formation. In this collaborative arrangement, Zencor has granted to the Company a perpetual, exclusive, transferable, royalty-free license to use and exploit the technology in Sweden and Zencor agreed to pay a 2% gross revenue royalty from use of the technology in certain applications. If the Company is satisfied with the findings of an independent validation test it will fund the costs of a pilot plant, to a maximum of \$1,000,000 for both the validation test and pilot plant. The Company is required to issue up to an aggregate of 100,000 common shares. The first 50,000 have been issued and the second 50,000 will be issued upon completion of a validation test.

SELECTED ANNUAL & QUARTERLY INFORMATION

Selected Annual Information

	Year ended May 31, 2007 \$	Year ended May 31, 2006 \$	Year ended May 31, 2005 \$
Interest and other income	684,806	22,015	7,393
Net Loss	(6,263,080)	(1,150,747)	(166,162)
Loss per share	(0.18)	(0.10)	(0.03)
Cash	6,782,661	7,877,877	451,880
Short-term investments	25,829,408	5,020,137	-
Total Assets	35,083,681	13,312,265	540,778
Total Liabilities	269,301	56,841	39,610
Shareholders' Equity	34,814,380	13,255,424	501,168

Selected Quarterly Information

Three Months Ended	Interest and other income	Net Income (loss)		Total Assets
		Total	Per Share	
August 31, 2007	\$ 304,607	\$(1,193,442)	\$ (0.03)	\$ 35,881,784
May 31, 2007	274,159	(3,048,677)	(0.09)	35,083,681
February 28, 2007	240,971	(1,786,533)	(0.04)	29,404,118
November 30, 2006	94,204	(627,943)	(0.02)	29,170,943
August 31, 2006	75,472	(799,927)	(0.03)	13,560,225
May 31, 2006	21,824	(776,530)	(0.06)	13,312,265
February 28, 2006	111	(145,495)	(0.01)	1,325,611
November 30, 2005	80	(175,218)	(0.02)	1,451,657

Continental has maintained steady progress on its project exploration and has not experienced a great deal of variance from quarter to quarter due to any seasonal or cyclical factors. In the last three quarters, the net loss has been significant compared to prior quarters partly due to the accrual of stock option compensation expenses. Overall expenses and resulting net loss for the Company continue as the Company increased activity on the projects and continues to develop its business.

RESULTS OF OPERATIONS

Continental reported a loss for the three months ended August 31, 2007 of \$1,193,442 (2006 - \$799,927) which included a non-cash expense of \$1,060,572 (2006 - \$563,175) for stock options granted during the financial year.

Continental is an exploration company and the only income generated for the quarter ended August 31, 2007 was \$304,607 (2006 - \$75,472) through interest.

Travel and business development expenses were \$167,495 (2006 - \$21,501) for the quarter ended August 31, 2007. This increase can be attributed to several factors, including increased travel between Toronto (where the head office of the Company is located) and Sweden, as well as travel to meet with investors.

Continental's increased activity on its mineral exploration property interests has resulted in more expenses being incurred in compensating management and directors for their increased time and effort. As well, Continental looks to financial advisors and outside consultants for additional support and administration of the business.

	3 month period ended August 31,	
	2007	2006
Management compensation	\$ 37,500	\$ 36,313
Consulting fees	32,250	154,875
Directors' fees	57,000	12,000

The Company added a new director in December, 2006, which contributed to the increase in directors' fees for the quarter ended August 31, 2007. Increased board activity during the quarter end August 31, 2007 also contributed to the increase in these costs.

The Company has put a lot of effort into shareholder relations over the past year; introducing new investors, and building a presence as an issuer on the TSX. Shareholder relations expense for the quarter ended August 31, 2007 was \$20,972 (2006 - \$5,595).

Office and general expenses for the Company for the period ended August 31, 2007 and 2006 can be further broken down as follows:

	Period ended August 31,	
	2007	2006
Office and general		
Accounting and corporate services	\$ 14,600.00	\$ 4,930.00
Expense allowance	5,745.00	4,500.00
General expenses	7951.40	-
Capital tax	389.70	-
Foreign exchange	12.50	-
Telephone, fax, internet	160.90	1,500.00
Administration	6,560.00	2,930.00
Interest and bank charges	1,298.50	525.00
Total	\$ 36,718.00	\$ 14,385.00

For the quarter ended August 31, 2007, the Company spent \$36,718 (2006 - \$14,385) on office and general expenses. The increase in office and general expense is relative to the overall business growth and activities.

LIQUIDITY AND CAPITAL RESOURCES

Continental had working capital of \$31,741,499 as at August 31, 2007 (May 31, 2007 - \$32,535,112) with a cash balance of \$1,110,654 (May 31, 2007 - \$6,782,661). The Company holds \$30,933,882 in short term deposits (May 31, 2007 - \$25,829,408) that are not exposed to any significant risk. The decrease of cash from \$6,782,661 at the year ended May 31, 2007 is a result of purchase of marketable securities of \$133, short-term deposits of \$5,104,474, and expenditures on mineral properties of \$1,361,926.

Given the Company's current cash position, Continental is well-positioned to finance its planned exploration activities at its mineral exploration properties in Sweden.

Outstanding Share Data

As at October 12, 2007, the Company's share capital consisted of:

Common Shares outstanding	47,364,329
Options outstanding ⁽ⁱ⁾	4,521,516
Warrants ⁽ⁱⁱ⁾	14,883,460

(i) Options outstanding

Expiry Date	No. of Options	Exercise Price
December 9, 2007	20,000	\$0.10
March 10, 2010	239,016	\$0.19
April 12, 2010	40,000	\$0.25
October 7, 2010	172,500	\$0.90
April 25, 2011	800,000	\$2.15
July 7, 2011	100,000	\$2.76
July 19, 2011	250,000	\$2.78

Expiry Date	No. of Options	Exercise Price
December 7, 2011	2,050,000	\$1.80
December 8, 2011	300,000	\$1.83
December 13, 2011	300,000	\$1.81
June 4, 2010	200,000	\$2.93
June 25, 2010	50,000	\$2.55

(ii) Warrants outstanding

Expiry Date	Warrants	Exercise Price
March 29, 2008	54,415	\$0.75
April 17, 2008	1,025,000	\$1.20
May 11, 2008	137,585	\$0.75
May 11, 2008	64,000	\$0.90
May 11, 2008	1,675,000	\$1.20
November 28, 2008	984,997	\$1.30
November 28, 2008	4,942,463	\$1.75
March 29, 2009	2,560,378	\$1.00
May 11, 2009	3,439,622	\$1.00

RESOURCE PROPERTIES

The following is a breakdown of the \$3,561,194 accumulated expenditures on the Sweden uranium project as at August 31, 2007.

	3 months ended August 31, 2007
Beginning of period	\$ 2,199,268
Drilling	414,584
Consulting	284,999
Geology	27,384
Professional fees	8,937
Data management	-
Maps and reports	50,498
Equipment	-
Transportation	9,116
Travel and meals	454
Acquiring data, selecting targets, map preparation and landowner data	17,825
License acquisition and holding costs	548,129
General	-
End of period (August 31, 2007)	<u>\$ 3,561,194</u>

Continental first acquired interests in mineral exploration licenses in Sweden in 2005 upon the acquisition by Continental of a group of mineral exploration licenses, now referred to by Continental as its HRU Licenses (denoting hard rock uranium targets), from Geoforum Scandinavia AB, a private company. As consideration, Geoforum received 300,000 common shares of Continental, a cash payment of \$40,000 of which \$25,000 was utilized by Geoforum to pay the costs of applying for and obtaining

the licenses and a 5% net profit interest in any mineral production from the properties covered by the mineral exploration licenses.

Since March 2005, Continental has continued, through Geoforum acting as an independent contractor, to apply for additional mineral exploration licenses. As a result of these efforts, Continental now holds 64 mineral exploration licenses in Sweden. In addition to being reimbursed for the costs of license application fees and being compensated for time spent at rates that are within industry standards, Geoforum has a 5% net profit interest in mineral production from the properties covered by each of the mineral exploration licenses held by Continental.

Of the 64 mineral exploration licenses, 18 are referred to by the Company as its MMS (Multi Metal Sediment) Licenses, 23 are referred to as the MMS Cal Licenses (referring to MMS targets along the Caledonian mountain chain), 7 are referred to as the MMS (Närke) Licenses, 5 are referred to as the MMS (VG) and 11 are referred to as the HRU Licenses.

Each of the licenses were issued between February 2005 and April 2007, are valid for three years and are renewable subject to satisfactory work programs having been carried out. They also confer the right to apply for a mining license once an economic deposit has been located.

HRU Licenses

As previously noted, seven of the HRU Licenses are considered to be advanced stage exploration prospects with gridded, resource definition drilling having been carried out in the late 1970's and early 1980's by the SGU. The HRU report contained an estimate of indicated resources of 4,987,000 tonnes at grades ranging from 0.068% to 0.117% uranium, being 6,043.8 tonnes of uranium oxide (or 13,320,000 pounds of uranium oxide) and inferred resources of 3,654,000 tonnes at grades ranging from 0.026% to 0.101% uranium, being 3,290 tonnes of uranium oxide (or 7,251,000 pounds of uranium oxide).

MMS and MMS Cal Licenses

Continental now holds 18 MMS Licenses, containing alum shale hosted metalliferous deposits and semi-anthracitic laminae, and 23 MMS Cal Licenses. The MMS License areas are contiguous to semi-contiguous and are centred approximately 23 kilometres southwest of the regional centre of Östersund in the Swedish county of Jämtland. The MMS License area was explored by the SGU in the 1970's to early 1980's. The SGU drilled 28 vertical diamond drill holes in an area of approximately 250 square kilometres and analyzed the alum shale cores for uranium, molybdenum, vanadium and organic carbon.

As indicated earlier, the Company is currently drilling on the Viken MMS License and surrounding licenses. The Viken report estimated an inferred resource of 685 million tons grading 0.34 pounds per ton uranium oxide (or 232 million pounds of uranium oxide), 5.83 pounds per ton vanadium (or 3.9 billion pounds of vanadium), 0.73 pounds per ton molybdenum (or 500 million pounds of molybdenum) and 0.61 pounds per ton of nickel (or 417 million pounds of nickel).

MMS (Närke) and MMS (VG) Licenses

The MMS (Närke) licenses are located in southwest Sweden, approximately 140 kilometres northwest of the Billingen-Falbygden district, near the city of Örebro, in the county of Närke. MMS (VG) licenses are 80 kilometres south south-west of the Närke area.

According to a report written on behalf of the SGU in 1985 entitled "The Scandinavian Alum Shales", mining of oil shale took place in the Närke area around the start of WWII, with production commencing in 1942. However, with the renewed import of oil after the war, the project ceased to be economically viable, and production decreased in the late 1950's before ultimately ceasing in 1966. During this period approximately 50 million tonnes of shale were processed.

All costs incurred by the Company to acquire and maintain the Company's mineral exploration licenses in Sweden have been capitalized.

TRANSACTIONS

Related Party Transactions

The following transactions were in the normal course of operations of the Company and were measured at the exchange value which represented the amount of consideration established and agreed to by the related parties.

During the period ended August 31, 2007, the Company paid directors' fees of \$57,000 (2006 - \$12,000).

During the period ended August 31, 2007, a total of \$36,000 (2006 - \$24,000) was paid as management compensation to the President of the Company. The President of the Company received \$4,500 (2006 - \$4,500) as an expense allowance. The President was also reimbursed for out of pocket expenses that occurred in the normal course of business. The Company also paid \$3,000 (2006 - \$12,000) to the Chief Financial Officer of the Company.

Off-Balance Sheet Transactions

The Company has not entered into any off-balance-sheet arrangements.

Proposed Transactions

There are no proposed transactions at this time.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

In January 2005, the Canadian Institute of Chartered Accountants issued four new accounting standards: Handbook Section 1530, Comprehensive Income, Handbook Section 3251, Equity, Handbook Section 3855, Financial Instruments - Recognition and Measurement and Handbook Section 3865, Hedges. These standards are effective for interim and annual consolidated financial statements for the Company's reporting periods beginning October 1, 2006.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, marketable securities, accounts payable and accruals. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

DISCLOSURE CONTROLS

Management has ensured that there are disclosure controls and procedures, which provide reasonable assurance that material information relating to the Company is disclosed on a timely basis. Management believes these disclosure controls and procedures have been effective during the three months ended August 31, 2007.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

During the most recent interim period, there have been no changes in the Company's policies and procedures and other processes that compromise its internal control over financial reporting, that have materially affected, or are reasonably likely to affect, the Company's internal control over financial reporting.

OUTLOOK

The Company is continuing its focus on the Viken MMS license, the Pleutajokk deposit on Guorbavare license (HRU), Björkråmyran license (HRU) and Lill-Juthatten license (HRU), with the following drilling and other activities planned for the next twelve months:

- Drilling of approximately 15,000 metres on the Viken MMS license and surrounding licenses. Once a main target area is identified, drilling of approximately 2,000 metres on a tighter grid with some angled holes are contemplated. Metallurgical studies have commenced and are expected to continue for about a year.
- Drilling of pilot holes of approximately 3,000 metres on the MMS cal licenses, initially to test thickness and grade, bearing in mind infrastructure and environmental issues.
- Drilling of approximately 3,000 metres on the MMS (VG) licenses.
- Drilling of approximately 1,000 metres on the MMS (Närke) licenses.
- Drilling of verification twin holes of approximately 2,500 metres on the HRU licenses other than Björkråmyran license and Lill-Juthatten and drilling of approximately 1,000 metres on the Björkråmyran license once the terrain is frozen. Geophysical and environmental studies on the Lill-Juthatten license, followed by drilling once the Company has obtained a drilling permit.

The drilling programs referred to above may be adjusted based on results obtained. The Company expects to have five drills operating, subject to weather and other conditions.

RISKS AND UNCERTAINTIES

Mineral exploration companies face many and varied risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical.

The principal activity of the Company is mineral exploration and it is inherently risky. Exploration is also capital intensive and the Company currently has no source of income other than interest income. Furthermore, there is no assurance that the Company will be able to achieve development and production at any of its properties within targeted time-frames, as achievement will depend upon a number of factors beyond its control including commodity prices, being able to overcome opposition to exploration and development, being able to obtain all required regulatory approvals and the economic viability of its mineral exploration properties.

In addition to other information set forth elsewhere in the financial statements, readers should carefully consider the risk factors included in the annual information form for the year ended May 31, 2007 filed on SEDAR (www.sedar.com).

ADDITIONAL INFORMATION

Additional information relating to the Company, including its annual information form, is available on SEDAR (www.sedar.com).