



**Management's Discussion and Analysis of
Financial Condition and Results of Operations**

**For the Three Months Ended March 31, 2015
(As of May 14, 2015)**

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This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Aldridge Minerals Inc. ("Aldridge", "we", "our" or the "Company"), our operations, financial performance and present and future business environment. This MD&A is prepared as of May 14, 2015 and should be read in conjunction with the interim consolidated financial statements and the related notes for the three months ended March 31, 2015 (the "Financial Statements"), and the audited consolidated financial statements and the related notes (the "Audited Financials") and MD&A for the year ended December 31, 2014 and dated March 20, 2015 (the "2014 Annual MD&A"), which are prepared in accordance with the International Financial Reporting Standards ("IFRS"). The Company's common shares are listed on the TSX Venture Exchange (TSX-V: AGM). Continuous disclosure materials, including the Company's Annual Information Form, are available on SEDAR at www.sedar.com and on the Company's website at www.aldridgeminerals.ca.

For the purposes of preparing our MD&A, we consider the materiality of information. We evaluate materiality with reference to all relevant circumstances, including potential market sensitivity. Information is considered material if: (i) it would significantly alter the total mix of information available to investors; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of our shares.

Under IFRS, an entity's functional currency should reflect the underlying transactions, events, and conditions relevant to the entity. On January 1, 2015 the functional currency of the Turkish subsidiary, Aldridge Mineral Madencilik Ltd. Şti., changed from the Canadian Dollar ("CAD") to the United States Dollar ("USD") while the functional currencies remained the same for the Company's entities domiciled in Canada (CAD) and in The Netherlands (the Euro "EUR"). The change is based on management's evaluation, taking into consideration the currency that most strongly influences primary operating and capital decisions in addition to the currency in which funding requirements are met. This change in accounting treatment is applied prospectively. The assets and liabilities of the Turkish subsidiary were translated from CAD to USD at the exchange rate on the date of change in functional currency. Concurrently with the functional currency change, the Company changed its reporting currency from CAD to USD effective January 1, 2015. For comparative purposes, historical financial statements were translated into the reporting currency of USD whereby assets and liabilities were translated at the closing rate in effect at the end of the comparative periods; revenues, expenses and cash flows were translated at the average rate in effect for the comparative periods; and equity transactions were translated at historical rates. **Unless otherwise noted, all dollar amounts in this MD&A are expressed in USD.**

This MD&A contains forward-looking information that is based on the Company's expectations, estimates and projections regarding its business and the economic environment in which it operates. Forward-looking information speaks only as of the date it is provided, is not a guarantee of future performance and involves risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of the Company are set out in this MD&A under "Cautionary Statement Regarding Forward-Looking Information". Actual outcomes and results may differ materially from those expressed in forward-looking information and readers should not place undue reliance on such statements.

HIGHLIGHTS, OUTLOOK AND SELECTED FINANCIAL INFORMATION

Aldridge is a development stage mining company focused on its wholly-owned Yenipazar Project, which is a polymetallic volcanogenic massive sulphide (“VMS”) body that hosts a gold-silver-copper-lead-zinc mineral deposit in central Turkey. Aldridge is focused on advancing the Yenipazar Project and positioning the Company to obtain the financing to develop the mine.

ALDRIDGE’S HIGHLIGHTS AND ACHIEVEMENTS

- **Robust working capital position** – The Company ended the first quarter with \$10,561,573 in cash and \$10,371,509 in working capital. Funding was provided via the \$45 million financing (“Interim Financing”) that closed in September 2014 with participation by Orion Fund JV Limited, an affiliate of Orion Mine Finance funds (“Orion”), and the Company’s two largest shareholders. The equity component of the Interim Financing closed at \$0.45 per Common Share, which was a 72% premium to the closing price of the Common Shares on the TSX Venture Exchange on August 28, 2014, the date prior to the announcement of the Interim Financing. As at March 31, 2015 the Company had drawn down \$10 million of the \$35 million Loan facility with \$25 million remaining in undrawn facility.

With the support of its robust working capital position, the Company expects to advance the Yenipazar land acquisition and basic and detailed engineering through to project financing in 2016.

- **Leadership** – In January 2015 the Company enhanced its leadership team with the appointment of Mr. Jaymes Dircks as Engineering, Procurement and Construction (“EPC”) Director. Mr. Dircks brings 26 years of experience in varying roles of successful EPC delivery for heavy industry minerals projects in Turkey and worldwide that finished on budget and schedule.
- **Value Engineering** - The Company’s Value Engineering Study (“VE Study”) was completed in April 2015. The Study evaluated alternative engineering and construction strategies to ensure constructability and operational effectiveness. The VE Study found no material changes to the Yenipazar Project and the Optimization Study (“OS”) results were confirmed. The Company expects to advance the engineering on long lead time and critical path items in 2015 and the first half of 2016, which will facilitate a timely construction schedule following the closing of project financing.
- **Land Acquisition** - The land acquisition process (“LAP”), initiated in 2014, progressed through the first quarter of 2015. As at March 31, 2015 the total cost of land acquired was \$4,402,083 which includes \$595,413 for interest capitalization on its borrowings. The initial steps in the government assisted land acquisition process were completed in the first quarter.
- **Exploration Program** – The Company initiated its 2015 exploration program on the Yenipazar site, which is focused on the northern extension from the known resource area, where two outcrops were previously identified. Nine drill holes with a combined target depth of 2,630 metres were initially drilled. Four additional holes of a combined depth of approximately 1,500 metres are scheduled to be drilled in May. Results are expected to be announced in May.

STRATEGY AND OUTLOOK

The primary objective in 2015 is to position the Company for project construction in 2016 and 2017 and production in 2018. As a result, the Company's 2015 focus is on advancing the following initiatives already underway:

- Land Acquisition;
 - Value & Basic Engineering;
 - Exploration; and
 - Project Financing.
-
- **Land Acquisition** – The LAP includes a combination of voluntary and government assisted land purchases. By initiating the government assisted purchase process in Q1, the Company expects that achieving key milestones in this process will accelerate the volume of voluntary transactions. The LAP is expected to be completed in Q1 2016. There are inherent procedural risks, such as the timing of government department and judicial activities (see “Risk Factors”), that could extend the process.
 - **Basic Engineering** – The Company expects to advance the engineering on long lead time and critical path items in 2015 and Q1 2016, which will facilitate a timely construction schedule following the closing of project financing.
 - **Exploration** – Results for the 2015 exploration program at the Yenipazar Project are expected in May. In addition, the Company may explore in other areas of the 100 square kilometres of the Yenipazar license area.
 - **Project Financing** – The Company is actively considering various project financing alternatives, including evaluating indicative term sheets from traditional banks, commodity streaming companies and private equity firms. The process is estimated to be advanced significantly in 2015, with completion anticipated in 2016. The expected timing of substantial completion of the LAP has significant influence on the potential closing dates of the project financing components. The amount and timing of obtaining new funds may be affected by capital market conditions for junior mining companies, fluctuations in commodity prices, potential changes to the political environment in Turkey and the timing of completing the LAP.

MARKET OVERVIEW

Aldridge's major objectives and challenges are generally focused on addressing the key risk factors potentially affecting the timing and cost of developing the Yenipazar Project and on positioning the Company to obtain the necessary financing to develop and build the Yenipazar Project. However, fluctuations in spot and forecast commodity prices combined with generally uncertain conditions of the capital markets for junior mining companies may result in the Company requiring more time to obtain full project financing.

The market prices of gold, silver, copper, lead and zinc are primary elements for evaluating the potential economic returns of the Company's Yenipazar Project. The Company believes the Yenipazar Project provides the potential for a natural commodity pricing hedge since the revenue mix of precious metals and base metals potentially allows for the impact of price changes of precious metals to be partially offset by the opposite directional changes in base metals pricing. The Company views the potential natural pricing hedge created by a VMS deposit as an important risk mitigating feature of the Yenipazar Project when compared to a more traditional precious metals project. Additional price sensitivity analysis is included in the "Yenipazar Project – Turkey" section of this MD&A.

The Company believes that continued stability or improvements in prices of its five commodities will lead to more favourable project economics and conditions for financing the Yenipazar Project. During the first quarter of 2015, commodity prices continued to fluctuate as indicated in the chart below:

		January 1 to March 31, 2015				Optimization Study (May 2014)
		Price Range		Close	Average	
	Low	High				
Gold	US\$/oz	1,147	1,296	1,187	1,219	1,250.00
Silver	US\$/oz	15.47	18.23	16.60	16.72	20.00
Copper	US\$/lb	2.46	2.90	2.75	2.82	3.00
Lead	US\$/lb	0.77	0.86	0.83	0.83	0.94
Zinc	US\$/lb	0.89	0.99	0.94	0.96	0.90

Source: www.kitco.com; www.kitcometals.com

Going forward, we believe that gold will attract investment interest through its role as a safe haven investment, store of value and alternative to currency due to concerns over geopolitical issues, sovereign debt and deficit levels, future inflation prospects and continuing accommodative monetary policies put in place by many of the world's central banks. While there is a risk that investor interest in gold will decrease, we believe that the continuing uncertain macroeconomic environment, together with the limited choice of alternative safe haven investments, is supportive of continued strong demand for gold.

The silver price is driven by factors similar to those influencing the investment demand for gold. The physical silver market is currently in surplus and investment demand is expected to be the primary driver of prices in the near term.

Copper prices have decreased over the past year, in part due to surplus markets and the lagging effects of a weaker property market in China. Lead prices are expected to rise with increasing auto sales and limited new mine production, whereas zinc prices are expected to be driven higher with declining stock levels. The Yenipazar Project economics and results of the May 2014 Optimization Study are summarized in the "Yenipazar Project—Turkey" section of this report.

The nature of the Yenipazar Project requires the Company to interact continually with various Turkey government offices and ministries. The Company has successfully worked within the Turkish regulatory environment for more than ten years. Most recently its success was evidenced by the receipt of the Environmental Impact Assessment Permit ("EIA Permit") in March 2014 and by the 5-year renewal of the Operating License in May 2014. The Company will continue to work diligently with the various regulators and community stakeholders to facilitate the timely execution of its project development activities.

Fluctuations in foreign exchange rates may impact the amount of project financing required to achieve the Company’s objectives. The general operating expenses in Turkey and a portion of the estimated Yenipazar Project capital and operating expenditures are denominated in Turkish lira (“TRY”). The balance of present and future capital and operating costs are denominated in USD. The following chart provides representative exchange rates compared to rates used in the OS:

Exchange Rates – March 31, 2015						Optimization Study (May 2014)
From	To	52-week High	52-week Low	52-week Average	Spot	
USD	TRY	2.64	2.07	2.25	2.61	2.10
USD	CAD	1.28	1.06	1.14	1.26	1.09

Source: www.oanda.com

Continued weakness in the TRY has helped to reduce the USD equivalent costs in Turkey throughout 2014 and in the first quarter of 2015. Inflation rates in Turkey averaged approximately 9% during 2014. Currently, the Company has not experienced any material direct liability resulting from changing domestic input prices that have influenced its operations. However, persistent and prolonged inflation in Turkey may eventually increase the USD equivalent costs, depending on movements in exchange rates.

The Company monitors foreign exchange exposure closely and may take steps, including using derivative products to manage its foreign exchange risks in accordance with its foreign exchange risk management policy.

SELECTED FINANCIAL INFORMATION

The following table provides selected consolidated financial information in United States Dollars for the previous three fiscal years.

	YEAR ENDED AND AS AT DECEMBER 31, 2014	YEAR ENDED AND AS AT DECEMBER 31, 2013	YEAR ENDED AND AS AT DECEMBER 31, 2012
(United States dollars)			
Loss before income tax and discontinued operations	\$(3,191,177)	\$(7,174,079)	\$(12,756,010)
Net loss	(3,191,177)	(6,840,585)	(13,654,231)
Net loss per share	(0.04)	(0.08)	(0.29)
Cash and cash equivalents	14,331,409	6,597,969	3,486,944
Working capital ⁽ⁱ⁾	14,103,639	6,468,652	3,080,774
Total assets	25,829,329	10,452,416	5,276,642
Total non-current financial liabilities	8,445,579	115,740	95,992

⁽ⁱ⁾ Working capital equals current assets less current liabilities, and is a non-GAAP measure used by management.

The following table provides selected consolidated financial information that should be read in conjunction with the interim consolidated financial statements of the Company.

	THREE MONTHS ENDED AND AS AT MARCH 31, 2015	THREE MONTHS ENDED AND AS AT MARCH 31, 2014	YEAR ENDED AND AS AT DECEMBER 31, 2014
Loss before income tax	\$(1,504,981)	\$(727,140)	\$(3,191,177)
Net loss	(1,504,981)	(727,140)	(3,191,177)
Net loss per share	(0.01)	(0.01)	(0.04)
Cash and cash equivalents	10,561,573	4,204,436	14,331,409
Working capital ⁽ⁱ⁾	10,371,509	4,186,254	14,103,639
Total assets	24,827,014	9,457,027	25,829,329
Total non-current financial liabilities	9,056,661	94,359	8,445,579

⁽ⁱⁱ⁾ Working capital equals current assets less current liabilities, and is a non-GAAP measure used by management.

The Company's expenditures on its mineral properties are as follows:

	THREE MONTHS ENDED MARCH 31, 2015	THREE MONTHS ENDED MARCH 31, 2014
Yenipazar Project, Turkey	\$1,541,431	\$ 1,391,294
Exploration Licenses, Turkey ⁽ⁱ⁾	-	-
Total Exploration & Evaluation	\$1,541,431	\$ 1,391,294

⁽ⁱ⁾ The Company presently holds 1 license.

OVERVIEW OF PROJECTS AND INVESTMENTS

The Company's flagship property and primary focus is the Yenipazar Project in Turkey. Over previous years it held a number of exploration licenses and equity investments in mining companies, which have been significantly reduced through divestiture or abandonment. The following is a list of projects and investments reflected in the most recent financial statements:

- Yenipazar Project - Turkey;
- Investments – Class A performance shares in Anatolia Energy Ltd. (value at March 31, 2015 of \$Nil).

YENIPAZAR PROJECT - TURKEY

The Yenipazar Property is approximately 100 square kilometres in area and is located at the geographic center of Turkey. It is approximately 200 kilometres east-southeast of Ankara, the capital city, and is easily accessible via public roads and has good access to rail transportation and electrical power supply.

The Yenipazar Project is a polymetallic VMS body that hosts a gold-silver-copper-lead-zinc mineral deposit within the Yenipazar Property. It has a currently determined strike length of at least 1,700 metres averaging 200 metres in width, with zones of approximately 20 metres in thickness at depths between 30 and 190 metres. Much of the ore body is sitting at a depth of approximately 50 to 120 metres. The Yenipazar Project includes approximately 9.4 square kilometres of land within the project fence line, of which 8.2 square kilometres will need to be acquired from local residents through the LAP. The majority of the remaining 1.2 square kilometres is government-owned treasury lands which the Company will be able to use pursuant to the Yenipazar Operating License.

The Company's expenditures on the Yenipazar Project increased by \$150,137 in the quarter ended March 31, 2015 to \$1,541,431 as compared to the quarter ended March 31, 2014. The increase mainly resulted from capitalized interest during the quarter ended March 31, 2015 as compared to the quarter ended March 31, 2014.

PROPERTY OWNERSHIP STRUCTURE

In 2004 the Company first entered into an agreement with Alacer Gold Inc. ("Alacer") to acquire an interest in the Yenipazar Property. By June 2013 the Company had fulfilled its last remaining obligation to earn a 100% interest in the Yenipazar Property by delivering the Feasibility Study to Alacer. Once the Property is in production, the Company will pay Alacer a 6% NPI until such time as operational revenues reach the amount of \$165 million, and a 10% NPI thereafter.

Through Aldridge Turkey, the Company has an Operating License with respect to the Yenipazar Property, which was renewed in May 2014 for a period of five years. The related mining permits for each payable mineral will also expire at the same time. The Company will seek extensions to the Operating License and Operating Permits prior to 2019. The Company announced in March 2014 that it had received the EIA Permit for the Yenipazar Project. In addition, Aldridge has received the GSM Permit that will allow the Company to conduct commercial activities in the region surrounding the Yenipazar Property. With these key permits in place, the Company will proceed in due course with the application for construction and other ancillary permits.

While the Company advances the project towards development and production, the Company is operating under a temporary shutdown permit that expires in January 2016.

DEVELOPMENT ACTIVITIES

In April 2014 the Company announced the results of its Optimization Study for the Yenipazar Project. By maximizing the use of highly qualified Turkish contractors and suppliers, the work capitalized on Turkey's key positive differentiators including the ability to employ effectively contract mining and leverage the country's skilled construction industry and its lower labour and manufacturing costs. Additionally, design areas such as the waste rock dump, tailings management facility, and grinding circuits were optimized based on new studies and testwork completed since the Feasibility Study.

Highlights of the Optimization Study include:

Pre-Production CAPEX (including contingencies):	\$230 million
Sustaining Capital (over 12-year life of mine incl. closure cost):	\$40 million
OPEX (cash operating cost per tonne of ore):	\$29.65
Revised Base Case Metal Prices	Gold: \$1,250/oz Silver: \$20.00/oz Copper: \$3.00/lb Lead: \$0.94/lb Zinc: \$0.90/lb
Internal Rate of Return (“IRR”) (after-tax at revised base case metal prices):	32.2%
Net Present Value at 7% (“NPV₇”) (after-tax at revised base case metal prices):	\$330 million
Payback (after-tax):	2.4 years

Further details on the results of the Optimization Study are available in the MD&A for the year ended December 31, 2014.

Subsequent to the completion of the Optimization Study in May 2014 the Company advanced the Yenipazar Project in the following areas:

- Value Engineering Study;
- Land Acquisition; and
- Application for the Investment Incentive Certificate.

Value Engineering Study

Subsequent to the completion of the Optimization Study, the Company initiated a follow-up VE Study to evaluate alternative engineering and construction strategies and to ensure constructability and operational effectiveness. The VE Study concluded that no material changes to the Optimization Study results were required. The VE Study, which was completed in April 2015, included additional work on the comminution circuit as well as the water balance throughout the life of mine. Based on the Study results, the Company expects to advance the engineering on long lead time and critical path items in 2015 and the first half of 2016, which will facilitate a timely construction schedule following closing of project financing.

Land Acquisition

The Yenipazar Project involves acquiring approximately 8.2 square kilometres of land divided into approximately 500 land parcels presently owned by many of the people living in the nearby communities of Eğlence and Gövdecili. The successful acquisition of the land will be a key catalyst in de-risking the project and attracting full project financing.

The Company has strived towards a fair and orderly process that will comply with the Equator Principles III typically required by international banks and project finance organizations. To that effect, the

Company's offer prices are a multiple of the market values as determined by an independent valuator in the Environmental and Social Impact Assessment.

Meanwhile, Turkish government investment policies provide support for projects, like Yenipazar, that provide economic benefits to under-developed regions. The Company expects to use legislated government support, while adhering to applicable Equator Principles III, in order to acquire the needed land. The process to use government-assisted purchasing was initiated in Q1 2015.

The land acquisition process is expected to be completed in Q1 2016. There are inherent procedural risks, such as the timing of government department and judicial activities (see "Risk Factors"), that could extend the process completion target. As at March 31, 2015 the total cost of land acquired was \$4,402,083, which includes an amount of \$595,413 for interest capitalization on its borrowings.

Investment Incentive Certificate ("IIC")

The Yenipazar Project is eligible to participate in the Turkish investment incentive plan. Based on the rates effective for projects qualifying after January 1, 2014 the expected income tax savings are equivalent to approximately 40% of the eligible depreciable capital expenditures required to build the project. The income tax savings will be received via a corporate income tax rate reduction from 20% to 6%. The Company submitted its initial application, in September 2014, for the Investment Incentive Certificate pursuant to Turkey's 'Decree on State Incentives in Investments'. The IIC qualification level and approval is dependent upon a number of factors, including a minimum expenditure amount incurred in the calendar year in which the IIC is issued. The Company expects to receive the updated IIC in the near future. The benefits expected to be received under these incentives have been factored into the Optimization Study.

New Mining Legislation in Turkey

New mining legislation was approved by the Turkish National Assembly and subsequently received Presidential approval in February 2015. The approved legislation will impact the royalty regime and mining license regime. The Company expects the financial impact on the Yenipazar Project to be immaterial as preliminary analysis indicates that IRR based on Optimization Study prices would decrease by less than 0.5% when taking into account the new royalty regime. This analysis is subject to confirmation when the detailed regulations accompanying the new legislation are issued.

EXPLORATION AND OPERATING LICENSES IN TURKEY

As at March 31, 2015 the Company held one operational license for Yenipazar and one other exploration license.

In July 2011, the Company agreed to assign 6 exploration licenses prospective for nickel and chromite to Kenz Mining Inc. ("Kenz") pursuant to an assignment agreement that required Kenz to pay the Company certain amounts at fixed intervals. By continuing exploration, Kenz committed to spending \$1 million on exploration and evaluation over a period ending in June 2017. Upon completion of this exploration phase, Kenz may advance the licenses to the operation period upon payment to Aldridge of \$250,000.

Periodically the Turkish government holds auctions for exploration licences and the Company's exploration team evaluates the available licenses for potential acquisition.

RESULTS OF OPERATIONS

For the three months ended March 31, 2015 and March 31, 2014:

	Three Months ended March 31	
	2015	2014
EXPENSES		
Exploration and evaluation expenditures	\$ -	\$ 4,564
General and administrative	1,006,550	731,074
	\$ (1,006,550)	\$ (735,638)
OTHER EXPENSES/(INCOME)	(498,431)	8,498
Net loss for the period before income tax	\$ (1,504,981)	\$ (727,140)
Income tax recovery	-	-
Net loss for the period	\$ (1,504,981)	\$ (727,140)

During the quarter ended March 31, 2015 the Company incurred net losses from continuing operations of \$1,504,981 versus the net loss of \$727,140 during the comparable period in the prior year. The increase mainly relates to salaries and benefits and foreign exchange losses.

EXPLORATION AND EVALUATION EXPENDITURES

The Company's primary focus in FY2015 and FY2014 was to advance the FS on its Yenipazar Project in Turkey. Consequently its exploration and evaluation expenditures on mineral properties were as follows:

	THREE MONTHS ENDED MARCH 31 2015 (\$)	THREE MONTHS ENDED MARCH 31 2014 (\$)
Yenipazar Property		
Analytical	-	179
Depreciation	23,465	25,621
Drilling	171,333	-
Drilling site access fees	4,026	4,164
Engineering consulting	336,912	559,907
Environmental consulting	4,000	19,730
License	4,454	2,184
Metallurgical consulting	-	77,576
Permitting	10,499	69,897
Professional expenses	227,541	89,051
Project expenses and employee costs	531,246	455,432
Travel	33,780	62,466
Vehicles and Equipment maintenance	23,203	21,791
Interest Capitalization	169,096	-
Other	1,876	3,296
Total exploration and evaluation expenditures	1,541,431	1,391,294

During the quarter ended March 31, 2015 the exploration and evaluation expenditures relating to the Yenipazar Project advanced the Value Engineering project, whereas expenditures in the prior year related to the completion of the Optimization Study that was completed in May 2014.

GENERAL AND ADMINISTRATIVE EXPENSES

The following table summarizes the Company's general and administrative ("G&A") and other expenses:

	THREE MONTHS ENDED MARCH 31, 2015 (\$)	THREE MONTHS ENDED MARCH 31, 2014 (\$)	YEAR OVER YEAR CHANGE (\$)
Amortization	11,216	13,784	(2,568)
Directors' fees and expenses	41,926	57,774	(15,848)
Office and sundry	149,145	119,807	29,338
Professional fees	190,198	143,300	46,898
Salaries and benefits	424,966	315,362	109,604
Shareholder information	68,444	22,151	46,293
Stock-based compensation	75,894	37,433	38,461
Transfer and filing	11,407	10,905	502
Travel and promotion	33,354	10,558	22,796
General and administrative	1,006,550	731,074	275,476

Additional comments on individual expense item changes follow:

- Salaries and benefits increased by \$109,604 during the three months ended March 31, 2015 as compared to the same period in the prior year, mainly due to the absence of a CEO in the prior period.
- Professional fees increased by \$46,898 during the three months ended March 31, 2015 as compared to the corresponding period in the prior fiscal year due to the engagement of a finance advisor to assist with the evaluation of project financing alternatives.
- Travel and promotions expenses increased by \$22,796 to \$33,354 during the quarter ended March 31, 2015 as compared to the prior year due to increased efforts to promote the Company to potential investors.
- Shareholder information costs increased by \$46,293, when comparing the quarter ended March 31, 2015 to the comparable period in the prior year due to additional investor relations consulting contracts and promotions for prospective financing.
- Stock-based compensation increased by \$38,461 as compared to the corresponding period in the prior year because of the issuance of 750,000 stock options in March 2015.

The Company recognizes that the uncertain capital markets may require the Company to manage its spending to facilitate a potentially longer project financing process. As a result, the Company may take further actions to manage expenses in Turkey and Canada, including reducing and re-assigning staff and reducing professional fees and other expenses as necessary.

SUMMARY OF QUARTERLY RESULTS

The following tables summarize information derived from the Company's financial statements for each of the eight most recently completed quarters. Net losses are mainly driven by the Company's expenditures on exploration and evaluation activities at Yenipazar.

Quarterly period ended	Total revenues \$	Loss before taxes \$	Loss before taxes per share \$	Net income (loss) \$	Net income (loss) per share \$	Total Assets \$
March 31, 2015	Nil	(1,504,981)	(0.01)	(1,504,981)	(0.01)	24,827,014
December 31, 2014	Nil	(702,760)	(0.01)	(702,760)	(0.01)	25,829,329
September 30, 2014	Nil	(917,298)	(0.01)	(917,298)	(0.01)	26,498,234
June 30, 2014	Nil	(843,979)	(0.01)	(843,979)	(0.01)	9,069,297
March 31, 2014	Nil	(727,140)	(0.01)	(727,140)	(0.01)	9,457,027
December 31, 2013	Nil	(533,695)	(0.01)	(533,695)	(0.01)	10,452,416
September 30, 2013	Nil	(1,184,905)	(0.01)	(1,184,905)	(0.01)	11,468,312
June 30, 2013	Nil	(2,444,117)	(0.03)	(2,444,117)	(0.03)	12,285,738

Note: The Company has no history of declaring dividends.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents at March 31, 2015 totaled \$10,561,573 (December 31, 2014 - \$14,331,409). At March 31, 2015 the Company had working capital (current assets less current liabilities) of \$10,371,509 as compared to \$14,103,639 at December 31, 2014, a decrease of \$3,732,130. During the three months ended March 31, 2015, the Company's average monthly recurring cash expenditures were approximately \$435,000. The Company continues to recognize that it needs a prudent approach to spending to ensure it optimizes the use of its cash resources to achieve its project development objectives and obtain the long term project financing required. The Company's rate of spending will be closely monitored and the discretionary spending may be adjusted to reflect potential changes in requirements and the timing of project financing activities.

Following is a detailed discussion on the financing, operating and investing activities of the Company during the first quarter of 2015.

Financing Activities: The Interim Financing funds land acquisition, engineering activities, and the Company's working capital requirements through early 2016. In 2015, the Company's focus is evaluating and obtaining the project financing required to repay the debt facility and accrued interest and to fund the project through construction and into operation. Critical to the timing of the project financing is the success of the land acquisition process, which is likely to affect the timing of closing such financing. The project financing timing may also be affected by other factors, including the capital market conditions for junior mining companies, fluctuations in commodity prices, and potential changes to the political environment in Turkey.

In the meantime, considering the present mining sector and capital markets environment, prospective spending plans will balance short and long term project development plans with a conservative cash management strategy and undrawn facilities of \$25 million.

The Company is subject to certain covenants and capital requirements imposed by its debt facility agreement with Orion. Failure to comply with such requirements may trigger early repayment of the outstanding debt balance with accrued interest. The Company shall maintain a Liability/Equity ratio of less than or equal to 5:1 as measured at the end of each fiscal quarter. (Note: the actual Liability/Equity ratio at March 31, 2015 was 0.94:1) As at March 31, 2015 all the Company's shares in wholly-owned Aldridge Mineral Madencilik Sanayi Ticaret Ltd. Şti., its mining licences, and land with a net book value of \$2,008,597 were pledged as collateral for the Company's borrowings.

Operating Activities: During the first quarter of 2015, cash used in operating activities mainly comprise expenses to complete the Value Engineering Study on the Company's Yenipazar Project, and general and administrative expenses. Cash used in operating activities for the quarter ended March 31, 2015 was \$752,937 compared to \$1,018,590 for the quarter ended March 31, 2014.

The Company has various commitments relating to rental office space and to IT support services. These are summarized in the "Liquidity and Capital Resources" and "Off-Balance Sheet and Contractual Obligations" sections of the 2014 Annual MD&A.

Investing Activities: For the quarter ended March 31, 2015 cash outflows arising from investing activities totaled \$2,475,828 as compared to cash outflows of \$1,161,288 for the quarter ended March 31, 2014. For the quarter ended March 31, 2015, cash outflows mainly consisted of net expenditures on the Yenipazar Project that were capitalized to mineral property under development of \$1,220,064 and net purchases of property and equipment (including land) of \$1,255,764.

The Company has certain obligations pursuant to the Yenipazar Option Agreement as described previously in this MD&A. The Company also has certain obligations pursuant to its exploration licenses in Turkey including reports on exploration, annual reports on operation projects, per hectare fee deposits. The applicable deposits are proportional to the size of the mining area and are determined each year or re-valued according to prevailing economic conditions.

RELATED PARTY TRANSACTIONS

Related party transactions include legal and consulting fees, management fees and compensation paid to key management personnel, and are recorded as either G&A expenses or exploration and evaluation expenditures, depending on their nature. Key management personnel are defined as officers and directors of the Company. Transactions between the Company and its subsidiaries have been eliminated on consolidation and not disclosed.

Amounts payable to key management personnel were \$22,585 as at March 31, 2015 (December 31, 2014 - \$102,937). Transactions with key management personnel were as follows:

	Three months Ended March 31 2015	Three months Ended March 31 2014
Salaries and benefits ⁽¹⁾	\$ 181,952	\$ 114,969
Share based payments ⁽¹⁾	70,597	23,525
Total compensation	\$ 252,549	\$ 138,494
Consulting and management fees ⁽²⁾	159,770	184,622
Total transactions with key management personnel	\$ 412,319	\$ 323,116

⁽¹⁾ Directors do not have employment or service contracts with the Company, but may be entitled to director fees while officers have employment contracts and earn salaries and benefits for their services. Both directors and officers are also eligible for stock options.

⁽²⁾ These amounts represent consulting fees paid or payable to various current and former officers and directors of the Company or to companies controlled by such individuals. During the quarter ended March 31, 2015 the Company paid consulting fees of \$nil (Quarter ended March 31, 2014 - \$20,867) to Dr. Martin Oczlon, as compensation for his former role as VP Exploration. During the quarter ended March 31, 2015 related party transactions totaling \$nil (Quarter ended March 31, 2014 - \$19,603) was entered with John Cook, a former director of the Company, for consulting services rendered during the completion of the Yenipazar Optimization Study. The Company paid \$159,770 (Quarter ended March 31, 2014 - \$144,152) in professional fees during the three months ended March 31, 2015 to Baycan Law Firm, a firm of which Baran Umut Baycan, a director of the Company, is a partner. The services were incurred in the normal course of operations for general corporate, land acquisition and project-related matters. The Company is committed to a monthly retainer of \$43,750 for on-going legal services for land acquisition through July 2015. The foregoing related party transactions were made on terms equivalent to those that prevail with arm's length transactions.

OFF-BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

The Company does not have any off-balance sheet arrangements that are likely to have or are reasonably likely to have a material current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that have not been disclosed in the Company's financial statements.

Additional disclosure concerning the Company's contractual obligations is provided in Note 14 "Commitments" contained in the consolidated financial statements for the year ended December 31, 2014.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments as of March 31, 2015 consist of cash and cash equivalents, receivables, trade and other payables and borrowings. The Company's financial instruments are denominated primarily in USD, CAD, EUR and TRY.

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, which are held in financial institutions in Canada, Turkey, and The Netherlands and other receivables. The Company has no significant concentration of credit risk arising from operations. The Company's policy is to invest excess cash in fixed interest investment-grade short-term deposit certificates and overnight deposits in Canada and Turkey. Management believes the risk of loss to be minimal given the apparent financial strength of the financial institutions with whom the Company transacts.

Other receivables consist of accrued interest and value added taxes receivable from government authorities in Canada and Turkey, respectively. Management believes that the credit risk concentration with respect to other receivables is minimal.

Interest rate risk is generally associated with the Company's Loan facility, which bears interest of 9% per annum plus the higher of the 3-month USD LIBOR and 1%. The Company also has cash balances that are invested in fixed interest investment-grade short-term deposit certificates and overnight deposits. During the first quarter of 2015, the Company recorded interest income of \$64,647 and interest expense of \$168,704. Future net cash flows from interest income on cash and cash equivalents and interest expense on variable rate borrowings will be affected by interest rate fluctuations. The Company closely monitors prevailing interest rates, including the LIBOR rate, and will take appropriate mitigating actions should interest rate risk become material.

Foreign currency risk is generally associated with financial instruments and transactions denominated in non-USD currencies. While the Company has borrowings in United States Dollars, it funds development and exploration expenditures in Turkey primarily in Turkish Lira, Canadian Dollars and United States dollars. The Company maintains separate bank accounts for these currencies with sufficient funds to support monthly forecasted cash outflows over the following month.

Net foreign exchange loss was \$426,299 for the three months ended March 31, 2015, compared to a loss of \$6,945 for the comparable prior year period. The FY 2014 loss related primarily to the impact of a weakening Canadian dollar against the Turkish Lira on a subsidiary's working capital balances. The FY 2015 losses related to the weakening Canadian dollar against the United States dollar on USD-denominated borrowings. Management monitors the foreign currency risk closely and takes necessary mitigating activities. The Company will take the necessary steps, including cash flow hedging, to manage any foreign exchange risks with respect to its US-denominated borrowings in accordance with its foreign exchange risk management policy.

SHARE CAPITAL AS AT MAY 14, 2015

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	106,955,881

The Company has a Stock Option Plan (the "Plan") to promote the interests of the Company to assist the Company in attracting, retaining and motivating its directors, officers, employees and consultants by providing greater incentive to further develop and promote the business and financial success of the Company. The maximum number of shares that may be issuable pursuant to the options granted under

the Plan is 10% of the Company's issued share capital, or as at May 14, 2015, 10,695,588 common shares.

As at May 14, 2015 the following stock options were outstanding:

Expiry Date	Exercise Price (CAD)	Number Outstanding	Number Exercisable	Weighted Average Remaining Contractual Life (years)
November 9, 2015	\$1.11	200,000	200,000	0.49
November 30, 2015	1.40	300,000	300,000	0.55
February 22, 2016	1.46	50,000	50,000	0.78
March 21, 2016	1.06	50,000	50,000	0.85
March 30, 2016	1.29	60,000	60,000	0.88
June 15, 2016	1.25	400,000	400,000	1.09
June 20, 2016	1.05	200,000	200,000	1.10
August 3, 2016	0.80	110,000	110,000	1.22
February 28, 2017	0.54	75,000	75,000	1.80
March 28, 2017	0.64	233,000	233,000	1.87
May 1, 2017	0.61	200,000	200,000	1.97
November 26, 2018	0.20	1,435,000	717,500	3.54
April 7, 2019	0.24	1,000,000	500,000	3.90
December 18, 2019	0.20	3,060,938	1,335,938	4.60
March 26, 2020	0.20	750,000	187,500	4.87
	0.40	8,123,938	4,618,938	3.55

As at May 14, 2015 the maximum additional number of stock options that can be issued pursuant to the Plan is 2,571,650.

As at May 14, 2015 the following warrants were outstanding:

Description	Expiry Date	Exercise Price	Warrants Outstanding	Value Assigned on Issue Date
Warrants	September 25, 2016	\$1.00	10,561,611	316,849

RISK FACTORS

The Company's principal activity of mineral exploration and development is considered to be very high risk and the mining industry in general is intensely competitive in all its phases. Companies involved in this industry are subject to many and varied types of risks, including but not limited to, environmental, commodity prices, political and economic. The section entitled "Risk Factors" in the 2014 Annual MD&A contains further details.

QUALIFIED PERSONS

Mr. Robbert Borst, Vice President Project Development is a Qualified Person as defined in NI 43-101, and has reviewed and verified the technical content in this MD&A.

CRITICAL ACCOUNTING ESTIMATES AND ACCOUNTING POLICIES

The preparation of interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The interim consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the interim consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company's accounting policies and significant estimates and judgments are described in Note 2 to the consolidated financial statements for the year ended December 31, 2014.

ACCOUNTING STANDARDS AND AMENDMENTS ISSUED

Amendments to accounting standards adopted and not yet adopted are described in Note 2 of the consolidated financial statements for the year ended December 31, 2014.

INTERNAL CONTROL AND DISCLOSURE CONTROLS OVER FINANCIAL REPORTING

Management of the Company is responsible for the design, implementation and monitoring of effective internal controls over financial reporting (as defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings), to provide reasonable assurance regarding the reliability of financial reporting and the preparation of audited consolidated financial statements in accordance with IFRS. Management has established processes which are in place to provide the Company's certifying officers with sufficient knowledge to support management representations to confirm that reasonable diligence has been exercised that (i) the Consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited consolidated financial statements; and (ii) the Consolidated financial statements fairly present in all material respects the financial condition, results of the operations and cash flows of the Company, as of the date of and for the periods presented by the Consolidated financial statements.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuer's Annual and Interim Filings* ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial

reporting (“ICFR”), as defined in NI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

- a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.

The Company’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information may include, but is not limited to, information with respect to the future financial and operating performance of the Company, its affiliates and subsidiaries, the estimation of mineral reserves and mineral resources, realization of mineral reserves and resource estimates, costs and timing of development of the Company’s projects, costs and timing of future exploration, timing and receipt of approvals, consents and permits under applicable legislation, results of future exploration and drilling and adequacy of financial resources. Forward-looking information is often characterized by words such as “plan”, “expect”, “budget”, “target”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words or statements that certain events or conditions “may” or “will” occur.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from those expressed or implied by such forward-looking information, including risks associated with investments in publicly listed companies, such as the Company; risks associated with general economic conditions; the risk that further funding may be required, but unavailable, for the ongoing development of the Company’s projects; changes in government regulations, policies or legislation; unforeseen expenses; fluctuations in commodity prices; fluctuation in currency exchange rate; litigation risk; restrictions on the repatriation of earnings by the Company’s subsidiaries; conflicts of interest of certain directors of the Company; inability to effect service of process or to enforce judgments within Canada upon and against the directors and officers of the Company and certain experts; the inherent risks and dangers of mining exploration and operations in general; risk of continued negative operating cash flow; the possibility that required permits may not be obtained; environmental risks; uncertainty in the estimation of mineral resources and mineral reserves; risks that the current inferred resource at the Yenipazar Project will not be converted to a sufficient amount of indicated or measured resources to warrant development; risks that the hydrogeological characteristics at the Yenipazar Project will not permit an adequate extraction rate; general risks associated with the feasibility and development of each of the Company’s projects; risks that the new

process being developed by the Company will take longer to develop than anticipated or that it will not be successfully developed; risks of being unable to sell production in the event of the development of a project; foreign investment risks in Turkey; changes in Turkish laws or regulations; future actions by the Turkish government; breach of any of the contracts through which the Company holds property rights; defects in or challenges to the Company's property interests; uninsured hazards; disruptions to the Company's supplies or service providers; reliance on key personnel; retention of key employees; absence of dividends and competition.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of their experience and their perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable. Assumptions have been made regarding, among other things: the Company's ability to carry on its exploration and development activities, the timely receipt of required approvals, the prices of lithium and potash, the ability of the Company to operate in a safe, efficient and effective manner and the ability of the Company to obtain financing as and when required and on reasonable terms. Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.