

ALDRIDGE MINERALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Form 51-102F1

For the three months and six months ended May 31, 2006

Dated July 26, 2006

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of financial position and results of operations of Aldridge Minerals Inc. ("Aldridge," the "Company") should be read in conjunction with the audited financial statements of Aldridge Minerals Inc. and the notes thereto for the year ended November 30, 2005. In this MD&A, unless the context otherwise dictates, a reference to the Company refers to Aldridge. Unless stated otherwise, all financial amounts are expressed in Canadian dollars. The effective date of this MD&A is July 26, 2006.

Additional information about Aldridge Minerals Inc. is available on SEDAR at www.sedar.com.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect", and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital and the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

1. Overview

Aldridge was incorporated in the Canadian province of British Columbia on June 6, 1994 and is in the business of the location, acquisition, exploration and, if warranted, development of mineral properties. The Company's exploration efforts are focused on the exploration and development of properties in Turkey. Primarily to hold licenses, but also to operate in Turkey, Aldridge incorporated a 100 % owned subsidiary (Aldridge Mineral Madencilik Ltd. Şti.) in Ankara, Turkey in late June 2005.

The Purchase & Sale Agreement with BHP Billiton ("BHPB"), stating that Aldridge has earned a 60% interest in the Olucak and Derinkoy mineral properties in North East Turkey has been finalized and signed on January 27, 2006, and has been previously announced in the Aldridge news release from February 3, 2006. The Purchase & Sale Agreement further stipulates that Aldridge, in return for the remaining 40% interest in the Olucak and Derinkoy properties, shall grant a 1.5% net smelter return royalty and issue 250,000 common shares of Aldridge to the Turkish subsidiary of BHPB. The 250,000 shares were issued on February 16, 2006, and Aldridge held a 100% interest in both properties via Aldridge's Turkish subsidiary.

Aldridge's Board decided that the Derinkoy and Olucak projects would yield the best merits if farmed out to other companies, with the other companies assuming responsibility for exploration, and paying shares and/or cash to Aldridge in exchange for access to the two properties. According talks have been held with various companies, and Aldridge was able to finalize one agreement during the June-August 2006 Quarter with Northfield Inc. regarding the Derinkoy Property. Please see the Aldridge news release from July 14, 2006.

For the Au-Ag-Cu-Pb-Zn Yenipazar project, Aldridge prepared a drill program on a 40 x 40 m grid to outline an indicated resource. Further, geophysical measurements (geo-electric, induced potential) were carried out at Yenipazar over potentially mineralized zones up to 12 km around the drilled deposit area. According to these data, potential for at least one further ore body exists, and this area shall be drill-tested during the 2006 drill campaign. To obtain the option to 100 % equity in the Yenipazar project, Aldridge successfully negotiated an amended and restated agreement with the project-holder Anatolia Minerals Development, to be finalized and signed during the June-August 2006 Quarter.

To enlarge its portfolio of projects of higher potential, Aldridge decided to acquire licenses covering areas with lateritic nickel mineralization. This type of nickel deposits has particularly favorable leach properties in Turkey. There is so far only one other company active in the exploration and development of lateritic nickel deposits in Turkey, currently developing the large and highly profitable Caldag nickel project. Aldridge believes that there is potential for more deposits of that type and size, and Aldridge collected large amounts of data to identify according areas. Several licenses are expected to be acquired during the June-August 2006 Quarter.

The general business strategy of the Company is to acquire mineral properties either directly or through the acquisition of operating entities. The continued operations of the Company and the recoverability of mineral property costs and any related deferred costs is dependent upon the existence of economically recoverable mineral reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production from the properties or proceeds from the disposition thereof. The Company has incurred recurring operating losses and requires additional funds to meet its obligations and maintain its operations. Management's plans in this regard are to raise equity financing as required.

The Company has not generated any operating revenues to date. Interest earned on excess cash is incidental income.

2. Results of Operations

For the three-month period ended May 31, 2006 ("Q2 2006"), the Company incurred a net loss from operations of \$118,490 or loss per share of \$0.01, compared to a loss of \$196,222 or loss per share of \$0.03 for the three months ended May 31, 2005 ("Q2 2005").

General and administrative expenses in Q2 2006 include legal fees of \$21,022 which were incurred for a number of items including general corporate matters, the annual general meeting held on May 10, 2006, and the development of a strategic alliance and option agreement with Northfield Inc. regarding the Derinkoy Property. \$12,126 of filing fees, sponsorship fees, transfer agent fees, and other shareholder information costs were incurred pertaining to ongoing monthly fees, the issuance of shares regarding the mineral property acquisition as well as costs associated with the annual general meeting and various information packages mailed regarding the annual general meeting and the audited financial statements for the year ended November 30, 2005.

Travel and promotion costs of \$10,454 were incurred by the directors and consultants for various trips related to management issues and potential acquisitions. This included attendance at the Annual General Meeting held on May 10, 2006.

During Q2 2006, the cost of salaries and benefits paid to the President totaled \$14,479 and management fees of \$4,325 were paid to a director. During Q2 2006, the Company capitalized to the Yenipazar mineral property, \$11,512 of management fees paid to a director and the Company capitalized to the Derinkoy mineral property \$5,756 of management fees paid to a director.

A foreign exchange loss of \$18,960 was experienced by the company in Q2, 2006 due to the level of U.S. dollars held by the company over the three months and the appreciation of the Canadian Dollar in relation to the U.S. Dollar during that quarter.

During Q2 2006, the Company incurred \$820,038 (Q2 2005 – \$84,210) in exploration expenditures, property development and examination expenditures, and mineral property acquisition costs. These are summarized as follows:

	Balance February 28 2006	Additions Q2 2006	Write-down Q2 2006	Balance May 31 2006
Resource properties	\$	\$	\$	\$
Turkey				
Derinköy and Olucak Properties	755,400	683,756	-	1,439,156
Yenipazar Property	687,011	136,282	-	823,293
	<hr/> 1,442,411	<hr/> 820,038	<hr/> -	<hr/> 2,262,449

Derinköy and Olucak Properties

On December 8, 2002 the Company had entered into an option agreement with an optionor (who subsequently became and currently is a director of Aldridge) to obtain up to a 100% interest in the Derinköy and Olucak Properties. As part of this agreement the Company agreed to assume the underlying obligations of an agreement the optionor had with BHBP for those properties. As consideration for the option agreement Aldridge agreed to issue common shares to the optionor over various stages of Aldridge earning the option interest. On April 24th, 2006 the company issued 600,000 common shares as part of the option agreement. The agreement stipulated that 400,000 shares were to be issued into escrow upon the completion of the company's earning a 60% interest from BHBP for the properties and 200,000 shares were to be issued upon the Aldridge achieving certain results of drilling programs to be undertaken on the properties. The issuance of the 600,000 shares has been recorded as \$678,000. As well, cash expenditures of \$5,756 were made regarding the Derinkoy Property during the three months ended May 31, 2006.

As announced on July 14, 2006 Aldridge has entered into a strategic alliance and an option agreement with Northfield Inc. granting Northfield Inc. an option to acquire up to 75% of Aldridge's Derinkoy Property.

Yenipazar Property

Cash expenditures of \$131,250 were made regarding the Yenipazar Property during the three months ended May 31, 2006. Under the terms of an agreement signed in 2004 and subject to performance during this year, in December 2006, 25,000 shares are to be issued to consultants involved with the exploration and property development of the Company's Yenipazar Property.

For further details regarding the Company's mineral exploration properties, please refer to Note 3 in the audited Financial Statements of Aldridge Minerals Inc. and the notes thereto for the year ended November 30, 2005.

Six Months ended May 31, 2006

For the six-month period ended May 31, 2006 ("Fiscal 2006"), the Company incurred a net loss from operations of \$271,001 or loss per share of \$0.02, compared to a loss of \$208,763 or loss per share of \$0.03 for the six months ended May 31, 2005 ("Fiscal 2005").

General and administrative expenses in Fiscal 2006 include legal fees of \$86,743 were incurred for a number of items including general corporate matters, the completion of a private placement of 1,175,756 common shares and 1,175,756 share purchase warrants in January 2006, the purchase of the remaining interest in the Derinkoy and Olucak Properties, the annual general meeting held on May 10, 2006, and the development of a strategic alliance and option agreement with Northfield Inc. regarding the Derinkoy Property. \$31,423 of filing fees, sponsorship fees, transfer agent fees, and other shareholder information costs were incurred pertaining to ongoing monthly fees, the issuance of shares regarding the mineral property acquisition as well as costs associated with the annual general

meeting and various information packages mailed regarding the annual general meeting and the audited financial statements for the year ended November 30, 2005.

Travel and promotion costs of \$15,548 were incurred by the directors and consultants for various trips related to management issues and potential acquisitions. These included mineral conferences in Vancouver Canada and Istanbul Turkey as well as attendance at the Annual General Meeting held on May 10, 2006.

During Fiscal 2006, the cost of salaries and benefits paid to the President totaled \$24,131 and management fees of \$9,074 were paid to a director. During Fiscal 2006, the Company capitalized to the Yenipazar mineral property, \$28,262 of management fees paid to a director and the Company capitalized to the Derinkoy mineral property \$5,756 of management fees paid to a director.

A foreign exchange loss of \$17,746 was experienced by the company in Fiscal 2006 due to the level of U.S. dollars held by the company over the six months and the appreciation of the Canadian Dollar in relation to the U.S. Dollar during that six month period.

During Fiscal 2006, the Company incurred \$1,302,206 (Fiscal 2005 – \$104,478) in exploration expenditures, property development and examination expenditures, and mineral property acquisition costs. These are summarized as follows:

	Balance November 30 2005	Additions Q2 2006	Write-down Q2 2006	Balance May 31 2006
	\$	\$	\$	\$
Resource properties				
Turkey				
Derinköy and Olucak Properties	392,900	1,046,256	-	1,439,156
Yenipazar Property	567,343	255,950	-	823,293
	<hr/>	<hr/>	<hr/>	<hr/>
	960,243	1,302,206	-	2,262,449
	<hr/>	<hr/>	<hr/>	<hr/>

Derinköy and Olucak Properties

On February 17th, 2006 the company issued 250,000 common shares as part of the agreement with BHBP to acquire the remaining 40% interest in the Derinköy and Olucak Properties, which it did not own previously. The issuance of the 250,000 shares has been recorded as \$362,500.

On December 8, 2002 the Company had entered into an option agreement with an optionor (who subsequently became and currently is a director of Aldridge) to obtain up to a 100% interest in the Derinköy and Olucak Properties. As part of this agreement the Company agreed to assume the underlying obligations of an agreement the optionor had with BHBP for those properties. As consideration for the option agreement Aldridge agreed to issue common shares to the optionor over various stages of Aldridge earning the option interest. On April 24th, 2006 the company issued 600,000 common shares as part of the option agreement. The agreement stipulated that 400,000 shares were to be issued into escrow upon the completion of the company's earning a 60% interest from BHBP for the properties and 200,000 shares were to be issued upon the Aldridge achieving certain results of drilling programs to be undertaken on the properties. The issuance of the 600,000 shares has been recorded as \$678,000. As well, cash expenditures of \$5,756 were made regarding the Derinkoy Property during the three months ended May 31, 2006.

As announced on July 14, 2006 Aldridge has entered into a strategic alliance and an option agreement with Northfield Inc. granting Northfield Inc. an option to acquire up to 75% of Aldridge's Derinkoy Property.

Yenipazar Property

On January 12, 2006, the company issued 50,000 common shares to consultants involved with the exploration and property development of its Yenipazar Property under the terms of an agreement signed in 2004. The issuance of the 50,000 shares has been recorded as \$43,500. 25,000 additional shares are to be issued in December 2006 subject to performance during the year. In addition, cash expenditures of \$207,418 were made regarding the Yenipazar Property during the six months ended May 31, 2006.

3. Summary of Annual and Quarterly Results

Selected Quarterly Information:

The following tables summarize information derived from the Company's financial statements for each of the eight most recently completed quarters:

Aldridge Minerals Inc.

Statement of Loss and Deficit

Quarter ended Year	May 31 2006 \$	Feb 28 2006 \$	Nov 30 2005 \$	Aug 31 2005 \$	May 31 2005 \$	Feb 28 2005 \$	Nov 30 2004 \$	Aug 31 2004 \$
(i) Net sales (\$000s)	-	-	-	-	-	-	-	-
(ii) Net income (loss)								
(i) in total	(118,490)	(152,511)	(1,071,424)	(215,748)	(196,222)	(12,541)	(89,548)	(67,807)
(ii) per share	(0.01)	(0.01)	(0.13)	(0.03)	(0.03)	(0.00)	(0.03)	(0.03)

- Net income (loss) from continuing operations is identical to total net income (loss) for each quarter listed.
- Fully diluted loss per share amounts have not been calculated as they would be anti-dilutive
- The company has no history of declaring dividends

Selected Annual Information:

The consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles and are expressed in Canadian dollars.

	As at November 30,		
	2005	2004	2003
	\$	\$	\$
Cash	138,311	101,117	54,820
Other current assets	27,486	6,781	10,823
Mineral properties	960,243	288,798	39,906
Total assets	1,126,040	396,696	105,549
Current liabilities	91,850	22,607	274,183
Shareholders' equity	1,034,190	374,089	(168,634)
Total shareholders' equity and liabilities	1,126,040	396,696	105,549
	For the years ended November 30,		
	2005	2004	2003
	\$	\$	\$
Net sales or total revenue (\$000s)	-	-	-
Net income (loss)			
(i) in total	(1,495,935)	(274,777)	(144,206)
(ii) per share	(0.19)	(0.10)	(0.07)

- Fully diluted loss per share amounts have not been calculated as they would be anti-dilutive

4. Liquidity and Capital Resources

The Company's exploration properties have not commenced production and the Company has no history of earnings or cash flow from its operations. Aldridge currently finances its activities primarily by the private placement of securities. There is no assurance that equity funding will be accessible to the company at the times and in the amounts required to fund the Company's activities. There are many conditions beyond the Company's control which have a direct bearing on the level of investor interest in the purchase of Company securities. The Company may also attempt to generate additional working capital through the operation, development, sale or possible joint venture development of its properties; however, there is no assurance that any such activity will generate funds that will be available for operations.

Debt financing has not been used to fund the Company's property acquisitions and exploration activities, and the Company has no current plans to use debt financing. The Company does not have "standby" credit facilities, or off-balance sheet arrangements and it does not use hedges or other financial derivatives. The Company has no agreements or understandings with any person as to additional financing.

Additional disclosure concerning the Company's general and administrative expenses and resource property costs is provided in the Company's Statement of Operations and Deficit and note 3 "Interest in Mineral Properties" contained in its audited Financial Statements for the year ended November 30, 2005, copies of which are filed on the SEDAR website accessible at www.sedar.com.

Cash and Financial Conditions:

At May 31, 2006, the Company had cash and cash equivalents of \$876,831 (2005 – \$32,422), working capital balance/(deficiency) of \$851,219 (2005 – (\$185,200)) and an accumulated deficit of \$5,312,977 (2005 – \$3,754,804) respectively. Total liabilities at May 31, 2006 were \$76,879 (2005 – \$222,138), a decrease of \$145,259 from May 31, 2005.

The Company's financial instruments consist of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation.

Investing Activities:

During the six months ended May 31, 2006, investing activities consisted of expenditures on resource properties of \$1,302,206 (2005 – \$104,478), of which \$213,174 were cash expenditures, \$5,032 was non-cash, and the balance was the issuance of 900,000 shares.

Financing Activities:

During the six-month period ended May 31, 2006, 56,750 (2005 – 31,000) common shares were issued on exercise of warrants for proceeds of \$28,375 (2005 – \$6,750); 1,175,756 common shares and 1,175,756 warrants were issued for proceeds of \$1,293,332 in connection with a private placement completed in January 2006 and 41,200 common shares and 41,200 warrants were issued for fees with a value of \$34,608. \$305,697 of the proceeds was credited to contributed surplus. The 1,216,956 warrants issued entitle the holder to purchase one additional common share at a price of \$1.29 per share up to February 1, 2008. On February 17, 2006, Aldridge issued 250,000 common shares to BHPB to acquire its remaining interest in the Derinköy and Olucak Properties. On January 12, 2006, the Company issued 50,000 common shares to consultants involved with the exploration and property development of its Yenipazar Property. On April 24, 2006 the Company issued 600,000 common shares to a director pursuant to a December 2002 option agreement for the purchase of the Derinkoy and Olucak Properties.

In the period subsequent to May 31, 2006, 53,750 share purchase warrants have been exercised for total proceeds of \$66,375. As announced on June 27, 2006 Aldridge is conducting a non-brokered private placement of units of securities at a price of \$1.80 per Unit to raise gross proceeds of up to \$3,500,000.00. Each Unit will consist of one common share and one share purchase warrant with an exercise price of \$2.00 per share.

5. Critical accounting estimates and accounting policies:

The preparation of the Company's financial statements requires the Company to use estimates and assumptions that affect the reported amounts of assets and liabilities as well as revenues and expenses. The Company's accounting policies are described in Note 2 to its November 30, 2005 financial statements. The Company's accounting policies relating to investment in mineral properties and deferred costs are critical accounting policies that are subject to estimates and assumptions regarding future activities.

All direct costs, net of pre-production revenue, relative to the acquisition of mineral rights and concessions, exploration for and development of the Company's exploration properties are capitalized to the extent that future cash flow from mineral reserves equal or exceeds the costs deferred. All sales and option proceeds received are first credited against the costs of the related property, with any excess credited to earnings. Once commercial production has commenced, the net deferred costs of the applicable property are charged to operations using the unit-of-production method based on estimated proven and probable recoverable reserves. The net costs related to abandoned properties or where mineral rights expire is charged to operations. As at May 31, 2006 and November 30, 2005, the Company did not have proven reserves. Exploration activities conducted jointly with others are reflected at the Company's proportionate interest in such activities.

Generally accepted accounting principles require the Company to consider at the end of each accounting period whether or not there has been an impairment of the capitalized investment in mineral properties. This assessment is based on whether factors that may indicate the need for a write-down are present. If the Company determines there has been impairment, then the Company would be required to write-down the recorded value of its investment in mineral properties which would reduce the Company's earnings and net assets.

There were no changes to the Company's accounting policies.

7. Related Party Transactions:

During the six-month period ended May 31, 2006, the Company incurred management fees of \$43,092 with a director. Of this amount, \$9,074 was charged to the statement of operations and \$34,018 was capitalized to mineral properties. As well, directors fees of \$15,500 were incurred for three directors and salaries and benefits of \$24,131 were incurred for the President. At May 31, 2006, included in accounts payable and accrued liabilities were amounts owing to directors of the Company totaling \$22,753.

8. 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 3 "Interest in Mineral Properties" contained in its audited Financial Statements for the year ended November 30, 2005, copies of which are filed on the SEDAR website accessed through www.sedar.com.

9. Market Risk Disclosures:

The Company has not entered into derivative contracts either to hedge existing risks or for speculative purposes.

10. Share Capital Data:

Disclosure concerning the Company's outstanding share capital, warrants and options is provided in Note 4 "Share Capital" contained in its audited Financial Statements for the year ended November 30, 2005 as well as its interim Financial Statements for the six month period ended May 31, 2006, copies of which are filed on the SEDAR website accessed through www.sedar.com.

11. Approval:

The Board of Directors of the Company has approved the disclosure contained in this MD&A.