



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

**FOR THE YEAR ENDED NOVEMBER 30, 2010**

DATED MARCH 30, 2011

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited consolidated financial statements of Aldridge Minerals Inc. ("Aldridge" or the "Company") and the notes thereto for the fiscal year ("FY") ended November 30, 2010 (the "Audited Financials").

This MD&A is prepared as of March 30, 2011. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified. The Company's common shares ("Common Shares") are listed on the TSX Venture Exchange under the symbol "AGM.V". Additional information about Aldridge is available on the Company's website at [www.aldridgeminerals.com](http://www.aldridgeminerals.com) and SEDAR at [www.sedar.com](http://www.sedar.com).

The Company is in the process of exploring its mineral properties and has not yet determined if the properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for the mineral properties is dependent upon the existence of economically recoverable reserves, confirmation of title, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production. This MD&A may contain 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.

### OVERVIEW

Aldridge is a publically-traded junior exploration company in the business of identifying, acquiring, exploring and, if warranted, developing mineral properties. Aldridge's mineral properties are located in Turkey, where the Company's efforts are focused, and Papua New Guinea ("PNG"). Primarily to hold licenses, but also to operate in Turkey, Aldridge incorporated a 100% owned Turkey subsidiary (Aldridge Mineral Madencilik Ltd. Şti.). The Company also holds an exploration license, primarily prospective for gold and copper, for certain areas in western-central PNG.

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 related deferred exploration 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. Management plans to raise equity financing as required to meet its objectives and maintain its operations. In February 2011, the Company completed a brokered equity private placement and raised net proceeds of approximately \$11.4 million.

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

## YENIPAZAR GOLD-SILVER-COPPER-ZINC-LEAD PROPERTY

### *Property Overview*

The Yenipazar gold-silver-copper-zinc-lead property (the “Yenipazar Property”) is the Company’s most advanced property and is located at the geographic center of Turkey, approximately 220 kilometres east-southeast of Ankara, the capital city. The Yenipazar Property is easily accessible via public roads and has good access to rail transportation and electrical power supply.

The Company has identified a mineral deposit on the Yenipazar Property which falls into the broad category of a metamorphosed volcanogenic massive sulphide (“VMS”) deposit (the “Yenipazar Deposit”). The Yenipazar Deposit has a currently determined strike length of 1700 metres (open in one direction) averaging 150 metres in width and approximately 25 metres in thickness at depths between 30 and 190 metres. Much of the orebody is sitting at a depth of approximately 80 metres.

### *Property Ownership Structure*

On December 1, 2004, the Company entered into an agreement with Anatolia Minerals Development Limited (now Alacer Gold Corp.) and its subsidiary (collectively, “Anatolia”) to acquire a 65% interest in the Yenipazar Property. In July 2006, a revised option agreement was executed whereby, supplementary to earn-in conditions, the Company has the right to earn a 100% interest in the Yenipazar Property in exchange for consideration of 250,000 common shares (issued). In October 2010, the Company announced that a second amended and restated option agreement had been executed with Anatolia to extend the period within which the Company may earn a 100% working interest in the Yenipazar Property (collectively, the “Option Agreement”).

The Company made the option payments, incurred the minimum exploration expenditures and issued the following common shares of the Company pursuant to the Option Agreement in satisfaction of the financial conditions precedent to becoming eligible to exercise its option in respect of the Yenipazar Property:

<b>Date</b>	<b>Yenipazar Property Commitments</b>	<b>Option Payments US (\$)</b>	<b>Minimum Exploration Expenditures US (\$)</b>	<b>Common Shares</b>
December 1, 2004	Option payment (paid)	\$25,000		
June 1, 2005	Option payment (paid)	\$25,000		
December 1, 2005	Option payment (paid)	\$25,000		
December 1, 2005	Minimum exploration expenditures (incurred)		\$230,000	
July 2006	Common shares payment (issued)			250,000
December 1, 2006	Option payment (paid)	\$25,000		
June 1, 2007	Option payment (paid)	\$50,000		
December 1, 2007	Option payment (paid)	\$50,000		
June 1, 2008	Option payment (paid)	\$50,000		
December 1, 2008	Option payment (paid)	\$50,000		
June 1, 2009	Option payment (paid)	\$50,000		
December 1, 2009	Option payment (paid)	\$50,000		
June 1, 2010	Option payment (paid)	\$50,000		
December 1, 2010	Option payment (paid)	\$500,000		
	Minimum exploration expenditures (incurred)		\$6,000,000	
	<b>Total</b>	<b>\$950,000</b>	<b>\$6,230,000</b>	<b>250,000</b>

The Company’s only outstanding obligation to complete its earn-in of a 100% interest in and to the Yenipazar Property is to deliver a feasibility report to Anatolia by December 1, 2012. Under the Option Agreement, should the feasibility study not be completed within this timeframe, the Company’s rights in respect of the Yenipazar Property

will remain unimpaired provided that it is seen to be diligently and continuously working to complete such feasibility study. In addition to the condition which must be satisfied prior to the Company exercising its option on the Yenipazar Property, upon commercial production, the Company will pay Anatolia a 6% net proceeds interest (“NPI”) until such time as operational revenues reach the amount of US\$165,000,000. Should operational revenues exceed this threshold amount, the NPI will increase to 10%.

During the first quarter of FY 2009, the Company issued 25,000 common shares at a price of \$2.30 per share in payment of finders fees related to the Yenipazar Property.

#### *Work Prior to FY 2010*

From 2005 to 2009, the Company drilled 331 resource definition holes, including 329 reverse circulation (“RC”) holes for 44,727 metres at the Yenipazar Deposit. A further 2,293 metres was completed in 11 diamond drill holes, of which 9 holes were cored by Anatolia in the late 1990’s.

#### *FY 2010*

During FY 2010, the Company completed an additional RC in-fill drilling program at the Yenipazar Deposit of 34 holes totaling 4,358 metres. The program was designed to convert the currently inferred resources, 3.15 million tonnes in the southern part of the Yenipazar Deposit, to indicated resources. The Company also completed a diamond drill program which was intended to approximately duplicate previously drilled RC holes in order to obtain material for metallurgical test work and assess the quality of the RC data. All diamond drill holes were drilled approximately five metres from the corresponding RC hole. Overall, the grade appears to improve with diamond drilling and the results confirm the lateral continuity of the resource at the five metre-scale. Mineralized horizons appear to vary only slightly in thickness and elevation, which is an important aspect for open pit mining.

In December 2010, the Company announced positive results from an independent, National Instrument 43-101 compliant, Technical Report and Preliminary Economic Assessment on the Yenipazar Property prepared by P&E Mining Consultants Inc. (“P&E”), EHA Engineering Ltd. and BC Mining Research Ltd. (the “PEA”).

The PEA states that the Yenipazar Deposit has favourable economic potential as an open pit mine producing copper, zinc and lead concentrates containing quantities of gold and silver. The base case economic analysis contemplates an average life-of-mine strip ratio of 4.5:1 (including the pre-stripping), a 5,700 tonnes per day mill feed rate and a 12 year mine life. The following tables provide itemized summaries for the metal prices used in preparing the PEA and economic highlights of the PEA:

<b>Three Year Trailing Average Metal Prices as of November 30, 2010</b>		<b>Economic Highlights</b>	
Copper	US\$2.95/pound	NPV Undiscounted	US\$408.0 million
Lead	US\$0.90/pound	NPV 5% discount	US\$254.7 million
Zinc	US\$0.86/pound	NPV 7% discount (base case)	US\$208.5 million
Gold	US\$1007/ounce	NPV 10% discount	US\$151.0 million
Silver	US\$16.19/ounce	Internal Rate of Return	23.2%
		Project Payback Period From Start of Production (years)	3.9 years
		Total Pre-Production Capital (including contingencies)	US\$197.6 million
		Total Sustaining Capital	US\$45.0 million
		Life of Mine Average NSR Value (US\$/tonne)	US\$57.27/tonne
		Life of Mine Average Operating Cost (US\$/tonne)	US\$29.65/tonne

The PEA includes an updated independent resource estimate prepared by P&E in accordance with CIM standards on resources and reserves definitions and guidelines. The PEA is available at [www.sedar.com](http://www.sedar.com).

Pursuant to the PEA, the indicated and inferred resources at the Yenipazar Deposit, utilizing a NSR cut-off grade of US\$15/t, are:

Category	Tonnes	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
Indicated	24,284,000	1.09	33.8	0.31	1.16	1.50
Inferred	218,000	0.49	22.7	0.30	0.71	1.16

Notes:

- (1) The PEA is subject to the assumptions set out therein. Mineral resources, which are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty of inferred mineral resources it cannot be assumed that all or any part of this resource will be upgraded to an indicated or measured resource as a result of continued exploration. To justify upgrading of the mineral resource to mineral reserve, demonstrated economic viability is required. Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by technical, environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
- (2) The quantity and grade of reported inferred resources in this estimation are conceptual in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.

The PEA is preliminary in nature and its mineable tonnage includes 7% inferred mineral resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves and there is no certainty that the preliminary assessment will be realized. The remaining 93% mineable resources are in the indicated classification. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

#### *Outlook – Balance of FY 2011*

During FY 2011, Aldridge plans to spend approximately \$3.0 to \$5.0 million at the Yenipazar Property. The majority of these expenditures will be in the form of infill diamond drilling to increase the geological database and to upgrade resources to reserves and to provide sufficient material for a pilot plant scale metallurgical study to optimize recoveries of zinc, lead, copper, gold and silver. As part of a definitive feasibility study that the Company plans to commence in 2011, the Company intends to undertake geotechnical drilling, condemnation drilling and commence the preparation of an Environmental Impact Statement. The intent of the feasibility study is to complete the Company's obligations to earn-in with Anatolia and to have third party consultants evaluate the economic potential of putting the Yenipazar Deposit into full production. Additionally, the Company intends to conduct geophysical exploration work on the Yenipazar Property in an attempt to discover other VMS bodies.

#### PNG GOLD-Copper PROPERTY

##### *Property Overview*

The Company holds an exploration license for an area of 338 square kilometres in the Southern Highlands province of PNG (the "PNG Property"). The PNG Property is located roughly approximately 50 kilometres west of Barrick Gold Corporation's Porgera gold mine and 150 kilometres east of the Ok Tedi copper-gold mine, along the same mineralized trend.

##### *Property Ownership Structure*

The PNG Property is 100% owned by Aldridge. With respect to the mineral license, in March 2009 the Company prepaid two years rent at 11,880 Kina per annum for the years ended December 2, 2010 ("Year One") and December 2, 2011 ("Year Two") and provided a security deposit of 6,020 Kina, for an aggregate 29,780 Kina or approximately \$13,600 Canadian dollars. Under the terms of the license, the Company must incur minimum exploration expenditures of 150,000 Kina (approximately \$58,200 Canadian dollars) (incurred) during Year One and 200,000 Kina (approximately \$77,500 Canadian dollars) during Year Two.

### *Work Prior to FY 2010*

During FY 2009, the Company completed an initial exploration program on the PNG Property. Field work was carried out by an independent third party with extensive experience with copper-gold mineralization styles. Results indicated the presence of a large dioritic intrusive, including a minimum 2 square kilometre alteration zone containing a copper-gold system. The best rock samples contained up to 1.6 g/t gold and 1.9 % copper. Stream sediments showed significant gold-silver-copper and molybdenum values, which confirm the potential of the zone for high-sulphidation epithermal or porphyry mineralization.

### *FY 2010*

During the fall of calendar 2010, the Company undertook a follow-up geological exploration program. After evaluating 76 rock samples and over 350 soil samples, it was determined that the MAG1 mineralized zone, an area of approximately 2.0 x 0.5 kilometres, hosts a copper-gold porphyry with an overlying skarn system. Over 40 of the samples grades averaged 0.3% copper, 0.39g/t gold and 3.8g/t silver or better and the two highest grade samples returned values of an average of 23% to 35% copper, 60g/t gold and 238g/t silver.

### *Outlook – Balance of FY 2011*

Aldridge was encouraged by the sampling results on the PNG Property reported in early January. The Company plans to spend approximately \$1.5 to \$2.0 million on further exploration and drilling of the PNG Property. Aldridge plans to conduct follow up sampling and run IP (chargeability) testing to determine the ideal location for initial drilling at the Company's MAG1 anomaly. Aldridge also plans to complete up to 2,000 to 3,000 metres of diamond drilling at the PNG Property.

### DERINKOY PROPERTY

The Derinkoy property (the "Derinkoy Property") is located in north-eastern Turkey and covers an area of 90 square kilometres. The Derinkoy Property is primarily prospective for gold, silver and copper.

By agreements dated December 4, 2002 and January 27, 2006 (the "Original Derinkoy Option"), the Company may acquire up to a 100% interest in the Derinkoy Property. Pursuant to the terms of the Original Derinkoy Option, the Company has issued 1,050,000 common shares to the optionors and earned a 60% interest in the Derinkoy Property. In order to acquire the remaining 40% interest in the Derinkoy Property, an additional 1,000,000 common shares are to be issued upon completion of a feasibility study, with a further 2,000,000 common shares to be issued upon commencement of commercial production. The Derinkoy Property is subject to a 1.5% net smelter return royalty and cash payment of US\$3,000,000 upon the production of 2,500,000 ounces of gold (or equivalent value in silver or platinum group metal, or combination thereof).

In November 2009, the Company entered into an agreement (the "EUG Option") with European Goldfields Ltd. ("EUG") whereby EUG may earn up to a 70% interest in the Derinkoy Property by funding all exploration and development costs on the Derinkoy Property to completion of a Preliminary Economic Assessment ("EUG PEA"), with minimum expenditures of (i) \$250,000 on or before the first anniversary date of the EUG Option; and (ii) a further \$400,000 on or before the second anniversary date of the EUG Option. On the third anniversary of the EUG Option, EUG must make a cash payment of \$100,000 to the Company, provided that the EUG PEA indicates a deposit of more than 500,000 ounces of gold or 1,000,000 ounces of gold equivalent with an estimated internal rate of return greater than 20%. Thereafter, EUG may earn a further 20% interest, for an aggregate 90% interest, by conducting a feasibility study (i) within five years by November 2014 or (ii) by May 30, 2017 where EUG has incurred at least \$2,000,000 of expenditures by November 2014. Subsequent to completion of the feasibility study, the Company has the right to elect to fund its 10% interest or revert to a 4% net proceeds interest. Should the feasibility study not be completed by May 30, 2017, rights to the Derinkoy Property will revert back to the Company. The Company is currently reviewing its plans with respect to the Derinkoy Property.

## OTHER EXPLORATION PROPERTIES

The Company holds a total of 19 licenses covering approximately 16,150 hectares in western Turkey, which are prospective for nickel and chromite. The Company does not have any immediate plans to conduct a significant exploration program in this area in 2011.

## URANIUM PROPERTIES

During FY 2008, Aldridge acquired, partially via state auction, 86 mineral licenses with potential for sandstone-hosted uranium, some of which contain demonstrated uranium mineralization. On December 31, 2008, the Company completed the spin-off (the "Aldridge Uranium Spin-Off") of a 68.5% interest in Aldridge Uranium Inc. ("Aldridge Uranium"). Upon completion of the Aldridge Uranium Spin-Off, the Company held 31.5% of the outstanding shares of Aldridge Uranium. From that date onwards, Aldridge Uranium has been accounted for as an equity investment as it was deemed to have remained subject to significant influence by the Company.

On March 5, 2010, Aldridge Uranium entered into a Scheme of Arrangement Implementation and Farm-in Joint Venture Agreement ("Scheme of Arrangement") with Australian listed company Anatolia Energy Ltd. ("Anatolia Energy"), formerly AWH Corporation Ltd., and its wholly-owned subsidiary Constellres Ltd., whereby the Aldridge Uranium shareholders will exchange 35% of their respective shareholdings for shares in Anatolia Energy, at a ratio of 6.423 Anatolia Energy shares on a post-consolidation basis for each Aldridge Uranium share held, and retain an initial indirect 65% carried interest in the Aldridge Uranium mineral properties. Anatolia Energy will hold the remaining 35% interest in these properties.

To earn an interest of up to 75% in Aldridge Uranium's properties (the "Project"), Anatolia Energy must incur exploration expenditures of A\$15 million on the Project, and progress the Project to a bankable feasibility study or incur total expenditures of A\$20 million. Further, on completion of the Arrangement, the Aldridge Uranium shareholders are to receive not less than 31.7% and up to approximately 44% of Anatolia Energy, depending on achievement of uranium resource milestones up to 20 million pounds of uranium (U<sub>3</sub>O<sub>8</sub>), in exchange for their former 35% interest in Aldridge Uranium. If Anatolia Energy increases its interest in the Project to 75%, the remaining indirect 25% carried interest that would be held by former Aldridge Uranium shareholders ensures that former Aldridge Uranium shareholders who retain their shares benefit from any production from or sale of the Project. In certain circumstances, Anatolia Energy may elect to stop sole funding exploration expenditures on the Project and to not free carry the interest in the Project held by former Aldridge Uranium shareholders, subject to certain buy/sell rights between the parties. Subsequent to November 30, 2010, the Scheme of Arrangement was approved by shareholders of Aldridge Uranium, Anatolia Energy and by the Australian Stock Exchange (see "Subsequent Events").

## CORPORATE REORGANIZATION

During FY 2010, the directors of the Company determined that a new approach was required to take the Company to the next stage of its development. A corporate reorganization was initiated in order to refocus the Company's operations. As part of the reorganization, the Company's operations were moved from Vancouver to Toronto and the following organizational changes occurred during FY 2010:

- Mr. Jacob Willoughby was appointed a Director and Vice President of Corporate Development.
- Mr. Alexander Holtermann resigned from the Board of Directors.
- Dr. Martin Oczlon, formerly Vice President of Exploration, was appointed CEO and Mr. Jacob Willoughby was appointed President. These appointments replaced Dr. Hikmet Akin who stepped down as President and CEO of the Company and assumed the role of Chairman of the Board.
- Mr. Mark Monaghan and Mr. Barry Hildred were elected to the Board of Directors.
- Mr. Charles Raymond resigned from the Board of Directors.
- Ms. Daniella Dimitrov and Mr. Jean-Pierre Colin were appointed to the Board of Directors.
- Dr. Hikmet Akin, Dr. Peter Kausch and Mr. John Schaw resigned from the Board of Directors.
- Mr. Jean-Pierre Colin was appointed as Chairman of the Board of Directors.

## MARKET TRENDS

Gold prices have been on an uptrend for more than three years. Prices dropped below US\$800/oz for a two-week period in early September 2008 and remained above US\$716/oz for the remainder of that year, averaging US\$871/oz. During 2009, the gold price surged over US\$1,000/oz, with an average price of US\$972. During 2010, the price of gold surpassed US\$1,300/oz. In 2010, the economic recovery continued to drive the prices for base metals higher, with copper reaching over \$4 per lb. Recently, base metal prices have retreated from their elevated highs of November 2010, while gold and silver prices have pushed higher towards their 20 year record highs.

The Company anticipates that it will continue to experience net losses as a result of ongoing exploration, development and operating activities until such time as revenue-generating activity is commenced. The Company's future financial performance is dependent on many external factors including the prices of certain precious and base metals. The markets for these commodities are volatile and difficult to predict as they are impacted by many factors including international political, social, and economic conditions. These conditions, combined with volatility in the capital markets, could materially affect the future financial performance of the Company. For a summary of other factors and risks that may affect the Company and its financial position, please refer to "Risks Factors".

(Sources include: [www.kitco.com](http://www.kitco.com); [www.agmetalmminer.com](http://www.agmetalmminer.com); [www.mineweb.net](http://www.mineweb.net); [www.lme.co.uk](http://www.lme.co.uk))

## RESULTS OF OPERATIONS

### *For the Three Months Ended November 30, 2010*

For the three months ended November 30, 2010 ("Q4 2010"), the Company incurred a net loss of \$1,743,699 or \$0.06 per share as compared to a loss of \$1,690,338 or \$0.07 per share for three months ended November 30, 2009 ("Q4 2009").

Consolidated general and administrative expenses increased from \$1,549,623 for Q4 2009 to \$1,910,091 for Q4 2010 primarily for the following reasons:

- Salaries, benefits, management fees, consulting fees and directors' fees increased from \$93,316 for Q4 2009 to \$236,327 for Q4 2010, largely due to expanded management and board resource requirements as the Company further advances its properties in Turkey and PNG, and the termination and resignation of certain former directors and officers of the Company. Salaries and benefits decreased by \$29,344 from \$31,680 in Q4 2009 to \$2,336 in Q4 2010. Management fees increased by \$31,855 from \$57,636 in Q4 2009 to \$89,491 in Q4 2010. Directors' fees increased by \$87,250 from \$4,000 in Q4 2009 to \$91,250 in Q4 2010. This increase includes amounts paid to certain independent directors in connection with participation on a special committee of the board of directors as well as transition fees paid to outgoing directors. Consulting fees paid to strategic and financial advisors during Q4 2010 totaled \$53,250 versus nil during Q4 2009.
- Office and sundry expenses decreased by \$18,806 from \$34,202 in Q4 2009 to \$15,396 in Q4 2010.
- Project investigation costs decreased from \$44,216 in Q4 2009 to nil in Q4 2010.
- Shareholder communication expenses decreased by \$46,361 from \$129,316 in Q4 2009 to \$82,955 in Q4 2010.
- Stock-based compensation totaled \$1,250,700 for Q4 2010 compared to \$1,083,153 for Q4 2009 which relates to the grant of an aggregate of 1,550,000 incentive stock options to directors, officers and consultants of the Company.
- Turkish administrative expenses increased by \$199,083 from \$80,963 in Q4 2009 to \$280,046 in Q4 2010 due to increased corporate activity and a VAT refund that significantly reduced expenses recorded in Q4 2009. The Company capitalized \$33,962 in Q4 2010 of geological consulting fees provided by a director of the Company to its Turkish mineral property interests.

A non-cash foreign exchange gain of \$76,989 was recorded during Q4 2010, as compared to a loss of \$145,062 during Q4 2009.

During Q4 2010, an aggregate of 1,230,006 share purchase warrants expired unexercised. According to the Canadian Income Tax Act (subsection 49(2), the Company is deemed to have a capital gain equal to the proceeds deemed to have been received by it for issuing the warrants. The capital gain is taxed at 50% of the corporate income tax rate of 28.5%. The tax cost of the expiry has been recorded in contributed surplus, following the original treatment of this equity transaction. As the Company used prior unrecognized capital losses to reduce the current tax liability associated with the warrants expiry, a tax recovery of \$98,020 has been recorded in the net tax expense.

As the Company is an exploration stage company and does not generate any cash flow, it has no income other than interest income. Interest income of \$7,585 (Q4 2009 – \$11,534) was recorded in Q4 2010. The decrease over Q4 2009 is attributable to lower levels of cash and short term investments during Q4 2010.

During Q4 2010, the Company recorded an equity loss of \$16,202 on its investment in Aldridge Uranium, based upon its proportionate share of Aldridge Uranium's losses for the period.

#### *For FY 2010*

For FY 2010, the Company incurred a net loss of \$3,679,402 or \$0.13 per share as compared to a loss of \$2,694,436 or \$0.12 per share for FY 2009. The increase of \$984,966 is primarily due to an increase in general and administrative expenses of \$730,764 and a reduction in a non-cash foreign exchange gain of \$311,954.

Consolidated general and administrative expenses increased from \$3,119,036 for FY 2009 to \$3,849,800 for FY 2010 primarily for the following reasons:

- Salaries, benefits, management fees, consulting fees and directors' fees increased from \$511,603 for FY 2009 to \$834,328 for FY 2010, largely due to expanded management and board resource requirements as the Company further advances its properties in Turkey and PNG, and the termination and resignation of certain former directors and officers of the Company. Salaries and benefits decreased by \$24,731 from \$148,233 in FY 2009 to \$123,502 in FY 2010. Management fees, which include a non-recurring transition payment in connection with the resignation of a former director, increased by \$209,365 from \$221,461 in FY 2009 to \$430,826 in FY 2010. Directors' fees increased by \$171,750 from \$13,500 in FY 2009 to \$185,250 in FY 2010. This increase includes amounts paid to certain independent directors in connection with participation on a special committee of the board of directors as well as transition fees paid to outgoing directors. Consulting fees paid to strategic and financial advisors during FY 2010 totaled \$94,750 versus \$128,409 during FY 2009.
- Office and sundry expenses decreased by \$41,489 from \$162,842 in FY 2009 to \$121,353 in FY 2010.
- Project investigation costs decreased from \$44,216 in FY 2009 to nil in FY 2010.
- Shareholder communication expenses increased by \$47,476 from \$272,657 in FY 2009 to \$320,133 in FY 2010 due to increased expenditures in connection with investor relations including relating to the communication with the Company's large shareholder base in Germany.
- Stock-based compensation totaled \$1,733,200 for FY 2010 compared to \$1,502,600 for FY 2009 which relates to the grant of an aggregate of 2,050,000 incentive stock options to directors, officers and consultants of the Company.
- Turkish administrative expenses increased by \$66,970 from \$524,485 in FY 2009 to \$591,455 in FY 2010. The Company capitalized \$134,582 (FY 2009 - \$146,458) of geological consulting fees provided by a director of the Company to its Turkish mineral property interests.

A gain of \$143,037 on foreign exchange was recorded in FY 2010, as compared to \$454,991 in FY 2009.

During FY 2010, the Company issued 5,010,000 units at a price of \$1.00 per unit, via two tranches, for gross proceeds of \$5,010,000 (the "2010 Offering"). Each unit is comprised of one common share and one common share purchase warrant entitling the holder thereof to acquire one additional common share at a price of \$1.50 for a period of two years. A finders fee, comprised of \$337,610 in cash and 41,755 warrants entitling the finder to purchase up to 41,755 common shares at a price of \$1.50 per share for a period of two years was paid. The share purchase warrants were valued at \$1,452,290 and credited to contributed surplus. Fair value was determined using the Black Scholes valuation

model, based on a risk free interest rate of 1.20-1.22%, an expected life of two years, an expected volatility of 79.5-79.7% and a dividend yield rate of nil.

During FY 2010, an aggregate 1,230,006 share purchase warrants related to private placements undertaken in FY 2008 expired unexercised. According to the Canadian Income Tax Act (subsection 49(2)), the Company is deemed to have a capital gain equal to the proceeds deemed to have been received by it for issuing the warrants. The capital gain is taxed at 50% of the corporate income tax rate of 28.5%. The tax cost of the expiry has been recorded in contributed surplus, following the original treatment of this equity transaction. As the Company used prior unrecognized capital losses to reduce the current tax liability associated with the warrants expiry, a tax recovery of \$98,020 has been recorded in the net tax expense.

As the Company is an exploration stage company and does not generate any cash flow, it has no income other than interest income. Interest income of \$45,106 (FY 2009 – \$19,161) was recorded during FY 2010.

During FY 2009 the distribution of assets of the Company's Aldridge Uranium shareholdings was completed via an specie dividend and not a return of capital. Shareholders of the Company as at December 31, 2008, the record and effective date for the transaction, received one common share of Aldridge Uranium for every two common shares of the Company held. A total of 11,282,295 shares of Aldridge Uranium were distributed, with the Company retaining 8,717,701 shares. The dividend, a non-monetary and non-reciprocal transaction, was valued based upon the \$719,014 carrying value of Aldridge Uranium. The distribution of assets was valued at \$277,840. Post-spin-off, the Company's retained Aldridge Uranium interest has been classified as an equity investment. At November 30, 2009, the Company decreased its equity investment in Aldridge Uranium by \$34,218 to \$468,338, based upon its proportionate share of Aldridge Uranium's losses from the date of the spin-off to year-end. At November 30, 2010, the Aldridge Uranium equity investment had been further reduced by \$89,760 to \$378,578, based upon the Company's proportionate share of Aldridge Uranium's FY 2010 losses.

The Company has incurred exploration expenditures as follows:

<b>Mineral Properties</b>	<b>Balance November 30 2009</b>	<b>Additions 2010</b>	<b>Reductions 2010</b>	<b>Balance November 30, 2010</b>
Yenipazar Property	\$ 10,282,449	\$ 1,787,565	\$ -	\$ 12,070,014
Derinköy Property	1,245,931	39,764	-	1,285,695
Exploration Properties	930,376	111,978	-	1,042,354
PNG	317,952	244,561	-	562,513
	<u>\$ 12,776,708</u>	<u>\$ 2,183,868</u>	<u>\$ -</u>	<u>\$ 14,960,576</u>

	November 30 2010	November 30 2009
<b>Yenipazar Property, Turkey</b>		
Acquisition Costs	\$ 1,008,227	\$ 902,992
Deferred exploration costs		
Drilling	\$ 402,348	\$ 442
Analytical	292,035	199,431
Project expenses and employee costs	721,673	983,757
Travel and transportation	32,884	34,937
Report writing	36,630	-
Licenses and fees	-	175,470
	1,485,570	1,394,037
Balance, beginning of year	9,379,457	7,252,790
Balance, end of year	10,873,254	8,220,782
Less: Write-down of Yenipazar property	-	-
Future income tax liability	196,760	732,630
<b>Total expenditures - Yenipazar Property</b>	<b>\$ 12,070,014</b>	<b>\$ 10,282,449</b>
<b>Derinkoy Property, Turkey</b>		
Acquisition Costs	\$ 533,075	\$ 533,075
Deferred exploration costs		
Project expenses and employee costs	\$ 33,329	\$ 14,889
Licenses and fees	2,215	5,123
	35,544	20,012
Balance, beginning of year	712,856	492,886
Balance, end of year	748,400	512,898
Future income tax liability	4,220	199,958
<b>Total expenditures - Derinkoy Property</b>	<b>\$ 1,285,695</b>	<b>\$ 1,245,931</b>
<b>Exploration Licenses, Turkey</b>		
Acquisition Costs	\$ 430,725	\$ 430,725
Deferred exploration costs		
Drilling	\$ -	\$ -
Geological	24,620	-
Analytical	2,629	270
Project expenses and employee costs	22,845	111,196
Travel and transportation	6,933	10,214
Licenses and fees	43,066	27,115
	100,093	148,795
Balance, beginning of year	499,651	1,060,958
Balance, end of year	599,744	1,209,753
Less: Aldridge Uranium Spin-off /Write-down of exploration claims	-	(731,094)
Future income tax liability	11,885	20,992
<b>Total expenditures – Exploration Licenses</b>	<b>\$ 1,042,354</b>	<b>\$ 930,376</b>
<b>PNG</b>		
Acquisition Costs	\$ 68,171	\$ 68,171
Deferred exploration costs		
Analytical	\$ 5,931	\$ -
Project expenses and employee costs	198,068	173,493
Travel and transportation	14,605	16,518
Licenses and fees	-	13,598
	218,604	203,609
Balance, beginning of year	249,781	-
Balance, end of year	488,385	203,609
Future income tax liability	25,957	46,172
<b>Total expenditures – PNG</b>	<b>\$ 562,513</b>	<b>\$ 317,952</b>
<b>Total expenditures across all properties</b>	<b>\$ 14,960,576</b>	<b>\$ 12,776,708</b>

## SELECTED ANNUAL INFORMATION

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying cash dividends on its common shares. The Company anticipates that all available funds will be invested to finance the growth of its business.

FY	2010	2009	2008
Net Sales	Nil	Nil	Nil
Net loss	\$ 3,679,402	\$ 2,694,436	\$ 3,761,859
Basic and diluted net loss per share	\$ 0.13	\$ 0.12	\$ 0.18
Total Assets	\$ 17,633,378	\$ 14,614,198	\$ 14,930,340
Total Long-term liabilities	Nil	Nil	Nil
Cash dividends per share, common	N/A	N/A	N/A

The Company's recorded loss is comprised mainly of general and administrative expenses. The reported loss for FY 2010, FY 2009 and FY 2008 includes stock-based compensation costs of \$1,733,200, \$1,319,953 and \$1,444,742, respectively. Additional disclosure of general administrative expenses can be found in the Audited Financials at [www.sedar.com](http://www.sedar.com).

## 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:

### Statement of Loss and Deficit

Quarter Ended	Nov 30 2010 \$	Aug 31 2010 \$	May 31 2010 \$	Feb 28 2010 \$	Nov 30 2009 \$	Aug 31 2009 \$	May 31 2009 \$	Feb 28 2009 \$
(i) Net sales or total revenue (\$000s)	-	-	-	-	-	-	-	-
(ii) Income (loss) from continuing operations								
(i) in total	(1,743,699)	(697,692)	(829,069)	(408,942)	(1,690,338)	154,333	(466,781)	(691,650)
(ii) per share	(0.06)	(0.03)	(0.03)	(0.01)	(0.08)	(0.00)	(0.02)	(0.02)

#### Notes:

- Net income (loss) from continuing operations is identical to total net income (loss) for each quarter listed.
- The Company has no history of declaring dividends.

## LIQUIDITY AND CAPITAL RESOURCES

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placement offerings to accredited investors and institutions. The Company has issued common shares in each of the past few years, pursuant to private placement financings and the exercise of warrants or stock options. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity financing, or that such access will be timely and in the amounts necessary to fund the Company's activities. There are many conditions beyond the Company's control which have a direct impact 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. See "Risk Factors".

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

In January 2010, the Company completed the 2010 Offering and received gross proceeds of \$5,010,000. At November 30, 2010, the Company had working capital of \$1,341,792 as compared to \$787,717 at November 30, 2009. The increase in working capital is primarily as a result of the 2010 Offering. Subsequently, on February 17, 2011, the Company completed a private placement (“the 2011 Offering”) and received net proceeds of approximately \$11.4 million (see “Subsequent Events”). The proceeds of the 2011 Offering will be used to advance the exploration and development of the Yenipazar Property, the PNG Property and for general working capital purpose. Currently the Company has sufficient capital resources to meet its 2011 operations and plans, however, with no current source of operating revenue, the Company will have to raise additional funds to enable it to meet its operational activities and to continue its exploration and development programs beyond 2011. In addition, additional capital will be required as the Company continues to progress its overall business, in particular on the Yenipazar Property, where the Company plans to commence a definitive feasibility study in 2011.

*Operating Activities:* At November 30, 2010, the Company had cash and short term investments of \$1,652,989 compared to \$1,025,943 at November 30, 2009 as a result of the proceeds of the 2010 Offering. Amounts receivable at November 30, 2010 increased by \$103,098 compared to November 30, 2009. Current liabilities at November 30, 2010 of \$583,184 increased by \$175,596 compared to November 30, 2009 mostly due to an increase in amounts owed to related parties. Total liabilities at November 30, 2010 including non-cash items were \$1,835,582 as compared to \$1,486,734 at November 30, 2009 due to an increase in amounts owed to related parties and an increase in the Company’s future income tax liability of \$172,542. The Company’s accumulated deficit was \$19,926,199 at November 30, 2010 compared to a deficit of \$16,246,797 at November 30, 2009.

The Company’s financial instruments consist of cash, short term investments, amounts receivable, accounts payable and accrued liabilities and amounts due to related parties. 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, unless otherwise noted, due to their short-term maturity or capacity of prompt liquidation.

*Investing Activities:* During FY 2010, investing activities consisted of expenditures on resource properties of \$1,880,877 compared to \$1,556,591 in FY 2009.

*Financing Activities:* The Company received gross proceeds of \$5,010,000 during FY 2010 from the issue of 5,010,000 common shares pursuant to the 2010 Offering.

The Company’s commitments include an operating lease agreement for its head office premises, expiring August 31, 2012. This agreement was amended in July 2009, reducing the square footage and cost. The agreement was further amended in June 2010, whereby the Company has significantly reduced its lease commitment by subletting its space to a third party. The minimum lease payments for FY 2011 are \$7,902 and for FY 2012 are \$19,823.

The Company has certain obligations pursuant to the Yenipazar Option Agreement and the Derinkoy Option as described previously in this MD&A. In addition, the Company has certain obligations pursuant to its exploration licenses in Turkey including reports on exploration, annual reports on operation projects, per hectare fee deposits. To date, the Company has experienced no issues with respect to the acquisition, reporting on and reduction of mineral licenses. See “Audited Financials”.

## 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 thoroughly described in Note 2 to the Audited Financials. 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.

### Mineral Properties

The Company accounts for its mineral properties on a cost basis whereby all direct costs, net of revenue earned prior to production, relative to the acquisition of and exploration of the properties are capitalized. Amounts shown for the

mineral properties represent capitalized costs incurred and are not intended to reflect present or future values. All sales and option proceeds received are first credited against the costs of the related property, with any excess credited to earnings. Once production has commenced, the net costs of the applicable property are charged to operations using the unit-of-production method based upon estimated proven and probable recoverable reserves. The net costs related to abandoned properties are charged to operations. Capitalized costs are subject to measurement uncertainty and it is reasonably possible, based on changes in conditions and assumptions that a material change in the recorded amounts could be required.

Although the Company has taken steps to verify the title or rights to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title or rights. Property title or rights may be subject to unregistered prior agreements or transfers and title or rights may be affected by undetected defects.

#### Impairment of long-lived assets

The carrying value of mineral properties at November 30, 2010 was \$14,960,576 (FY 2009 - \$12,776,708) and for equipment was \$114,864 (FY 2009 - \$173,846). Long-lived assets are assessed for impairment when events and circumstances indicate the related carrying values may not be recoverable. 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 it 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.

#### Asset Retirement Obligations

The Company is required to recognize a liability for an asset retirement obligation on long-lived assets when a legal liability exists and the amount of the liability is reasonably determinable. Asset retirement obligations are calculated on discounted future payment estimates and the liability is accreted over the expected term of the obligation. Subsequent adjustments are made when there are changes to the underlying assumptions. Corresponding amounts and adjustments are added to the carrying value of the related long-lived asset and charged to operations in accordance with accounting policy. At November 30, 2010 and 2009, the Company has recorded an asset retirement obligation of \$48,012 and 47,302, respectively, in regards to the shaft on the Yenipazar Property.

#### Stock based compensation

Compensatory stock based transactions with directors, officers, employees and consultants are recorded at estimated fair value. The Company uses the Black-Scholes option pricing model to estimate the fair value of each stock option at the date of grant. Transactions are charged to operations or capitalized to mineral properties as appropriate, with an offsetting credit to contributed surplus. The fair value of stock options, which vest immediately, is recorded at the date of grant. The fair value of options, which vest in the future, is recognized over the vesting period using the straight line method. Stock options issued to consultants that vest over time are valued at the grant date and subsequently valued on each vesting date.

#### Financial Instruments

The Company's financial instruments consist of cash, short-term investments, amounts receivable, accounts payable and accrued liabilities and due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values, unless otherwise noted.

The Company has monetary assets represented by foreign currency financial instruments in Turkey and PNG. The Company could, accordingly, be at risk for currency fluctuations and foreign legal and political environments. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

As disclosed in Note 2 to the Audited Financials, the Company elected to classify its cash and short term investments as held-for-trading assets, which requires that gains or losses from changes in fair value are taken directly to net income, as this was considered the most appropriate classification. GST and VAT receivable are classified as loans

and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities.

The Company has also included note disclosure concerning some of the risk factors relating to its financial instruments. Described below are certain risk factors – see Note 12 to the audited consolidated financial statements for the year ended November 30, 2010 for further details.

#### *Credit and Interest rate risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company has significant cash balances but no interest-bearing debt. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash and other receivables. The Company's current policy is to invest excess cash in variable interest investment-grade short-term deposit certificates issued by Canadian financial institutions with which it keeps its bank accounts. Management believes the risk to be remote.

#### *Liquidity risk*

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company manages liquidity risk by ensuring that it has sufficient cash and other financial resources available to meet its short term obligations. The Company forecasts cash flows for a period of twelve months to identify financial requirements. These requirements are generally met through a combination of cash flows from operations (if any), dispositions of assets and accessing financing through private placements. The exposure of the Company to liquidity risk is considered to be minimal.

#### *Foreign currency risk*

The Company's functional currency is Canadian dollars. The Company is exposed to the currency risk related to the fluctuation of foreign exchange rates. A significant change in the currency exchange rates relative to Turkish Lira ("TRY") and Papua New Guinea Kina ("PGK") could have an effect on the Company's results of operations, financial position and/or cash flows. The Company has not hedged its exposure to currency fluctuations.

For the year ended November 30, 2010, with other variables remaining constant, a 10% increase (decrease) in the Turkish Lira to Canadian dollar exchange rate would have increased (decreased) the Company's deficit by approximately \$9,226. There would be no significant effect on other comprehensive income.

#### **ACCOUNTING POLICY CHANGES**

Effective December 1, 2008, the Company adopted The Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3064, *Goodwill and Intangible Assets*, which establishes revised standards for recognition, measurement, presentation and disclosure of goodwill and intangible assets. Concurrent with the introduction of this standard, CICA withdrew EIC 27, Revenues and expenses during the pre-operating period and the previous Goodwill and intangible assets standard (Section 3062). As a result of the withdrawal of EIC 27, the Company will not be able to defer revenues and related costs incurred prior to commercial production at new operations. Adoption of this standard has not significantly impacted the Company's financial statements.

Also during 2009, CICA Handbook Section 3862, *Financial Instruments – Disclosures*, was amended. These amendments applied to the Company's annual consolidated financial statements ending on November 30, 2009. The amendments provide for additional disclosure requirements about the inputs to fair value measurements of financial instruments, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

### *Accounting Policy Developments*

Sections 1582, Business Combinations, 1601 Consolidated Financial Statements and 1602 Non-controlling interests will replace the former Sections 1581 Business Combinations, 1600 Consolidated Financial Statements and establish a new section for accounting for a non-controlling interest in a subsidiary. Section 1582 is effective for business combinations for which the acquisition date is on or after January 1, 2011 and Sections 1601 and 1602 apply to consolidated financial statements relating to years beginning on or after January 1, 2011.

### *International Financial Reporting Standards*

In February 2008, CICA confirmed that International Financial Reporting Standards (“IFRS”) will be mandatory in Canada for all publicly accountable entities for fiscal periods beginning on or after January 1, 2011. The Company’s first financial statements presented in accordance with IFRS will therefore be the three-month period ended February 28, 2012. Though IFRS uses a conceptual framework similar to Canadian GAAP, there are some significant differences on recognition, measurement and disclosure requirements.

As a result of this convergence, the Company is developing a plan to convert its financial statements to IFRS. This plan will commence in FY 2011 with an initial scoping phase intended to identify key differences, important dates, development milestones and potential training issues. A detailed evaluation phase will follow, which will include a detailed comparison of Canadian GAAP to IFRS – including policy alternatives, business process implications, information systems, internal controls over financial reporting, disclosure controls and procedures and compensation arrangements. The final phase will be implementation and review. While the Company has begun assessing the adoption of IFRS for periods commencing December 1, 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

### **RELATED PARTY TRANSACTIONS**

During FY 2010, the Company paid or accrued:

- a) management fees of \$430,826 (FY 2009 - \$221,461) to directors and officers of the Company;
- b) directors’ fees of \$185,250 (FY 2009 - \$13,500);
- c) salary and benefits of \$103,404 (FY 2009 - \$106,776) to an officer of the Company; and
- d) geological consulting fees of \$134,582 (FY 2009 - \$146,458), included in the capitalized costs of the mineral properties, to a director of the Company.

Certain members of Aldridge’s senior executive team receive remuneration in the form of consulting fees through their respective holding companies. These fees are considered related party transactions and are included in “management fees” and “geological consulting fees” listed above.

Due to related parties of \$105,606 (FY 2009 - \$1,229) consists of amounts owing to directors and officers of the Company. The amounts due to related parties are unsecured, non-interest bearing and have no specific terms of repayment.

Further, during FY 2009, the Company advanced \$287,872 to Aldridge Uranium with respect to mineral properties expenditures paid on Aldridge Uranium’s behalf. Further, during FY 2010, the Company advanced \$250,000 to Aldridge Uranium under a short-term loan agreement. Interest accrued to November 30, 2010, at a rate equivalent to the prime rate, totalled \$4,384. In March 2011, these amounts were repaid in full (see “Subsequent Events”).

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

### **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 5 "Interest in Mineral Properties" contained in the Audited Financials.

#### SHARE CAPITAL DATA AS AT MARCH 30, 2011:

- (a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	100,000,000	37,093,841

- (b) The Company has adopted 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. Pursuant to the Plan, the Company may grant options to purchase common shares of the Company to directors, officers, employees and consultants. A maximum of 4,514,322 common shares of the Company may be issued pursuant to the Plan.

Summary of options outstanding:

Security	Number	Exercise Price	Expiry Date
Options	55,000	\$ 2.05	July 31, 2011
Options	25,000	2.10	September 20, 2011
Options	90,000	1.80	October 31, 2011
Options	75,000	2.60	March 8, 2012
Options	30,000	2.88	July 24, 2012
Options	62,000	2.24	February 6, 2013
Options	37,000	2.40	February 19, 2013
Options	200,000	2.40	July 15, 2013
Options	70,000	2.04	December 22, 2013
Options	965,000	1.40	October 8, 2014
Options	250,000	1.20	February 9, 2015
Options	400,000	0.88	April 28, 2015
Options	400,000	1.11 <sup>1</sup>	November 9, 2015
Options	1,150,000	1.40	November 30, 2015
Options	50,000	1.46	February 22, 2016
Options	200,000	1.06	March 21, 2016
	4,059,000		

<sup>1</sup>Repriced from \$0.95 after November 30, 2010 (see "Subsequent Events").

- (c) Summary of warrants outstanding:

Security	Number	Exercise Price	Expiry Date
Warrants	832,330	\$ 1.50	October 8, 2011
Warrants	3,710,000	1.50	January 14, 2012
Warrants	1,271,755	1.50	January 24, 2012
Warrants	4,141,550	2.00	February 17, 2013
Warrants	579,817 <sup>1</sup>	1.50	February 17, 2013
	10,535,452		

<sup>1</sup>Broker warrants issued in connection with the 2011 Offering. Each broker warrant entitles the holder thereof to acquire one common share of the Company at a price of \$1.50 and one-half of one common share purchase warrant. Each full purchase warrant entitles the holder thereof to acquire one additional common share of the Company at a price of \$2.00. The broker warrants and purchase warrants expire February 17, 2013.

- (d) A total of Nil (2009 – 217,782) shares are subject to an escrow agreement.

## RISK FACTORS

The Company's principal activity of mineral exploration 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. Some of the more significant risks are:

- *Nature of Activities:* The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not mitigate. Few properties that are explored are ultimately developed into producing mines. The Company's properties are still in the exploration and development stage. It is impossible to provide any assurance that the exploration programs completed and further planned by the Company will result in a profitable commercial mining operation.
- *Mineral Reserves and Resources:* The activities of the Company are directed towards the search, evaluation and development of base and precious metals resources. The Yenipazar Property consists of indicated and inferred resources. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty that may attach to indicated mineral resources, there is no assurance that mineral resources will be upgraded to proven and probable ore reserves. Inferred mineral resources are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves.
- *Exploration and Development Costs:* Actual exploration, development or other costs and economic returns may differ significantly from those the Company has anticipated and there are no assurances that any future development activities will result in profitable mining operations. The Company has limited operating history and there can be no assurance of its ability to operate its projects profitably.
- *Commodity Prices:* Changes in the market price for mineral production, which have fluctuated widely in the past, will affect the future profitability of the Company's operations and financial condition.
- *Financing and Dilution:* The Company's historical capital needs have been met by the issuance of common shares. The Company will require substantial additional funds to further explore and develop its properties. The Company has limited financial resources and no current source of recurring revenue. The junior resource market where the Company raises funds is extremely volatile, companies are subject to high level of competition for the same pool of investment dollars, and there is no guarantee that the Company will be able to raise adequate funds in a timely manner to conduct its business. The Company will require external financing or may need to enter into a strategic alliance or joint venture to develop its mineral properties. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. The terms of any additional financing obtained by the Company could result in substantial dilution to the shareholders of the Company.
- *Trading Price:* Market prices of shares of early stage companies are often volatile. Factors such as announcement of mineral discoveries and financial results have a significant effect on the price of the Company's shares. The lack of trading volume of the Company's shares reduces the liquidity of an investment in the Company's shares. The Company has no dividend payment policy and does not intend to pay any dividends in the foreseeable future.
- *Title:* Although the Company has taken steps to verify title to its mineral property interests there is no guarantee that the mineral properties will not be subject to title disputes or undetected defects; and
- *Regulatory:* Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of applicable governments or governmental officials. No assurance can be given that the Company will be successful in obtaining or maintaining any or all of the various approvals, licenses and permits required to operate its businesses in full force and effect or without modification or revocation and delays or a failure to obtain such permits or failure to comply with the terms of any such permits that have been obtained could have a material adverse impact on the Company.
- *Environmental:* The Company is subject to laws and regulations related to environmental matters, including provisions for reclamation, discharge of hazardous material and other matters. The Company conducts its exploration activities in compliance with applicable environmental legislation and is not aware of any existing

environmental problems related to its mineral property interests that may be the cause of material liability to the Company.

- *Insurance:* Mining is inherently dangerous and subject to conditions or elements beyond the Company's control, which could have a material adverse affect on the Company's business. The Company's insurance coverage does not cover all of its potential losses, liabilities and damage related to its business and certain risks are uninsured or uninsurable.
- *Personnel:* The Company may experience difficulty in attracting and retaining qualified management to meet the needs of its anticipated growth, and the failure to manage the Company's growth effectively could have a material adverse effect on its business and financial condition. Insofar as certain directors and officers of the Company hold similar positions with other mineral resource companies, conflicts may arise between the obligations of these directors and officers to the Company and to such other mineral resource companies.
- *Country Risk:* The Company's business is subject to the risks normally associated with conducting business in foreign countries. Some of these risks are more prevalent in countries that are less developed or have emerging economies. In certain countries in which the Company has assets and operations, such assets and operations are subject to various political, economic and other uncertainties and changes arising therefrom, including, among other things: the risks of war and civil unrest or other risks that may limit or disrupt a project, restrict the movement of funds or product, or result in the deprivation of contract rights or the taking of property by nationalization or appropriation without fair compensation; expropriation; nationalization; renegotiation, nullification, termination or rescission of existing concessions or of licenses, permits, approvals and contracts; taxation policies; foreign exchange and repatriation restrictions; changing political conditions; changing fiscal regimes and uncertain regulatory environments; international monetary and market securities fluctuations; and currency controls and foreign governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.
- *Tax and Foreign Exchange:* Changes in taxation legislation or regulations in the countries in which the Company operates could have a material adverse affect on the Company's business and financial condition. Currency exchange rate fluctuations may affect the cost of the Company's operations and exploration and development activities.

## SUBSEQUENT EVENTS

Subsequent to November 30, 2010, the Company:

- a) closed the 2011 Offering of 8,283,100 units of the Company at a price of \$1.50 per unit to raise net proceeds of approximately \$11.4 million on February 17, 2011. Each unit was comprised of one common share (the "Unit Common Shares") and one-half of one common share purchase warrant. A total of 8,283,100 Unit Common Shares and 4,141,550 purchase warrants (the "2011 Warrants") were issued in connection with the 2011 Offering. Each 2011 Warrant entitles the holder thereof to acquire one additional common share of the Company at a price of \$2.00 until February 17, 2013. The Company paid a cash commission of \$869,726 and issued non-transferable broker warrants to acquire 579,817 units of the Company at a price per unit of \$1.50. Each broker warrant is exercisable until February 17, 2013 and entitles the holders to purchase an aggregate of 579,817 common shares of the Company and 289,908 2011 Warrants. The Unit Common Shares, 2011 Warrants and broker warrants are subject to a four-month hold period until June 17, 2011;
- b) granted options for the purchase of an aggregate of 250,000 common shares of the Company to certain consultants and officers of the Company at prices ranging between \$1.06 and \$1.46 per common share;
- c) received gross proceeds of \$195,500 upon the exercise of an aggregate 250,000 stock options at prices ranging between \$0.67 and \$1.40 per common share;
- d) received gross proceeds of \$105,000 upon the exercise of an aggregate 70,000 warrants at a price of \$1.50 per common share;
- e) repriced 400,000 stock options granted on November 9, 2010 from \$0.95 to \$1.11 per common share;
- f) received confirmation that the Scheme of Arrangement with Anatolia Energy was approved by shareholders of

Aldridge Uranium, Anatolia Energy and by the Australian Stock Exchange. To acquire a 35% interest in Aldridge Uranium, Anatolia Energy issued 31,233,000 fully paid ordinary shares and 11,692,009 Class A Performance Shares to the former shareholders of Aldridge Uranium, including the Company, pursuant to the Scheme of Arrangement. As a result of its former 29.04% interest in Aldridge Uranium, the Company currently holds 9,070,063 ordinary shares and 3,395,359 Class A Performance Shares of Anatolia Energy, all of which are subject to a 12 month escrow imposed by the Australian Securities Exchange, and 29.04% of the ordinary shares of the private company which holds a 65% carried interest in the Project; and

- g) received payment of \$831,233 from Anatolia Energy in full payment of the loan receivable and an additional compensating amount of \$575,000 pursuant to the terms of the Scheme of Arrangement.

#### 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 consolidated financial statements in accordance with Canadian GAAP. 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 Audited Financials 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 Financials; and (ii) the Audited Financials 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 Audited Financials.

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 Property will not be converted to a sufficient amount of indicated or measured resources to warrant development; risks that the hydrogeological characteristics at the Yenipazar Property 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.