ALDRIDGE MINERALS INC.

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

FOR THE THIRTEEN MONTHS ENDED DECEMBER 31, 2012

As of March 7, 2013

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DATED: MARCH 7, 2013

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Aldridge Minerals Inc. ("Aldridge", "we", "our" or the "Company"), our operations, financial performance and present and future business environment. This MD&A is prepared as of March 7, 2013 and should be read in conjunction with the consolidated financial statements and the related notes for the thirteen months ended December 31, 2012 (the "Financial Statements"), which are prepared in accordance with International Financial Reporting Standards ("IFRS").

In September 2012, the Company filed a notice, pursuant to section 4.8(3) of National Instrument 51-102, of a change to its year end from November 30 to December 31. The figures presented in this MD&A cover the four-month and thirteen-month periods ended December 31, 2012 and may not be directly comparable to the figures from the prior year.

The Company is required to consistently apply the IFRS accounting policies used to prepare its Financial Statements to all other periods presented in the Financial Statements, as if the accounting policies had always been in effect, subject to certain transition elections permitted on the first time adoption of IFRS. Previously, the Company's 2011 annual consolidated financial statements (the "2011 Financial Statements") were prepared using Canadian GAAP. For purposes of preparing the Financial Statements, the 2011 Financial Statements have been restated to conform to IFRS. A detailed analysis of the transition to IFRS, including the significant elections and adjustments made by the Company on the implementation of IFRS, is provided in Note 19 to the Financial Statements.

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

*The Company's common shares are listed on the Toronto Stock Exchange - Venture (TSX-V: AGM). Continuous disclosure materials are available on SEDAR at **www.sedar.com** and on the Company's website at **www.aldridgeminerals.ca**.*

Unless otherwise indicated, amounts are in the presentation currency of Canadian dollars.

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

SUMMARY – HIGHLIGHTS, OUTLOOK AND SELECTED FINANCIAL INFORMATION

Aldridge successfully advanced the development of its flagship project, the Yenipazar Property in Turkey, by achieving significant objectives and by taking appropriate action to manage its capital and control its costs.

Highlights

- Private Placements closed:
    - $4,500,000 on February 22, 2013 - ANT Holding Anonim Sti. ("ANT") exercised right to maintain 30.1% interest in the Company
    - $10,500,000 on February 14, 2013 - Dundee Securities Ltd. ("Dundee") bought deal
    - $11,200,000 on April 26, 2012 - ANT obtains 30.1% interest in the Company
- Yenipazar Option Agreement ("Option Agreement") extended to March 31, 2013
- Feasibility Study ("FS") progressed to expected completion in March 2013
- Mineral resource estimate updated in November 2012 (Indicated resources of approximately 30 M tonnes and 2.3 M oz. gold equivalent)
- Diamond Drilling program (10,000 m) completed in September 2012

- Environmental Impact Assessment study progressed in FY 2012
- Discontinued exploration activities in Papua New Guinea in July 2012
- Other Significant Activities:
  - Strengthened management team in Canada and Turkey with key additions
  - Year-end changed to December 31st

Outlook for 2013 and Beyond

The Company's major objectives and activities for 2013 and beyond include the following:

- **FS Completion in March 2013**
  The FS will be completed in March 2013, which allows the Company to comply with the final condition of the property Option Agreement and earn 100% of the rights to the Yenipazar Project. The related NI 43-101 compliant technical report will be filed on SEDAR.
- **Project Financing Evaluation**
  The Company engaged Cutfield Freeman & Company Ltd. ("CF&Co") as its finance advisor to evaluate the project economics and the optimal financing alternatives.
- **Secure Project Financing in 2013**
  Upon completion of the FS, the Company's most significant objective of 2013 is to obtain the project financing needed to build the Yenipazar Project and commence production. The Company's project financing may include some combination of equity, senior debt, metal streaming and off-take agreements. CF&Co activities began in Q1 2013 and are expected to continue until project financing is secured.
- **Land Acquisition**
  The Company has added management expertise, and will utilize other advisors as required to facilitate the critical process of acquiring up to 9.4 square kilometres of land within the project fence-line and adjacent to it. Significant management resources will be allocated to developing and executing the acquisition strategy.
- **Exploration**
  The Company has identified exploration targets on the Yenipazar Property, including the area adjacent to the known resource where three mineralized outcrops were identified. The Company plans to spend approximately $1 million to $1.5 million on exploration in 2013. Additional exploration programs will be developed subject to the availability of funding. Longer term plans will include exploration of other areas of the 100 square kilometer land package of the Yenipazar Property and the acquisition and exploration of other properties in Turkey.
- **Environmental Impact Assessment Study Completion in Q2 2013**
  SRK Turkey, which has been involved in various elements of the FS, is leading the Environmental Impact Assessment Study scheduled for completion in Q2 of 2013
- **Investment Incentive Plan Application in Q3 2013**
  The Company will apply for Turkey's Investment Incentive Plan, which would result in income tax savings equal to 40% of the depreciable capital cost required to build the Yenipazar Project. The income tax savings will be received via a corporate income tax rate reduction from 20% to 4%. For example, for every $100 million of allowable capital cost, the corporate income tax savings would be $40 million, which enhances the after-tax cash flow of the Yenipazar Project.
- **Owner's Team**
  The Company is developing plans to add senior managers and professional staff to support continued project development in 2013 and position the Company to support the construction phase in 2014 and 2015.
- **Engineering Design and Continued Project Development**
  The FS is expected to include certain recommendations regarding continued engineering and metallurgy work, which should maintain the momentum of the project development. The Company plans to spend in this area approximately $1.3 million to $1.8 million during the balance of 2013 in order to advance the project.
- **Engineering, Procurement, Construction Management**
  In 2013, the Company will evaluate project development options, including alternative international and Turkish professional service firms, contractors and other suppliers.

Selected Financial Information

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

(In Canadian Dollars)	THIRTEEN MONTHS ENDED AND AS AT DECEMBER 31, 2012	TWELVE MONTHS ENDED AND AS AT NOVEMBER 30, 2011	TWELVE MONTHS ENDED AND AS AT NOVEMBER 30, 2010
Loss before income tax and discontinued operations	$(12,775,144)	$(4,903,449)	$(3,777,422)[(ii)]
Net Loss	(13,674,712)	(7,725,844)	(3,679,402)[(ii)]
Net loss per share	(0.29)	(0.22)	(0.13)[(ii)]
Cash and cash equivalents	3,475,088	4,741,663	1,652,989
Working capital [(i)]	3,070,299	4,822,334	1,361,613
Total assets	5,258,701	7,788,166	2,672,802
Total non-current financial liabilities	95,666	38,541	19,821

(i) Working capital equals current assets less current liabilities, and is a non-GAAP measure used by management.
(ii) Information selected from the Company's consolidated financial statements and notes thereto for the year ended November 30, 2010 was prepared in accordance with Canadian GAAP.

The Company's property exploration and evaluation expenditures on mineral properties are as follows:

	THIRTEEN MONTHS ENDED DECEMBER 31, 2012	TWELVE MONTHS ENDED NOVEMBER 30, 2011	TWELVE MONTHS ENDED NOVEMBER 30, 2010
Yenipazar Property, Turkey	$ 7,848,756	$ 2,772,169	$1,787,565
Derinkoy Property, Turkey[(i)]	-	2,314	39,764
Exploration Licenses, Turkey[(ii)]	-	68,849	111,978
Kili Teke License, Papua New Guinea – discontinued [(iii)]	1,089,240	2,822,395	244,561
Total Exploration & Evaluation	$ 8,937,996	$ 5,665,727	2,183,868

(i) In February 2011 the Company terminated its option agreement and abandoned the property.
(ii) The Company presently holds 15 licenses.
(iii) On July 6, 2012 the Company announced it received notice that its application to renew the license was not approved, and that the Company planned no further action or investment in PNG.

BACKGROUND

Aldridge is a publicly-traded junior exploration company in the business of identifying and developing mineral properties in Turkey. The Company, in July 2012, discontinued its exploration activities previously conducted in Papua New Guinea. Aldridge is focused on advancing its flagship Yenipazar Project in Turkey with the FS, which is building on the December 2010 Preliminary Economic Assessment ('PEA'). The deposit includes recoverable quantities of gold, silver, copper, lead and zinc. The FS is scheduled to be completed in March 2013 in accordance with recent amendments to the Option Agreement with Alacer. Aldridge has increased its focus on Turkey and added a strategic investor, ANT, to enhance the Company's ability to develop the Yenipazar Project.

Aldridge incorporated, in 2005, a 100% owned Turkish subsidiary, Aldridge Mineral Madencilik Ltd. Şti. ("Aldridge Turkey") to obtain, develop and operate mining properties in Turkey, which include the Yenipazar Property pursuant to the Option Agreement. Aldridge Turkey holds and may develop exploration licenses located outside the Yenipazar Project area.

Aldridge's PNG exploration license previously included an area of approximately 338 square kilometres known as the Kili Teke License. The license area was prospective for gold, silver and copper. The Company's drilling program ran from August 2011 through December 2011. In July 2012, the Company discontinued its operations in PNG in favour of focusing on the Yenipazar Project.

OVERVIEW OF PROJECTS AND INVESTMENTS

The Company's projects and investments held includes mineral properties and equity investments in mining companies described as follows:

- Yenipazar Property - Turkey;
- Exploration licenses - Turkey;
- Investments – shares in Anatolia Energy Ltd. and Vetter Uranium Ltd – sold in November 2012;
- Kili Teke License - Papua New Guinea ("PNG") – discontinued PNG operations in July 2012;
- Derinkoy Property – Turkey – terminated in February 2011.

Yenipazar Property - Turkey

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

The Yenipazar Project is a gold-silver-copper-lead-zinc mineral deposit within the Yenipazar Property. It has a currently determined strike length of at least 1,700 metres averaging 200 metres in width and approximately 20 metres in thickness at depths between 30 and 190 metres. Much of the ore body is sitting at a depth of approximately 50 to 120 metres. The Yenipazar Project includes approximately 9.5 square kilometres of land within the project fence line.

Property Ownership Structure

On December 1, 2004, the Company entered into an agreement with Alacer 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 or Aldridge Turkey has the right to earn a 100% interest in the Yenipazar Property in exchange for consideration of 250,000 common shares of the Company (issued). In October 2010, the Company announced that a second amended and restated option agreement (the "Option Agreement") had been executed with Alacer to extend the period within which the Company or Aldridge Turkey may earn a 100% working interest in the Yenipazar Property. In October 2012, the Company announced that it obtained a formal extension from Alacer to deliver the FS by March 31, 2013. This is the only outstanding obligation for Aldridge Turkey to complete the earn-in for a 100% interest in the Yenipazar Property. Once the earn-in is complete and the Yenipazar Property has advanced to commercial production, the Aldridge Turkey will pay Alacer a 6% net profit interest ("NPI"), as defined in the Option Agreement, until such time as operational revenues reach the amount of US$165,000,000. When operational revenues exceed this threshold amount, the NPI will increase to 10%.

The exploration and operating licenses are registered to Aldridge Turkey.

Yenipazar Developments

Overview

The FS, which is being overseen by Jacobs Minerals Canada Inc., is scheduled for completion in March 2013, at which time Aldridge Turkey will exercise its rights pursuant to the Option Agreement. Although project costs for the team of consultants including P&E Mining, SGS UK, SRK Turkey and Golder Associates generally tracked on budget in 2012, minor overruns are expected upon completion of the FS.

The Company's expenditures in the Yenipazar Property increased by $5,076,587 in the thirteen months ended December 31, 2012 compared to the twelve months ended November 30, 2011. On a fiscal yearly basis, the expenditures were as follows:

	Thirteen Months Ended December 31, 2012	**Twelve Months Ended November 30, 2011**
Expenditures on Yenipazar Property, Turkey	$ 7,848,756	$ 2,772,169

The original FS target completion date of December 1, 2012 was a condition of earning a 100% interest in the Yenipazar Property according to the amended Option Agreement dated October 2010 with Alacer. The Option Agreement specifically allows for additional time to complete the FS as long as the Company is diligently and continuously working to complete the FS. On October 16, 2012, Alacer acknowledged the Company's progress to date and its plans to complete the FS in March 2013. As a result, the required completion date pursuant to the Option Agreement was amended to March 31, 2013, without modifying any other conditions including the provision that if Aldridge fails to deliver the FS by that date (March 31, 2013) it will not lose any of its rights under the Option Agreement as long as it is diligently and continuously working to complete the FS and is not otherwise in default of its obligations under the Option Agreement.

Mineral Resource Estimate Update

On November 26, 2012, the Company announced an in-pit updated NI 43-101 mineral resource estimate. The estimate is based on 54,248 metres of drilling, including 20,604 metres of diamond drilling. Indicated resources increased 11% since the June 2012 resource to 29,669,000 tonnes. Contained metal content of gold and all other metals increased since the June 2012 resource, highlighted by a 16% increase in contained copper and a 17% increase in contained zinc, all in the Indicated category. The updated resource forms the basis for the reserves, mine plan, and cash flow analysis underpinning the FS.

Compared to the June 2012 and December 2010 resource estimates, the metal grades of the resource remained fairly stable while the total size of the resource increased. Due to the better quality of information provided by diamond drilling versus reverse circulation drilling, all reverse circulation holes drilled within a six-metre radius of a diamond drill hole were excluded from the database for this resource estimate. The updated mineral resource is summarized in the following tables:

Total Mineral Resources *(in-pit) @ NSR/t cut-off of US$15/t for Sulphides, US$12/t for Oxides, and US$15/t for Copper Enriched* [(1)(2)(3)(4)(5)]

								Contained Metal					
Category	**Tonnes**	**Au (g/t)**	**Ag (g/t)**	**Cu (%)**	**Pb (%)**	**Zn (%)**	**Au Eq (g/t)**	**Au (M oz)**	**Ag (M oz)**	**Cu (M lbs)**	**Pb (M lbs)**	**Zn (M lbs)**	**AuEq (M oz)**
Indicated	29,669,000	0.95	31.3	0.31	1.01	1.47	2.42	0.90	29.85	204.8	660.2	961.2	2.30
Inferred	369,000	0.47	25.5	0.18	0.94	1.89	1.88	0.01	0.30	1.5	7.7	15.4	0.02

The total resources can be further broken down into the three major mineralized zones of the Yenipazar deposit, namely: sulphide, oxide and copper enriched zones.

Sulphides *(in-pit) @ NSR cut-off of US$15/t*[(1)(2)(3)(4)(5)]

								Contained Metal					
Category	**Tonnes**	**Au (g/t)**	**Ag (g/t)**	**Cu (%)**	**Pb (%)**	**Zn (%)**	**Au Eq (g/t)**	**Au (M oz)**	**Ag (M oz)**	**Cu (M lbs)**	**Pb (M lbs)**	**Zn (M lbs)**	**AuEq (M oz)**
Indicated	23,624,000	0.97	32.2	0.31	1.02	1.64	2.61	0.74	24.46	161.4	531.2	854.1	1.98
Inferred	369,000	0.47	25.5	0.18	0.94	1.89	1.88	0.01	0.30	1.5	7.7	15.4	0.02

Oxides *(in-pit) @ NSR cut-off of US$12/t*(1)(2)(3)(4)(5)

Category	Tonnes	Au (g/t)	Ag (g/t)	Cu (%)	Pb (%)	Zn (%)	Au Eq (g/t)	Contained Metal					
								Au (M oz)	Ag (M oz)	Cu (M lbs)	Pb (M lbs)	Zn (M lbs)	AuEq (M oz)
Indicated	3,541,000	0.81	23.0	0.23	0.96	0.53	1.26	0.09	2.62	18.0	74.9	41.4	0.14

Copper Enriched *(in-pit) @ NSR cut-off of US$15/t*(1)(2)(3)(4)(5)

Category	Tonnes	Au (g/t)	Ag (g/t)	Cu (%)	Pb (%)	Zn (%)	Au Eq (g/t)	Contained Metal					
								Au (M oz)	Ag (M oz)	Cu (M lbs)	Pb (M lbs)	Zn (M lbs)	AuEq (M oz)
Indicated	2,504,000	0.94	34.5	0.46	0.98	1.19	2.21	0.08	2.78	25.4	54.1	65.7	0.18

(1) Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, 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.

(3) The mineral resources in this estimate were calculated with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions.

(4) The resources and Au equivalent ratios were calculated using the below recoveries (see October 16, 2012 press release for further details). Metal prices in US$ used were Au $1,435/oz, Ag $27/oz, Cu $3.50/lb, Pb $1.00/lb and Zn $0.95/lb.

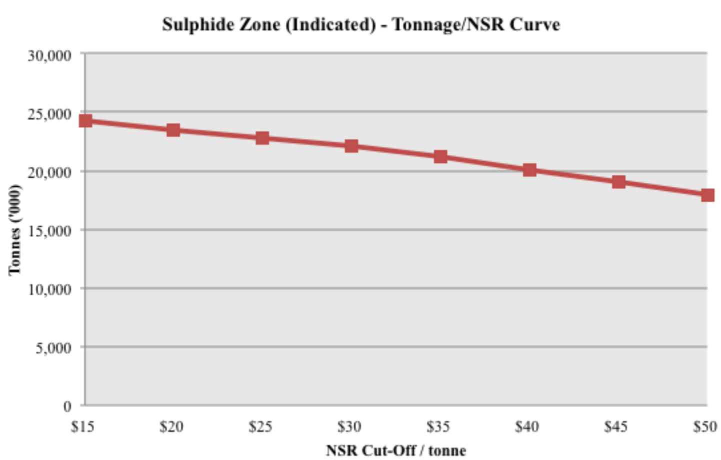
Sulphides: *Au 92%, Ag 90%, Cu 75%, Pb 75% and Zn 70%.*
Oxides: *Au 75%, Ag 45%, Cu 0%, Pb 40% and Zn 0%.*
Copper Enriched: *Au 82%, Ag 72%, Cu 50%, Pb 50% and Zn 30%.*

(5) All resources are reported within an optimized pit shell. The $15/tonne Sulphide NSR cut-off value for resource reporting was derived from a processing cost of US$12.50/tonne and a G&A cost of US$2.50 per tonne. The $12/tonne Oxide NSR cut-off value for resource reporting was derived from a processing cost of US$9.50/tonne and a G&A cost of US$2.50 per tonne. Mining costs were US$1.35 and US$1.85 per tonne respectively for oxide and Cu enriched/sulphide and optimized pit slopes were 40 degrees.

As evidenced by the tonnage/NSR tables and curves below, the resource is largely insensitive to NSR cut-off, and by extension, metal prices. This is especially true in the case of the sulphides, which compose approximately 80% of the resource.

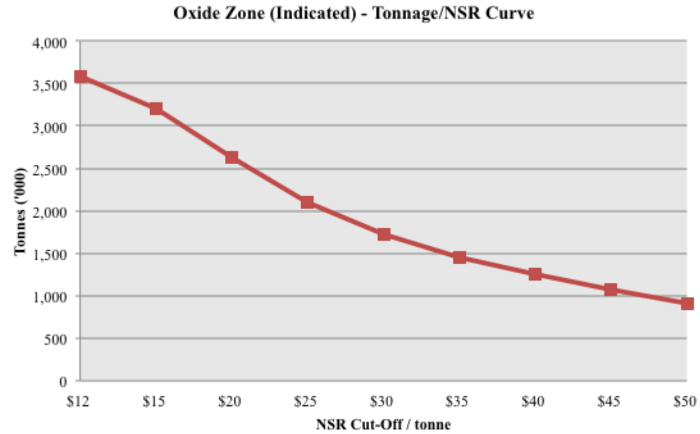
Sulphides *(in-pit) – Indicated Resource*

Cut-Off (NSR/t)	Tonnes	Au (g/t)	Ag (g/t)	Cu (%)	Pb (%)	Zn (%)
$50	17,755,498	1.21	38.8	0.37	1.24	1.96
$45	18,740,852	1.17	37.6	0.36	1.20	1.90
$40	19,815,678	1.12	36.4	0.35	1.16	1.84
$35	20,865,577	1.08	35.3	0.34	1.12	1.78
$30	21,661,664	1.05	34.5	0.33	1.09	1.74
$25	22,308,081	1.02	33.8	0.33	1.07	1.71
$20	23,000,673	0.99	32.9	0.32	1.04	1.67
$15	23,623,821	0.97	32.2	0.31	1.02	1.64



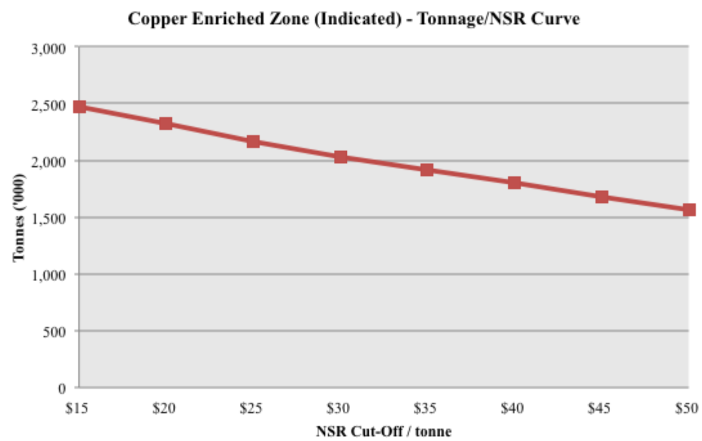
***Oxides** (in-pit) – Indicated Resource*

Cut-Off (NSR/t)	Tonnes	Au (g/t)	Ag (g/t)	Cu (%)	Pb (%)	Zn (%)
$50	912,351	1.85	41.5	0.34	1.47	0.68
$45	1,073,443	1.70	39.8	0.33	1.44	0.67
$40	1,260,776	1.56	37.7	0.33	1.40	0.66
$35	1,458,505	1.44	35.7	0.31	1.36	0.64
$30	1,721,763	1.31	33.3	0.29	1.29	0.62
$25	2,111,516	1.16	30.4	0.27	1.20	0.59
$20	2,634,223	1.00	27.2	0.25	1.11	0.57
$15	3,200,545	0.87	24.5	0.24	1.02	0.54
$12	3,540,766	0.81	23.0	0.23	0.96	0.53



***Copper Enriched** (in-pit) – Indicated Resource*

Cut-Off (NSR/t)	Tonnes	Au (g/t)	Ag (g/t)	Cu (%)	Pb (%)	Zn (%)
$50	1,560,299	1.35	45.0	0.62	1.25	1.47
$45	1,679,323	1.28	43.9	0.59	1.22	1.43
$40	1,802,672	1.22	42.7	0.56	1.19	1.40
$35	1,915,273	1.17	41.6	0.54	1.16	1.37
$30	2,027,611	1.12	40.2	0.52	1.12	1.33
$25	2,161,815	1.07	38.6	0.50	1.08	1.29
$20	2,353,479	0.99	36.2	0.48	1.02	1.23
$15	2,504,254	0.94	34.5	0.46	0.98	1.19



Metallurgical Testwork and Recovery Rates

On October 16, 2012, the Company announced that metallurgical testwork completed on samples from its polymetallic Yenipazar deposit by SGS Mineral Services in Cornwall UK have substantially confirmed the recovery rates disclosed in the 43-101 Resource Estimate of June 13, 2012. The testwork also confirmed that all ore is amenable to conventional crushing, grinding, leaching and flotation processing techniques. The Company also announced that testwork conducted to date on Yenipazar's oxide zone indicates that gold, silver and lead will be recoverable. Zinc in particular and also copper are depleted in the oxide zone and represent a relatively small value. Additional variability testing was required to assess the metallurgical behavior of the oxide zone and copper enriched zone, which together represent approximately 20% of the deposit. The recovery rates reported at that date are summarized below:

Sulphide Zone

Metal	Total Recoveries	Gold Gravity Concentrate	Copper Concentrate	Lead Concentrate	Zinc Concentrate
Au	**92.0%**	65.0%	20.0%	5.0%	2.0%
Ag	**90.0%**	20.0%	15.0%	50.0%	5.0%
Cu	**75.0%**		75.0%		
Pb	**75.0%**			75.0%	
Zn	**70.0%**				70.0%*

*Recoveries of zinc may be impacted in some areas of the deposit due to the presence of non-floatable zinc minerals such as franklinite. It is unknown to what extent this mineral is present throughout Yenipazar. To be conservative, the zinc recovery has been adjusted downward.

Oxide Zone

Metal	Total Recoveries	Gold Gravity Concentrate	Copper Concentrate	Lead Concentrate	Zinc Concentrate
Au	**75.0%**	65.0%		10.0%	
Ag	**45.0%**	20.0%		25.0%	
Cu	**0.0%**				
Pb	**40.0%**			40.0%	
Zn	**0.0%**				

Copper Enriched Zone

Metal	Total Recoveries	Gold Gravity Concentrate	Copper Concentrate	Lead Concentrate	Zinc Concentrate
Au	**82.0%**	65.0%	10.0%	5.0%	2.0%
Ag	**72.0%**	20.0%	10.0%	35.0%	7.0%
Cu	**50.0%**		50.0%		
Pb	**50.0%**			50.0%	
Zn	**30.0%**				30.0%

Diamond Drilling Program

On October 2, 2012, the Company announced the completion of its diamond drill ("DD") twinning program with 87 DD twins drilled within 5 metres of earlier reverse circulation ("RC") holes for a total of 10,096 m drilled. In addition, one DD hole for metallurgical sampling was drilled within RC-duplicate distance. The results from these holes were considered in the determination on the mineral resources referred to above. The enhanced quality of the DD information improved the Company's understanding of the contacts between the sulphide, oxide and transition zones at Yenipazar. The grade improved across all five metals in these 94 holes, while the metal content reflected the shorter DD intersections compared to the RC intersections (15% shorter).

Environmental Impact Assessment

SRK Turkey was engaged beginning in 2011 to provide support in the areas of geochemistry, hydrology, water supply and environmental issues. On September 28, 2012, in accordance with Turkey's Ministry of Environment and Urbanization regulations, Aldridge Turkey initiated the formal Turkish Environmental Impact Assessment ("EIA") permitting process by submitting the Project Description Document ("PDD"). The EIA process includes an initial public hearing, which took place in December 2012 in the nearest settlement area. Subsequent to the initial public hearing, a terms of reference document for the EIA was generated. The Company has one year from the date of receiving the terms of reference document (or until December 2013) to submit a complete EIA report pursuant to Turkish regulations. The study is expected to be submitted during the second quarter of 2013. Concurrently with the Turkish mandated EIA reporting process, Aldridge Turkey and SRK Turkey will conduct an Environmental and Social Impact Assessment ("ESIA") study compliant with Equator Principles in order to support potential international financing requirements. The ESIA report is expected to be completed in Q3.

Investment Incentive Plan

In 2013, the Company will apply and expects to qualify for Turkey's Investment Incentive Plan, which would result in income tax savings equal to 40% of the depreciable capital cost required to build the Yenipazar Project ("eligible capital cost"). The income tax savings will be received via a corporate income tax rate reduction from 20% to 4%. For example, for every $100 million of eligible capital cost, the corporate income tax savings would be $40 million, which enhances the after-tax cash flow of the Yenipazar Project. The Investment Incentive Plan would also exempt the Company from Turkish value-added taxes of 18% on eligible capital costs.

Exploration Licenses in Turkey

At the beginning of FY 2011 the Company held a total of 19 exploration licenses covering approximately 16,150 hectares in western Turkey, which are prospective for nickel and chromite. Early in 2011, the Company decided to focus its efforts on the Yenipazar Property and determined that it should seek buyers for certain licenses and abandon certain other licenses. The results of these efforts are summarized as follows:

- In July 2011, the Company agreed to assign 6 exploration licenses to Kenz Mining Inc. ("Kenz") pursuant to an assignment agreement with the following terms: (a) US$50,000 paid in July; (b) a commitment by Kenz to spend US$250,000 on exploration in the next twelve months; (c) If Kenz decides not to continue exploration, the licenses are returned to Aldridge within 30 days of the end of the twelve month exploration period; (d) If Kenz continues exploration Kenz pays US$50,000 within 30 days of the end of the first twelve month exploration period; commits to spending $1 million on exploration and evaluation over the next 24 months; and agrees to pay Aldridge US$250,000 at the mid-point of this 24 month exploration period. The funds received were recorded as other income and the licenses were transferred to Kenz in Q4 2011. Due to various delays and difficulties in obtaining the necessary drilling licenses, the acquirer requested an extension of the option to pay the additional US$50,000 to retain its exploration rights for the second and third years. The Company considered the various challenges faced by the acquirer and extended the initial exploration option by an additional twelve months such that the option will be settled in July 2013.
- In August 2011 the Company agreed to sell six exploration licenses upon receipt of US$100,000. The Company had received security deposits totaling approximately US$66,000. As at August 31, 2012, the Company still had not received full payment and the agreement was considered breached. The non-refundable deposit was recognized as other income during the third quarter of 2012.

Investments – Anatolia Energy Ltd. And Vetter Uranium Ltd. – Sold in November 2012

	As at December 31, 2012	As at November 30, 2011
Anatolia Energy Ltd. - Ordinary shares	$ -	$ 936,631
Anatolia Energy Ltd. - Class A performance shares	-	212,547
Vetter Uranium Ltd.	-	245,737
Long-term investments	$ -	$ 1,394,915

In February 2011 the Company completed the spin-off of Aldridge Uranium Inc. ("Aldridge Uranium") to Anatolia Energy Limited ("Anatolia"). Following the transaction, the Company owned 8,150,633 Anatolia shares, 3,051,196 Class A performance shares in Anatolia Energy and 5,666,506 shares in Vetter Uranium Limited ("Vetter"), a private company holding a 65% interest in Aldridge Uranium. As a result of this transaction, a gain of $2,299,527 was recognized.

Over the thirteen-month period ended December 31, 2012, impairment losses on Anatolia shares totaled $535,305 while impairment losses on Vetter shares totaled $176,738. On November 12, 2012, the Company sold its interests in Anatolia and Vetter for total proceeds of $763,253. As a result of the transaction, a loss of $100,619 was recorded on the sale of Anatolia shares, offset by a gain of $181,000 on the sale of Vetter shares.

As at December 31, 2012, the Company continued to hold Class A Performance shares at an estimated fair value of $nil based on the assessment of the likelihood of Anatolia achieving the minimum performance requirement. Specific conditions of the Class A Performance Shares prohibit their sale. A detailed description of the Class A performance shares is contained in Note 5 of the consolidated financial statements.

Kili Teke License – Papua New Guinea – Discontinued in July 2012

The Company held an exploration license for an area of 338 square kilometres in the Southern Highlands province of PNG (the "Kili Teke License").

On January 31, 2012 the Company announced that the drilling program was reduced from the originally scheduled seven holes, to three holes and a total of 441 metres due to excessively slow drilling and other technical problems encountered on site. The following costs were incurred with respect to the Kili Teke License:

	Thirteen Months Ended December 31, 2012	Twelve Months Ended November 30, 2011
Expenditures on Kili Teke, Papua New Guinea	$ 1,089,240	$ 2,822,395

Costs incurred in FY 2012 mainly related to additional time required to demobilize the drilling camp and higher than expected helicopter charges.

During the first quarter of 2012, the Company announced that it was actively seeking partners or transactions which would allow it to realize the maximum value from its investments in its Kili Teke License. Given the uncertain political climate in Papua New Guinea and recent capital market conditions, no discussions progressed beyond the preliminary stage. Following the April private placement of $11,200,000 by ANT Holding, a strategic partner in Turkey, the Company decided to focus all efforts in Turkey, and exit PNG if no suitable partner could be found. Following receipt of a formal notice from the Registrar of Tenements in PNG that the Company's license renewal application for its non-core Kili Teke License was denied, Aldridge determined, that there would be little benefit if it took further action in PNG. Consequently, Aldridge terminated its operations in PNG. There were no significant assets in PNG.

Derinkoy Property – Turkey – Terminated in February 2011

The Derinkoy Property is located in north eastern Turkey and is primarily prospective for gold, silver and copper. The Company entered into option agreements in 2002 and 2006 to acquire up to a 100% interest in the Derinkoy Property. In November 2009 the Company entered into an agreement with EUG whereby EUG could earn up to a 70% interest in the Derinkoy Property on certain terms. EUG terminated its option on the Derinkoy property in February 2011. Consequently, the Company evaluated its option on the property and decided to terminate its own option agreement and abandoned the property.

MARKET TRENDS

	Approximate Spot Prices as at February 28			
Metal	**2013**	**2012**	**2011**	**2010**
Gold (US$/oz.)	1,579	1,789	1,413	1,117
Silver (US$/oz.)	28.51	37.12	33.90	16.63
Copper (US$/lb.)	3.53	3.85	4.50	3.45
Lead (US$/lb.)	1.03	0.98	1.17	0.98
Zinc (US$/lb.)	0.93	0.95	1.17	1.08

Prices as at February 28, 2013

	COMEX Gold Futures	COMEX Silver Futures
Settlement Date	**USD ($)**	**USD ($)**
December 31, 2013	1,584	28.59
December 31, 2014	1,594	28.75
December 31, 2015	1,609	28.77

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; www.kitcometals.com; futures.tradingcharts.com)

FINANCING ACTIVITIES

In February 2013 the Company announced that it had engaged CF&Co. to provide financial advisory services and assist the Company in securing of project financing in 2013. CF&Co. will consider all financing alternatives including debt, equity, metal streaming and concentrate off-take-related financing that may be available to Aldridge.

On February 14, 2013, the Company closed a $10,500,000 private placement offering through Dundee Securities Ltd. ("Dundee"), which included an investment of $7,000,000 from Mavi Investment Fund Ltd. ("Mavi"). The financing involved the issuance of 22,105,082 common shares at a price of $0.475. On February 21, 2013, the Company's largest shareholder, ANT, maintained its pro rata interest in the Company pursuant to its investment agreement by purchasing an additional 9,534,737 common shares on a private placement basis at the same price of $0.475, for proceeds of $4,500,000. As part of Mavi's investment, Mavi was granted the right to nominate one individual for election to the Board of Directors of the Company for so long as Mavi owns at least 9% of the outstanding common shares of the Company. Upon closing of the offering, Mavi owned approximately 17.4% of the outstanding common shares of the Company and Mike Widmer, as Mavi's nominee, was appointed to the Board of Directors. Dundee received $400,000 in cash commission and 515,750 compensation warrants ("Dundee warrants"), each such compensation warrant to be exercisable to acquire one common share at the issuing price of $0.475 for a period of 24 months after the closing of the offering. In order to maintain ANT's pro rata interest in the Company, ANT also received 222,463 warrants to acquire one common share per warrant at an issuing price of $0.475, which become exercisable upon the exercise of the Dundee warrants. In addition, the Company paid a total finder's fees of $716,441 to an arm's length Turkish-based party.

On April 26, 2012 the Company closed a private placement which raised gross proceeds of $11,200,000 (less share issue costs of $763,674) and resulted in the issuance of 16,000,000 common shares ("ANT Private Placement") at a price of $0.70 per share. The number of shares issued to ANT Holdings is approximately 30.1% of the issued and outstanding common shares of Aldridge at the time, which made ANT Holdings a control person as defined by the TSX Venture Exchange. The Company agreed to pay a finder's fee of 5% or $560,000 in cash to an arms-length Turkish-based party in connection with the ANT Private Placement, which is included in the share issue costs of $763,674.

The significant terms of the ANT Private Placement include:

- Two year standstill, lockup and voting commitments which will underpin the strategic partnership between Aldridge and ANT during the completion of the FS and facilitate the launch of the project financing process required for the development of Yenipazar, all as more fully described in the Company's 2012 Management Information Circular;
- ANT retains anti-dilution rights, which will allow ANT to proportionately participate in future financings based on the ownership interest it holds at the time of the financing;
- ANT may nominate three of nine directors to the Board of Directors of Aldridge. At the Annual Meeting, the ANT nominees Meric Oktar, Ahmet Tacyildiz, and Hande Tacyildiz were elected to serve as directors.

RESULTS OF OPERATIONS

For the thirteen months ended December 31, 2012 compared with the twelve months ended November 30, 2011:

For the thirteen-month fiscal year ended December 31, 2012, the Company incurred net losses from continuing operations of $12,585,472 versus the prior fiscal year loss of $4,903,449. In July 2012, the Company announced it discontinued operations in Papua New Guinea and re-categorized the exploration and evaluation expenses incurred in PNG as net losses from discontinued operations of $1,089,240 and $2,822,395 in FY2012 and FY2011, respectively. The resulting net loss and comprehensive loss was $13,674,712 and $7,725,844, in FY2012 and FY2011, respectively.

In FY2012, the Company increased Yenipazar exploration and evaluation expenditures to $7,848,756 from $2,772,169 in FY2011 due to increased activities to support the generation of the FS and its diamond drilling exploration program. General and administrative expenses increased by $596,399 from the twelve months of FY 2011 to $4,502,221 in the thirteen months ended December 31, 2012 as a result of the additional month in the period as well as increased staff and expenses incurred to support the FS and position the Company for growth.

The most significant other income and expenses relate to the 2011 disposition of the Company's investment in Aldridge Uranium Inc., which resulted in investments in Anatolia Energy Limited and Vetter Uranium Ltd. The FY2011 Aldridge Uranium disposition resulted in an initial gain of $2,299,527 that was followed by impairment losses of $920,737 on the common shares of Anatolia Energy and Vetter Uranium and a change in fair value of $212,547 on the Class A performance shares of Anatolia Energy. The combined gain on these investments in FY2011 was $1,591,337. In FY2012, the Company recorded an impairment loss of $712,043 on the investments in Anatolia and Vetter before selling them in November 2012, and recording a net gain of $80,381 upon receipt of $763,253 in cash.

The Company has not generated any operating revenues to date. Interest earned on unused cash is incidental income. The sale of non-core exploration licenses in Turkey generated other income of $135,822 and $52,374 in FY2012 and FY2011, respectively.

Additional information regarding exploration and evaluation expenses and general and administrative expenses follow.

Exploration and Evaluation Expenditures

The Company's property exploration and evaluation expenditures on mineral properties are as follows:

Exploration and Evaluation of Mineral Properties	THIRTEEN MONTHS ENDED DECEMBER 31, 2012 ($)	TWELVE MONTHS ENDED NOVEMBER 30, 2011 ($)
Yenipazar Property		
Acquisition costs	**-**	504,900
Analytical	**439,251**	217,303
Project expenses and employee costs	**1,598,165**	841,054
Geotechnical consulting	**557,576**	91,475
Metallurgical consulting	**451,831**	-
Resource estimate and mine design	**304,339**	-
Feasibility studies and project management	**2,221,324**	343,922
Drilling	**1,678,672**	701,447
Drilling site access fees	**124,492**	-
Vehicles and Equipment	**113,504**	-
Travel	**169,549**	72,068
License	**15,246**	-
Depreciation	**35,461**	-
Professional	**42,036**	-
Other	**97,310**	-
	7,848,756	2,772,169
Derinkoy Property		
Project expenses and employee costs	-	2,314
	-	2,314
Exploration Licenses		
Analytical	**-**	840
Project expenses and employee costs	-	33,526
Travel and transportation	**-**	2,243
Licenses and fees	**-**	32,240
	-	68,849
Kili Teke License, PNG		
Drilling	**78,182**	561,571
Project expenses and employee costs	**281,826**	624,558
Assays and Analytical	**8,879**	140,695
Transportation, including Helicopter	**711,634**	1,352,818
Travel	**8,719**	142,753
	1,089,240	2,822,395
Total exploration and evaluation expenditures	**8,937,996**	5,665,727

General and Administrative Expenses

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

	Four Months Ended December 31, 2012 ($)	Three Months Ended November 30, 2011 ($)	Period over Period Change ($)	Thirteen Months Ended December 31, 2012 ($)	Twelve Months Ended November 30, 2011 ($)	Period over Period Change ($)
General and administrative expenses						
Accretion	-	180	(180)	549	720	(171)
Amortization	10,738	22,268	(11,530)	64,778	36,808	27,970
Consulting fees	-	66,937	(66,937)	-	303,915	(303,915)
Directors' fees	68,667	74,167	(5,500)	234,781	277,167	(42,386)
Management fees	-	5,000	(5,000)	-	343,250	(343,250)
Office and sundry	295,429	75,132	220,297	764,343	543,479	220,864
Professional fees	138,691	179,608	(40,917)	559,787	636,532	(76,745)
Salaries and benefits	572,090	174,648	397,442	1,628,564	384,577	1,243,987
Shareholder information	107,338	108,107	(769)	459,117	405,180	53,937
Stock-based compensation	62,450	165,598	(103,148)	423,322	560,273	(136,951)
Transfer and filing	(2,298)	9,223	(11,521)	41,093	107,862	(66,769)
Travel and promotion	87,580	115,430	(27,850)	325,887	306,059	19,828
General and administrative expenses	1,340,685	996,298	344,387	4,502,221	3,905,822	596,399

Due to the Company's change in year end from November 30 to December 31, the results of operations for the current period may not be directly comparable to those of the prior year. Additional comments on individual expense item changes follow:

- Total consulting fees, management fees and salaries during the thirteen months ended December 31, 2012 increased by $596,822 to $1,628,564 from $1,031,742 in the twelve months ending November 30, 2011 as a result of increasing staff, including expanding the senior management team with a full-time CFO (from June 2011), a new CEO (from November 2011), and a Controller (from May 2012) . The previous CEO returned to VP Exploration, a position he previously held. Also included in 2012 are one-time termination benefits totaling $225,000. In FY 2011, the Company modified its policies and migrated its G&A management and consulting fee agreements to salaries or director fees and, where applicable in FY2012, allocated certain of these costs to the Yenipazar Property exploration and evaluation expenses. Variances in the fourth quarter of the fiscal year ended December 31, 2012 over the fourth quarter of the fiscal year ended November 30, 2011 were mainly attributed to the same reasons.
- Directors' fees decreased by $42,386 to $234,781 for the thirteen months ended December 31, 2012 compared to the prior year. Comparing the four-month period ended December 31, 2012 to the three-month period ended November 30, 2011, directors' fees decreased by $5,500. The decreases are primarily due to the implementation of a revised director compensation policy beginning in June 2011. The Company realized some savings in FY 2012 by eliminating certain consulting agreements with companies controlled by some directors and former directors.
- Office and sundry expenses increased by $220,864 from $543,479 in the twelve months of FY 2011 to $764,343 in the thirteen months of FY 2012 due to the expansion of office spaces in Toronto and Ankara to accommodate additional staff and increased information technology support. In August 2012, the Company relocated its Toronto office to a smaller location to save approximately $90,000 over the next two years. Expenses increased during the fourth quarter of the fiscal year ended December 31, 2012 over the fourth quarter of the fiscal year ended November 30, 2011 mainly because of the same reasons.
- Professional fees decreased by $76,745 to $559,787 in the thirteen months of FY 2012 compared to the twelve months in the prior fiscal year mainly due to capitalization of legal fees related to the ANT Private Placement as share issuance costs. This was partially offset by increased corporate activities and additional legal work including vendor and staff agreements and compliance advice, and additional accounting fees related to tax services and the quarterly financial statement review by the Company's auditors.

- Comparing the thirteen-month and four-month periods ended December 31, 2012 to the comparable periods in 2011, stock-based compensation decreased by $136,951 and $103,148, respectively. The decreases are due to the granting and vesting of options arising from the expansion of the senior management team and Board to support the FS in Turkey during fiscal 2011. The different timing and amounts of stock options granted are described in more detail in the consolidated financial statements.
- Shareholder information costs increased by $53,937 to $459,117 in the thirteen months ended December 31, 2012 as compared to the twelve-month period in the prior year primarily due to increased investment in investor relations activities directed at increasing the Company's profile to facilitate fund raising objectives.

Foreign Exchange and Income Taxes

- Net foreign exchange loss was $463 in the thirteen-month period ended December 31, 2012, compared to a gain of $42,513 in the twelve-month period last year. The FY 2011 gain related primarily to the Canadian dollar strengthening against the Turkish Lira. In FY 2012, the loss is mainly attributed to the timing of fluctuations in the exchange rate between the Canadian dollar and the Turkish lira. The Canadian dollar started the fiscal year at approximately 1.795 TRY/CAD and fell as low as 1.754 TRY/CAD before recovering to 1.7917 TRY/CAD by December 31, 2012. The loss was partially offset by gains arising from the strengthening Canadian dollar against the Euro, a currency in which some of the Company's expenses are denominated.

- In FY2012 the income tax recovery of $189,672 resulted from the expiration of warrants in FY 2012 ($193,072) and $3,400 in taxes paid in respect of a prior tax year. Upon the expiration of the warrants, the Company recorded a reduction in contributed surplus of $193,072 related to the deferred tax liability for capital gains taxes and recorded an equivalent income tax recovery recording the application of accumulated losses to offset the deferred tax liability.

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:

Quarterly period ended[1]	**Accounting Principles** [2]	**Total revenues $**	**Income (loss) before Discontinued Operations $**	**Income (loss) before Discontinued Operations per share $**	**Net income (loss) $**	**Net income (loss) per share $**	**Total Assets $**
December 31, 2012	IFRS	Nil	(3,946,620)	(0.07)	(3,719,405)	(0.06)	5,258,701
August 31, 2012	IFRS	Nil	(3,232,479)	(0.06)	(3,235,830)	(0.06)	8,809,249
May 31, 2012	IFRS	Nil	(3,380,597)	(0.08)	(3,854,586)	(0.09)	12,288,958
February 29, 2012	IFRS	Nil	(2,215,448)	(0.06)	(2,864,891)	(0.08)	5,260,640
November 30, 2011	IFRS	Nil	(2,765,863)	(0.08)	(4,358,252)	(0.12)	7,788,166
August 31, 2011	IFRS	Nil	(1,459,994)	(0.04)	(2,523,742)	(0.07)	11,092,500
May 31, 2011	IFRS	Nil	(1,727,338)	(0.05)	(1,851,566)	(0.05)	13,338,146
February 28, 2011	IFRS	Nil	1,049,746	0.03 [2]	1,007,716	0.03 [3]	15,340,545

[1] Represents three-month quarters except for the four-month period ended December 31, 2012 arising from a change in year end.
[2] International Financial reporting Standards ("IFRS") policies were applied as of the transition date of December 1, 2010. Canadian General Accepted Accounting Principles ("C-GAAP") refers to Canadian GAAP before the adoption of IFRS.
[3] Diluted income per share - $0.03

Note:
- The Company has no history of declaring dividends.

Net losses are mainly driven by the Company's expenditures on exploration and evaluation activities at Yenipazar and Papua New Guinea (which was discontinued in the quarter ended August 31, 2012). During the quarter ended February

28, 2011, the Company recognized a one-time gain of $2,299,527 related to the disposition of its investment in Aldridge Uranium Inc.

LIQUIDITY AND CAPITAL RESOURCES

Historically, the Company's main source of funding has been the issuance of equity securities for cash, primarily through private placement offerings to accredited investors and institutions. In addition, in FY2011 and FY2012 the Company has generated cash by disposing of non-core assets, including exploration licenses, its uranium properties, and investments that resulted from the disposition of the uranium properties. 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".

To date, debt financing has not been used to fund the Company's property acquisitions and exploration activities. The Company does not have "standby" credit facilities, or off-balance sheet arrangements and it does not use hedges or other financial derivatives.

Cash and cash equivalents at December 31, 2012 totaled $3,475,088 (November 30, 2011 - $4,741,663; December 1, 2010 - $1,652,989). The Company's average monthly spending for the Yenipazar project and general and administrative expenses is estimated at approximately $1,100,000 per month through December 31, 2013. The rate of spending will be closely monitored and adjusted as necessary to reflect potential changes in requirements and the timing of financing activities. After completing the financings in February 2013, the cash balance as at February 28, 2013 was approximately $15,900,000.

At December 31, 2012, the Company had working capital (current assets less current liabilities) of $3,070,299 as compared to $4,822,334 at November 30, 2011 ($1,361,613 as at December 1, 2010). The decrease in working capital of $1,752,035 is primarily the result of exploration and evaluation cash expenditures required to advance the FS on the Yenipazar Property and to fund the completion of the Kili Teke License drilling program, which were partially offset by the closing of the ANT Private Placement.

As at December 31, 2012, the Company had contractual commitments for the acquisition of property, plant and equipment totaling $99,240 (November 30, 2011 - $nil).

The Company has certain obligations pursuant to the Yenipazar Option Agreement 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. The applicable deposits are proportional to the size of the mining area and are determined each year or re-valued according to prevailing economic conditions.

Operating Activities: Cash flows used in operating activities mainly comprise expenses to complete the FS on the Company's flagship project at Yenipazar, and general and administrative expenses. Cash flows used in operating activities for the thirteen-month period ended December 31, 2012 was $12,171,285, compared to $9,167,660 for the twelve-month period ended November 30, 2011. Operating activities for the thirteen months ended December 31, 2012 were affected by the net decrease in non-cash working capital balances of $497,371 (increase of $421,242 in twelve-month period ended November 30, 2011) because of a decrease in amounts receivable of $205,599, increases in prepaid expenses of $93,739 increases in accounts payable and other liabilities of $509,634, decreases in due to related parties of $78,911, and increases in other assets of $45,212. The Company also recorded a stock-based compensation expense of $470,718, amortization of $94,714, and an income tax recovery of $193,072.

Investing Activities: For the thirteen-month period ended December 31, 2012, cash inflows arising from investing activities totaled $469,869, as compared to cash inflows of $457,323 for the twelve months ended November 30, 2011. For the thirteen-month period ended December 31, 2012, cash flows mainly consisted of proceeds from the sale of the Company's common shares in Anatolia Energy Ltd. and Vetter Uranium Ltd. ($763,253), offset by expenditures on equipment of $180,398 and exploration license deposits of $112,986. During the twelve months ended November 30, 2011, the Company recorded one-time proceeds of $829,384 relating to the sale of its ownership stake in Aldridge Uranium Inc.

Leases: The Company's operating lease agreement for office premises in Vancouver, British Colombia expired on August 31, 2012 and was not renewed.

The Company entered into an agreement to lease office space in Ankara, Turkey from July 1, 2011 to June 30, 2014. During the thirteen-month fiscal year ended December 31, 2012, the Company agreed to lease additional office space to expand its office in Ankara. The commitment for the gross rent, including operating costs and realty taxes is estimated at $5,232 per month, or $62,784 per annum. A community relations office was also established during the quarter ended August 31, 2012 in the town of Eglence, Turkey with operating lease payments totaling $200 per month.

On July 13, 2011 the Company entered into an agreement to lease office space in Toronto from November 1, 2011 to September 29, 2014. The commitment for the gross rent, including operating costs and realty taxes is estimated at $16,979 per month or $203,747 per annum.

On July 26, 2012, the Company entered into agreements to lease a smaller office space in Toronto, Ontario and to sublet its existing office space. The related lease and sublet agreements are expected to reduce the Company's rent expense by approximately $90,000 over the period from September 1, 2012 to September 30, 2014.

The minimum lease payments, before expected sublet receipts of approximately $200,320 in 2013 and $150,241 in 2014, are:

	Payments Due by Period				
Contractual Obligations	**Less than 1 year**	**1-3 years**	**4-5 years**	**After 5 years**	**Total**
Operating leases	$414,320	$497,592	$286,262	$35,034	**$1,233,208**

RELATED PARTY TRANSACTIONS

Related party transactions include consulting fees, management fees and compensation paid to key management personnel and were recorded as either G&A expenses or exploration and evaluation expenditures, depending on their nature. Key management personnel are defined as officers and directors of the Company.

Transactions with key management personnel were as follows:

		Thirteen months ended December 31 2012		Twelve months ended November 30 2011
Salaries and benefits [1]	**$**	**1,050,770**	$	461,890
Termination benefits		**225,000**		-
Share based payments		**335,928**		380,280
Total compensation	**$**	**1,611,698**	$	842,170
Consulting and management fees[2]	**$**	**246,457**	$	626,113
Total transactions with key management personnel	**$**	**1,858,155**	**$**	1,468,283

[1] Directors do not have employment or service contracts with the Company, but are entitled to director fees while officers have employment contracts and earn salaries and benefits for their services. Both directors and officers are also eligible for share-based payments.
[2] These amounts represent consulting fees paid or payable to various current and former officers and directors of the Company or to companies controlled by such individuals.

Amounts owed to key management personnel were as follows:

	Balance owed as at December 31 2012		Balance owed as at November 30 2011		Balance owed as at December 1, 2010
$	**22,233**	$	101,144	$	105,606

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 11 "Exploration and evaluation expenditures on mineral properties" contained in the consolidated financial statements for the thirteen months ended December 31, 2012.

SHARE CAPITAL AS AT MARCH 7, 2013

(a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	100,000,000	84,733,660

(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 to directors, officers, employees and consultants. On June 15, 2011 the number of common shares which may be issued under the Plan pursuant to options granted was increased by 1,000,000 common shares to a maximum of 5,514,322 common shares.

As at March 7, 2013, the following stock options were outstanding:

Expiry Date		**Exercise Price**	**Number Outstanding**	**Number Exercisable**	**Weighted Average Remaining Contractual Life (years)**
July 15, 2013		2.40	200,000	200,000	0.36
July 29, 2013		1.31	550,000	550,000	0.39
December 22, 2013		2.04	65,000	65,000	0.79
January 21, 2014		1.11	200,000	200,000	0.88
October 9, 2014		1.40	935,000	935,000	1.59
April 28, 2015		0.88	200,000	200,000	2.14
November 9, 2015		1.11	200,000	200,000	2.68
November 30, 2015		1.40	300,000	300,000	2.73
February 22, 2016		1.46	50,000	50,000	2.96
March 21, 2016		1.06	50,000	50,000	3.04
March 30, 2016		1.29	60,000	60,000	3.07
June 15, 2016		1.25	400,000	200,000	3.28
June 20, 2016		1.05	200,000	100,000	3.29
August 3, 2016		0.80	110,000	55,000	3.41
November 15, 2016		0.88	500,000	250,000	3.70
February 28, 2017		0.54	75,000	18,750	3.98
March 28, 2017		0.64	233,000	58,250	4.06
May 1, 2017		0.61	200,000	50,000	4.15
	$	**1.20**	**4,528,000**	**3,542,000**	**2.33**

The 4,721,367 warrants outstanding at December 31, 2012 expired on February 17, 2013. As at March 7, 2013, the following warrants, granted in February 2013 in connection with the private placement offered through Dundee, were outstanding:

Description	**Expiry Date**	**Exercise Price**	**Warrants Outstanding**	**Value Assigned on Issue Date**
Broker Warrants	February 14, 2015	$0.475	515,750	$44,251
Special Warrants	February 14, 2015	$0.475	222,463	$18,087
			738,213	$63,338

In connection with the private placement offered through Dundee, Dundee received 515,750 compensation warrants (“Dundee warrants”), each such compensation warrant to be exercisable to acquire one common share at the issuing price of $0.475 for a period of 24 months after the closing of the offering. In order to maintain ANT’s pro rata interest in the Company, ANT also received 222,463 warrants to acquire one common share per warrant at an issuing price of $0.475 (“Special Warrants”), which become exercisable only upon the exercise of the Dundee warrants.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are:

a) to safeguard its ability to continue as a going concern;
b) to continue the development and exploration of its mineral properties; and
c) to maintain a capital structure which optimizes the cost of capital at an acceptable level of risk.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, contributed surplus, deficit, and accumulated other comprehensive loss which at December 31, 2012 totaled \$3,709,297 (November 30, 2011 - \$6,670,038; December 1, 2010 - \$2,041,606).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on its exploration and development activities. The Company's capital management objectives, policies and processes have remained unchanged during the thirteen month period ended December 31, 2012 and the year ended November 30, 2011.

The Company actively sought and considered a number of fund raising proposals in 2011 and 2012, ultimately resulting in the closing of the ANT Private Placement on April 26, 2012, the Dundee Private Placement on February 14, 2013 and the ANT Private Placement on February 22, 2013.

The Company is not subject to any capital requirements imposed by a lending institution.

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 Projects 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 property is nearing the development stage, but it is impossible to provide any assurance that the property and any exploration 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 primarily 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.
- *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. The Company intends to apply for benefits, including a Turkey corporate income tax rate reduction from 20% to 4%, pursuant to Turkey’s Investment Incentive Program. 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 effect 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. The Company’s continuing exploration properties are in Turkey while its head office is in Toronto, Canada. The Company discontinued its PNG operations in July 2012. In Turkey, the Company’s 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 effect on the Company’s business and financial condition. The government of Turkey continues to promote its investment incentive programs, which include corporate income tax rate reductions and certain exemptions. A successful application by the Company to qualify for these incentives may have a positive

impact on the potential results from developing the Yenipazar property. Currency exchange rate fluctuations may affect the cost of the Company's operations and exploration and development activities.

QUALIFIED PERSONS

Martin S. Oczlon, PhD Geo, Vice President Exploration and a director of Aldridge and Robbert Borst, Vice President Project Development are Qualified Persons as defined in NI 43-101, have reviewed and verified the technical content in this MD&A.

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 consolidated financial statements as at December 31, 2012.

Change in Year End

In September 2012, the Company filed a notice, pursuant to section 4.8(3) of National Instrument 51-102, of a change to its year end from November 30 to December 31. The change aligns the year-end of the Company with the year-end of its wholly-owned subsidiary Aldridge Turkey, which is required by the laws of Turkey to have its fiscal year ending on December 31. Based on a change of year-end from November 30 to December 31, the Company has a transition year of thirteen months from December 1, 2011 to December 31, 2012. The following tables set forth the lengths and end dates of the financial periods, including the comparative financial periods, and the filing deadlines for each of the Company's interim and annual financial statements to be filed during the transition year and its new financial year.

Transition Year – December 1, 2011 to December 31, 2012:

Financial Statements to File	**Comparative Financial Statements**
3 months ended February 28, 2012	3 months ended February 28, 2011
3 and 6 months ended May 31, 2012	3 and 6 months ended May 31, 2011
3 and 9 months ended August 31, 2012	3 and 9 months ended August 31, 2011
13 months ended December 31, 2012	12 months ended November 30, 2011

New Financial Year – January 1, 2013 to December 31, 2013:

Financial Statements to File	**Comparative Financial Statements**	**Filing Deadline**	**Filing Target**
3 months ended March 31, 2013	3 months ended February 28, 2012	May 30, 2013	May 14, 2013
3 and 6 months ended June 30, 2013	3 and 6 months ended May 31, 2012	August 29, 2013	August 14, 2013
3 and 9 months ended September 30, 2013	3 and 9 months ended August 31, 2012	November 29, 2014	November 14, 2014
12 months ended December 31, 2013	13 months ended December 31, 2012	April 30, 2014	March 31, 2014

Long-term Investments

Financial assets are classified as Financial assets at fair value through profit or loss ("FVTPL") when acquired principally for the purpose of trading, if so designated by management (fair value option), or if they are derivative assets that are not part of an effective and designated hedging relationship. Financial assets classified as FVTPL are measured at fair value, with changes recognized in the consolidated statements of loss. Financial asset at FVTPL are classified as current except for the portion expected to be realized beyond twelve months of the balance sheet date which is classified as non-current.

The investment in Anatolia Energy via Class A performance shares is accounted for as a financial derivative with changes in fair value being recorded in the statement of loss.

Available-for-sale financial assets are non-derivative financial assets that are either designated as such by management or not classified in any of the other categories. Available-for-sale financial assets are measured at fair value with changes recognized in other comprehensive loss. Upon sale or impairment, the accumulated fair value changes recognized in other comprehensive loss are recorded in the consolidated statements of loss.

Available-for-sale investments are classified as non-current, unless the investments mature within twelve months or management expects to dispose of them within twelve months.

Exploration and Evaluation Expenditures on Mineral Properties

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of mineral properties, property option payments and evaluation activity.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. These include costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

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. (Refer to "Risk Factors").

Share based payment transactions

The fair value of share options granted to employees is recognized as an expense over the vesting period using the graded vesting method with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using an appropriate option-pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest based on an estimate of the forfeiture rate.
Users of the financial statements should be cautious about the valuation of share based payment transactions since it can affect net income (loss) significantly.

Financial Instruments

(a) Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, which are held in financial institutions in Canada and Turkey, and other receivables. The Company has no significant concentration of credit risk arising from operations. The Company's policy is to invest excess cash in fixed interest investment-grade short-term deposit certificates issued by financial institutions in Canada with which it keeps its bank accounts and management believes the credit risk to be remote.

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

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2012, the Company had cash and cash equivalents of $3,475,088 (November 30, 2011 - $4,741,663) to settle current liabilities of $1,404,457 (November 30, 2011 - $1,069,396). All of the Company's current financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. Although the Company has successfully raised additional funding in the past, there can be no assurance that sufficient new funding will be obtained. These circumstances may cast significant doubt as to the Company's ability to continue as a going concern and the ultimate appropriateness of the use of accounting principles applicable to a going concern.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

The Company has significant cash balances and no interest-bearing debt. The Company's policy is to invest excess cash in fixed interest investment-grade short-term certificates. The Company regularly monitors its cash management policy.

Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar. Major purchases are transacted in Canadian Dollars, United States Dollars ("USD"), Turkish Lira ("TRY"), Euro ("EUR") and British Pound Sterling ("GBP"). The Company funds exploration expenditures in Turkey. In Turkey, the Company maintains separate bank accounts for Turkish Lira, Euro, United States Dollars and Canadian Dollars with sufficient funds to support monthly forecasted cash outflows over the following month. Management believes the foreign currency risk derived from currency conversions is minimal and therefore does not hedge its foreign currency risk.

Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of commodities for which it is exploring. The Company closely monitors commodity prices, particularly as they relate to precious minerals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

(b) Sensitivity analysis

As at December 31, 2012 and November 30, 2011, both the carrying and fair value amounts of the Company's financial instruments are approximately equivalent.

Based on management's knowledge of and experience with the financial markets, the Company believes the following movements are "reasonably possible" over a three month period:

(i) Short-term investments are subject to fixed interest rates. The Company has no debt and receives low interest rates on its cash balances. As such the Company does not have significant interest rate risk.

(ii) The Company maintains bank accounts and has other current assets and current liabilities denominated in TRY, AUD, GBP, EUR and USD which are subject to foreign currency risk. As at December 31, 2012, had the TRY, AUD, GBP, EUR and USD weakened/strengthened by 10% against the Canadian dollar with all other variables held constant, the Company's income would have been approximately $30,400 lower/higher and reported shareholders' equity would have been approximately $30,400 lower/higher.

(c) Fair value hierarchy

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at December 31, 2012, November 30, 2011 and as at December 1, 2010:

	Level 1	Level 2	Level 3	Total
Cash - December 31, 2012	$ 3,475,088	$ -	$ -	$ 3,475,088
Long-term investments – December 31, 2012	-	-	-	-
Cash - November 30, 2011	4,741,663	-	-	4,741,663
Long-term investments - November 30, 2011	1,149,178	-	-	1,149,178
Cash - December 1, 2010	1,652,989	-	-	1,652,989
Long-term investments – December 1, 2010	-	-	-	-

The different levels of valuation are defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset and liability,
  either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: Inputs for the asset or liability are not based on observable market data (unobservable inputs).

ACCOUNTING STANDARDS AND AMENDMENTS ISSUED

Unless otherwise noted, the following revised standards and amendments are effective for annual periods beginning on or after January 1, 2013 with earlier application permitted. The Company has assessed the impact of the standards and amendments that are effective January 1, 2013 and has not identified any material adjustments.

(i) IFRS 9 – 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and October 2010. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. IFRS 9 is effective for annual periods beginning on or after January 1, 2015 with earlier adoption permitted. The Company has not elected to adopt early.

(ii) IFRS 10 – Consolidated financial statements ("IFRS 10") was issued by the IASB in May 2011. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's returns. IFRS 10 shall be applied to the fiscal year beginning January 1, 2013. No material impact is expected.

(iii) IFRS 11 – Joint arrangements ("IFRS 11") was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the latter case account for the arrangement using the equity method. No material impact is expected.

(iv) IFRS 12 – Disclosure of interests in other entities ("IFRS 12") was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. IFRS 12 is effective for the fiscal year beginning on January 1, 2013. No material impact is expected.

(v) IFRS 13 – 'Fair value measurement', aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs.

The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs. Fair value measurement ("IFRS 13") was issued by the IASB in May 2011. It is effective for the fiscal year beginning on January 1, 2013. No material impact is expected.

(vi) IAS 1 – Presentation of financial statements ("IAS 1") IAS 1 was amended to change the disclosure of items presented in OCI, including a requirement to separate items presented in OCI into two groups based on whether or not they may be recycled to profit or loss in the future. The amendments to IAS 1 are effective for the fiscal year beginning January 1, 2013. No material impact is expected.

INTERNAL CONTROL AND DISCLOSURE CONTROLS OVER FINANCIAL REPORTING

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

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

(a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

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

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