

# ALDRIDGE MINERALS INC.

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

Form 51-102F1

For the three and six month period Ended May 31, 2007

**Dated July 30, 2007**

### INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of financial position and results of operations of Aldridge Minerals Inc. ("Aldridge," the "Company") should be read in conjunction with the unaudited financial statements of Aldridge Minerals Inc. and the notes thereto for the three and six month period ended May 31, 2007. In this MD&A, unless the context otherwise dictates, a reference to the Company refers to Aldridge. Unless stated otherwise, all financial amounts are expressed in Canadian dollars. The effective date of this MD&A is July 30, 2007.

Additional information about Aldridge Minerals Inc. is available on SEDAR at [www.sedar.com](http://www.sedar.com).

### FORWARD-LOOKING STATEMENTS

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

#### 1. Overview

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

#### Yenipazar Au-Ag-Cu-Zn-Pb property

During 2004, Aldridge's search for another, more advanced property ended in December upon signing an agreement with Anatolia Minerals Development Ltd. on its Yenipazar property in central Turkey. Under the agreement Aldridge may earn a 65% interest in the property by spending US\$ 6,000,000 within six years, of which US\$230,000 was required to be spent within the first year. The Company is obligated to make payments totalling US\$950,000 within the same six year period, of which US\$25,000 was to be paid on closing and US\$25,000 on the sixth, twelfth and twenty fourth month anniversary of the closing. The following seven payments increase to US\$50,000 every six months with a final payment of US\$500,000 payable in six years. On July 21, 2006, Aldridge signed a strategic alliance and option agreement ("Agreement") with Anatolia Minerals Development Ltd. and its Turkish subsidiary (collectively: "Anatolia") for exploration and development of the Yenipazar Au-Ag-Cu-Pb-Zn VMS deposit in central Turkey. The Agreement amends and restates the previous agreement with Anatolia on the Yenipazar property. Under the terms of the Agreement, and supplementary to earn-in conditions spelled out in the

previous agreement, Aldridge has the opportunity to earn 100 % title to the Yenipazar property for payment of 250,000 common Aldridge shares. Further, Aldridge shall pay Anatolia a 6 % net proceeds interest (NPI: revenue less operational cost) until revenues from the Yenipazar operation reach the amount of US\$165,000,000. If revenues exceed the amount of US\$ 165,000,000, the NPI increases to 10 % on the amount in excess of US\$165,000,000.

The summer 2006 drill campaign with 597 drill-meters, interrupted due to technical problems with the then available RC-rig, was resumed in November 2006. In the two-month period until mid-January 2007, 6710 meters were RC-drilled. This includes 588 drill-meters on three new targets within 11 km around the Yenipazar ore body, identified with geophysical methods. Drilling on the Yenipazar ore body was executed on a 40 x 40 m grid, infilling the 2005 80 x 80 m grid, intended to bring the resource to the indicated, and partly measured category. The northern and southern parts of the ore body, where it is open in both directions, where drill-tested with good results, but the ore body could not be closed. To extend the resource in any possible direction (there is untested potential also to the west), and to better define the limits of mineralization, another drill campaign was launched in mid-February 2007. The company now applies a portable Niton XRF-device, purchased in November 2006, capable of reading base metal concentrations on pulp samples with detection limits of few hundred ppm. The device is not accurate, but serves well to sort out barren intervals, and there would be otherwise no possibility to tell barren and sub-economic intervals from visual inspection of the RC-pulp alone. The saved funds for not sending the so-identified barren and sub-economic RC-pulps to the laboratory amounted to about US\$47,000 for the November 2006 – January 2007 campaign. This corresponds to the purchasing price of the XRF-device. After extensive testing, the company now applies the Niton XRF-device in a routine mode to sort out barren samples and to re-direct the drill rig on site towards mineralized zones. Such a strategy has previously not been possible and facilitates to close the ore body in the current drill campaign, with the rig kept on site. This is important especially under current conditions, when drill rigs are not readily available.

The results of Yenipazar drill holes were forwarded to P & E Consulting of Brampton, Ontario, which has now delivered a NI-43-101-compliant resource estimate and technical report (available at [www.sedar.com](http://www.sedar.com) or on the Company's website). The indicated resource estimate is 3,579,000 tonnes of 1.18 g/t Au, 35.5 g/t Ag, 0.36% Cu, 1.34% Pb and 1.59% Zn, including: 129,000 oz Au, 4.06 million oz Ag, 28.4 million lbs. Cu, 105.7 million lbs. Pb and 125.5 million lbs Zn. A NSR internal cut-off value of US\$15/tonne (a 24 month trailing average metal prices, based on April 30, 2007, of \$563/oz Au, f\$10.51/oz Ag, \$2.59/lb Cu, \$0.58/lb Pb, \$1.22/lb Zn, \$12,00/tonne milling, \$3.00/tonne G&A, \$1.25/rock tonne mined and 50 degree pit slopes) was utilized. An inferred resources estimate of 3,870,000 tonnes of 1.09 g/t Au, 35.2 g/t Ag, 0.33% Cu, 1.17% Pb and 1.37% Zn, including 136,000 oz Au, 4.38 million oz Ag, 28.2 million lbs. Cu, 99.8 million lbs. Pb and 116.9 million lbs. Zn, was also received.

A new target is referred to as 'Sircali', 11 km SE of the Yenipazar ore body, and yielded a 42 m-intersection with 3.4 % Zn, including 4 m @ 7.98 % Zn and another 4 m @ 5.26 % Zn. Pb-levels are always < 1 %, and there are no precious metals. This intersection is entirely in oxide, and there is a 900-m-long, strongly chargeable unit below that oxide zone, believed to represent the respective sulphide zone.

The Company has recently completed a further 57 RC and 2 diamond drill holes (see news release dated July 27, 2007) on the Yenipazar deposit, covering a strike length of 560 metres at an average width of about 160 metres. Most of the RC holes are step-out holes on the 40-metre by 40-metre drill grid. The intention is to increase the size of the outlined resource. The Yenipazar deposit remains open to the north and south.

#### New technology for detection of elements at low ppm-levels in the field

Testing of the new technology on the Yenipazar drill program in July 2006 yielded good results and demonstrated its principal applicability, after certain adjustments are made. Aldridge intends, subject to certain business arrangements, to develop a portable prototype for exploration & mining purposes during 2007 with ensuing global marketing, based on reliable performance of that prototype.

#### Farm-out of Derinkoy Au-Ag property

The Derinkoy property was farmed out to Northfield Metals Inc. ("Northfield") on July 1, 2006. Northfield is a junior explorer that seeks a listing on the TSX Venture Exchange, and Derinkoy represents Northfield's key asset for that purpose. Pursuant to the Agreement, Northfield has been granted an option to acquire up to a 75% interest in

Derinkoy by: a) funding not less than CDN \$3,000,000 in aggregate exploration related costs on Derinkoy by the fourth anniversary of the closing date of the Agreement (“Closing”) of which: i) at least \$250,000 shall have been expended by the first anniversary of the Closing, ii) at least \$1,000,000 (inclusive of year one amounts) shall have been expended by the second anniversary of the Closing, iii) at least \$2,000,000 (inclusive of year one and two amounts) shall have been expended by the third anniversary of the Closing, and iv) at least \$3,000,000 (inclusive of year one, two and three amounts) shall have been expended by the fourth anniversary of the Closing; and b) issuing 2,000,000 Post Consolidation Shares to Aldridge as follows: i) 500,000 Post Consolidation Shares after receipt of all necessary regulatory approvals, ii) 500,000 Post Consolidation Shares by the first anniversary of Closing, iii) 500,000 Post Consolidation Shares by the second anniversary of Closing and iv) 500,000 Post Consolidation Shares by the fourth anniversary of Closing. Northfield has the right and option to earn a 51% undivided interest in the Derinkoy property by satisfying the requirements up to and including year three (i.e. \$2,000,000 in expenditures), and issuing 1,500,000 Post Consolidation Shares to Aldridge. An additional 500,000 Post Consolidation Shares (i.e. 2,000,000 in the aggregate) and an additional \$1,000,000 in expenditures (i.e. \$3,000,000 in the aggregate) on or before the fourth anniversary of Closing would be required in order to satisfy the requirements to earn an additional 24% interest in the Derinkoy property and increase Northfield’s interest in the Derinkoy property from 51% to 75%.

Northfield, the farm-in partner, transferred CA\$ 100,000 in September 2006 to Aldridge in order to carry out a gallery on the gold-silver bearing breccia zone drilled in 2004 by Aldridge. This amount, to be spent on property work, was a requirement of the TSX to accept Derinkoy as a NI-43-101-compliant property, and for Northfield to become listed on the TSX-V. Aldridge drove 18 m of gallery into the breccia zone, engaged two 43-101 consultants and delivered all results to the consultants in January 2007. The resulting report was forwarded to Northfield and submitted to the TSX.

#### Farm-out of Olucak Au-Ag property

The Olucak property was further reviewed by some companies, but no agreement on farm-in conditions has been reached thus far. The board of Aldridge will be reviewing its options with regard to Olucak during 2007.

#### Nickel properties

In addition to the already existing portfolio of license for nickel-laterite, Aldridge intends to acquire further licenses in Turkey. Once the license acquisition phase is complete, Aldridge will develop a strategy to explore the combined potential of its nickel-laterite properties during 2007.

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

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

#### Investor Relations Firm Retained

On July 23, 2007, the Company announced that it has retained The Equicom Group (“Equicom”) to provide strategic investor relations and financial communications services. Equicom, a leader in IR, provides similar services to over 100 publicly listed companies over a wide range of industries. Under the terms of the agreement, Equicom has been retained for a period of 12 months at a fee of \$7,000 per month. Equicom is a wholly-owned subsidiary of the TSX Group Inc.

## 2. Results of Operations

For the three-month period ended May 31, 2006 (“Q2 2007”), the Company incurred a net loss from operations of \$776,945 or \$0.04 per share, compared to a loss of \$118,490 or \$0.01 per share for the three months ended May 31, 2006 (“Q2 2006”).

General and administrative expenses in Q2 2007 include legal fees of \$23,951 (Q2 2006 - \$21,022) incurred for a number of items including general corporate matters and the 2007 annual general meeting of shareholders. Audit and accounting fees totalled \$9,180. A foreign exchange loss of \$110,764 was recorded during the period, due to the level of US dollars held by the Company and the appreciation of the Canadian dollar in relation to the US dollar. Transfer and filing fees of \$3,048 were related to annual stock exchange listing fees and transfer agency costs. During Q2 2007, the cost of salaries and benefits was \$14,465 (Q2 2006 - \$14,479) and management fees totalled \$78. Interest income for the period was \$15,206 (Q2 2006 - \$4,298), due to higher bank and investment balances on deposit.

Travel and promotion costs of \$5,682 were incurred by directors and consultants for various trips related to management issues, potential acquisitions and ongoing business concerns. This included travel related to attend the PDAC 2007 Conference in Toronto. An additional amount of \$25,195 (Q2 2006 - \$12,126) was recorded for shareholder information expenses – which includes advertising and promotion costs of \$18,681 and news release/website costs of \$6,514. Consulting fees of \$31,813 were recorded during Q2 2007.

During the Q2 2007, an amount of \$1,662 (Q2 2006 – \$Nil) was expensed under the category of property investigation with respect to a potential property acquisition that did not transpire.

Stock-based compensation of \$562,600 (Q2 2006 - \$Nil) was recorded upon the grant of 450,000 incentive stock options to directors and consultants of the Company, utilizing the Black Scholes option pricing method.

### *Six Months ended May 31, 2007*

For the six-month period ended May 31, 2007 (“Fiscal 2007”); the Company incurred a net loss of \$854,259 or \$0.05 per share, as compared to a loss of \$271,001 or \$0.02 for the six months ended May 31, 2006 (“Fiscal 2006”).

General and administrative expenses in Fiscal 2007 include legal fees of \$31,437, incurred with respect to general corporate matters. A foreign exchange loss of \$109,713 was recorded during the period, due to the level of US dollars held by the Company and the appreciation of the Canadian dollar in relation to the US dollar. Transfer and filing fees of \$12,662 were related to annual stock exchange listing fees and transfer agency costs. During Q2 2007, the cost of salaries and benefits was \$28,609 (Fiscal 2006 - \$24,131) and management fees totalled \$9,270 (Fiscal 2006 - \$9,074). Directors’ fees of \$1,000 were paid or accrued, as compared to \$15,500 in the same period of the prior year. Interest income for the period was \$20,684 (Fiscal 2006 - \$4,298), due to higher bank and investment balances on deposit.

Travel and promotion costs of \$20,949 were incurred by directors and consultants for various trips related to management issues, potential acquisitions and ongoing business concerns. An additional amount of \$27,201 (Fiscal 2006 - \$31,423) was recorded for shareholder information expenses – which includes advertising and promotion costs of \$18,681 and news release/website costs of \$8,520. Consulting fees of \$54,905 were recorded during Fiscal 2007, as compared to \$43,304 for the prior year.

The exercise of 769,500 stock options and 175,000 warrants during Fiscal 2007 resulted in a debit to contributed surplus and the recording of an off-setting credit to the share capital of the Company of \$614,447.

The Company incurred exploration expenditures and property development and examination expenditures as follows:

	<b>Balance November 30 2006</b>	<b>Additions 2007</b>	<b>Write-down 2007</b>	<b>Balance May 31 2007</b>
<b>Resource Properties</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Turkey:				
Yenipazar Property	2,019,177	2,534,226	-	4,553,403
Derinköy and Olucak Properties	1,319,580	-	-	1,319,580
Nickel Properties	226,599	-	-	226,599
	<u>3,565,356</u>	<u>2,534,226</u>	<u>-</u>	<u>6,099,582</u>

For details regarding the Company's mineral exploration properties please see Note 3 to the unaudited Financial Statements of Aldridge Minerals Inc. dated May 31, 2007.

*Selected Annual Information:*

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

	<b>As at November 30 2006</b>	<b>As at November 30 2005</b>	<b>As at November 30 2004</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	2,929,152	138,311	101,117
Other current assets	72,180	27,486	6,781
Mineral properties	3,565,356	960,243	288,798
Capital Assets	87,036	-	-
Total assets	<u>6,653,724</u>	<u>1,126,040</u>	<u>396,696</u>
Current liabilities	135,837	91,850	22,607
Shareholders' equity	<u>6,517,887</u>	<u>1,034,190</u>	<u>374,089</u>
Total shareholders' equity and liabilities	<u>6,653,724</u>	<u>1,126,040</u>	<u>396,696</u>
	<b>For the years ended November 30,</b>		
	<b>2006</b>	<b>2005</b>	<b>2004</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Net sales or total revenue (\$000s)	-	-	-
Income (loss) from continuing operations			
(i) in total	(1,710,034)	(1,495,935)	(274,777)
(ii) per share	(0.13)	(0.19)	(0.10)

Required disclosure of general administrative expenses can be found in the audited financial statements for the Company for the year ended November 30, 2006.

### 3. Summary of Quarterly Results

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

#### Statement of Loss and Deficit

Quarter ended	May 31 2007 \$	Feb 28 2007 \$	Nov 30 2006 \$	Aug 31 2006 \$	May 31 2006 \$	Feb 28 2006 \$	Nov 30 2005 \$	Aug 31 2005 \$
(i) Net sales or total revenue (\$000s)	-	-	-	-	-	-	-	-
(ii) Income (loss) from continuing operations								
(i) in total	(776,945)	(77,314)	(860,593)	(578,440)	(118,490)	(152,511)	(1,071,424)	(215,748)
(ii) per share	(0.04)	(0.01)	(0.06)	(0.05)	(0.01)	(0.01)	(0.13)	(0.03)

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

### 4. Liquidity and Capital Resources

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

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

Additional disclosure concerning the Company's general and administrative expenses and resource property costs is provided in the Company's Statement of Operations and Deficit and Note 3 "Interest in Mineral Properties" contained in its audited Financial Statements for the year ended November 30, 2006 and its unaudited Financial Statements for the three and six months ended May 31, 2007, copies of which are filed on the SEDAR website accessible at [www.sedar.com](http://www.sedar.com).

#### *Cash and Financial Conditions:*

At May 31, 2007, the Company had cash and cash equivalents of \$1,466,470 (Fiscal 2006 - \$876,831), working capital of \$1,130,451 (Fiscal 2006 - \$851,219) and an accumulated deficit of \$7,606,269 (Fiscal 2006 - \$5,312,977) respectively. Total liabilities at May 31, 2007 were \$477,989 (Fiscal 2006 - \$76,879).

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

*Investing Activities:*

During the period ended May 31, 2007, investing activities consisted of expenditures on resource properties of \$2,534,226.

*Financing activities:*

During the six month period ended May 31, 2007, a total of 769,500 common shares were issued on exercise of incentive stock options for proceeds of \$750,215. Related to the stock option exercises, an amount of \$537,447 (2006 – Nil) was transferred from contributed surplus to share capital and share issue costs of \$2,405 were recorded. In addition, a total of 175,000 common shares priced at \$2.00 per share were issued upon the exercise of warrants. An amount of \$77,000 was transferred from contributed surplus to share capital and share issue costs of \$2,322 were recorded.

During Fiscal 2007, the Company granted stock options to directors, officers and consultants to purchase up to 450,000 common shares at a price of \$2.60 per share. An amount of \$562,600, calculated using the Black-Scholes option pricing method, was recorded as stock compensation expense.

**5. Critical accounting estimates and accounting policies:**

The preparation of the Company's financial statements requires the Company to use estimates and assumptions that affect the reported amounts of assets and liabilities as well as revenues and expenses. The Company's accounting policies are described in Note 2 to the May 31, 2007 unaudited interim financial statements. The Company's accounting policies relating to investment in mineral properties and deferred costs are critical accounting policies that are subject to estimates and assumptions regarding future activities.

All direct costs, net of preproduction revenue, relative to the acquisition of mineral rights and concessions, exploration for and development of the Company's exploration properties are capitalized to the extent that future cash flow from mineral reserves equal or exceeds the costs deferred. All sales and option proceeds received are first credited against the costs of the related property, with any excess credited to earnings. Once commercial production has commenced, the net deferred costs of the applicable property are charged to operations using the unit-of-production method based on estimated proven and probable recoverable reserves. The net costs related to abandoned properties or where mineral rights expire is charged to operations. As at May 31, 2007 and November 30, 2006, the Company did not have proven reserves. Exploration activities conducted jointly with others are reflected at the Company's proportionate interest in such activities.

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

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

**6. Related Party Transactions:**

During Fiscal 2007, the Company incurred management fees of \$9,270 with respect to services provided by a director and consulting fees of \$9,000 were charged by an officer. As well, directors' fees of \$1,000 were incurred and salaries and benefits of \$28,609 were paid or accrued to the President. At May 31, 2007, \$Nil was included in accounts payable and accrued liabilities as owing to directors and/or officers of the Company.

**7. Off-balance Sheet Arrangements and Contractual Obligations:**

The Company does not have any off-balance sheet arrangements that are likely to have or are reasonably likely to have a material current or future effect on the Company's financial condition, changes in financial condition,

revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that have not been disclosed in the Company's financial statements.

Additional disclosure concerning the Company's contractual obligations is provided in note 3 "Interest in Mineral Properties" contained in its audited Financial Statements for the six months ended May 31, 2007, copies of which are filed on the SEDAR website accessed through [www.sedar.com](http://www.sedar.com).

**8. Market Risk Disclosures:**

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

**9. Share Capital Data:**

Disclosure concerning the Company's outstanding share capital, warrants and options is provided in Note 4 "Share Capital" contained in its unaudited interim Financial Statements for the three and six month period ended May 31, 2007, copies of which are filed on the SEDAR website accessed through [www.sedar.com](http://www.sedar.com).

**10. Evaluation of Disclosure Controls and Procedures:**

The Company has established, and is maintaining, disclosure controls and procedures to provide reasonable assurance that material information relating to the Company and its consolidated subsidiaries is disclosed in annual filings, interim filings or other reports and recorded, processed, summarized and reported within the time periods specified as required by securities regulations.

Management has evaluated the effectiveness of the Company's disclosure controls and procedures and believes they are sufficient to provide reasonable assurance that the Company's disclosure is compliant with applicable securities regulations.

**11. Management's Annual Report on Internal Controls over Financial Reporting:**

The Chief Executive Officer and Chief Financial Officer, after having designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial reporting in accordance with the Company's GAAP and have not identified any changes to the Company's internal control over financial reporting which would materially affect, or is reasonably likely to materially affect the Company's internal control over financial reporting.