SOFTROCK MINERALS LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE SECOND QUARTER ENDED

JUNE 30, 2011

SOFTROCK MINERALS LTD.

Management Discussion and Analysis
For The Second Quarter Ended June 30, 2011

Dated August 24, 2011

The following discussion of the financial condition, changes in financial condition and results of operations of Softrock Minerals Ltd. ("Softrock" or the "Corporation") for the quarter ended June 30, 2011 should be read in conjunction with the audited financial statements of the Corporation which have been prepared in accordance with International Financial Reporting Standards consistently applied (unless noted otherwise).

FORWARD-LOOKING INFORMATION

This Management Discussion and Analysis contains "forward-looking information" relating to Softrock within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact included herein are forward-looking information. Generally forward-looking information may be identified by the use of forward-looking terminology such as "plans" "expects" or "does not expect", "proposed", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would or might occur or be achieved. This forward-looking information reflects Softrock's current beliefs and it is based on information currently available to the Company and on assumptions the Company believes are reasonable.

Forward-looking information includes unknown risks and uncertainties and other factors that may cause the actual results, level of activity, performance or activities of the Company to be materially different from those expected or implied by such forward-looking information. Such risks and other factors may include but are not limited to: the development of Softrock; general business, economic, competitive, commodity prices, political and social uncertainties, lack of insurance; delay or failure to receive board or regulatory approvals; changes in legislation, including environmental legislation, affecting operations and exploration, timing and availability of external financing on acceptable terms, lack of qualified, skilled labour or loss of key individuals. Although Management 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. 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.

OVERVIEW

Softrock Minerals Ltd. is a public company incorporated under the Alberta Business Corporations Act with its shares traded on the TSX Venture Exchange.

Softrock Minerals Ltd. carries on the business of oil ,gas and mineral exploration and development in Western Canada. In this quarter it has filed and is waiting for final documentation from the Alberta Government for approximately 184,000 acres more of mineral claims in Alberta for the exploration and development of potash and lithium.This will be added to the 23,040 ac parcel presently held by the company

The general economic climate for small explorers such as Softrock is steadily improving. Although oil and gas prices have fallen from their astronomical highs of a couple of years ago, they appear to have recovered to a level where the industry can be quite profitable. There are some signs that this optimistic scenario is starting to be reflected in the capital markets upon which Softrock depends for expansion.

The Company, has once again, entered into mining exploration by having been granted in January 2009 three Alberta Government Metallic and Industrial Minerals Permits totalling 26,880 hectares (66,240 ac) in Northern Alberta for potash and lithium exploration. Geochemical and sub surface geological studies of our 100% owned non-metallic permits indicate some basement anomalies that may be the requirement for lithium enhanced brines to occur. Analyses of the brines recovered in the many oil and gas exploration wells drilled and abandoned in the areas also indicated that potassium analyses may indicate proximity to potash. Initial studies indicated the company should drop two of their three Permits when their initial two years had expired but renew the remaining one (23,040 ac) for another two years.plus apply for another eight Permits {184,000 acres (74,493 hectares)} to protect the anomalies we have uncovered in the area. The company awaits final documentation for these last eight Permits.which will bring the companiy's total to100 percent in approximately 207,040 ac..

The three wells in the Grand Forks area of Southern Alberta in which the Company has a 3% gross overriding royalty produced a net $ 9,863 during the quarter up $2369 from the first quarter due to higher oil prices..

Softrock continues to pursue the acquisition of oil and gas exploration and development concessions in Canada, Africa, Asia and South America.

RESULTS OF OPERATIONS

Minhik (West Central Alberta)

Softrock has a 20% working interest in PFM Minhik 7-35-44-4W5 acquired through paying 20% of the drilling and completion costs from surface to the base of the Cretaceous (Manville). The interest in the 640 ac Crown lease is subject to its proportionate share of a 13% GORR. Also acquired in the same farm-in is the same interest in a suspended Edmonton formation gas well (coal bed methane - Horseshoe Canyon formation) which has been completed at 64 MCF per day in LSD 11 of the same section.

Production casing was set on the 7-35 and perforation and swab tests indicate it is an Ostracod B (Lower Manville) oil well in the 30 BOPD range. Logs also indicate more oil pay in the Ostracod A and a number of gas zones in the Glauconitic, Colorado and Belly River, as well

as horizontal drilling oil/gas possibilities in the Viking and Cardium zones. We are negotiating with the operator who has the other 80%, as to future drilling and development.

Manitou Lake (West Central Saskatchewan)

The Company has a thirty percent interest in two wells in western Saskatchewan that have been drilled, completed with approximately three meters of oil pay in the Cretaceous Sparky zone in each well. The wells are currently suspended. The two wells are in Lsd 9, Sec. 31, Twp 44, Rge 27 W3M and Lsd 4, Sec 5, Twp 45, Rge 27 W3M, one-half mile away, both off-setting Sparky heavy oil production.

The company has negotiated a farmout of their interest in 9-31 whereby a group is spending Softrock's 30 % share of new pumps and equipment to receive a 15 % interest in the well (one – half of Softrock's share). After some initial oil production the well went to water and is now standing suspended.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

The following table sets forth, for each quarter ended on the date indicated, information relating to the Company's revenue, net loss and loss per common share as prepared under Canadian generally accepted accounting principles. As can be seen, results are stable giving your directors time and stability to examine the number of opportunities that are coming to the fore.

	Revenue	Net Income (loss)	Loss/Share
September 30, 2009	11,424	(7,384)	0.00
December 31, 2009 (audited)	7,899	(48,512)	0.00
March 31, 2010	8,497	(3,629)	0.00
June 30, 2010	7,930	(5,698)	0.00
September 30, 2010	7,651	(4,544)	0.00
December 31, 2010 (audited)	4,769	(93,498)	0.00
March 31, 2011	7,494	(3,757)	0.00
June 30, 2011	9,863	(1,083)	0.00

For further financial information, please refer to the Company's audited financial statements that have been filed on SEDAR and our website www.softrockminerals.com.

LIQUIDITY

The Company has incurred recurring operating losses and had working capital of $6,881 as at June 30, 2011. The Company's ability to continue as a going concern and to recover the recorded costs for property and equipment is dependent upon the ability to raise sufficient capital either through debt or equity issues, through the sale of marketable securities, to achieve profitable operations or to find a joint venture partner. The outcome of these matters cannot be predicted at this time.

The timing and ability to fulfill these objectives will depend on the liquidity of the financial markets as well as the acceptance of investors to finance resource based junior companies, in addition to the results of the Company’s development and exploration programs and the acquisition of additional projects.

CAPITAL RESOURCES

The Company estimates that it requires approximately $9,000 per quarter for administration.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

RISKS AND UNCERTAINTIES

The success of the Company is dependent, among other things, on obtaining sufficient funding to enable the Company to explore and develop its 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. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties. The Company will require new capital to continue to operate its business and to continue with exploration on its petroleum and mineral properties. There is no assurance that capital will be available when needed, if at all. It is expected that such additional capital would be raised through the issuance of additional equity that will result in dilution to the Company's shareholders.

Oil and gas exploration involves a high degree of risk which even a combination of experience, knowledge and careful evaluation may not be able to overcome. There is no assurance that commercial quantities of oil and natural gas will be discovered by the Company. Hazards such as fire, explosions, blowouts, cratering and spills could result in considerable damage to property, people and/or the environment. Although the Company will maintain liability insurance which it considers adequate, the nature of the risks is such that incurred costs could have a materially adverse effect upon the Company’s financial condition.

The operations of the Company may require licenses and permits from various local, provincial and federal governmental authorities, as the case may be. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, and development operations at its projects.

Even if the Company's exploration programs are successful, factors beyond the control of the Company may affect the marketability of any products discovered. The prices of oil and gas have historically fluctuated widely and are affected by numerous factors beyond the Company's

control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

The oil and gas industries are intensely competitive. The Company competes with many companies possessing greater financial and technical resources than itself for the acquisition, development and exploration of oil and gas properties and mineral interests as well as for the recruitment and retention of qualified employees, contractors and consultants.

The Company's operations are subject to environmental regulations promulgated by local, provincial and federal government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, releases or emissions of various substances produced in association with certain oil and gas industry operations, such as seepage from tailing disposal areas, or sulphur and non-potable water emissions which could result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards and enforcement, and fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

The Company does not have a long track record or production or operating history upon which investors may rely. Consequently, investors will have to rely on the expertise of the Company's management. The Company’s history of earnings and return on investment is erratic, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

ON GOING TRANSACTIONS

The company intends on proceeding with initial geological and geophysical studies on its Alberta Potash Permits at an estimated cost of about $50,000.

ENVIRONMENTAL REGULATIONS

The Company's activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are continually changing in Canada and generally are becoming more restrictive. The Company believes its operations comply in all material respects with all applicable laws and regulations.

CHANGES IN ACCOUNTING POLICIES

There was no change in the Company's accounting policies during the year.

Business combinations

In January 2009, the CICA issued Section 1582, "Business Combinations". This section is effective January 1, 2011 and applies prospectively to business combinations for which the acquisition date is on or after the first annual reporting period beginning on or after January 1, 2011 for the Company. Early adoption is permitted. This section replaces Section 1581, "Business Combinations" and harmonizes the Canadian standards with IFRS.

Consolidated financial statements and non-controlling interests

In January 2009, the AcSB issued Section 1601, "Consolidated Financial Statements", and Section 1602, "Non-Controlling Interests", which together replace Section 1600, "Consolidated Financial Statements", and harmonize the Canadian standards with IFRS. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 provides guidance for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. These standards are effective for the first reporting period beginning on or after January 1, 2011. Early adoption is permitted.

International financial reporting standards ("IFRS")

Reconciliation of statement of financial position from Canadian GAAP to IFRS

IFRS transition exemptions

The Company has reviewed IFRS 1 - First Time Adoption of International Financial Reporting Standards. IFRS 1 requires the presentation of comparative information at January 1, 2010 transition date and subsequent comparative periods as well as the consistent and retrospective application of IFRS accounting policies. To assist with the transition, the provisions of IFRS 1 allow for certain mandatory and optional exemptions for first-time adopters to alleviate the retrospective application of all IFRSs. The Company has applied the following exemptions to full retrospective application of IFRS in accordance with IFRS 1:

Deemed cost of property, plant and equipment

The Company has elected to apply the exemption under IFRS 1 allowing the measurement of oil and gas assets at the date of transition to IFRS to be determined based on the amounts disclosed under the full cost method of accounting in accordance with Canadian GAAP.

Decommissioning liabilities

The exemption provided in IFRS 1 from the full retrospective application of IFRS 1 has been applied and the difference between the net book values of the Company's decommissioning liabilities as measured under IFRS and their net book values under Canadian GAAP as of January 1, 2010 has been recognized directly in opening deficit.

Share-based payments

The Company has elected not to apply IFRS 2, share-based payments to equity instruments granted after November 7, 2002, that have not vested by the transition date.

Borrowing costs

The Company has applied the borrowing cost exemption in IFRS 1. It has applied the requirement of IAS 23 to borrowing costs relating to qualifying assets on a prospective basis from the date of transition to IFRS.

Business combinations

IFRS 1 allows an entity to use IFRS rules for business combinations on a prospective basis rather than restating all business combinations.

Mandatory exceptions to retrospective application

Hindsight was not used to create or revise estimates and accordingly the estimates previously made by the Company under Canadian GAAP are consistent with their application under IFRS.

The remaining IFRS 1 exemptions were not applicable or material to the preparation of the Company's Statement of Financial Position at the date of transition on January 1, 2010.

Reconciliation of the Statement of Financial Position from Canadian GAAP to IFRS

Reconciliation of assets, liabilities and shareholders' equity

The following reconciliations present the adjustments made to the Company's Canadian GAAP financial results of operations and financial position to comply with IFRS. A summary of the significant accounting policy changes and applicable exemptions are discussed following the reconciliations.

		December 31, 2010			June 30, 2010			January 1, 2010		
	Notes	Canadian GAAP	Adj	IFRS	Canadian GAAP	Adj	IFRS	Canadian GAAP	Adj	IFRS
ASSETS										
Current										
Cash and equivalents		$ 18,057	$ -	$ 18,057	$ 71,858	$ -	$ 71,858	$ 125,626	$ -	$ 125,626
Accounts receivable		8,214	-	8,214	5,061	-	5,061	8,802	-	8,802
		26,271	-	26,271	76,919	-	76,919	134,428	-	134,428
Mineral property interests		-	-	-	1,875	-	1,875	1,874	-	1,875
Property, plant and equipment		161,538	(2,943)	158,595	169,474	(3,730)	165,744	169,474	-	169,474
		$ 187,809	$ (2,943)	$ 184,866	$ 248,268	$ (3,730)	$ 244,538	$ 305,777	$ -	$ 305,777

LIABILITIES									
Current									
Accounts payable and accrued liabilities	$ 39,537	$ -	$ 39,537	$ 29,824	$ -	$ 29,824	$ 78,506	$ -	$ 78,506
Other current liabilities	-	-	-	-	4,375	4,375	-	4,375	4,375
	39,537	-	39,537	29,824	4,375	34,199	78,506	4,375	82,881
Decommissioning provision	10,297	-	10,297	9,297	-	9,297	9,297	-	9,297
	49,834	-	49,834	39,121	4,375	43,496	87,803	4,375	92,178
SHAREHOLDERS' EQUITY									
Share capital	2,536,234	(4,375)	2,531,859	2,536,734	(4,375)	2,532,359	2,536,234	(4,375)	2,595,359
Contributed surplus	159,243	-	159,243	131,873	-	131,873	131,873	-	131,873
Deficit	(2,557,502)	1,432	(2,556,070)	(2,459,461)	(3,730)	(2,463,191)	(3,560,244)	(63,500)	(2,513,633)
	137,975	(2,943)	135,032	209,146	(8,105)	201,042	217,974	(4,375)	213,599
	$ 187,809	$ -	$ 184,866	$ 248,268	$ -	$ 244,538	$ 305,777	$ -	$ 305,777

Reconciliation of Total Comprehensive Loss

		Year ended December 31, 2010			Six months ended June 30, 2010		
	Notes	**Canadian GAAP**	**Adj**	**IFRS**	**Canadian GAAP**	**Adj**	**IFRS**
Revenue							
Royalty income		$ 28,847	$ -	$ 28,847	$ 16,427	$ -	$ 16,427
Expenses							
Operating and exploration		7,657	-	7,657	2,595	-	2,595
Professional fees		39,836	-	39,836	3,772-	-	3,,772-
General and administrative		42,342	-	42,342	19,387	-	19,387
Depreciation, depletion and accretion		12,976	2,943	15,919	-	3,730	3,730
Exploration		4,160	-	4,160	-	-	-
Stock-based compensation		27,370	-	27,370	-	-	-
Write-down of mineral property interests		1,875	-	1,875	-	-	-
		136,216	2,943	139,159	25,754	3,730	29,484
Net loss and comprehensive loss		$ (107,369)	$ (2,943)	$ (110,312)	$ (9,327)	$ (3,730)	$ (13,057)

Explanation of significant adjustments

Decommissioning provision:

Under Canadian GAAP, increases in the estimated cash flows were discounted using the current credit-adjusted risk-free rate while downward revisions in the estimated cash flows were discounted using the credit-adjusted risk-free rate that existed when the original liability was recognized. Under IFRS, estimated cash flows are discounted using the risk-free rate that exists at the date of the statement of financial position.

In accordance with IFRS 1, the Company elected to re-measure its decommissioning provision at the IFRS transition date and has estimated the related asset by discounting the liability to the date in which the liability arose and recalculated the accumulated depreciation and depletion under IFRS. Adjustments at the IFRS transition date are immaterial and no adjustment will be recorded to opening deficit. Adjustments arising as a result of changes in the interest rate during 2010 period have been recorded to property, plant and equipment. The impact of these changes on accretion is immaterial and no adjustments have been reflected as a change in financing costs.

Exploration and evaluation assets and property, plant and equipment

Under Canadian GAAP, the Company applied the full cost method of accounting for oil and gas exploration, development, and production activities. Under the full cost method, all costs associated with these activities were capitalized. Under IFRS, the Company elected an IFRS 1 exemption whereby the Canadian GAAP full cost pool was measured upon transition to IFRS as follows:

- exploration and evaluation assets were reclassified from the full cost pool to exploration and evaluation assets at the amount that was recorded under Canadian GAAP;

- non-oil and gas assets (corporate assets) were reclassified from the full cost pool to property, plant and equipment; and

- the remaining full cost pool was allocated to the producing/development assets and components pro rata using reserve values.

The Company's exploration and evaluation assets consist of its 20% working interest in one section of Crown lease land in Minhik area of Alberta. In addition, the Company has the same interest in the same section in a shut-in Edmonton gas well.

The Company's exploration assets have been impaired in previous years given results of shut-in well and lack of further exploration by joint venture partner on Minhik Property. Accordingly, no value has been assigned to the Company's Exploration and Evaluation assets on transition.

Corporate assets were also adjusted out of the full cost pool as these were considered non-oil and gas related costs and therefore not subject to the application of the deemed cost exemption. Corporate assets were evaluated for impairment and subsequently recorded at its net book value in property, plant and equipment.

The Company's corporate assets consist of office furniture, computer hardware and software and are fully amortized at transition.

The Company's remaining full cost pool was allocated to the producing assets and components pro rata using reserve values. In the case of the Company, the full amount of the full cost pool has been allocated to the Company's 3% GORR interest as it is its only CGU.

The Company's producing assets were assessed for impairment on transition under IFRS.

The company's producing assets consists of a 3% GORR (gross overriding royalty) held in three (3) producing Grand Forks AB oil wells.

Impairments

Under Canadian GAAP, an item of property, plant and equipment is deemed recoverable if the undiscounted future cash flows exceed the net book value of the asset group. Under IFRS, recoverability of property, plant and equipment is based on the higher of fair value less costs to sell and value in use of the CGU.

The Company did not record an impairment on its only CGU on the IFRS transition date as the recoverable amount using 2P and 10% discounted exceeded the carrying amount of the producing assets. Under IFRS, the Company evaluated these assets for indicators of impairment at each reporting period - no impairments were identified relation to its only CGU.

Depletion and depreciation

Under IFRS, the Company adopted a policy of depleting its producing and developed oil and gas assets on a unit of production basis over estimated proved plus probable reserves. The depletion policy under Canadian GAAP was based on units of production over proved reserves. Under Canadian GAAP, depletion was calculated using all of Canada as a single cost centre. IFRS requires depletion and depreciation to be calculated based on individual components (ie. fields or combinations thereof) or CGU's. Under IFRS, the Company has designated that depletion will be based on proved plus probable reserves based on the CGU's.

Share-based payments

Under Canadian GAAP, the Company recognized an expense related to share based payments on a straight-line basis through the date of full vesting and did not incorporate a forfeiture multiplier. Under IFRS, the Company is required to recognize the expense over the individual vesting periods for the graded vesting awards and estimate a forfeiture rate.

The Company's share-based payment transactions relate to stock options granted to directors which vest immediately. Forfeiture rates are set at 0% as it is assumed by management that all options will be held by directors until maturity.

Based on the above there is no impact to the financial statements on transition to IFRS.

Flow-through shares

Under Canadian GAAP, proceeds from flow-through shares are recorded to share capital. When the tax benefits have been renounced to the flow-through shareholder, the Company records a reduction in share capital with a corresponding increase in the future income tax liability. Under IFRS, share capital for flow-through shares issued is recorded to share capital at the quoted value of the shares at the date of issuance. The difference between the quoted value and the gross proceeds received on the issuance of the shares is recorded as a liability. The tax cost resulting deduction renouncements, less any proceeds received in excess of the quoted value of the shares, must be included in the determination of the tax expense. The Company's had issuances of flow-through shares was in 2009 and 2006 resulting in the difference being applied as an increase to share capital with an offset to opening deficit on the IFRS transition date for 2006 issuance and an decrease to share capital and increase in liability for the 2009 issuance.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company’s financial instruments consist of cash and cash equivalents, accounts receivable, marketable securities, accounts payable and accrued liabilities. Unless otherwise noted the fair value of these financial instruments approximates their carrying values.

Cash and cash equivalents and marketable securities are classified as financial assets held for trading and accounted for at fair value. Any changes in the fair value at the end of the fiscal period are classified as unrealized gains or losses on the income statement.

Accounts receivable, accounts payable and accrued liabilities are classified as loans and receivables and other financial liabilities and are measured at amortized cost, using the effective interest rate method.

The classification of financial instruments occurred upon adoption of the standard, and is irrevocable.

Transaction costs associated with the Company's financial instruments are shown net of the related financial instrument and accreted using the effective interest rate method.

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, market risk, liquidity risk and currency risk.

Credit risk

The Company is exposed to credit risk by holding cash and cash equivalents. This risk is minimized by holding the funds in large Canadian financial institutions or with Canadian governments. A substantial portion of the Company's accounts receivable are with customers in the oil and gas industry and are subject to normal industry credit risk. The balance of accounts receivable is represented by refundable credits due from Canadian government. The carrying value of accounts receivable reflects management's assessment of the credit risk associated with these customers.

Interest rate risk

The Company is not exposed to interest rate risk because of fluctuating interest rates. Fluctuations in market rates do not have a significant impact on the Company's operations as the Company does not maintain any cash equivalents or debt subject to interest.

Market risk

The Company is exposed to market risk because of the fluctuating values of its publicly traded marketable securities. The Company has no control over these fluctuations and does not hedge its investments. Based on the December 31, 2009 portfolio values every 10% increase or decrease in the share price of the company held in marketable securities, would have impacted operations, up or down, by approximately $6,000 before taxes.

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company manages this risk by careful management of its working capital to ensure its expenditures will not exceed available resources.

Currency risk

The Company is not exposed to any currency risk.

RELATED PARTY TRANSACTIONS

During the year, the Company entered into the following transactions with related parties not otherwise disclosed in these financial statements:

(a) The Company paid to its directors and officers, either directly, or indirectly, the following amounts:

		2011		2010
For accounting services	**$**	**3,297**	$	2,094

The above transactions were in the normal course of operations and were recorded at the exchange value which was the amount of consideration established and agreed to by the related parties.

(b) At the end of the quarter, the amounts due to related parties included in accounts payable and accrued liabilities were as follows:

	2011	2010
Due to a company controlled by a director	**0**	2,094

The amounts due to directors of the Company are unsecured and without interest. The amounts will be paid in the normal course of operations.

OTHER MD&A REQUIREMENTS

Additional information relating to the Company, including its audited annual financial statements, its unaudited quarterly financial statements and related management's discussion and analysis for each period is available on SEDAR at www.sedar.com.

COMMON STOCK, STOCK OPTIONS AND WARRANTS

As of the date of this filing, the Company has 21,594,446 common shares issued and outstanding, 1,800,000 Options issued and exercisable and 1,956,500 Warrants issued and exercisable:

Authorized

Unlimited number of:
Common shares without nominal or par value
First and second preferred shares issuable in series

Common shares

Balance at beginning of year	20,934,446	$2,536,734
Issued	660,000	66,000
Balance end of period	21,594,446	$2,602,234

Stock options

Under the Company's stock option plan, the Company may grant options to employees, officers and directors up to 10% of its issued and outstanding common stock. In addition, the aggregate number of shares so reserved for issuance to any one person shall not exceed 5% of the issued and outstanding shares. Under the plan, options are exercisable upon issuance and an option's maximum term is five years.

Stock options outstanding and exercisable at June 30, 2011: 1,800,000 with a weighted average contractual life of 2.92 years.

Warrants

A summary of the status of the common share purchase warrants as of June 30, 2011, and changes during the year is presented as follows:

Date	Number of warrants	Exercise price $	Expiry date
December 17, 2009	2,380,000	0.10	December 17, 2011
Broker Warrants Dec. 17, 2009	236,500	0.05	December 17, 2011
Exercised	660,000	0.10	February 2011
Exercisable, end of quarter	1,956,500		

RISK MANAGEMENT AND CAPITAL MANAGEMENT

The Company's risk management is coordinated by the officers of the Company, in close cooperation with the members of the board of directors. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's overall strategy remains unchanged from 2009.

The Company manages its liquidity needs by carefully monitoring cash outflows due on day-to-day business. Liquidity needs are monitored in various time bands, including 30-day

projections and 180-day and 360-day lookout periods. Due to the nature of the activities of the Company, funding for long term liquidity needs are dependent on the company's ability to obtain additional financing through various means, including equity financing.

The Company's capital management objectives are to ensure it maintains its ability to continue as a going concern and provide an adequate return to its shareholders. The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, contributed surplus and deficit.

The Company is not subject to any externally imposed capital requirements.

DISCLOSURE CONTROLS AND PROCEDURES

The Company evaluated the effectiveness and design of its disclosure controls and procedures for the year ended December 31, 2010 and for the quarter ended June 30, 2011, and based on these evaluations, Management and the Audit Committee members have determined these controls to be effective. The Company’s financial reporting procedures and practices have enabled the certification of the Company’s interim filings in compliance with Multilateral Instrument 52-109 “Certification of Disclosure in Issuers’ Annual and Interim Filings”.

Management and directors are aware that given the few number of consultants involved in the design of internal controls over financial reporting that in-house expertise to deal with complex taxation, accounting and reporting issues may not always be sufficient. The Company strives to obtain outside assistance and advice on new accounting pronouncements and complex reporting issues, which is common with Company’s of a similar size.

There have been no changes to the Company’s internal control over financial reporting during the most recent period that would have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Respectfully Submitted

Nick Taylor

The Honourable Nick Taylor,
President and Chief Executive Officer