SOFTROCK MINERALS LTD.

Management Discussion and Analysis

For The Year Ended

December 31, 2012

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Dated April 29, 2013

The following discussion of the financial condition, changes in financial condition and results of operations of Softrock Minerals Ltd. (“Softrock” or the “Corporation” or the “Company”) for the Year ended December 31, 2012 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. Softrock also monitors activity and geological highlights in Eastern Canada and West Africa. This year, Softrock received final documentation from the Alberta Government for five additional Metallic and Industrial Minerals Permits in Northern Alberta now totalling 127,513 hectares acquired primarily for the exploration and development of potash and lithium.

The company completed a $140,000 private placement in March 2012. The proceeds were used to complete its geological and geophysical studies to the point where it is now ready to drill its first two or three core holes.

The general economic climate for small explorers such as Softrock is steadily improving. It is a bit depressing that the high oil, potash and lithium prices is not showing some signs that this optimistic scenario is starting to be reflected in the capital markets upon which Softrock depends for expansion.

The three wells in the Grand Forks area of Southern Alberta in which the Company has a 3% gross overriding royalty produced a net $ 29,000.

In June Softrock also acquired a P&NG rights with 30 months Crown lease in the Spirit River area of Northern Alberta in the prolific Charlie Lake producing pool and shortly afterwards brought in a 50% partner who paid two-thirds of the cost. The property has a 3% GORR to finders.

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

RESULTS OF OPERATIONS

Potash Lithium and Rare Earths (Northern Alberta)

The company's Alberta mineral permits cover all the above minerals plus other interesting possibilities such as iron ore and diamonds. A geochemical survey has been completed which along with regional subsurface geology indicates the company's thirteen permits are in excellent locations. Work proceeded in this year on obtaining drill-cutting samples and sample logs from wells drilled for oil and gas in the area. This plus an in depth analysis of a number of radioactive drill hole logs in the area helped to pinpoint our first deep core holes on the prospects.

Spirit River (Northwest Alberta)

The Company's Crown P&NG Lease covers all of Section 11, Township 78, Range 07, W6M, expiring in June 2014. The Lease lies on the north edge of the Charlie Lake Triassic oilfield. The Company has done sample studies of the wells around the permit area and looked at some seismic data. Indications are positive and the Company is approaching operators in the area for a partnership deal.

GORR

The Company has a 3% gross overriding royalty on 3 wells in the Grand Forks area of Alberta. The 01-09-012-13 W4M and 02-09-012-13-W4M oil wells produced a total of $29,001 in 2012.

SELECTED ANNUAL INFORMATION

	For the years ended December 31, 2012	2011	2010
Total Revenues	29,001	32,609	28,847
Net Loss	(89,163)	(108,105)	(107,369)
Net Loss and Comprehensive Loss	(89,163)	(108,105)	(107,369)
Basic and Diluted loss per share	(0.00)	(0.01)	(0.01)
Total Assets	219,506	179,743	184,866
Total Long Term Liabilities	12,397	11,197	10,297
Cash Dividends Declared	-	-	-

The Company does not have any significant revenues. The Company funds ongoing operations from funds raised through debt or equity issues. During the year, the Company incurred a net comprehensive loss of $89,163.

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 (loss)	Loss/Share
March 31, 2011	7,494	(7,252)	0.00
June 30, 2011	9,863	(1,083)	0.00
September 30, 2011	5,841	(12,488)	0.00
December 31, 2011	9,411	(87,282)	0.00
March 31, 2012	8,786	(9,979)	0.00
June 30, 2012	6,728	(15,654)	0.00
September 30, 2012	6,457	(13,336)	0.00
December 31, 2012	7,030	(50,194)	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 deficiency of $35,922 as at December 31, 2012 which has been improved with accepting $20,000 loan from the President of Company during the second quarter of 2013. 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 $17,500 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, gas and mining 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, natural gas or minerals 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, natural gas and minerals 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 gas and mineral 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 final geological and geophysical studies on its Alberta Potash Permits at an estimated cost of about $20,000 followed by one or two test wells which could cost an additional eight or nine hundred thousand dollars for each. It is intended to meet this cost by additional underwriting and/or bringing in a partner.

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.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company is exposed to normal financial risks inherent within the oil and gas industry, including credit risk, interest rate risk and liquidity risk. The nature of the financial risks and the Company's strategy for managing these risks has not changed significantly from the prior year. The Company does not utilize derivative instruments to manage risks.

i) Credit risk

Credit risk is the risk a third party fails to meet its contractual obligations that could result in the Company incurring a loss. The Company's accounts receivable are primarily with operators and Canadian federal government. Receivables from operators arise from the Company's ownership of a gross overriding royalty on certain oil and gas interests. Receivables from Canadian federal government arise from input tax credits for Goods and Services taxes. As at December 31, 2012 and 2011, there were no allowances for doubtful accounts as all amounts receivable were current.

ii) 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.

iii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its liabilities. The Company has no liabilities, other than routine current accounts payable, incurred in the normal course of business.

The Company successfully raised $140,000 from private placements completed in February 2012 and the Management is planning to use this fund for working capital requirements and for capital expenditures. Management believes there is the opportunity for the Company to raise additional equity and/or enter into joint venture arrangements in 2013.

The outcome of these matters cannot be determined at this time.

iv) Fair value of financial instruments

The Company's financial instruments as at December 31, 2012 and 2011 include cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities. The fair values of accounts receivable and accounts payable and accrued liabilities approximate their carrying amounts due to their short terms to maturity.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an on-going basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

At December 31, 2012 and 2011, cash and cash equivalents have been classified as Level 1.

RELATED PARTY TRANSACTIONS

The Company has entered into transactions with related parties in the normal course of business, which were valued at the exchange amount established and agreed to by the related parties. During the year, the related party transactions were as follows:

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

	2012	2011
For accounting services	$ 4,497	$ 4,675

At December 31, 2012, $1,250 (2011 - $1,500) was included in accounts payable and accrued liabilities.

COMMON STOCK, STOCK OPTIONS AND WARRANTS

As of the date of this filing, the Company has 23,759,146 common shares issued and outstanding, 1,800,000 options issued and exercisable and 2,000,000 common share purchase warrants issued and exercisable.

Please note website www.softrockminerals.com for further details on the history of the corporate share transactions.

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	21,759,146	$2,676,257
Issued	2,000,000	140,000
Share issue costs		(11,200)
Valuation on broker warrants		(18,348)
Value assigned to common share purchase warrants		(20,000)
Balance at end of year	23,759,146	$2,766,709

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 December 31, 2012: 1,800,000 with a weighted average contractual life of 1.45 years.

Common share purchase warrants

A summary of the status of the common share purchase warrants as of December 31, 2012 and changes during the year is presented as follows:

Date	Number of warrants	Exercise price $	Expiry date
Issued, March 6, 2012	2,000,000	0.10	March 6, 2017
Exercisable, end of year	2,000,000	0.10	

Broker Warrants

A summary of the status of Broker Warrants issued and exercisable at December 31, 2012 is presented as follows

Date	Number of Warrants	Exercise price $	Expiry Date
Issued March 6, 2012	160,000	0.07	March 6, 2017
Exercisable, end of year	160,000	0.07	

RISK MANANGEMENT AND CAPITAL MANAGEMENT

The Company is a junior oil and gas company and considers items included in shareholders' equity as capital. The Company has no debt and does not expect to enter into debt financing. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, purchase shares for cancellation pursuant to normal course issuer bids or make special distributions to shareholders. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital.

The Company currently receives royalty income from a gross overriding royalty held. Revenues are not sufficient to meet ongoing obligations and meet future exploration commitments in respect of its property, plant and equipment. In order to fund future projects and pay for administrative costs, the Company is required to raise additional funds as needed in the equity markets and/or rely on advances from directors. As at December 31, 2012, the Company had a working capital deficiency of $35,922 and shareholders' equity of $143,798.

The Company's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation is primarily dependent upon its ability to develop, sell or option its property, plant and equipment and its ability to borrow or raise additional financing from equity markets. The outcome of these events is not determinable at this time.

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, 2012, 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 annual 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.

COMMITMENTS AND CONTINGENCIES

Mineral permits

In 2012, the Company spent $3,125 to obtain additional 100% interest in five Alberta Government Metallic and Industrial Minerals Permits in Northern Alberta. The permits, now totaling 127,513 hectares, were taken for potential potash possibilities in 2012. These permits expire two years from the commencement date and require renewal by either meeting the minimum spending requirement of approximately $46,000 per permit or pay the difference as a penalty, otherwise the permits will expire. If the Company decides not to renew the permit, no additional amounts are due.

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.

SUBSEQUENT EVENT

In April 2013, the Company accepted a loan for an amount of $20,000 from the President of Company. The loan is an interest-only loan and payable quarterly at 8% per annum. The principal is repayable within 18 months.

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.

Respectfully Submitted

Nick Taylor

The Honourable Nick Taylor,
President and Chief Executive Officer