SOFTROCK MINERALS LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE SECOND QUARTER ENDED JUNE 30, 2007

DATED AUGUST 15, 2007

Disclosure Regarding Forward-Looking Statements

This Management Discussion and Analysis contains forward-looking statements that include risks and uncertainties. Some factors that could cause actual results to differ materially from those indicated in such forward-looking statements include changes in the prevailing price of resources, commodities and unforeseen difficulties in oil and gas operations, which would affect future revenue and costs of production. Other factors that could affect actual results are uncertainties pertaining to government regulations and the changes within the capital markets. Other risks may be detailed from time to time in Softrock Minerals Ltd.'s public disclosure.

SOFTROCK MINERALS LTD.
Management Discussion and Analysis
At August 15, 2007

OVERVIEW

Softrock Minerals Ltd. (the "Company" or "Softrock") is a resource company with all its interests now in oil and gas exploration development and production.

The highlight of the quarter for the Company is the fruition of a deal we made back in 2003 where we sold petroleum and natural gas lands in Saskatchewan for $190,000 and two million shares of the buyer's common stock to be held in trust until, if and when, the buyer had recovered twice its purchase and subsequent development expenses. As of March 31, 2007 the two million shares of the company had been received. During the second quarter we sold 1,000,000 shares on the TSX-V for $273,730. It is the intention of the Company to hold a major part of the remaining 1,000,000 shares as an investment.

The Company's two wells, in which we have a 30% working interest, in the Manitou Lake area of western Saskatchewan resulted in a loss of $45,316 during the first half of 2007, compared to a loss of $15,672 for the same period of last year. The Company has agreed with it's partners to install a larger pump in the next quarter on one of our wells (Lsd D4-5) as there is some evidence from our tests that the percentage of oil increases as the total volume of fluid increases.

The three wells in the Grand Forks area that the Company has a 3% gross overriding royalty interest in produced a net $18,469 during the first half compared to $17,000 in the first half of 2006

An examination of the second quarter 2007 financial statements shows decreased expenditures in all areas of the Company's operations. Net income increased $45,669 and net expenses decreased $1,755.

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

RESULTS OF OPERATIONS

Manitou Lake Property (west central Saskatchewan Heavy Oil)

The Company has a thirty percent interest in two test wells that have been drilled and completed. The first in Lsd 9, Sec. 31, Twp 44, Rge 27 W3M in western Saskatchewan and the second in Lsd 4-5-45-23W3, one-half mile away, both off-setting Sparky heavy oil production, with approximately three meters of oil pay in the Cretaceous Sparky zone, were put on pump test. The water content is over 90%.

Further engineering studies and comparisons with other high water content wells are being made as to whether a large volume pump may result in a higher percentage of oil being produced.

SUMMARY OF QUARTERLY 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 generally accepted accounting principles in Canada.

	Sept 30 2005	Dec 31 2005	Mar 31 2006	June 30, 2006
Revenues	$16,348	$15,898	$26,014	$10,568
Net income (loss)	(9,082)	30,861	(30,324)	(35,717
Loss/share: basic and diluted	0.00	0.01	0.00	0.00

	Sept 30 2006	Dec 31 2006	Mar 31 2007	June 30 2007
Revenues	$20,049	$17,785	$9,847	$84,183
Net income (loss)	(15,038)	231,590	(9,265)	36,605
Loss/share: basic and diluted	0.00	0.00	0.00	0.00

The results from operations recorded during the period mentioned above are in line with expectations. For further quarterly financial information, please refer to the Company's unaudited financial statements that have been filed on SEDAR and our website www.softrockminerals.com.

LIQUIDITY

The Company's primary source of cash flow is from the issuance of its own securities plus proceeds from sale of investments. The Company's working capital at June 30, 2007, was $159,269.

Subject to the availability of capital, the Company tentatively plans to spend $150,000 during the remainder of 2007 on exploration and drilling heavy to medium gravity oil in western Saskatchewan and eastern Alberta.

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

As of June 30, 2007, the Company had the following capital commitments for fiscal 2007 if it wanted to earn under all its options. Where possible, and if warranted, and if there is a strain on capital available, partners could be brought in to mitigate costs.

Oil and Gas Projects in western Saskatchewan $50,000
The Company estimates that it requires approximately $26,000 per quarter for administration.

The Company expects to fund these requirements through the sale of its investment inventory or through the sale of treasury stock.

THE 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.

RISK FACTORS

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 oil and gas 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.

PROPOSED TRANSACTIONS

The Company has not entered into any significant transaction, nor is it currently reviewing any significant transactions, which require board approval, shareholder approval or regulatory approval that has not been discussed within this MD&A.

CHANGES IN ACCOUNTING POLICIES

The Company has not changed any of its accounting policies, nor does it expect that any recent new accounting pronouncements shall have any material impact on the financial condition or results of operations.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company is not involved in any hedging program, nor is it a party to any financial instruments that may have an impact on its financial position.

RELATED PARTY TRANSACTIONS

During the quarter, the Company had not entered into any transactions with related parties.

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.

As of the date of this filing, the Company has 16,429,446 common shares issued and outstanding. In addition, the Company has the following convertible securities outstanding:

Stock Options and Warrants

Type	Quantity	Exercise Price	Expiry Date
Options	550,000	$0.10	October 02, 2008
	550,000	$0.20	June 23, 2008
	1,100,000		
Warrants	75,000	0.14	May 10, 2008
	1,000,000	$0.14	Feb 21, 2008
	200,000	$0.35	Aug 30,2008
	1,275,000		

DISCLOSURE CONTROLS AND PROCEDURES

The Company evaluated the effectiveness and design of its disclosure controls and procedures for the period ended June 30, 2007, and based on this evaluation, 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 advise 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

Honourable Nick Taylor,
President and Chief Executive Officer