
SOFTROCK MINERALS LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THIRD QUARTER ENDED

SEPTEMBER 30, 2008

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. The company is fortunate in that most projected future capital expenditures can be postponed without loss of ownership and there are no loans outstanding..

OVERVIEW

Softrock Minerals Ltd. (the “Company” or “Softrock”) is a resource company with the majority of its interests in oil and gas exploration development and production.

With respect to the Company’s two wells, in which we have a 30% working interest, in the Manitou Lake area of western Saskatchewan, the larger pump from the suspended well (9A-31) which was transferred to well D4-5 burnt out quickly, so our group are in the process of installing a still larger pump 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 \$18,234 during the period compared to \$8,153 in 2007

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

On September 28, 2007 the Company entered into an agreement to participate for a 20 percent working interest in the drilling of a well in the Minnehik-Buck Lake area of Central Alberta. The estimated cost to Softrock for the Company’s share of drilling and casing the well is \$173,239, and \$51,900 to complete. The well was drilled and cased in October 2007 and is expected to be completed upon the satisfaction of certain regulatory and legal requirements. Electric logs indicate a number of interesting zones in the Cretaceous.

Recently, (October 2008) the Company was awarded a 5575 hectare (13,776 acre) Oil and Gas License by the Minister of Natural Resources for the province of Quebec. The License lies on the north shore of the St Lawrence River in the Sept Illes area in the eastern area of the geological St. Lawrence Lowland basin that has produced a number of oil shale discoveries in the last year.

RESULTS OF OPERATIONS

Manitou Lake Property (west central Saskatchewan Heavy Oil)

The Company has a thirty percent interest in two wells that have been drilled and completed. The first in Lsd 9A, Sec. 31, Twp 44, Rge 27 W3M in western Saskatchewan and the second in Lsd D4-5-45-23W3, 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 on both wells have increased to over 90%, so D4-5 has been suspended and a large pump is being installed on 9A.

To date there have been no changes in the environmental laws affecting the company’s operations, nor are there any expected.

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.

	Revenue	Net Income (loss)	Income (loss) per share
December 31, 2006	18,528	(231,590)	0.00
March 31, 2007	9,847	(9,265)	0.00
June 30, 2007	84,183	36,605	0.00
September 30, 2007	9,411	(641)	0.00
December 31, 2007	12,442	(426,879)	0.00
March 31, 2008	10,938	(22,870)	0.00
June 30, 2008	17,132	5,015	0.00
September 30, 2008	18,234	16,637	0.00

The results from operations recorded during the period mentioned above are in line with expectations. 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'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 September 30, 2008, was \$63,394.

The timing and ability to fulfill the Company's objectives will depend on the liquidity of the financial markets, the market value of its securities, 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 September 30, 2008, the Company had the following capital commitments for fiscal 2008 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 and central Alberta ... \$52,800
The Company estimates that it requires approximately \$15,000 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.

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, or the reduction of a portion of the company's assets.. The declining value of stocks and securities held by the company is a concern so management is monitoring expansion until their value recovers somewhat.

Oil and gas exploration involves a high degree of risk where 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 that 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. Since Canadian oil and gas production is paid for in US dollars, the US dollar's recent increase in value helps offset the world price decrease in the price of oil.

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 that 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.

CHANGES IN ACCOUNTING POLICIES

The changes in the Company's accounting policies are detailed in the audited financial statements to which this MD&A is attached. It is not known nor does it expect that any additional 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 year the Company entered into the following transactions with related parties. The Company paid \$3,731 to its directors and officers for expenses

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 18,429,446 common shares issued and outstanding. In addition, the Company has the following convertible securities outstanding:

Stock Options and Warrants

There are no stock options outstanding at September 30, 2008. During the first nine months of 2008 all stock options issued to directors expired. There were no options outstanding at September 30, 2008, but since then and of today's date, 1,200,000 five year options exercisable at \$0.10 per share have been granted to the Board of Directors.

Type	Quantity	Exercise Price	Expiry Date
Warrants	2,000,000	\$0.10	May 29, 2010
	2,000,000		

DISCLOSURE CONTROLS AND PROCEDURES

The Company evaluated the effectiveness and design of its disclosure controls and procedures for the period ended December 31, 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. To the best of the company's knowledge there has been no insider trading in its stock to date in 2008.

Respectfully Submitted

NickTaylor

The Honourable Nick Taylor,
President and Chief Executive Officer
