SOFTROCK MINERALS LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2008

APRIL 23, 2009

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For The Year December 31, 2008
Discussion Dated April 23, 2009

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. public disclosure.

OVERVIEW

Softrock Minerals Ltd. (the "Company" or "Softrock") is a resource company listed on the TSX-V Exchange (SFT) with its major interests in oil and gas exploration and development n in Western Canada, but also exploring for potash in Alberta and oil and gas in Quebec.

The general economic climate for small explorers such as Softrock is much better than that facing the manufacturing and housing construction industries, Although oil and gas prices have fallen from their astronomical highs of last year they appear to have stabilized where they were two and three years ago when the industry was quite profitable. In addition the slow down has reduced drilling and exploration costs. There are some signs that this optimistic scenario is starting to be reflected in the capital markets upon which Softrock depends for expansion.

During 2008 the company expanded its interests in the oil and gas of Alberta by acquiring a 20% working interest from surface to base of Cretaceous, subject to its share of a 13% GORR, in all of section 35 (640 ac), including a shut-in Edmonton gas well in Township 44 Range 4 West 5th Meridian (Minhik area) by paying its 20% share of a well to the base of the Cretaceous. Since the year end, this well has tested positive for Basal Cretaceous (Ostracod B) light oil and a pump is being installed. The shut in shallow Edmonton gas well tested 64 Mcf per day.

In late 2008 the company expanded into the oil and gas of sector of Eastern Canada by filing on a 5,575 hectare (13,776 ac) Quebec oil and gas exploration license in the Sept Iles area of the St Lawrence River valley
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The Company, once again, entered into mining exploration by filing on three Alberta Government Metallic and Industrial Minerals Permits {26,880 hectares (66,240 ac)} in Northern Alberta for potash exploration.

The Company's two heavy oil wells, in the Manitou Lake area of west central Saskatchewan in which they have 30%, did poorly, resulting in a loss of $41,305 during 2008, compared to a loss of $75,198 for 2007. The Company has agreed with it's partners to transfer the larger pump from our suspended D4 - 5 well to 9A - 31 as there is some evidence from our tests on 9A-31 that the percentage of oil increases as the total volume of fluid increases.

The three wells in the Grand Forks area of Southern Alberta in which the Company has a 3% gross overriding royalty produced a net $54,821 during the year compared to $39,331 in 2007

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 (coalbed methane- Horseshoe Canyon) which has been completed at 64 MCF per day. Since year end, 7-35 on tests indicate it is an Ostracod B (Lower Manville) oil well and is presently awaiting a pump installation.

Manitou Lake (West Central Saskatchewan)

The Company has a thirty percent interest in two wells that have been drilled, completed and suspended. The first in Lsd 9, Sec. 31, Twp 44, Rge 27 W3M in western Saskatchewan and the second in Lsd 4, Sec 5, Twp 45, Rge 27 W3M, one-half mile away, both off-setting Sparky heavy oil production, Both wells had approximately three meters of oil pay in the Cretaceous Sparky zone, and were put on pump. The 4-5 well seems to have watered out completely and depending on future oil prices a lower zone completion may be attempted. As mentioned earlier, enlarging the pump on 9-31 where the water content is around 90% may be economical.

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 Canadian generally accepted accounting principles.

	Revenue	Net Income (loss)	Loss/Share
March 31, 2007	9,847	(9,265)	0.00
June 30, 2007	10,443	(36,605)	0.00
September 30, 2007	9,411	(641)	0.00
December 31, 2007	11,851	(372,199)	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
December 31, 2008	21,583	(229,435)	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 deficiency at December 31, 2008, was $50,971.

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 December 31, 2008, the Company did not have any capital commitments for fiscal 2009. The Company expects to fund any requirements through the sale of its investment inventory or through the sale of treasury stock. Where possible, and if warranted, and if there is a strain on capital available, partners could be brought in to mitigate costs.

The Company estimates that it requires approximately $26,000 per quarter for administration. Subject to the availability of capital, the Company tentatively plans to spend $50,000 during 2009 on exploration, drilling and completions on it's properties in Saskatchewan and eastern Alberta.

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.

ON GOING TRANSACTIONS

On September 28, 2007 the Company entered into an agreement to participate in drilling a well in the Minnehik Buck Lake area of Central Alberta. The estimated cost to Softrock for the Company’s share of completion and testing of the well is $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

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.

CICA HANDBOOK

Section 1535 – Capital Disclosures

This Section establishes standards for the disclosure of (i) an entity’s objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such compliance. The Company has included the required disclosure in Note 12.

Section 3862, “Financial Instruments - Disclosures”

This section described the required disclosures to evaluate the significance of financial instruments for the entity’s financial position and performance as well as the nature and extent of risks arising from both recognized and unrecognized financial instruments to which the entity is exposed and how the entity manages those risks. The Company has included the required disclosure in Note 11.

Section 3863, “Financial Instruments - Presentation”

This section establishes standards for presentation of financial instruments and non-financial derivatives. It details the presentation of the standards described in Section 3861, “Financial Instruments - Disclosure and Presentation”. The Company has included the required disclosure in Note 11.

The Canadian Accounting Standards Board (AcSB) has confirmed that the use of International Financial Reporting Standards (“IFRS”) will be required in 2011 for all Canadian publicly accountable profit-oriented enterprises including the Company. IFRS will replace Canada’s current GAAP for those enterprises. These include listed companies and other profit-oriented enterprises that are responsible to large or diverse groups of stakeholders. The official changeover date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provide comparative IFRS information for the previous fiscal year. The Company is currently reviewing the standards and evaluating the impact of adopting IFRS.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Effective January 1, 2007, the company adopted the Canadian Institute of Chartered Accountants (“CICA”) Section 3855, “Financial Instruments- Recognition and Measurement”, Section 3865, “Hedges”, Section 1530, Comprehensive Income”. These standards have been adopted retroactively without restatement.

Section 3855 establishes a framework for classifying and measuring financial instruments. Under this section, all financial instruments must be initially recognized at their fair value on the balance sheet. In accordance with Section 3855, the Company has classified each financial instrument into the five categories set out in the standard: financial assets and liabilities held for trading, financial assets held to maturity, loans and receivables, financial assets available for sale and other liabilities. Measurement of each of these items is contingent upon initial classification. Unrealized gains and losses on financial instruments classified as held for trading are recognized in earnings in the period incurred. Gains and losses on assets available for sale are recognized in other comprehensive income, and are charged to earnings when the asset is derecognized or impaired. The amortized cost using the effective interest rate method is applied to the remaining categories of financial instruments.

As a result of adopting this change in accounting policy, the financial statements at January 1, 2007 were changed as follows: marketable securities increased by $200,000, and the deficit decreased by the same amount. The Company’s marketable securities are classified as held for trading. Any changes in the fair value of the marketable securities at the end of the fiscal period are classified as unrealized gains or losses on the income statement.

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

Derivative instruments and hedging

The Company currently does not use derivative instruments to manage its exposure to the volatility in commodity prices.

Embedded derivatives

An embedded derivative is a component of a financial instrument or other contract that has a feature similar to a derivative. New accounting Section 3855 requires certain embedded derivatives be identified and recorded separately from the host contract if the economic characteristics and risks of the embedded derivative are not closely related to that of the host contract. The terms of the embedded derivatives are the same as the terms of a freestanding derivative, and the hybrid instrument is not re-measured at fair value.

Comprehensive income

Comprehensive income is the change in equity of the Company from net earnings and other comprehensive income (“OCI”). OCI consists of the change in the fair value of any financial instruments classified as available for sale. Amounts recognized in OCI must eventually be reclassified to income when the related gains or losses are realized.

RELATED PARTY TRANSACTIONS

During the year the Company entered into the following transactions with related parties.

The Company paid to its directors and officers the following amounts

For accounting services	$5,125

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, 1,200,000 Options issued and exercisable and 2,000,000 Warrants issued and exercisable. In addition, the Company has the following convertible securities outstanding:

COMMON STOCK, STOCK OPTIONS AND WARRANTS

Authorized

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

Common shares

		2008		2007
	Number of shares	Amount	Number of shares	Amount
Balance, beginning of year	16,429,446	$ 2,249,622	16,429,446	$ 2,353,122
Issued:				
For cash pursuant to private Placements – May 2008	2,000,000	100,000	-	-
Tax effect of 2006 flow-through renouncement	-	-		(103,500)
Balance, end of year	18,429,446	$ 2,349,622	16,429,446	$ 2,249,622

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.

The following table summarizes information about stock options outstanding and exercisable at December 31, 2008:

Number outstanding at December 31, 2008	Weighted average remaining contractual life (years)	Number exercisable at December 31, 2008	Exercise price ($)
1,200,000	4.75	1,200,000	0.10

Warrants

A summary of the status of the common share purchase warrants as of December 31, 2008, and changes during the year is presented as follows:

	2008		2007	
	Number of warrants	Weighted average exercise price ($)	Number of warrants	Weighted average exercise price ($)
Outstanding, beginning of year	1,275,000	0.17	1,275,000	0.17
Issued	2,000,000	0.10	-	-
Exercised	-	-	-	-
Expired	(1,275,000)	0.17	-	-
Outstanding, end of year	2,000,000	0.10	1,275,000	0.17

The following table summarizes information about warrants outstanding and exercisable at December 31, 2008:

Date	Number of warrants	Exercise price ($)	Expiry date
May 29, 2008	2,000,000	0.10	May 29, 2010
Exercisable, end of year	2,000,000		

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.

The Company manages its liquidity needs by carefully monitoring cash outflows due on a 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 provides 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.

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 2007.

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 period ended December 31, 2008, 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

NickTaylor

The Honourable Nick Taylor,
President and Chief Executive Officer