

ALDERSHOT RESOURCES LTD.

FORM 51-102F1 MANAGEMENT DISCUSSION AND ANALYSIS NINE MONTH PERIOD ENDED OCTOBER 31, 2004

The following discussion and analysis of Aldershot Resources Ltd. (the “*Issuer*” or the “*Company*”), is prepared as of December 10, 2004, should be read together with the unaudited consolidated financial statements for the period ended October 31, 2004 and related notes attached thereto and the audited consolidated financial statements and related notes for the year ended January 31, 2004, which are prepared in accordance with Canadian generally accepted accounting principles. All amounts are stated in Canadian dollars unless otherwise indicated.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

The Company was incorporated on September 8, 1987 under the name “*Quattro Resources Ltd.*” pursuant to the *Company Act* (British Columbia) by the registration of its Memorandum and Articles. Effective October 31, 2001, its name was changed to “*Aldershot Resources Ltd.*”

The address of the registered and records office and the address for service of the Issuer is Suite 501, Terminal City Club Tower, 837 West Hastings Street, Vancouver, BC, V6C 3N6. The business address of the Issuer is Suite 1500, 885 West Georgia Street, Vancouver, BC, V6C 1V5.

The Issuer’s principal business is the exploration and development of resource properties. The Issuer is continually investigating new exploration opportunities. Mineral exploration is carried out on properties identified by management of the Issuer as having favourable exploration potential.

Additional information related to the Company is available for view on the Company’s website at www.aldershotresources.com and on SEDAR at www.sedar.com.

Description of Business

The Issuer is engaged in the exploration and development of resource properties located in Chile and Western Australia. The Issuer has four key properties; being: an iron oxide hosted copper gold (IOCG) type of target found in the Copiapo Copper Belt area of Chile’s Region III; two exploration licences in the East Kimberley region of Western Australia; the Fields Find Farm-in and Joint Venture in the South Murchison Goldfield, Western Australia; and the Turee Creek Uranium Property in the Pilbarra Region of Western Australia. Subsequently to October 31, 2004, the Company applied for a 75 square kilometres exploration licence, the Yuinmary Uranium Project, located in the East Murchison minefield of Western Australia. All of the Issuer’s properties are in the exploration stage.

Management is confident that the Company possesses excellent prospects for becoming a profitable enterprise, with the resultant return to the Company’s shareholders. The Chilean property, the Fields Find Farm-in and the East Kimberley properties are subject to Option Agreements. The Company trades on the TSX Venture Exchange under the symbol ALZ.

Performance Summary

The following is a summary of significant events and transactions that occurred during the nine month period ending October 31, 2004:

1. February 20, 2004 negotiated a private placement of 2,000,000 Units at \$0.17 per Unit for gross proceeds of \$340,000. Each Unit is comprised of one common share and a non-transferable share purchase warrant entitling the holder to acquire one-half of a common share for \$0.19 per share during the first year and \$0.21 in the second year. A finder’s fee of \$12,750 is payable

2. Appointment of Rick Crabb to the board.
3. The Company has applied for and when granted will have a 100% interest in Exploration License E52/1763 a tenement which covers approximately 50 square kilometres of prospective terrain located about 110km west of the Newman township in the Pilbarra Region of Western Australia.
4. The Company commenced exploration operations on its Las Lomitas Project in Chile on March 5, 2004. A Phase I exploration program has delineated two large IP anomalies.
5. The Company issued 640,000 common shares pursuant to the exercise of stock options as to 100,000 options in February 2004 and as to 540,000 options in March 2004, for gross proceeds of \$64,000.
6. Granted on April 1, 2004, 1,200,000 stock options at \$0.25 exercisable for five years to directors, officers and employees.
7. Death of director Jack Leslie Pearl.
8. Appointment of Brian Richardson to the board of directors.
9. The former auditor of the Company, Desai & Associates, resigned on May 20, 2004. The Board of Directors and its Audit Committee engaged Ernst & Young LLP, Chartered Accountants, to audit the Company's financial statements for the year ending January 31, 2004 effective May 26, 2004.
10. June 17, 2004, the Company entered into a drilling contract with Harris y Compania Ltda, a Chilean drilling contractor, to drill two IP anomalies delineated by the Company's exploration program conducted during March and April 2004 on its Las Lomitas Project. Drilling commenced in late July and early August 2004. The results were interesting but no further work is planned .
11. The Company entered into a Letter of Intent with International PBX dated June 18, 2004, to create a new Joint Venture project to be known as the "San Joint Venture" involving these three concessions and in which the two parties each holds a 50% contributing and participating interest.
12. Completed a private placement of 2,000,000 Units at \$0.17 per Unit for gross proceeds of \$340,000. Each Unit is comprised of one common shares and one non-transferable share purchase warrant entitling the holder to acquire one-half of a common share for \$0.19 per share until February 20, 2005 and \$0.21 until February 20, 2006.
13. Appointment of Steven Sobolewski as Corporate Secretary.
14. The Company entered into an option agreement with International PBX Ventures Ltd ("PBX") to explore PBX's Hornitos property in Region III, Northern Chile. The Hornitos claims cover an area of 3,200 hectares. Pursuant to the terms of the agreement, the Company can earn a 65% interest in the claims by paying PBX a total of \$370,000 over a four year period and spending \$1,300,000 in an exploration work program over the same period.

Selected Quarterly Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the Financial Statements.

	Three Months Ended October 31, 2004	Three Months Ended October 31, 2003	Nine Months Ended October 31, 2004	Nine Months Ended October 31, 2003
Total revenues	\$ 712	\$ -	\$ 2,933	\$ -
Net loss before extraordinary items	(260,301)	(26,504)	(1,002,327)	(75,479)
Net loss	(260,301)	(26,504)	(1,002,327)	(75,479)
Basic and diluted loss per share	(0.02)	(0.01)	(0.08)	(0.01)
Total assets	448,227	215,565	448,227	215,565

The Company earns interest revenue from cash held in banks and interest earned on short-term investments. During the period ended October 31, 2004, the Company expensed \$439,719 in exploration costs compared with \$Nil during the same period in 2003.

The Company has no present intention of paying dividends on its common shares as it anticipates that all available funds will be invested to finance the growth of its business.

Results of Operations

During the period ended October 31, 2004, the Company incurred a net loss of \$1,002,327 (2003 - \$75,479). Some significant expenses are as follows:

Exploration expenses \$417,618 (2003 - \$Nil)
Professional fees, paid or accrued \$48,968 (2003 - \$15,771)
Consulting fees of \$22,559 (2003 - \$Nil)
Investor relations expenses of \$60,309 (2003 - \$Nil)
Regulatory, and trust company fees, \$17,401 (2003 - \$9,852)
Office, rent, secretarial and administration expenses \$23,410 (2003 - \$8,619)
Management fees of \$53,666 (2003 - \$22,500)
Stock-based compensation costs of \$248,833 (2003 - \$Nil)
Travel and related costs \$33,154 (2003 - \$9,539)

The Company has changed its accounting procedures for treating exploration expenditures. In years prior to January 31, 2004, all amounts relating to exploration activities of the Company were treated as deferred expenditures. From fiscal 2005 onwards, the Company has expensed and will continue to expense all such expenditures. This resulted in a larger net loss during the period ended October 31, 2004 compared to that for the same period in previous years.

The Company entered into an investor relations agreement with MarketSmart Communications Inc., of Vancouver, British Columbia. The contract is for an initial three month term starting on May 15, 2004 and will continue if not terminated by either party, on a month to month basis. The Company will pay \$5,000 (plus GST) a month to MarketSmart and reimburse any travel and related expenses. MarketSmart's responsibilities are to introduce the Company to the investment community and speak with potential investors and brokers, provide shareholder and investor communication services and other investor relation activities. The Company also incurred investor relation costs related to advertising, preparation of promotional packages, dissemination of new releases and the maintenance of a Company website.

Summary of Quarterly Results

Three Month Period Ended

	October 31, 2004	July 31, 2004	April 30, 2004	January 31, 2004
Total assets	\$ 448,227	\$ 623,247	\$ 804,016	\$ 581,291
Resource properties	135,632	119,632	119,632	119,632
Working capital	240,756	291,718	561,427	375,490
Revenues	712	1,648	573	-
Net Loss	260,301	270,049	471,977	287,633

Three Month Period Ended

	October 31, 2003	July 31, 2003	April 30, 2003	January 31, 2003
Total assets	\$ 215,565	\$ 194,869	\$ 237,958	\$ 258,072
Resource properties	188,018	171,713	171,712	165,832
Working capital (deficiency)	(31,775)	11,015	47,529	67,108
Revenues	-	-	-	-
Net Loss	26,504	35,232	13,740	51,924

Significant changes in key financial data between 2004 and 2003 can be attributed to the Company's acquisition of various mineral claims in Chile and Western Australia resulting in an increase in total assets. The net loss has also increased as the Company has adopted a new accounting policy of charging to operations all exploration related expenditures and recording the approximate fair value of the granting of stock options to directors and officers as stock-based compensation expense.

Liquidity

The Company has financed its operations to date primarily through the issuance of common shares and exercise of warrants and stock options. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

	October 31, 2004	January 31, 2004
Working capital	\$ 240,756	\$ 375,490
Deficit	3,893,446	2,891,119

Net cash used for operating activities for the period ending October 31, 2004 was \$705,425 compared to net cash used for operating activities of \$80,035 during the period ending October 31, 2003. Cash used during the current period consists primarily of the operating loss and a change on non-cash working capital.

Financing activities provided net cash of \$614,486 during the period ending October 31, 2004, compared to \$20,000 for the period ending October 31, 2003. Cash provided during the period consisted primarily of proceeds from the issuance of common stock.

Investing activities provided net cash of \$280,736 during the period ending October 31, 2004, compared to \$23,639 in net cash used for the period ending October 31, 2003. The main source of the cash during the period was the redemption of a short-term investment and the use of cash was for the acquisition of equipment and the acquisition of mineral claims in Chile.

Capital Resources

A non-brokered private placement of 2,000,000 priced at \$0.17 per Unit for gross proceeds of \$340,000 was completed during the period. Each Unit consists of one common share and one half of one share purchase warrant. Each warrant is exercisable at a price of \$0.19 for the first year and \$0.21 for the second year expiring two years from the date of closing. The proceeds are to be designated for application against the Company's Fields Find project where the Company is earning a 60% interest.

The Company has sufficient funds to meet its property maintenance payments for fiscal 2005 and cover anticipated administrative expenses throughout the year. It will continue to focus exploration and development efforts in Chile and Western Australia.

Related Party Transactions

The Company entered into the following transactions with related parties:

		October 31, 2004	October 31, 2003
Director	(a) \$	53,666	\$ 22,500
Director	(b)	6,505	-
Director	(c)	-	5,000
Director and officer	(d)	14,508	-
Director	(e)	6,515	-
Directors and officer	(f)	43,848	49,896

- Paid or accrued management fees of \$53,666 (2003 - \$22,500) to a director and a former director of the Company.
- Paid or accrued consulting fees of \$6,505 (2003 - \$Nil) to a company controlled by a director of the Company.
- Paid or accrued consulting fees of \$Nil (2003 - \$5,000) to a director of the Company.
- Paid or accrued legal fees of \$14,508 (2003 - \$Nil) to companies controlled by an officer and a director of the Company.
- Paid or accrued geological consulting fees (part of exploration costs) of \$6,515 (2003 - \$Nil) to a director of the Company.
- Undeclared dividends on preferred shares of \$43,848 (2003 - \$49,896) are due to a directors and an officer of the Company.

The following amounts due to related parties are non-interest bearing and have no specific terms of repayment:

	October 31, 2004	January 31, 2004
Thundelarra Explorations Ltd.	\$ 27,101	\$ 32,865
Control person	<u>3,000</u>	<u>20,000</u>
	<u>\$ 30,101</u>	<u>\$ 52,865</u>

Related party transactions are in the normal course of operations, occurring on terms and conditions that are similar to those of transactions with unrelated parties and, therefore, are measured at the exchange amount.

Financial Instruments

The Company's financial instruments consist of cash, accounts receivable, prepaid expense, accounts payable and accrued liabilities and due to related parties. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

Outstanding Share Data

Common Shares

	Number of Shares	Capital Stock	Contributed Surplus
Authorized 500,000,000 common shares without par value			
Issued			
Balance as at January 31, 2004	11,684,897	\$ 2,643,150	\$ -
Private placement	2,000,000	340,000	-
Exercise of stock options	640,000	64,000	-
Exercise of share purchase warrants	1,555,000	233,249	-
Stock based compensation	<u>-</u>	<u>-</u>	<u>248,833</u>
Balance as at October 31, 2004	<u>15,879,897</u>	<u>\$ 3,280,399</u>	<u>\$ 248,833</u>

Stock options

A summary of the stock options outstanding at October 31, 2004:

Number Outstanding January 31, 2004	Granted	Exercised	Cancelled	Expired	Number Outstanding October 31, 2004	Exercise Price Per Share	Expiry Date
640,000	-	640,000	-	-	-	\$ 0.10	November 7, 2007
-	1,200,000	-	-	-	1,200,000	\$ 0.25	April 1, 2009
<u>640,000</u>	<u>1,200,000</u>	<u>640,000</u>	<u>-</u>	<u>-</u>	<u>1,200,000</u>		

Warrants

A summary of the share purchase warrants outstanding at October 31, 2004:

Number Outstanding January 31, 2004	Granted	Exercised	Cancelled	Expired	Number Outstanding July 31, 2004	Exercise Price Per Share	Expiry Date
2,500,000	-	1,500,000	-	1,000,000	-	\$ 0.15	October 21, 2004
2,285,000	-	55,000	-	-	2,230,000	\$ 0.15	May 27, 2005
1,200,000	-	-	-	-	1,200,000	\$ 0.17	January 22, 2005 or January 22, 2006
	1,000,000	-	-	-	1,000,000	\$ 0.19	February 20, 2005 or February 20, 2006
						\$ 0.21	
5,985,000	1,000,000	1,555,000	-	1,000,000	4,430,000		

Critical Accounting Policies

Our financial statements have been prepared in accordance with accounting principles generally accepted in Canada and form the basis for the following discussion and analysis of critical accounting policies and estimates. We make estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and related disclosure of contingent assets and liabilities during the course of preparing these financial statements. On a regular basis, we evaluate our estimates and assumptions including those related to the recognition of stock-based compensation.

We base our estimates on historical experience and on various other assumptions that we believe to be reasonable. These estimates form the basis of our judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Our actual results may differ from those estimates.

The following critical accounting policies reflect the more significant estimates and assumptions we have used in the preparation of our financial statements:

Accounting for Exploration and Development Costs

Effective February 1, 2003, the Company has changed its accounting policy for exploration costs. Under its new accounting policy, it must be probable that exploration expenditures will be recovered from future operations in order to be capitalized and that acquisition costs of mineral properties should be written off upon determination that the costs will not be recovered from future operations. Previously, the Company capitalized all exploration costs incurred on its mineral properties if exploration was continuing on the property, on the basis that it was too early to tell whether the deferred costs would not be recovered from a geological resource or reserve or otherwise.

Stock Based Compensation

Effective, February 1, 2003, the Company early adopted the requirements of the Canadian Institute of Chartered Accountants Handbook Section 3870, "Stock-based Compensation and other Stock-based Payments." The Company has chosen to recognize compensation expense for all stock options granted subsequent to February 1, 2003. However, as required by the accounting standard, the Company has disclosed on a pro forma basis, the fair value impact of issuing stock options granted to employees and directors. The fair value of the stock options has been estimated based on the Black Scholes option-pricing model. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of fair value of the Company's stock options.

Subsequent Events

Subsequently to October 31, 2004, the Company granted a total of 350,000 stock options exercisable at \$0.25 per share for five years to its directors, officers and employees. The stock options have been granted in accordance with the Company's Stock Option Plan.

Pursuant to the Fields Find Farm-in and Joint Venture Heads of Agreement, on November 26, 2004 the Company issued 1,000,000 common shares in the capital of the Company at a deemed price of \$0.15 per common share, to Thundelarra Exploration Ltd in consideration for work previously carried out on the project. Also on this date, the TSX-V accepted for filing the Fields Find Farm-in and Joint Venture Heads of Agreement.

The Ripplesea JV's holdings at Ruby Plains and Black Duck did not display features of interest and this fact downgrades these projects. The Company, in the interests of conserving funds, has determined on November 26, 2004, that no further work will be done over them and the tenements have been dropped.

On November 25, 2004, the Company applied for exploration licence ELA57/593 with an area of approximately 75 square kilometres covering a highly prospective uranium indicated mineral resource, the Yuinmery Uranium Project. The exploration licence is located in the East Murcheson mining field near the town of Yuinmery 480 kilometres north east of Perth, Western Australia. When granted, Aldershot will own 100% of the title to this tenement.