Bri-Chem Corp.

Management Discussion and Analysis

Three and Nine Months Ended September 30, 2007

To Our Shareholders:

We are pleased to report on the activity and results of Bri-Chem Corp. (the "Company") for the third quarter ended September 30, 2007. As a result of the reverse take-over by amalgamation with Gwelan Supply Ltd. effective January 1, 2007, the comparative financial figures reflect those of consolidated Gwelan Supply Ltd. operating as a private company and certain prior period's figures have been reclassified to conform to the presentation of the current period consolidated financial statements. A complete copy of the Company's report is available on the Internet at www.sedar.com.

Net earnings from operations for the three months ended September 30, 2007 is $1,174,774 or $0.09 diluted earnings per share and earnings before interest, taxes, depreciation and amortization for the same period is $1,838,294. Consolidated revenues were $18,889,017 during the third quarter of 2007, an increase of 10.5% when compared to the same period of last year.

Net earnings from operations for the nine months ended September 30, 2007 are $1,973,488 or $0.16 diluted earnings per share and earnings before interest, taxes, depreciation and amortization for the same period are $3,488,010. Consolidated revenues were $38,161,114 for the nine months ended September 30, 2007, a decline of 26.0% when compared to the same period last year.

During the third quarter the Company acquired Millennium Technologies Ltd. ("Millennium"), a Western Canadian-based full-service chemical products wholesaler. The acquisition of Millennium and its operations in Saskatchewan bring us a step closer to providing complete territorial coverage for our customers along with inventory warehouse consolidation.

Drilling activity, based on drilling operating days, was down 22% during the third quarter and 26% for the nine months of 2007 compared to the same periods of 2006 as drilling rig utilization rates declined to 39% from 65%.

Outlook

The downturn in industry activity levels will likely extend through the remainder of 2007 and into the winter drilling program given the continuation of the overhang in natural gas inventory levels that North America is currently experiencing. The Company will rely on its strong customer base to support its operations and will continue to focus on prudently managing operating costs.

Despite the uncertainty, the Company is well positioned to manage the existing downturn in the sector due to its strong balance sheet, ability to control costs and its solid platform to seek growth opportunities through acquisitions in an effort to diversify and broaden the Company's chemical and drilling fluids market presence.

I would like to thank our employees for their continued commitment and dedication, and our shareholders for their support.

On behalf of the Board of Directors,
(signed)
D.P. Caron, Chairman

This Management's Discussion and Analysis ("MD&A") of the financial position and interim consolidated results of operations of Bri-Chem Corp. for the period ended September 30, 2007 should be read in conjunction with the annual audited financial statements of Gwelan Supply Ltd. and notes thereto for the year ended December 31, 2006. This MD&A is dated November 28, 2007.

The Company's financial statements are prepared in accordance with generally accepted accounting principles in Canada ("Cdn GAAP") and are presented in Canadian dollars unless otherwise indicated. All references in this report to financial information concerning the Company refer to such information in accordance with Cdn GAAP and all dollar amounts in this report are in Canadian dollars unless otherwise indicated. This report also makes reference to certain non-GAAP measures in assessing the Company's financial performance. Non-GAAP measures do not have any standard meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. The Company includes these non-GAAP measures as it believes they are used by investors to assess the performance of the Company, and is used by management to assist in assessing comparative performance of the Company.

Statements throughout this report that are not historical facts may be considered "forward looking statements." Such statements are based on current expectations that involve risks and uncertainties which could cause actual results to differ from those anticipated. Important factors that can cause anticipated outcomes to differ materially from actual outcomes include the impact of general economic conditions, industry conditions, competition from other industry participants, volatility of petroleum prices, the ability to attract and retain qualified personnel, changes in laws or regulations, currency fluctuations, continued ability to access capital from available facilities and environmental risks. References in this MD&A to "Bri-Chem", the "Company", "us", "we", and "our" mean Bri-Chem Corp.

Additional information relating to the Company is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

OVERVIEW OF BUSINESS

On January 1, 2007 mBase Commerce Inc. amalgamated with Gwelan Supply Ltd., a Canadian oil and gas drilling fluids distribution company, resulting in the amalgamated company Bri-Chem Corp. This reverse take-over by way of amalgamation received TSX Venture Exchange ("TSXV") final acceptance by way of issuance of a TSXV Bulletin dated January 10, 2007. As of the commencement of trading on January 11, 2007, the Company now trades as Bri-Chem Corp. under the symbol "BRY".

Bri-Chem operates out of its head office located in the Acheson industrial area of Parkland County on the outskirts of Edmonton, Alberta. Bri-Chem owns the land and building comprising the head office, a 100% interest in Bri-Chem Supply Ltd. ("Bri-Chem Supply") and a 100% interest in Sodium Solutions Inc. ("Sodium").

The Company's principal activity is the wholesale distribution of drilling fluid supplies for the oil and gas industry. Bri-Chem sells its products to mud engineering companies who sell directly to drilling firms engaged by the oil companies. Bri-Chem also has a blending and packaging facility located in Camrose, Alberta and its principal activity is a fully integrated chemical supplier and packager servicing a variety of industries including oil, industrial, agriculture, construction and resource sector end users. Bri-Chem has 36 non-unionized employees which are split between the companies (20 in Bri-Chem Supply and 16 in Sodium).

On July 17, 2007, Bri-Chem completed its first acquisition by acquiring all the shares of Spirit Mountain Holdings Ltd. ("Spirit Mountain") and its wholly owned subsidiary, Millennium Technologies Ltd. ("Millennium"), a private Alberta wholesale chemical and fluid distributor to the oil and gas industry. The purchase price of Spirit Mountain and Millennium was $4.3 million. Millennium experienced growth in revenues to $10 million for the 10 month period prior to acquisition. The acquisition expands Bri-Chem's services to existing customers through new regional coverage in Saskatchewan and provides synergies across the combined operations. The operating results of Spirit Mountain and Millennium have been consolidated into Bri-Chem's financial statements following the closing of the acquisition.

Operating since 1985, Bri-Chem has evolved into a premier wholesale supplier of drilling fluid chemicals and additives to the oil and gas industry. It provides over 100 domestic and foreign products at competitive prices to customers throughout Alberta, British Columbia and Saskatchewan. Bri-Chem has access to over 100 different products in a wide variety of weights and clays, lost circulation materials, chemicals and oil mud products. Bri-Chem ensures that each location is fully stocked to deal with every situation and guarantees that their supplies are delivered within 12 hours of request. The timely delivery and consistent adherence to this policy is a contributor to customer retention and growth.

Seasonality of Operations

Weather conditions can affect the sale of the Company's products and services. The ability to move heavy equipment in the Canadian oil and natural gas fields is dependent on weather conditions. As a result, spring months in Western Canada and the duration of the spring break-up has a direct impact on the Company's activity levels. In addition, many exploration and production areas in the northern Western Canadian Sedimentary Basis ("WCSB") are accessible only in winter months when the ground is frozen hard enough to support the weight of heavy equipment. The timing of freeze-up and spring break-up affects the ability to move equipment in and out of these areas. As a result, late March through May is traditionally the Company's slowest period.

Growth Strategy

The Company will continue to focus on growth by expanding its market presence in the chemical and fluids distribution markets. Acquisitions may play a significant role in the Company's growth. Management recognizes that the key determinants to successfully building shareholder value from acquisitions are reaching agreement on an appropriate valuation and efficiently integrating corporate cultures. Acquisitions are intended to increase geographical, industry and seasonal diversification.

Comparative figures

Certain of the prior period's figures have been reclassified to conform to the current period consolidated financial statement presentation.

Prior to the amalgamation on January 1, 2007, Gwelan Supply Ltd.'s year end was July 31. Gwelan Supply Ltd. was a private company and shareholders would bonus out a majority of the profits at year end. On July 31, 2006, $8,794,731 was declared as a bonus which represents a bonus for the 12 month period. The comparative figures presented include the pro-rated portion of the bonus that applies to the appropriate period. The September 30, 2006 comparative financial statements include the bonus in salaries and employee benefits representing $5,130,260.

Comparative earnings per share are presented using the amount of shares that were exchanged for Gwelan Supply Ltd. effective January 1, 2007 upon amalgamation.

FINANCIAL SUMMARY

Consolidated Income Statement	**(Unaudited) For the three months ended September 30**		**Change $**	**%**
	2007	2006		
Sales	**$ 18,889,017**	$ 17,097,329	1,791,688	10.5%
Gross Margin	**3,307,303**	3,083,905	223,398	7.2%
Gross Margin %	**17.5%**	18.0%		(0.5)%
Operating expenses [1]	**1,469,009**	1,347,044	121,965	9.1%
EBITDA [2]	**1,838,294**	1,736,861	101,433	5.8%
Depreciation and amortization	**149,564**	56,079	93,485	166.7%
Interest	**400,781**	166,392	234,389	140.1%
Earnings before tax and non-controlling interest	**1,287,949**	1,514,390	(226,440)	(15.0)%
Income taxes [3]	**113,175**	310,138	(196,963)	(63.5)%
Non-controlling interest	**-**	35,867	(35,827)	(100.0)%
Net earnings	**$ 1,174,774**	$ 1,168,385	6,390	0.5%
Earnings per share – Basic [4]	**0.09**	0.11	n/a	n/a
Earnings per share – Diluted [4]	**0.09**	0.11	n/a	n/a
Shares outstanding – Basic [4]	**12,794,850**	10,205,700	n/a	n/a
Shares outstanding – Diluted [4]	**12,797,911**	10,205,700	n/a	n/a

(1) See page 18 for a further explanation of this non-GAAP measure.
(2) Represents earnings before interest, taxes, depreciation and amortization (see page 18 for a further explanation of this non-GAAP measure).
(3) The Company has approximately $1,603,980 of non-capital loss carry forwards available to reduce taxable income in the future years. The benefits of these losses have been recognized as a reduction of current income tax liabilities as their realization will be utilized in the current year.
(4) As a result of the reverse take-over, the comparative financial figures reflect those of consolidated Gwelan Supply Ltd. when it was a private company. Comparative earnings per share are presented using the amount of shares that were exchange for Gwelan Supply Ltd. effective January 1, 2007 upon amalgamation.

Consolidated Income Statement	**(Unaudited) For the nine months ended September 30**		**Change $**	**%**
	2007	2006		
Sales	**$ 38,161,114**	$ 51,587,977	(13,426,863)	(26.0)%
Gross Margin	**6,849,631**	8,739,871	(1,890,240)	(21.6)%
Gross Margin %	**17.9%**	16.9%		1.0%
Operating expenses [1]	**3,361,621**	7,098,390	(3,736,769)	(52.6)%
EBITDA [2]	**3,488,010**	1,641,481	1,846,529	112.5%
Depreciation and amortization	**326,617**	165,663	160,954	97.2%
Interest	**1,074,730**	586,945	487,785	83.1%
Earning before tax and non-controlling interest	**2,086,663**	888,873	1,197,790	134.8%
Income taxes [3]	**113,175**	310,138	(196,963)	(63.5)%
Non-controlling interest	**-**	38,141	(38,141)	(100.0)%
Net earnings	**$ 1,973,488**	$ 540,594	$ 1,432,894	265.1%
Earnings per share – Basic [4]	**0.16**	0.05	n/a	n/a
Earnings per share – Diluted [4]	**0.16**	0.05	n/a	n/a
Shares outstanding – Basic [4]	**12,409,506**	10,205,700	n/a	n/a
Shares outstanding – Diluted [4]	**12,412,567**	10,205,700	n/a	n/a

(1) See page 18 for a further explanation of this non-GAAP measure.
(2) Represents earnings before interest, taxes, depreciation and amortization (see page 18 for a further explanation of this non-GAAP measure).
(3) The Company has approximately $1,603,980 of non-capital loss carry forwards available to reduce taxable income in the future years. The benefits of these losses have been recognized as a reduction of current income tax liabilities as their realization will be utilized in the current year.
(4) As a result of the reverse take-over, the comparative financial figures reflect those of consolidated Gwelan Supply Ltd. when it was a private company. Comparative earnings per share are presented using the amount of shares that were exchange for Gwelan Supply Ltd. effective January 1, 2007 upon amalgamation.

RESULTS OF OPERATIONS

Revenue

Consolidated revenues for the three and nine months ended September 30, 2007 were $18,889,017 and $38,161,114 respectively. This represents an increase of 10.5% and a decrease of 26%, respectively, over the same periods in 2006. The increase during the quarter was the result of additional revenues from new customers and geographic locations brought on by the acquisition of Spirit Mountain Holdings Ltd.

During the third quarter of 2007, industry drilling rig utilization rates averaged 38%, representing a 25% decline from the same period last year when drilling rig activity averaged 63%. Despite the decline in the drilling activity, the Company experienced an increase in the volume of its products sold in the third quarter of 2007 when compared to the same period last year.

Traditionally, the Company's busiest region for first half of the drilling season has been the north eastern portion of British Columbia, or more directly the Fort Nelson and the Fort St. John areas. These areas have, in the past, produced a large portion of overall winter and spring sales. The drilling programs were drastically cut in both Fort Nelson and Fort St. John. While the majority of the Company's sales growth in the comparable period related to increased activity in the northern British Columbia regions, the nine months of 2007, drilling activity was down 43% with only 666 wells drilled in the area as compared to 1,168 wells drilled during the same period last year.

The Company has seen a decline in revenues from the Alberta warehouses of approximately 30% which is consistent with the decline in overall drilling activity.

Gross Margin	**(Unaudited) For the three months ended September 30**		**Change $**	**%**
	2007	2006		
Total Gross Profit	**3,307,303**	3,083,905	223,398	7.2%
% of sales	**17.5%**	18.0%		(0.5)%

Gross Margin	**(Unaudited) For the nine months ended September 30**		**Change $**	**%**
	2007	2006		
Total Gross Profit	**6,849,631**	8,739,871	(1,890,240)	(21.6)%
% of sales	**17.9%**	16.9%		1.0%

Consolidated gross profit for the three and nine months ended September 30, 2007 increased by 7.2% and decreased by 21.6% respectively due to the overall decline in oilfield activity levels. Consolidated gross profit as a percent of consolidated revenues decreased by 0.5% to 17.5% from 18.0% for the three months ended September 30, 2007 and increased by 1.0% to 17.9 % from 16.9% for the nine months ended September 30, 2007. The change in margins relate to seasonal changes in product mix, whereby higher margin products sold may vary depending on the time of year. The increase is largely due to the benefits realized from seeking purchase discounts and cost effective buying.

Operating Expenses

Salaries and employee benefits	**(Unaudited) For the three months ended September 30**		**Change $**	**%**
	2007	2006		
Expense amount	**$ 880,911**	$ 1,009,676	(128,765)	(12.8)%
% of sales	**4.7%**	5.9%		(1.2)%

Salaries and employee benefits	**(Unaudited) For the nine months ended September 30**		**Change $**	**%**
	2007	2006		
Expense amount	**$ 1,888,756**	$ 6,085,966	(4,197,210)	(69.0)%
% of sales	**4.9%**	11.8%		(6.9)%

The decrease in salary and employee benefits on a comparative basis is largely related to a year-end declared bonus at July 31, 2006 for Gwelan Supply Ltd. while it was a private company. For comparative purposes, the year-end declared bonus has been pro-rated on the basis of 7/12ths of the value calculated at July 31, 2006 and 1/7th pro-ration and full amount of bonus, representing $732,896 and $5,130,260, is reflected in the three and nine month periods ending September 30, 2006.

Gross salaries and benefits for the three and nine months ended September 30, 2007 was $880,911 and $1,888,756 compared to the $276,780 and $955,706 before the year-end declared bonus, an increase of $604,131 (218.3%) and $933,050 (97.6%) respectively. Approximately $80,000 and $240,000 of this increase, for the three and nine months ended September 30, 2007, is directly related to two executive officers previously not drawing a comparable salary in the prior period due to Gwelan Supply Ltd. operating as a private company with management salaries being paid on a discretionary basis. There were 7 additional staff brought on from acquisition of Spirit Mountain as well as personnel added to administration. In addition, for the three and nine months ended September 30, 2007, $129,266 and $304,270 of the salaries and benefits increase is related to stock based compensation.

Selling, general and administration	**(Unaudited) For the three months ended September 30**		**Change $**	**%**
	2007	2006		
Operating expenses ($'s)				
Selling	**$ 156,138**	$ 152,865	3,273	2.1%
Professional and consulting	**144,639**	120,022	24,617	20.5%
General and administration	**174,398**	20,619	153,779	745.8%
Rent, utilities and occupancy costs	**112,923**	43,862	69,061	157.5%
	$ 588,098	$ 337,368	250,730	74.3%
Operating expenses (as a % of sales)				
Selling	**0.9%**	1.1%		
Professional and consulting	**0.8%**	0.7%		
General and administration	**0.9%**	0.1%		
Rent and utilities	**0.6%**	0.3%		
	3.2%	2.2%		

Selling, general and administration	**(Unaudited) For the nine months ended September 30**		**Change $**	**%**
	2007	2006		
Operating expenses ($'s)				
Selling	**$ 519,674**	$ 462,842	56,832	12.3%
Professional and consulting	**306,033**	168,878	137,155	81.2%
General and administration	**392,741**	193,380	199,361	103.1%
Rent, utilities and occupancy costs	**254,417**	187,324	67,093	35.8%
	$ 1,472,865	$ 1,012,424	$ 460,441	45.5%
Operating expenses (as a % of sales)				
Selling	**1.4%**	1.0%		
Professional and consulting	**0.8%**	0.3%		
General and administration	**1.0%**	0.4%		
Rent and utilities	**0.7%**	0.4%		
	3.9%	2.1%		

The following is an analysis of the selling, general and administration categories:

Selling expenses increased due to increased operating costs of delivery vehicles, increased travel costs as a result of the reorganization and financing of the Company and a 55.6% increase in the number of liquid liquid storage tank rentals.

Professional and consulting expenses increased due to legal and corporate costs with respect to the Company's reorganization. Costs in this category comprise mainly accounting, legal, advisory and consulting fees.

General and administration expenses increased primarily due to a timing difference in insurance costs and repairs to warehouses in Camrose and Estevan.

Warehouse rent, utilities and occupancy costs expenses increased due to three new warehouses in Veteran, Swift Current and Nisku, along with new office space in Calgary, as a result of the Millennium acquisition. Costs in this category comprise mainly of rent, utilities, warehouse expense for the Camrose, Acheson and Estevan locations.

Depreciation and amortization	**(Unaudited) For the three months ended September 30**		**Change $**	**%**
	2007	2006		
Property and Equipment	**$ 74,759**	$ 56,079	18,680	33.3%
Intangibles	**74,805**	-	74,805	100.0%
Total	**$ 149,564**	$ 56,079	93,485	166.7%

Depreciation and amortization	**(Unaudited) For the nine months ended September 30**		**Change $**	**%**
	2007	2006		
Property and Equipment	**$ 192,812**	$ 165,663	27,149	16.4%
Intangibles	**133,805**	-	133,805	100.0%
Total	**$ 326,617**	$ 165,663	$ 160,954	97.2%

Amortization expense increased during the three and nine month periods ended September 30, 2007 when compared to the same periods last year as a result of increased amortization of intangible assets related to the 30% minority interest acquired for Sodium Solutions Inc. on December 31, 2006. In addition, there was amortization relating to customer relationships, and non-compete agreements from the acquisition of Millennium.

Interest	**(Unaudited) For the three months ended September 30**		**Change $**	**%**
	2007	2006		
Interest on long-term debt	**$ 197,517**	$ 157,978	39,539	25.0%
Interest on short-term operating debt	**203,264**	8,414	194,850	2,315.8%
Total	**$ 400,781**	$ 166,392	234,389	140.9%

Interest	**(Unaudited) For the nine months ended September 30**		**Change $**	**%**
	2007	2006		
Interest on long-term debt	**550,442**	562,592	(12,150)	(2.2)%
Interest on short-term operating debt	**524,288**	24,353	499,935	2,052.9%
Total	**1,074,730**	586,945	487,785	83.1%

Interest on long-term debt increased during the three and nine month periods ended September 30, 2007 when compared to the same periods last year as a result of new financings completed pursuant to the reorganization of the Company.

As at September 30, 2007, long-term debt consisted of a $2,200,000 6% note payable issued to shareholders of the Company as a result of the purchase of Gwelan Supply Ltd., a $1,869,900 prime plus 0.85% demand loan outstanding with a Canadian chartered bank and a $3,000,000 subordinated loan bearing interest at prime plus 7% with a financial institution and a $300,000 promissory note payable bearing interest at prime. Interest on short-term operating debt increased over the comparable periods last year due to the funding of the acquisition of Spirit Mountain.

Income Tax	**(Unaudited) For the three and nine months ended September 30**		**Change $**	**%**
	2007	2006		
Expense amount	**$ 113,175**	$ 310,138	(196,963)	(63.5)%
Effective tax rate	**30%**	34%		

At December 31, 2006, the Company had approximately $1,603,980 of non-capital loss carry forwards available to reduce taxable income in future years. The benefits of these losses have been recognized as a reduction of current income tax liabilities as their realization will be used in the current year.

The reduction in the effective tax rate in the second quarter of 2007 to 30% from 34% for the same period last year resulted from the effects of substantively enacted changes in the Canadian Federal tax rates and the Alberta corporate tax rate in 2006 that are to be phased in over the next five years. The Federal tax rate reduction combined with the one time decrease in the Alberta corporate tax rate effective April 1, 2006 resulted in a statutory rate of 32.12% for 2007. This rate is scheduled to be reduced to 29% by the year 2010.

Net Earnings	**(Unaudited) For the three months ended September 30**		**Change $**	**%**
	2007	2006		
Net Earnings	**$ 1,174,774**	$ 1,168,385	6,389	0.5%
% of revenue	**6.2%**	6.8%		
EBITDA (1)	**$ 1,838,294**	$ 1,736,861	101,433	5.8%
% of revenue	**9.7%**	10.2%		

(1) EBITDA is a non-GAAP measure which the Company defines as earnings before interest expense, taxes, depreciation, amortization, accretion expense and write-downs. (See page 18 for a further explanation of this non-GAAP measure).

Net Earnings	**(Unaudited) For the nine months ended September 30**		**Change $**	**%**
	2007	2006		
Net Earnings	**$ 1,973,488**	$ 540,594	1,432,894	265.1%
% of revenue	**5.2%**	1.0%		
EBITDA (1)	**$ 3,488,010**	$ 1,641,481	1,846,529	112.5%
% of revenue	**9.1%**	3.2%		

(1) EBITDA is a non-GAAP measure which the Company defines as earnings before interest expense, taxes, depreciation, amortization, accretion expense and write-downs. (See page 18 for a further explanation of this non-GAAP measure).

The net earnings from operations for the three months ended September 30, 2007 increased by 0.5% to $1,174,775 from $1,168,385 for the same period last year and EBITDA from operations increased by 5.8% in the third quarter of 2007 when compared to the same quarter last year. The increase is mainly related to a year-end declared bonus at July 31, 2006 for Gwelan Supply Ltd. while it was a private company. For comparative purposes, the bonus has been pro-rated on the basis of 7/12ths of the value calculated at July 31, 2006 and 1/7th of that pro-ration reflected in the quarterly statements for the period ending September 30, 2006.

Net earnings from operations for the nine months ended September 30, 2007 increased by 265.1% to $1,973,488 from $540,594 for the same period last year and EBITDA from operations increased by 112.5% when compared to the same period last year. The increase is mainly related to a year-end declared bonus at July 31, 2006 for Gwelan Supply Ltd. while it was a private company. For comparative purposes, the bonus has been pro-rated on the basis of 7/12ths of the value calculated at July 31, 2006 and that pro-ration has been reflected in the quarterly statements for the period ending September 30, 2006.

SUMMARY OF QUARTERLY DATA

	2007		
(In thousands of $)	Q3	Q2	Q1
Sales	**$18,889**	**$6,136**	**$13,137**
Gross Margin	**3,308**	**1,204**	**2,339**
Gross Margin %	**17.5%**	**19.6%**	**17.8%**
EBITDA(1)	**1,838**	**337**	**1,313**
Net earnings (loss)	**1,175**	**(102)**	**901**
Basic earnings per share	**0.09**	**(0.01)**	**0.07**
Diluted earnings per share	**0.09**	**(0.01)**	**0.07**

(1) EBITDA is a non-GAAP measure which the Company defines as earnings before interest expense, taxes, depreciation, amortization, accretion expense and write-downs. (See page 18 for a further explanation of this non-GAAP measure).

Weather conditions can affect the sale of the Company's products and services. The ability to move heavy equipment in the Canadian oil and natural gas fields is dependent on weather conditions. As a result, spring months in Western Canada and the duration of the spring break-up has a direct impact on the Company's activity levels. In addition, many exploration and production areas in the northern Western Canadian Sedimentary Basis ("WCSB") are accessible only in winter months when the ground is frozen hard enough to support the weight of heavy equipment. The timing of freeze-up and spring break-up affects the ability to move equipment in and out of these areas. As a result, late March through May is traditionally the Company's slowest period.

Revenues for the three month period ending September 30, 2007 increased by $12.8 million from revenues of $6.1 million in the quarter ended June 30, 2007. The increase was largely due to seasonality and the acquisition of Millennium. EBITDA also increased in the third quarter by $1.5 million resulting from similar conditions as the increase in revenue.

FINANCIAL CONDITION & LIQUIDITY

As at September 30, 2007, the Company had positive working capital of $18,604,463 compared to $13,523,893 at December 31, 2006. The Company's current ratio (defined as current assets divided by current liabilities) was 1.84 to 1 at September 30, 2007 compared to 1.37 to 1 at December 31, 2006. As at September 30, 2007, the Company had $9,822,783 outstanding under its available credit facilities of $25,000,000, with a Canadian chartered bank, as compared to $17,410,925 at December 31, 2006. The Company also has a $2,000,000 subordinate loan facility which can be drawn on at anytime in increments of $500,000. The improved working capital was a result of improved collection of receivables to 69 days outstanding from 100 days outstanding for the same period last year. The Company has been able to maintain vendor payables to 60 days or less. We expect our working capital to remain strong for the remainder of 2007.

Despite the recent weakness in oil and gas drilling activity, the Company's balance sheet, as at September 30, 2007, remains strong with total assets of $46,658,973 as compared to total liabilities of $29,248,494. Accounts receivable increased by $682,016 (3.3%) from $20,950,162 to $21,632,178 as a result of induced sales activity during the period and all major accounts due in 90 days or less. Payables and accruals were $10,307,455 (December 31, 2006 - $6,927,364), an increase of $3,380,091 (48.8%) as a result of purchasing product for the upcoming winter drilling program.

Goodwill

The increase in goodwill of $817,946 for the three and nine month period ending September 30, 2007 was the result of acquisition of Spirit Mountain and Millennium. The value of Millennium's employees and their warehouse locations is reflected in the goodwill.

Goodwill represents the excess of the purchase price of an acquisition over the fair value of the underlying net assets acquired at the date of acquisition. Goodwill arising from acquisitions is not amortized and is tested for impairment annually, or more frequently if events or changes in circumstances indicate the asset might be impaired. Impairment is tested by comparing the carrying amount of the reporting unit, including goodwill, with its fair value. Fair value is determined using the discounted, estimated future operating cash flows of the reporting unit. When the fair value of the reporting unit exceeds its carrying value, goodwill of the reporting unit is not considered to be impaired. When the carrying value of the reporting unit exceeds its fair value, the implied fair value of the reporting unit's goodwill, determined in the same manner as the value of goodwill is determined in a business combination, is compared with its carrying amount to measure the amount of the impairment loss, if any.

Intangibles

Intangible assets acquired individually or as part of a group of other assets are initially recognized and measured at cost. The cost of a group of intangible assets acquired in a business combination that meet the specified criteria for recognition apart from goodwill is allocated to the individual assets acquired based on their relative fair values.

Intangible assets increased from June 30, 2007 to September 30, 2007 as a result of the Company's purchase of Sprit Mountain and Millennium, with the majority of the value of consideration given to customer relationships, which are being amortized over 5 years. Millennium has a strong customer base and is strategically located in Saskatchewan, which Bri-Chem had presence in that market.

Intangible assets with finite useful lives are amortized over their useful lives. Intangible assets with infinite useful lives are reviewed for impairment annually.

The amortization methods and estimated useful lives of intangible assets, which are reviewed annually, are as follows:

Customer relationships	Straight-line –5 years
Proprietary technology, technological expertise and proprietary blends	Straight-line – 3 years
Non-compete agreements	Straight-line – 5 years

Property and equipment

The Company's September 30, 2007 investment in property and equipment was primarily due to the expansion of a blending facility in the Acheson, Alberta location. Future capital expenditures are to include upgrading warehouse space in Acheson and Estevan.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements during the current or comparable reporting period.

Transactions with Related Parties

During the period, the Company incurred selling, general and administrative expenses in the normal course of operations with affiliated companies, which certain directors control as follows:

	2007 (9 months)	2006
Advisory	$ 105,000	$ -
Accounting and administrative	13,500	-
Corporate	13,500	-

In management's opinion, these transactions are all in the normal course of operations and are conducted at fair market value.

OUTLOOK

The downward trend in levels of activity experienced in the first half of 2007 continued into the third quarter of the year. Drilling activity, based on drilling operating days, was down 22% during the third quarter and 26% for the nine months of 2007 compared to the same periods of 2006. Rig utilization averaged 38% during the third quarter of 2007 compared to 63% for the same period in 2006 and 39% year-to-date, compared to 65% for the first nine months of 2006.

The downturn in industry activity levels will likely extend through the remainder of 2007 and into the winter drilling program given the continuation of the overhang in natural gas inventory levels that North America is currently experiencing. The Company will rely on its strong customer base to support its operations and will continue to focus on prudently managing operating costs.

As a consequence of lower natural gas prices, a stronger Canadian dollar and a revised royalty regime in the Province of Alberta, drilling activity in Western Canada is not expected to return to significantly higher levels in the near-term. The Petroleum Services Association of Canada forecasts that the number of wells drilled in 2008 will decline 17% from 2007 to approximately 14,500 wells.

Despite the uncertainty, the Company is well positioned to manage the existing downturn in the sector due to its strong balance sheet, ability to control costs and its solid platform to seek growth opportunities through acquisitions in an effort to diversify and broaden the Company's chemical and drilling fluids market presence.

RISKS AND UNCERTAINTIES

Competition and Industry Conditions

There is a strong correlation between drilling activity and demand for the Company's drilling fluids. Industry demand for the Company's drilling products is further determined by activity levels that are focused on deep well drilling and applications common to the foothills region and northern Alberta and British Columbia, areas known for deeper drilling. Oil and gas activity in these geographic regions is normally strong during winter months or other times when climatic conditions are favorable.

The capital expenditure programs of oil and gas companies largely affect the products provided by the Company. The magnitude of capital expenditures determines the demand for the Company's drilling fluids to the oil and gas industry. The primary catalysts to high expenditures and activity levels in the energy industry are oil and gas prices which, in turn, are influenced strongly by supply and demand expectations. The ability to forecast the price of crude oil or natural gas is extremely difficult as many global factors affecting commodity prices are beyond the control of the Company.

The Government of Alberta recently announced a new royalty regime for the province's oil, natural gas and oilsands sector. The implementation of the proposed changes to the royalty regime in Alberta are subject to certain risks and uncertainties. At this time, it is not possible to predict the impact these changes could have on the Company's operations.

Supply-Side Risks

The Company distributes industrial products manufactured or supplied by a number of major suppliers. The Company does not have long-term contracts with any of its major suppliers. Although the Company believes that it has access to similar products from competing suppliers, any disruption in the Company's sources of supply, particularly of the most commonly sold items or any material fluctuation in the quality, quantity or cost of such supply, could have a material adverse effect upon the Company's results of operations and financial condition. Also, supply shortages occur at times as a result of unanticipated demand, production difficulties or delivery delays. In such cases, suppliers often allocate products among distributors. Future supply shortages may occur from time to time and may have a short-term material adverse effect on the Company's results of operations and financial condition.

Oil and Natural Gas Prices

The revenue, cash flow and earnings of the Company are substantially dependent upon and affected by the level of activity associated with oil and natural gas exploration. Both short-term and long-term trends in oil and natural gas prices affect the level of such activity.

Worldwide military, political and economic events, including initiatives by the Organization of Petroleum Exporting Countries, may affect both the demand for and the supply of oil and natural gas. Weather conditions, governmental regulation, levels of consumer demand, the availability of pipeline capacity and other factors beyond the Company's control may also affect the supply of and demand for oil and natural gas leading to future price volatility.

Seasonal Weather

In Canada, the level of activity in the oil and natural gas industry is influenced by seasonal weather patterns. Spring break-up during the second quarter of each year leaves many secondary roads temporarily incapable of supporting the weight of heavy equipment, which results in severe restrictions in the level of energy services. The timing and duration of spring break-up is dependent on weather patterns and the duration of this period will have an impact on the level of business of the Company.

Credit Risk

The Company's revenues are predominantly from products sold to large oil and gas fluid engineering companies which may result in significant exposure to one customer or on a combined basis to several individual customers. Concentration of credit risk on the Company's trade accounts receivable exists in the oil and gas industry. The Company's management regularly reviews outstanding accounts receivable and follows up with customers when settlement has not occurred on a timely basis. Management believes that the Company is exposed to minimal credit risk since the majority of its business is conducted with companies that have a large market presence in the industry and or are large publicly held companies.

CRITICAL ACCOUNTING ESTIMATES

In preparing the consolidated financial statements, in conformity with Canadian generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates included in the interim consolidated financial statements are the valuations of accounts receivable, the sales return provision, inventory, future tax assets, carrying value of goodwill, intangibles and accrued liabilities. Actual results could differ from these estimates.

CHANGE IN ACCOUNTING POLICY AND NEW ACCOUNTING POLICY

Effective January 1, 2007, the Company adopted the new provisions prescribed by the Accounting Standards Board, "Financial Instruments – Recognition and Measurement", "Hedges", and "Comprehensive Income". The application of these new standards did not have a significant effect on the Company's financial position, earnings, or cash flows.

In June 2007, the CICA issued Emerging Issues Committee Abstract No. 166 "Accounting Policy Choices for Transaction Costs", effective for annual or interim periods ending on or after September 30, 2007. The guidance provides additional clarification on accounting policy choices related to transaction costs under CICA Handbook Section 3855 "Financial Instruments – Recognition and Measurement". The accounting policy allows companies a choice of recognizing transaction costs in net income when incurred or adding transaction costs from an acquisition or issuance of a financial asset or liability to the financial instrument's carrying cost, depending on each financial instrument. The Company has chosen to add the transaction costs to the carrying amount of the related financial instrument.

Future Accounting Pronouncements

Effective January 1, 2008, the Company will be required to adopt two new CICA standards, Section 3862 "Financial Instruments – Disclosures" and Section 3863 "Financial Instruments – Presentation" which will replace Section 3061 "Financial Instruments – Disclosure and Presentation".
The new disclosure standard increases the emphasis on the risks associated with both recognized and unrecognized financial instruments and how these risks are managed. The new presentation standard carries forward the former presentation requirements. The Company is currently assessing the impact these new standards will have on its consolidated financial statements.

Effective January 1, 2008, the Company will be required to adopt CICA Section 3031 "Inventories". This section relates to the accounting for inventories and revises and enhances the requirements for assigning costs to inventories. The Company is currently assessing the impact of the implementation of this section on its consolidated financial statements.

In November 2006, the CICA issued new handbook Section 1535, "Capital Disclosures", effective for annual and interim periods beginning on or after October 1, 2007. This section establishes standards for disclosing information about an entity's capital and how it is managed in order that a user of the financial statements may evaluate the entity's objectives, policies and processes for managing capital. The Company is currently assessing the impact of this section on its consolidated financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, funds held in trust, note receivable, receivables, bank indebtedness, payables and accruals, demand loans, note payable and long-term debt. Unless otherwise indicated, the carrying values of these financial instruments are reasonable estimates of their fair value.

Credit risk

Credit risk arises from the possibility that the entities to which the Company provides services may experience financial difficulty and be unable to fulfill their obligations. Concentrations of credit risk on trade accounts receivable are with customers in the oil and gas industry. Revenue from the Company's largest three customers accounted for approximately 52% (September 30, 2006 - 47%) of total revenue for the nine months ended September 30, 2007 and 52% (September 30, 2006 – 56%) of total accounts receivable at period end.

Interest rate risk

Demand loans and bank indebtedness are subject to interest rate cash flow risk as the required cash flow to service the debt will fluctuate as a result of the changing prime interest rate. It is management's opinion that interest rate risk is not significant.

SHARE DATA

As at September 30, 2007, the Company had 12,926,838 common shares issued and outstanding. The board of directors may grant options to purchase up to 1,400,000 common shares. As of September 30, 2007, options to purchase 1,353,000 common shares were outstanding at an average price of $1.99 per common share. Agent options totaling 283,000 are outstanding at an average exercise price of $2.00. Warrants totaling 350,000 with an exercise price of $2.03 may be exercised into common shares prior to July 17, 2010.

MEASURES NOT IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES

The following measures included in this report do not have a standardized meaning under Canadian generally accepted accounting principles and, therefore, are unlikely to be comparable to similar measures presented by other companies:

EBITDA (Earnings before interest, taxes, depreciation and amortization) is not a concept recognized by generally accepted accounting principles, however is recognized in industry as an indirect measure for operating cash flow, a significant indicator of the success of any business. The following is a reconciliation of EBITDA to net earnings for each of the periods presented in this MD&A:

EBITDA	**(Unaudited) For the three months ended September 30**	
	2007	2006
Net Earnings before non-controlling interest	**$ 1,174,774**	$ 1,204,252
Add:		
Interest	**400,781**	166,392
Income Taxes	**113,175**	310,138
Amortization	**149,564**	56,079
EBITDA	**$ 1,838,294**	$ 1,736,861

EBITDA	**(Unaudited) For the nine months ended September 30**	
	2007	2006
Net Earnings before non-controlling interest	**$ 1,973,488**	$ 578,735
Add:		
Interest	**1,074,729**	586,945
Income Taxes	**113,175**	310,138
Amortization	**326,617**	165,663
EBITDA	**$ 3,488,010**	$ 1,641,481

Operating expenses as presented on pages 5 and 6 is not a concept recognized by generally accepted accounting principles as it does not include interest and amortization expense related to operations. The following is a reconciliation of operating expenses as presented in this MD&A to total expenses as presented in the September 30, 2007 consolidated financial statements:

Operating Expenses	**(Unaudited) For the three months ended September 30**	
	2007	2006
Operating Expenses	**$ 1,469,009**	$ 1,347,044
Add:		
Interest	**400,781**	166,392
Amortization	**149,564**	56,079
Total Expenses	**$ 2,019,354**	$ 1,569,515

Operating Expenses	**(Unaudited) For the nine months ended September 30**	
	2007	2006
Operating Expenses	**$ 3,361,621**	$ 7,098,390
Add:		
Interest	**1,074,730**	586,945
Amortization	**326,617**	165,663
Total Expenses	**$ 4,762,968**	$ 7,850,998

DISCLOSURE CONTROLS AND INTERNAL CONTROL OVER FINANCIAL REPORTING

The Chief Executive Officer and Chief Financial Officer are responsible for the design of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements in accordance with accounting principles generally accepted in Canada. Based on a review of its internal control procedures at the end of the period covered by this MD&A, the Chief Executive Officer and Chief Financial Officer believe its internal controls and procedures are effective in providing reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner.

The Chief Executive Officer and Chief Financial Officer are also responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, is made known to the Company's certifying officer(s). The Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures as of September 30, 2007 and have concluded that these controls and procedures are effective in providing reasonable assurance that material information relating to the Company is made known to them by others within the Company.

It should be noted that while the Company's Chief Executive Officer and Chief Financial Officer believe that the Company's disclosure controls and procedures provide reasonable assurance, they do not guarantee that the disclosure controls and procedures will prevent all errors and fraud because those controls and procedures can only provide reasonable assurance, not absolute assurance. A control system, no matter how well conceived or operated cannot provide absolute assurance because there are inherent limitations in all control systems. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake.

Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Corporate Information

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Edmonton, Alberta

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Edmonton, Alberta

Brian Campbell
COO and Director
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Albert Sharp
Director
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