



LATIN AMERICAN  
MINERALS INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**For The Six Months Ended**  
**June 30, 2010**

## **INTRODUCTION**

The following discussion of performance and financial condition should be read in conjunction with the unaudited financial statements of the Company for the Three and Six Months Ended June, 2010 (the "Financial Statements"). The Company's financial statements are prepared in accordance with Canadian GAAP. The Company's reporting currency is Canadian dollars. The date of this Management's Discussion and Analysis is August 30, 2010.

## **DESCRIPTION OF BUSINESS**

Latin American Minerals Inc. (the "Company" or "Corporation") was incorporated under the Canada Business Corporations Act on December 9, 2003. The Company was listed on the TSX Venture Exchange (the "Exchange" or "TSX-V") on November 22, 2004 as a Capital Pool Company and subsequently became an active exploration company.

The Company is an exploration company focussed on the discovery, acquisition and development of base and precious metals projects in under-explored but highly prospective countries of South America.

## **MINERAL PROPERTIES**

### *Description*

#### **General:**

The Company is a mineral exploration company focussed on the discovery, acquisition and development of potential mineral deposits in Latin America. Currently, the Company has active exploration projects in Paraguay. The Paso Yobai gold project and Itapoty diamond project are located in Paraguay. The properties are at various stages of exploration.

**Paso Yobai Gold Property** covers approximately 15,615 hectares in eastern Paraguay. It is our most advanced exploration project having completed to date the following: 3700 km airborne electromagnetic and magnetometer surveys, 13,586 soil geochemical samples, 622 km ground magnetometer survey, 12 extensive mechanical trenches with 713 samples, and 6,705 metres of diamond drilling including 3300 core holes samples. This work confirmed the discovery of a new gold camp at Paso Yobai. Highlights of the exploration results include the discovery of a regional gold bearing structure 8 kilometres long outlined by a linear magnetic feature. The gold values defining the soil anomaly range from 76 to 1,100ppb gold. A total of 5,199 metres of drillings has been completed on the Property in the first diamond drilling program. The initial 2,000 metres of diamond drilling was completed in 2007 and included the discovery hole DDH-LAT-11, which intersected 6.5 metres averaging 26.64gpt gold, which included two bonanza intersections of 138.39gpt gold and 105.51gpt gold over 0.5 metres. In the Q-1 2008 more than 3000 meters defining the 8 km gold bearing zone in depth was completed. After the second diamond drilling program between March and May 2009 and in conjunction with the large trenches, the Discovery Zone was defined, which is a high grade gold zone traced along strike for approximately 1,200 meters.

Within the Discovery Zone there are six (6) small pits established by local miners. Forty (40) rock chip samples were collected from these pits and returned assays from 1 gpt gold to 108 gpt gold. Sampling widths ranged from 0.5 to 2 metres, determined by the narrow artisanal workings. High grade samples grading over 10 gpt gold are associated with calcite, ankerite and minor quartz stockwork hosted in a diabase. Disseminated silica-kaolin hosted Au occurs in the sandstone of the wall rock.

The eleven (11) very large trenches excavated by Latin at 100 meter intervals across a 1,000 metre section of the Discovery Zone, are approximately 10 metres wide, 15 metres deep and 40 metres long and are designed to expose the gold bearing zone for mapping and bulk sampling. The trenching exposed coarse visible gold in a new zone not previously recognized in diamond drilling. The gold occurs in brecciated sandstone, which defines the contact zone between the mafic alkalic dyke and the host sandstone, extending into the hanging wall and footwall for up to 5 metres.

Results in Trenches 1 to 7 show a high grade zone exposed in Trench 1 ("T1"), reporting 21.47 gpt Au over 0.5 metres. The zone continues in T2, reporting 61.38 gpt Au over 0.5 metres, 10.08 gpt Au over 0.5 metres in T3, 34.79 gpt Au over 0.6 metres in T4, 55.51gpt Au over 1.0 metre in T5, 7.0 gpt Au over 0.7 metres in T6, and 18.48 gpt Au over 1.3 metres in T7. This continuous high grade zone is surrounded by one or possibly two lower grade shoots, producing a weighted average grade of 8 gpt Au over 7.5 metres in T2 and 11.47 gpt Au over 2.8 metres in T7. The trench results are geologically equivalent to the drilling results published in our January 16<sup>th</sup> 2008 press release of the Discovery Zone, suggesting the gold mineralization is continuous along strike and to depth.

Trenches 8, 9 and 11 show lower results, as most of the gold bearing zone has been extracted by artisan miners, depleting the high grade shoots down to the bottom of the trenches (about 15 metres). Further excavating to a depth of 25 metres will be carried out to confirm gold mineralization below the level of the artisan working. Drilling results under these trenches returned 12.52 gpt Au over 6 metres, indicating that the gold mineralization continues at depth.

On May 22, 2009, the Company reported that it had completed 13 diamond drill holes totalizing 1,380 metre in the second diamond drill program at Paso Yobai. All of the holes intersected the gold bearing host rock and wall rock alteration associated with gold deposits. Gold was intersected in all holes with values ranging from 100 ppb to 111.15 gpt Au over widths ranging from less than 0.5 metres to 3.8 metres. The most economically significant hole was DDH-LAT-43 which intersected 1.27 metres (from 84.50m to 85.77m) averaging 45.30 gpt Au, including 0.48 metres averaging 111.15 gpt Au, which contains visible gold.

DDH-LAT-43 is located 100 metres northeast along strike from the discovery hole DDH-LAT-11 drilled in 2007 that intersected 6.5 metres averaging 26.64 gpt Au, including 0.5 metres averaging 138.38 gpt Au, 4.0 metres averaging 43.08 gpt Au and 0.5m averaging 105.51 gpt Au.

Based on the encouraging exploration results, management believes the project has excellent exploration potential and has quantified this potential by defining a potential mineral deposit at Paso Yobai. The Company estimates the 1,200 metre long Discovery Zone may contain a Potential Mineral Deposit ranging from 450,000 to 900,000 tonnes with grades ranging from 4.0 to 7.0 gpt gold. By extension, the entire Paso Yobai gold trend, which has been continuously traced along

strike for 8 kilometres could host a potential mineral deposit ranging between 3,500,000 and 7,000,000 tonnes of similar grade.

The potential quantity and grade of the potential mineral deposit is conceptual in nature as there has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the target being delineated as a mineral resource.

The majority of the exploration activity was completed on the Discovery Zone, which has been traced along strike for approximately 1,200 metres and is open along strike to the northwest and southeast.

On November 3, 2009 the Company reported finding an additional gold soil trend. On February 17, 2010 the Company announced that this trend had been extended to 11 kilometres in length with three distinct clusters located in a 5,777 hectares area staked by the Company. This trend is not related to the mafic dykes as is the case with the previous find. The Company is proceeding to carry on large trenching work to expose the mineralization and to prepare a drilling campaign on the new targets.

In the last quarter of the year 2009, bulk samples were sent from the Discovery Zone to metallurgical labs in Vancouver, British Columbia, Canada for several tests. These metallurgical tests were conducted in order to ascertain the nature of the mineralization in terms of grade size distribution and other operating parameters. The tests were conducted by SEPRO and Met-Solve at their laboratory near Vancouver. During the second half of 2009, SEPRO was commissioned to prepare a preliminary design for a 25 tonne per hour gold processing plant that would provide valuable technical and metallurgical information that would complement existing and future drill program data in the preparation of a 43-101 compliant resource study. In advance of gold processing plant production, Latin will install a laboratory scale scrubber, rod mill and Falcon concentrating unit on site in order to test both Mining License and Exploration License material. This laboratory scale unit is was in the process of being installed in the second quarter.

### **Itapoty Diamond Project**

The Itapoty diamond property is located in Paraguay, approximately 120 kilometres north of Latin's Paso Yobai Gold Project. The property consists of several contiguous exploration licences. The Company owns or has the option to own 100% interest in the Property.

Diamonds were initially found in the region by local prospectors panning for gold in the 1960s. Some years later, De Beers collected 4 stream samples from the region, of which one contained 6 diamonds and all contained kimberlite indicator minerals ("KIMs"). The Corporation has collected 298 stream sediment samples at various locations in the region of the initial discovery. A total of 54 diamonds were found in 32 samples. That means 11% of the samples contained diamonds between 1 and 0.1 carats. A total of 56 samples contain chromites. Only 3 garnets were found and all are G9/G10, related to diamond-bearing rocks. The diamonds are champagne to brilliant white, slightly abraded and several exhibit exceptional crystal structures suggesting minimal alluvial transport. Microprobe work has been completed on the chrome spinels and they were found to fall within the kimberlite stability field.

Regionally, this area is part of the diamond rich Alto Paranaiba Igneous Province ("APIP") of Southern Brazil.

Ground Magnetometer Survey:

A ground magnetometer survey was undertaken under the supervision of Mr. John Kieley, P.Geo, Latin's independent consulting geophysicist and "Qualified Person". Mr. Kieley, formerly chief geophysicist for Barrick, provides QA/QC and interpretation of the survey results. To date 575 line kilometers have been completed along grid lines trending N-S established at 100 and 250m intervals. The survey identified:

- Structurally controlled and isolated circular magnetic anomalies characteristic of diatreme intrusives
- Magnetic anomalies coincident with topographic depressions at the headwaters of the diamond bearing streams.

Prospecting:

Prospecting of the stream beds discovered 3 individual and distinct occurrences of an altered fragmental rock in the headwater area of three diamond bearing streams.

**Tendal Massive Sulphide (Zn-Cu-Pb-Ag) Property**

This property is located in the Province of La Rioja, Argentina. The Property is wholly owned and covers approximately 36,400 hectares. Given a dramatic drop in the base metal prices the project was placed on care and maintenance until price improve.

**Rare Earth Initiative**

The Corporation announced on April 14, 2010 that it was initiating a search for rare earth exploration properties in South America, commencing in Paraguay and Argentina where the Corporation has operations.

***Exploration Expenditures by Quarter***

<b>PASO YOBAI</b>				
EXPENDITURES BY QUARTER				
Quarter Ended				
	June 30 10	March 31 10	Dec. 31 09	Sept. 30 09
Land management and acquisition	\$ 560,532	\$ 4,236	\$ 658,114	\$ 4,640
Personnel	104,760	130,362	136,145	117,208
Drilling roads, trench	220,305	131,845	(1,762)	35,828
Other	27,680	46,949	16,953	14,321
<b>Total</b>	<b>\$ 913,277</b>	<b>\$ 313,392</b>	<b>\$ 809,450</b>	<b>\$ 171,997</b>

<b>ITAPOTY DIAMOND PROJECT</b>				
EXPENDITURES BY QUARTER				
Quarter Ended				
	June 30 10	March 31 10	Dec. 31 09	Sept. 30 09
Land management and acquisition	\$ (157)	\$ 3,610	\$ 61,206	\$ 12,054
Personnel	9,483	20,657	4,058	19,793
Drilling roads, trench	2,161	1,955	13,813	6,909
Other	-	-	(32)	-
Total	\$ 11,487	\$ 26,222	\$ 79,045	\$ 38,756

### **Lithium Americas Corp.**

The Company owns approximately 11% of the common shares (8,400,000) of Lithium Americas Corp. ("LAC") which is listed on the TSX. LAC was formed by the combination of lithium/potash properties owned by the Company and those owned by Grupo Minero Los Boros S. A., a private Argentine mining company.

### **RESOURCES**

The Company had approximately \$0.6 million in cash at June 30, 2010 (approximately \$0.3 million in cash as of August 30, 2010). In addition the Company holds 8,400,000 shares of LAC which is listed on the Toronto Stock Exchange and which had a closing price of \$1.15 on August 27, 2010. These two resources comprise the available sources of funds to advance the Company's projects.

The Corporation is focused on its core assets which are the Paso Yobai Gold and Itapoty Diamond projects. Expenditures on these projects are closely monitored and are restricted to specific efforts likely to create and increase shareholder value.

### **Operating results**

#### **RESULTS OF OPERATIONS – SIX MONTH PERIOD**

The Company recorded net loss of \$837K for the six month period compared to a loss of \$58K in the 2009 six month period. The loss for the current period included an equity loss in the investment in LAC of \$13K representing the net impact of the dilution of the Company's 17% interest to 11% and the portion of the LAC loss attributable to equity in LAC. There was no corresponding item in the quarter for the previous year; prior to that item the current quarter's loss was \$825K. The comparable 2009 loss was \$1,260K which excludes the \$1,703K gain on the sale of the Salares property. The net difference in losses prior to foreign exchange and interest income from the 2009 level of \$453K was reflective of a reduction in all areas of expenses excepting stock based compensation costs. These across the board reductions occurred on the administrative side by the sharing of office costs previously carried by the Company but now shared with respect to premises and some personnel costs with LAC. Administrative expenses and staff costs formed \$238K of the

loss reduction. Reductions in overheads also occurred due to the focus on just the Paraguayan projects, shutting down most activities in Argentina. These reductions contributed to overall costs in consulting and professional fees amounting to \$238K compared to the comparable 2009 period.

The Company recorded an adjustment in the carrying value of its investments available for sale of \$9,080K during the period. The adjustment occurred as of the date the shares of LAC were listed on the TSX and were adjusted to the value of the shares as at June 30, 2010.

The cash position of the Company has declined since year-end from \$1,987K to \$552K. Total available funding resources have increased more significantly as the investment in the LAC shares is more readily realizable as the shares are now listed providing a funding source currently in excess of \$9,000,000 at the closing price on August 27, 2010.

#### **RESULTS OF OPERATIONS-THREE MONTH PERIOD**

The Company recorded a loss of \$410K in the current quarter compared to a loss of \$428K in the first quarter of the year. Excluding foreign exchange and changes in the carrying value of the LAC investment, expenses were quite similar for the two quarters. Further excluding the stock compensation costs, which were \$15K higher in the second quarter, the second quarter expenses were only 8K higher than the first quarter with minor differences in the level of the individual expenses.

In comparison to the second quarter of 2009, the loss was \$122K, after removing the gain on the sale of the Salares property. This was principally the result of closing down the Argentine office of the Company in the third quarter of 2009.

#### **OTHER EXPENDITURE ACTIVITY**

The project expenditure costs for the second quarter were \$925K; excluding land acquisition costs attributable to shares issued the costs were \$659K compared to \$340K expended in the previous quarter. The current quarter costs reflect increased activity associated with acquisition costs and trenching activities performed on the new area of interest found on the Paso Yobai project area. These expenditures over the first two quarters of the current year vary marginally from the level of expenditures in the first two quarters of last year. (2010-\$1,264K; 2009-\$1,196K)

**LATIN AMERICAN MINERALS INC.**  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
For the Six Months Ended June 30, 2010

**1. SELECTED QUARTERLY FINANCIAL DATA (\$000's)**

	June 30	March 31	Dec. 31	Sept. 30	June 30	March 31	Dec. 31	Sept. 30
Financial results	2010	2010	2009	2009	2009	2009	2008	2008
Net income (loss) for the period	(410)	(428)	1,363	(425)	504	(562)	(1,342)	(4,737)
Basic & diluted inc/(loss) per share	(0.01)	(0.01)	0.01	(0.01)	(0.01)	(0.01)	(0.02)	(0.09)
Net loss excluding write-downs, investment & FX gains/losses and disposals	(439)	(391)	(415)	(363)	(668)	(615)	(912)	(621)
<b>Balance Sheet data:</b>								
Cash	556	1,552	1,987	1,175	980	2,998	3,992	5,284
Investments	11,760	2,615	2,692	882	704			
Mineral Properties	9,121	8,196	7,857	6,891	6,681	6,061	5,485	4,841
Total Assets	21,775	12,790	13,063	9,943	10,281	9,833	10,279	11,649
Shareholders' Equity	21,816	12,389	12,751	9,590	9,987	9,431	9,942	11,245

**CAPITAL RESOURCES**

As at August 30, 2010 the Company has funding resources made up of cash of \$3M and shares held for sale in Lithium Americas Corp. that have a market value in excess of \$10,500,000. The Company anticipates that these resources in conjunction with anticipated fund raising through the announced private placement will be sufficient to complete the development of the Company's projects. The private placement was to close on August 31, 2010 and anticipated to raise \$1,500,000, issuing units consisting of one common share and one-half a \$0.20 warrant. The units are priced at \$0.15.

There are no outstanding commitments for capital expenditure excluding payments on mineral properties.

**LIQUIDITY**

The company does not currently own or have an interest in any producing mineral properties and does not derive any revenues from operations. The company's activities have been funded through equity financing and the company expects that it will continue to be able to utilize this source of financing until it develops cash flow from operations. There can be no assurance, however, that the company will be successful in its efforts. If such funds are not available or other sources of finance cannot be obtained, then the company will be forced to curtail its activities to a level for which funding is available and can be obtained.

**OUTSTANDING SHARE DATA**

	SHARES	\$
Balance December 31, 2009	74,500,751	18,587,227
Issued during the period (mineral property payment)	<u>906,071</u>	<u>253,700</u>
Balance August 30, 2010	<u>75,406,822</u>	<u>18,840,927</u>

The Company has warrants outstanding for 12,489,001 shares and options outstanding for 7,488,182 shares at April 23, 2010.

### **TRANSACTIONS WITH RELATED PARTIES**

During the period the Company incurred the following related party transactions

- a) Director's fees of \$57,600
- b) Legal fees of \$77,733 to a legal firm, Gowling Lafleur Henderson LLP, of which a director is a partner.
- c) \$31,408 in consulting fees and salary paid to the CEO of the Company.
- e) \$36,000 in consulting fees related to an employment contract paid to an officer of the Company.

### **COMMITMENTS**

The Company had no significant commitments at the period end.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in the preparation of the Financial Statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

Property acquisition costs and related direct exploration costs may be deferred until the properties are placed into production, sold, abandoned, or written down, where appropriate. The Company's accounting policy is to capitalize exploration costs consistent with Canadian GAAP and applicable guidelines for exploration stage companies. The policy is consistent with other junior exploration companies which have not established mineral reserves objectively. An alternative policy would be to expense these costs until sufficient work has been done to determine that there is a probability a mineral reserve can be established; or alternatively, to expense such costs until a mineral reserve has been objectively established. Management is of the view that its current policy is appropriate for the Company at this time. Based on annual impairment reviews made by management, or earlier if circumstances warrant, in the event that the long-term expectation is that the net carrying amount of these capitalized exploration costs will not be recovered, then the carrying amount is written down accordingly and the write-down charged to operations. A write-down may be warranted in situations where a property is to be sold or abandoned; or exploration activity ceases on a property due to unsatisfactory results or insufficient available funding.

Another significant estimate relates to accounting for stock-based compensation. 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 the fair value of the Company's stock options granted/vested during the year.

#### **FINANCIAL AND OTHER INSTRUMENTS**

The Company's financial instruments and liabilities consist of receivables and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these instruments approximates their carrying value due to the short term nature of their maturity.

#### **CHANGES IN ACCOUNTING POLICIES**

The Company implemented policies newly required by the CICA regarding the recording and measurement of financial assets and liabilities, reporting of comprehensive income and hedge accounting. The nature of the new policies is described in more detail in the financial statements and had no impact on financial reporting or results for the period.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

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

#### **RISKS AND UNCERTAINTIES**

The Company is in the mineral exploration and development business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business.

Some of the possible risks include the following:

- (a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. Currently, the Company's portfolio of exploration properties has exposure to predominantly gold, copper, zinc, silver, diamond and lead. The prices of these commodities greatly affect the value of the Company and the potential value of its properties and investments.

This, in turn, greatly affects its ability to form joint ventures and the structure of any joint ventures formed. This is due, at least in part, to the underlying value of the Company's assets at different metals prices.

- (b) The only source of future funds for further exploration programs, or if such exploration programs are successful for the development of economic ore bodies and commencement of commercial production thereon, which are presently available to the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another party carrying out further exploration or development. Management has been successful in accessing the equity markets in the past, but there is no assurance that such sources will be available on acceptable terms in the future.

- (c) Any future equity financings by the Company for the purpose of raising additional capital may result in substantial dilution to the holdings of existing shareholders.
- (d) The Company must comply with environmental regulations governing air and water quality and land disturbance and provide for mine reclamation and closure costs. The Company seeks to operate within environmental protection standards that meet or exceed existing requirements in the countries in which the Company operates. Present or future laws and regulations, however, may affect the Company's operations. Future environmental costs may increase due to changing requirements or costs associated with exploration and the developing, operating and closing of mines. Programs may also be delayed or prohibited in some areas. Although minimal at this time, site restoration costs are a component of exploration expenses.
- (e) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to undertake its exploration and development activities in the future.
- (f) Exploration and development is considerably riskier and ownership interests are less secure in developing countries where the Company operates. Exploration is presently carried out in several countries, including Argentina, and Paraguay. Each of these countries exposes the Company to risks that may not otherwise be experienced if all operations were domestic. Political risks may adversely affect the Company's existing assets and operations. Real and perceived political risk in some countries may also affect the Company's ability to finance exploration programs and attract joint venture partners, and future mine development opportunities.
- (g) Business is transacted by the Company in a number of currencies. Fluctuations in exchange rates may have a significant effect on the cash flows of the Company. A significant portion of the Company's cash and cash equivalents has been held in U.S. dollars. Future changes in exchange rates could materially affect the Company's results in either a positive or negative direction.
- (h) The Company's business and operations are dependent on retaining the services of a small number of key employees. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of these employees. The loss of one or more of these employees could have a materially adverse effect on the Company. The Company does not maintain insurance on any of its key employees.
- (i) Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed or impugned. Although the Company has investigated its title to the mineral properties for which it holds concessions or mineral leases or licenses, there can be no assurance that the Company has valid title to such mineral properties or that its title thereto will not be challenged or impugned. For example, mineral properties sometimes contain claims or transfer histories that examiners cannot verify. The Company does not carry title insurance with respect to its mineral properties. A successful claim that the

Company does not have title to a mineral property could cause the Company to lose its rights to mine that property, perhaps without compensation for its prior expenditures relating to the property.

- (j) Mineral exploration and exploitation involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of some properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining, or to upgrade existing infrastructure. There can be no assurance that the funds required to exploit any mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The economics of exploiting mineral reserves and resources discovered by the Company are affected by many factors, many outside the control of the Company, including the cost of operations, variations in the grade of ore mined and metals recovered, price fluctuations in the metal markets, costs of processing equipment, and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. There can be no assurance that the Company's mineral exploration and exploitation activities will be successful.
- (k) The Company's activities are subject to wide variety of laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, protection of historic and archaeological sites, mine development and protection of endangered and protected species and other matters. The Company is required to have a wide variety of permits from governmental and regulatory authorities to carry out its activities.

These permits relate to virtually every aspect of the Company's exploration and exploitation activities. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on forward-looking statements.

### **Transition to International Reporting Standards ("IFRS")**

The Canadian Accounting Standards Board ("AcSB") has confirmed that IFRS will replace current Canadian GAAP for publicly accountable enterprises, including the Corporation, effective for fiscal years beginning on or after January 1, 2011. Accordingly, the Corporation will report interim and annual consolidated financial statements (with comparatives) in keeping with IFRS beginning with the quarter ended March 31, 2011.

The eventual changeover to IFRS represents a change due to new accounting standards. The transition from current Canadian GGAP to IFRS is a significant undertaking that because of the Corporation's lack of active business will not likely materially affect its reported financial position and results of operations. The Corporation will also continue to monitor standards development as issued by the IASB and the AcSB as well as regulatory developments as issued by the Canadian Securities Administrators, which may affect the timing, nature or disclosure of its adoption of IFRS. Additional disclosures of the key elements of the transition plan and progress of the project will be provided as the information becomes available.

The Company has started its preparation for this transition. To date, the Corporation has completed an assessment of the key areas where changes to current accounting policies may be required. Analysis will be required for all current accounting policies; however, the initial key areas of assessment include:

- Stock-based compensation,
- Accounting for income taxes, and
- First-time adoption of International Financial Reporting Standards (IFRS 1)

As the analysis of each of the key areas progresses, other elements of the IFRS implementation plan will also be addressed including: the implication of changes to accounting policies, processes for financial statement note disclosures on information technology, internal controls, contractual arrangements and employee training. In this regard the key personnel have been trained in IFRS and as a result they have identified the key areas for which changes may be required. During 2010 the Company will continue with its quantification of the financial statements impact of changes in accounting policies as it relates to IFRS and will be reviewing its conclusions and calculations with its auditor in the third quarter of the year.

### **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS**

The information provided in this report, including the interim financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management

believes such estimates have been based on careful judgments and have been properly reflected in the accompanying interim financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

## **DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining the Company's disclosure controls and procedures and internal control over financial reporting for the Company. Based on an evaluation performed by management of the Company's disclosure controls for the period covered by this MD&A, management believes such controls are effective in providing reasonable assurance that material items requiring disclosure are identified and reported in a timely manner. While the Chief Executive Officer and Chief Financial Officer have designed the controls over financial reporting or caused it to be designed under their supervision, to provide reasonable assurance regarding reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, the Company does not employ sufficient staff to ensure complete segregation of duties. As a consequence, management relies heavily on the internal review of activities and transactions in summary by management to enhance the level of controls. The certifying officers have evaluated whether there were changes in controls over financial reporting that materially affected or were likely to materially affect the controls over financial reporting and have concluded there were none.

## **OTHER INFORMATION**

Additional information about the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **CAUTION REGARDING FORWARD LOOKING STATEMENTS**

Except for historical information contained in this discussion and analysis, disclosure statements contained herein are forward-looking. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those in such forward-looking statements. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change except as required by applicable securities laws. Factors that could cause actual results to vary materially from results anticipated by such forward-looking statements include changes in market conditions and other risk factors discussed or referred to in this Management Discussion and Analysis. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Investors are cautioned against attributing undue certainty to forward-looking statements.

Historic estimates contained herein do not meet the definition of Mineral Resources as contained in National Instrument 43-101 of the Canadian Securities Administrators. Furthermore, neither the Company nor the Qualified Person has reviewed any of the reports or exploration results underlying such estimates and accordingly, such estimates (and any assumptions underlying such estimates) have not been independently verified. As a result, there can be no assurance that such historic estimates are reliable, or that such estimates are indicative of any mineralization which would meet the criteria of Mineral Resources as defined in accordance with National Instrument 43-101. Consequently, no reliance should be placed upon these historical estimates. However, the Company believes that these historical estimates may be indicative of the potential for mineralization on these properties.

The results described herein are exploratory in nature and there can be no assurance that they are indicative of Mineral Resources as defined in accordance with National Instrument 43-101.

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