



LATIN AMERICAN
MINERALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For The Three Months Ended
March 31, 2009

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 Months Ended March 31, 2008. The Company's Financial Statements are prepared in accordance with Canadian GAAP. The Company's reporting currency is Canadian dollars unless otherwise stated. The date of this Management's Discussion and Analysis is May 25, 2009.

DESCRIPTION OF BUSINESS

Latin American Minerals Inc. (the "Company" or "Corporation" or "Latin") 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. In November 2005, the Company entered into an agreement to acquire a 75% interest in the La Carolina Property in Argentina. This was an arm's length transaction that received Exchange approval as the Company's Qualifying Transaction on April 4, 2006. Accordingly, the Company became listed on the TSX-V as a Tier 2 mining issuer under the trading symbol - LAT.

The Company is an exploration company focussed on the discovery, acquisition and development of precious metals and other mineral 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 and Argentina. Its Paso Yobai gold project and Itapoty diamond project are located in Paraguay and its Salares Potash-Lithium project and the Tendal base metals property are located in Argentina. During this reporting period, the details of material exploration results on these projects have been presented in several press releases. All of the properties are at various stages of exploration.

Paso Yobai Gold Property covers approximately 15,300 hectares in eastern Paraguay. It is our most advanced exploration project having completed airborne electromagnetic and magnetometer surveys, a soil geochemical survey, a ground magnetometer survey, extensive trenching and sampling program and diamond drilling. 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 and a strong core gold soil geochemical anomaly measuring 200 meters wide and 5,000 metres long. The gold values defining the core soil anomaly range from 76 to 1,100 ppb gold. A total of 6,600 metres of diamond drilling has been completed on the Property, The initial 2,000 metres of diamond drilling was completed in Q-4, 2007 and included the discovery hole DDH-LAT-11, which intersected 6.5 metres averaging 26.64 gpt gold, which included two bonanza intersections of 138.39 gpt gold and 105.51 gpt gold over 0.5 metres. Currently, twenty-one holes define the Discovery Zone, which has been traced along strike for approximately 2,000 metres.

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 and disseminated silica-kaolin hosted in the sandstone of the wall rock. Low grade samples consist of sandstones or diabase with minor veining.

LAT has excavated eleven (11) large trenches at 100 meter intervals across a 1,000 metre section of the Discovery Zone. The trenches 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.

Supplemental Note 1 (Press Release January 8, 2009):

Assay results have been received for ten trenches. 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 16th 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.

Supplemental Note 2 (Press Release May 22, 2009):

On May 22, 2009, Latin American Minerals Inc. reported that it had completed an eleven hole, 1,380 metre 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. Latin American Minerals 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 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. Results of this work included:

- Excavation of 11 trenches: the average grade of the samples collected across the high grade lenses exposed in Trench 1 through Trench 7 is 23.08 gpt Au over an average width of 0.93 metres. Trenches 8, 9 and 10 were excavated in areas already disturbed by local miners and returned lower gold values.
- Drilling of 19 holes: the weighted average grade of the high grade lenses intersected in the drilling is 7.0 gpt Au over 2 metres, containing a high grade core traced along strike for 200 metres averaging 29.6 gpt over 3.8 metres.

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.

Salares Potash-Lithium Project :

The Corporation's Salares Potash-Lithium Project is located on the Puna Plateau in northwest Argentina, adjacent to the border with Chile. The region hosts one of the largest concentrations of economic evaporite deposits in the world. Latin American Minerals wholly owns or has the right to own approximately 93,000 hectares which are strategically located on salt lakes of the Argentinean Puna including: Arizaro Property (60,314 hectares), Incahuasi Property (7,168 hectares), Pocitos Property (14,381 hectares) and Cauchari Property (10,594 hectares). The properties are within 50 kilometres of several producing mines, including:

- Salar de Atacama, owned by SQM (Sociedad Quimica y Minera de Chile S.A.), which is the world's largest lithium brine mine and a significant potash producer, located on the Chilean side of the border,
- FMC Corp.'s Fenix brine complex in Argentina which contains high uniform concentrations of lithium with low levels of other contaminants and is the fifth largest lithium producer in the world, and
- Rio Tinto's Tincalayu complex in Argentina which is South America's largest borate mining operation.

In October, the Corporation completed the initial sampling program on its Incahuasi, Cauchari, Pocitos and Arizaro Salt Lake Properties. Please see press release October 14, 2008 for location maps assays details. The best results are summarized below;

LATIN AMERICAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Three Months Ended March 31, 2009

| Salt Lake Properties | Potassium* (%) | Lithium (ppm) | Boron** (ppm) | Magnesium (%) |
|-----------------------------|-----------------------|----------------------|----------------------|----------------------|
| Inca Huasi | 0.94 | 239 | 105 | 1.33 |
| Cauchari | 0.28 | 489 | 591 | 0.30 |
| Pocitos | 0.25 | 61 | 200 | 0.08 |
| Arizaro | 0.34 | 72 | 22 | 0.13 |

Note:

*Principal Element in Potash

**Principal Element in Borax

To illustrate the potential economic significance of the sample results Corporation prepared the following table documenting the same elements from producing mines located in the three major evaporate regions in the world.

| Producing Salt Lake Mines | Potassium* (%) | Lithium (ppm) | Boron** (ppm) | Magnesium (%) |
|----------------------------------|-----------------------|----------------------|----------------------|----------------------|
| Dead Sea (Jordan) | 0.60 | 20 | 30 | 3.30 |
| Great Salt Lake (USA) | 0.65 | 40 | 60 | 1.00 |
| Atacama (Chile) | 1.65 | 1,500 | 640 | 0.96 |
| Fenix (Argentina) | 0.62 | 620 | 350 | 0.09 |

Note:

*Principal Element in Potash

**Principal Element in Borax

Potassium results from the Incahuasi Salt Lake are all above known producing mines. The Dead Sea in Jordan produces potash with 0.6% potassium (the major element of potash) in the brine, and the Great Salt Lake in Utah produces with 0.65% potassium in the brine (Plavovic, 2004, Industrial Minerals and Rocks, 2008). Collectively, 15% of the world's potash and 90% of the world's lithium is produced from brines from the Puna Plateau, the Great Salt Lake and the Dead Sea regions.

Encouraging results have also been received from the Cauchari Salt Lake. High lithium boron and potassium grades were found in both crust and brine samples. Additionally, very low magnesium concentration results suggest these brines are amenable to simple separation of lithium in evaporation ponds (Mg/Li<6). The results of selected samples collected in the Cauchari Salt Lake.

Final results of 40 salt lake brine samples and 64 crust lake samples collected along selected sectors of Latin American's properties confirm outstanding lithium and potash grades in crusts and brines as reported in Press Release November 13, 2008 .

In the Cauchari Salt Lake, 7 crust samples and 4 brine samples were collected. High lithium, boron and potassium grades were found in both crust and brine samples. Additionally, very low magnesium concentration results suggest these brines are amenable to simple separation of lithium in evaporation ponds (Mg/Li<6). The results of selected samples collected in the Cauchari Salt Lake are as follows:

LATIN AMERICAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Three Months Ended March 31, 2009

| CAUCHARI SALT LAKE SAMPLING RESULTS | | | | |
|--|-------------|---------------|-------------|---------------|
| Sample type | Potassium % | Lithium (ppm) | Boron (ppm) | Magnesium (%) |
| 11859 Crust | 0.62 | 440 | 257 | 0.25 |
| 11857 Crust | 2.22 | 4,893 | 9,946 | 2.83 |
| 11853 Crust | 0.39 | 345 | 406 | 0.08 |
| 11856 Crust | 1.11 | 1,987 | 2,875 | 0.81 |
| 11854 Crust | 0.47 | 422 | 502 | 0.11 |
| 4560 Crust | 2.18 | 2,348 | 15,666 | 0.4 |
| 4559 Crust | 1.45 | 1,960 | 13,254 | 0.29 |
| 11858 Brine | 0.02 | 40 | 145 | 0.2 |
| 11855 Brine | 0.29 | 489 | 591 | 0.3 |

Encouraging results have also been received from the Incahuasi Salt Lake, where 17 brines and 17 crust samples have been collected. Incahuasi Salt Lake shows high potassium content in the brines. Lithium concentrations are also encouraging with consistently high values, but the higher magnesium content of these brines suggests the lithium would be more expensive to extract than in the Cauchari Salt Lake. Selected results in Incahuasi Salt Lake are as follows:

| INCA HUASI SALT LAKE SAMPLING RESULTS | | | | |
|--|-------------|---------------|-------------|---------------|
| Sample type | Potassium % | Lithium (ppm) | Boron (ppm) | Magnesium (%) |
| 11865 Crust | 0.97 | 94 | 109 | 0.48 |
| 11868 Crust | 1.19 | 65 | 48 | 0.29 |
| 11872 Crust | 0.39 | 62 | 38 | 0.27 |
| 11863 Crust | 0.29 | 40 | 38 | 0.15 |
| 11870Crust | 0.18 | 29 | 61 | 0.10 |
| 11906 Crust | 0.06 | 20 | 58 | 0.10 |
| 11923 Brine | 0.37 | 227 | 92 | 0.92 |
| 11864Brine | 0.53 | 155 | 78 | 0.66 |
| 11867 Brine | 0.67 | 148 | 92 | 0.59 |
| 11871 Brine | 0.81 | 204 | 93 | 0.92 |
| 11869 Brine | 0.86 | 182 | 104 | 0.82 |
| 11866 Brine | 0.94 | 239 | 105 | 1.33 |

Latin American's exploration program in Pocitos and Arizaro Salt Lakes has also yielded encouraging results. In Arizaro, a total of 11 brine and 28 crust samples have been collected. In Pocitos, 7 crust and 6 brine samples have been collected. The best brine results obtained in Incahuasi, Cauchari, Pocitos and Arizaro compare favourably with producing mines as illustrated above.

The Corporation's exploration team includes Eduardo Peralta, PhD in Geochemistry, with over 40 years of experience exploring Puna for the Argentinean Geological Survey and consulting for major companies including Rio Tinto, CRA, IAMGOLD and Vale Do Rio Doce.

Itapoty Diamond Project:

The Itapoty Diamond Property is located in Paraguay, approximately 100 kilometres north of Latin American's Paso Yobai Gold Project. The Property consists of several contiguous exploration licences covering approximately 165,000 hectares (1,650km²). The Company owns or has the option to own 100% interest in the Property; however, under the Mining Act of Paraguay the Company can not own more than 100,000 hectares. In the event that the ongoing exploration defines an area of interest, which results in the exercise of the option to acquire a Property the non prospective ground will be dropped to the extent that the aggregate total area of the Property will not exceed 100,000 hectares.

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 177 stream sediment samples at various locations in the region of the initial discovery; 12% of the samples contained diamonds and 53% of the samples contained Kimberlitic Indicator Minerals ("KIMs"). 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. Microprobe work on the garnets is being scheduled.

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

A ground magnetometer survey over the potential source area commenced in August and is continuing. The results of the survey have defined a northerly trending magnetic anomaly interpreted to be a major rift system which cuts across the Property. The survey has also identified isolated magnetic anomalies associated with this structure, exhibiting similar size and shapes of kimberlite pipes.

Supplemental No 1 (Press Release February 26, 2009):

In February, prospecting in the headwaters area of three diamondiferous stream resulted in the discovery of intensely altered fragmental rocks within the host sandstones, indicating proximity to the source of 40 macro-diamonds discovered on the Property. Please see February 26, 2009 press release for photographs of the diamond and fragmental rock discovered.

This important discovery is the results of stream sediment sampling, ground magnetic survey and prospecting.

Stream Sediment Sampling:

During the stream sediment sampling program 177 samples were collected 12% of the samples contained diamonds and 53% of the samples contained Kimberlitic Indicator Minerals. Results include:

- 40 white, yellow and champagne macro-diamonds from 0.1 to 0.5 carats
- Kimberlite Indicator Minerals confirmed by microprobe analysis to be G-9 and G-10 garnets and chrome spinels, which fall within the diamond stability field.

Ground Magnetometer Survey:

A ground magnetometer survey is currently ongoing under the supervision of Mr. John Kieley, P.Geo, LAT's independent consulting geophysicist and "Qualified Person". Mr. Kieley, formerly chief geophysicist for Barrick Gold Corporation, provides QA/QC and interpretation of the survey results. To date 490 line kilometres have been completed along grid lines trending N-S established at 100 and 250 m 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 the dramatic drop in the base metal prices the project has been placed on care and maintenance until prices improve.

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

The Company has approximately \$1.5 million in cash on hand and is in a financial position to carry out its programmes and obligations when augmented with anticipated other cash resources. The Corporation has taken significant steps to reduce costs, including reduction in staff and operating costs, in an effort to preserve cash.

Exploration Expenditures by Quarter

| LA CAROLINA GOLD PROJECT | | | | |
|---------------------------------|-------------|-------------|-------------|------------|
| EXPENDITURES BY QUARTER | | | | |
| Quarter Ended | March 31/09 | Dec. 31 /08 | Sept. 30/08 | June 30/08 |
| Land mgmt and acquisition | \$ - | \$ 3,639 | \$ - | \$ 141,798 |
| Personnel | - | (930) | 750 | 2,476 |
| Drilling roads, trench | - | 177,012 | - | 372 |
| Other | - | | - | - |
| | \$ - | \$ 179,721 | \$ 750 | \$ 144,646 |

LATIN AMERICAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Three Months Ended March 31, 2009

| TENDAL ZINC/COPPER PROJECT | | | | |
|-----------------------------------|----------------|--------------|----------------|---------------|
| EXPENDITURES BY QUARTER | | | | |
| Quarter Ended | March 31 09 | Dec.31 08 | Sept. 30 08 | June 30 08 |
| Land mgmt and acquisition | \$ - | \$ 49,170 | \$ 4,332 | \$ 39,921 |
| Personnel | - | 8,041 | 21,441 | 207,844 |
| Drilling roads, trench | - | 323,411 | 26,655 | 558,755 |
| Other | - | 4,087 | 8,074 | 16,176 |
| | - | 384,709 | \$ 60,502 | \$ 822,696 |

The Company completed a drilling programme in the third quarter of the year and after evaluating the results in conjunction with the current price of zinc management determined to place the property in care and maintenance and to write the project down to \$1.

| PASO YOBAI GOLD PROJECT | | | | |
|--------------------------------|----------------|--------------|----------------|---------------|
| EXPENDITURES BY QUARTER | | | | |
| Quarter Ended | March 31 09 | Dec.31 08 | Sept. 30 08 | June 30 08 |
| Land mgmt and acquisition | \$ 28,287 | \$ (4,361) | \$ 351,046 | \$ 108,276 |
| Personnel | 117,780 | 154,005 | 170,069 | 210,644 |
| Drilling roads, trench | 129,708 | 195,548 | 198,859 | 298,039 |
| Other | 24,151 | 46,422 | 31,264 | 43,602 |
| | \$ 299,927 | 391,611 | \$ 751,238 | \$ 660,561 |

| ESMERALDA GOLD PROJECT | | | | |
|-------------------------------|----------------|--------------|---------------|---------------|
| EXPENDITURES BY QUARTER | | | | |
| Quarter Ended | March 31 09 | Dec.31 08 | Sept 30 08 | June 30 08 |
| Land mgmt and acquisition | \$ - | \$ (770) | \$ 12,940 | \$ 315 |
| Personnel | - | (2,352) | 103,208 | 109,343 |
| Drilling roads, trenching | - | (10,829) | 41,208 | 75,388 |
| Other | - | (19) | 544 | 1,536 |
| | \$ - | (13,970) | \$ 157,900 | \$ 186,582 |

This project was acquired in the fourth quarter of 2007; it has been determined the property's potential is limited, and consequently it has been written off.

LATIN AMERICAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Three Months Ended March 31, 2009

| SALARES POTASH-LITHIUM PROJECT | | | | | |
|---------------------------------------|----------------|---------------|----------------|---------------|----------------|
| EXPENDITURES BY QUARTER | | | | | |
| Quarter Ended | March 31 09 | Dec. 31 08 | Sept. 30 08 | June 30 08 | March 31 08 |
| Land mgmt and acquisition | \$ 16,588 | \$ 5,998 | \$ 26,424 | \$ - | - |
| Personnel | 61,129 | 75,951 | 39,177 | - | - |
| Drilling roads, trench | 53,845 | 62,264 | 18,773 | - | - |
| Other | 2,109 | 3,961 | 5,541 | - | - |
| | \$ 238,089 | \$ 148,174 | \$ 89,915 | \$ - | \$ - |

The Company is currently evaluating the best method of financing development of this property

| ITAPOTY DIAMOND PROJECT | | | | | |
|--------------------------------|----------------|---------------|---------------|---------------|----------------|
| EXPENDITURES BY QUARTER | | | | | |
| Quarter Ended | March 31 09 | Dec. 31 08 | Sept.30 08 | June 30 08 | March 31 08 |
| Land mgmt and acquisition | \$ 4,342 | \$ 7,553 | \$ 1,985 | \$ - | - |
| Personnel | 57,272 | 63,809 | 17,964 | - | - |
| Drilling roads, trench | 80,171 | 32,435 | 6,000 | - | - |
| Other | 483 | 73 | - | - | - |
| | \$ 142,269 | \$ 103,871 | \$ 25,948 | \$ - | \$ - |

The company continues to search for the source of diamonds discovered on the property.

RESULTS OF OPERATIONS – CURRENT PERIOD

The Company recorded a loss of \$561,955 for the period compared to a loss of \$ 704,141 in the previous year. The loss for the periods excluding foreign exchange and interest income were (09) \$615,144 and (08) 1,159,665. This variance of \$544,000 was a direct result of the \$396,980 decrease in stock based compensation costs, \$63,643 decline in salaries and staff costs and reduced professional fees of \$102,548 with all other changes neutral in total. These salary and professional fee declines were a result of the efforts to reduce monthly carrying costs in response to economic issues of our times.

A comparison to the last quarter of 09 again demonstrates the efforts to reduce the level of expenses have been successful as they are down across the board.

LATIN AMERICAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Three Months Ended March 31, 2009

| Expense | March 31/09 | Dec. 31/08 | March 31/08 |
|---|-------------|------------|-------------|
| Amortization | 69 | 67 | 35 |
| Administrative expenses | 229 | 452 | 273 |
| Consulting fees | 112 | 107 | 85 |
| Salaries/staff costs | 54 | 65 | 118 |
| Stock compensation | 40 | 78 | 437 |
| Professional fees | 110 | 101 | 725 |
| Interest & foreign exchange loss (gain) | (53) | (640) | (457) |

OTHER EXPENDITURE ACTIVITY

The project expenditures have significantly reduced in 2009 in response to the economic climate, and detailed reviews of project alternatives have been undertaken. Exploration costs were \$530K for the quarter compared to \$1,919K for the same quarter last year and an average quarterly expenditure of \$1,240K.

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

| | Mar. 31 2009 | Dec. 31 2008 | Sept. 30 2008 | June. 30 2008 | Mar. 31 2008 | Dec. 31 2007 | Sept.30 2007 | June 30 2007 |
|---|-----------------|-----------------|------------------|------------------|-----------------|-----------------|-----------------|-----------------|
| Financial results | | | | | | | | |
| Net loss for the period | 562 | 1,244 | 4,737 | 494 | 704 | 944 | 3,025 | 1,071 |
| Basic and diluted loss per share | \$ 0.01 | 0.02 | 0.09 | 0.01 | 0.02 | 0.03 | 0.07 | 0.02 |
| Balance Sheet data: | | | | | | | | |
| Cash | 2,998 | 3,992 | 5,284 | 3,470 | 5,645 | 7,924 | 8,900 | 11,836 |
| Mineral Properties | 6,061 | 5,485 | 4,841 | 7,720 | 5,614 | 3,540 | 1,906 | 2,038 |
| Total Assets | 9,833 | 10,295 | 11,649 | 12,774 | 12,640 | 12,668 | 11,823 | 14,350 |
| Shareholders' Equity | 9,431 | 9,942 | 11,245 | 12,212 | 11,935 | 12,039 | 11,371 | 13,576 |

CAPITAL RESOURCES

On May 31, 2007, the Company completed a brokered private placement for gross proceeds of \$12,000,000 by issuing 12,000,000 units comprised of one common share and half of one common share purchase warrant. Each whole warrant entitled the holder to purchase one common share at a price of \$1.25 until May 31, 2008. These funds were raised to explore the properties currently under the exploration programmes discussed above and to acquire the Esmeralda property. The funds in excess of \$4,000,000 raised in the third quarter of 2008 were targeted to advance the Paso Yobai Gold project and to do preliminary work on the new Salares Potassium-Lithium and the Itapoty Diamond projects. The Corporation's financial resources are sufficient to maintain the current level of activity to approximately the end of 2009. During that period the Company will have to advance the projects by bringing in partners or raising more capital or a combination of both. The Company is engaged in examining the alternative methods of further developing its properties given the significant deterioration in capital markets in 2008.

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.

As at March 31, 2009, the Company had working capital of \$2,825,000 which included cash of \$2,998,000.

OUTSTANDING SHARE DATA

| | | |
|--|------------|------------|
| Balance, December 31, 2007 | 47,071,375 | 13,876,560 |
| Issued on exercise of warrants | 1,533,000 | 570,180 |
| Issued by private placement | 13,378,001 | 4,013,400 |
| Share issue costs | | (532,557) |
| Attributed to warrants | | (883,722) |
| Issued for interest in mineral properties | 399,149 | 249,059 |
| Balance December 31, 2008 and May 27, 2009 | 62,371,525 | 17,292,920 |

The Company has warrants outstanding for 7,357,902 shares and options outstanding for 5,998,500 shares at May 27, 2009. If exercised, cash of approximately \$7,144,740 would be received.

In addition, effective June 1, 2009 the Company has engaged Agoracom Investor Relations to assist in communications with the investing public. The terms of that agreement include the granting of 200,000 stock options at an exercise price of \$0.18 that expire June 1, 2011.

TRANSACTIONS WITH RELATED PARTIES

During the period the Company incurred the following related party transactions

- a) Director's fees of \$35,301.
- b) Legal fees of \$58,814 to a legal firm, Gowling Lafleur Henderson LLP, of which a director is a partner.
- c) \$40,000 in consulting fees and expenses to a company, Southampton & Associates, owned by a director of the Company.
- d) \$39,000 in consulting fees and salary paid to a director of the Company.
- e) \$32,885 in consulting fees 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, zinc, silver and lead. The prices of these metals 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, Paraguay and Colombia. 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.

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

Officers 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.

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.

CORPORATE INFORMATION

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