



SOLTORO LTD.

MANAGEMENT DISCUSSION AND ANALYSIS FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE INTERIM PERIOD ENDED MARCH 31, 2009

This Management Discussion and Analysis ("MD&A") reviews the financial condition and results of operations of Soltoro Ltd. ("Soltoro" or the "Company") for the interim period ended March 31, 2009. The MD&A was prepared as of May 28, 2009 and should be read in conjunction with the unaudited consolidated financial statements for the interim period ended March 31, 2009, including the notes thereto and the audited consolidated financial statements for the year ended December 31, 2008, including the notes thereto and the related MD&A. These consolidated financial statements, which were prepared in conformity with Canadian generally accepted accounting principles as a going concern and are expressed in Canadian dollars unless otherwise indicated, are filed on SEDAR at www.sedar.com, where additional disclosure relating to the Company can also be located.

All statements, other than of historical fact included therein, including without limitation, statements regarding potential mineralization, reserves and exploration results and future plans and objectives of the Company are forward looking statements and involve various risks and uncertainties, which are detailed in the Section "Risk Factors" of this MD&A. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

1. OVERVIEW

Soltoro Ltd. ("the Company") is a mineral exploration company listed on the TSX Venture Exchange as a Tier 2 company and trading under the stock symbol "SOL". The Company is a development stage company and is primarily engaged in the business of exploration and development of mineral resources in Mexico through its 100% owned subsidiary, Soltoro S.A. de C.V. ("Soltoro-Mexico"). Soltoro-Mexico holds interests in properties hosting primarily gold, silver and copper mineralization. All of Soltoro's properties are located in Mexico. None of Soltoro-Mexico's properties are currently in production.

2. PROPERTY PORTFOLIO

El Rayo Silver Gold Lead Project

The El Rayo project is located adjacent to the town of Guachinango in the state of Jalisco, Mexico. Two concessions covering a total 10,036 hectares make up the project consisting of the 3,848 hectare "El Rayo" and 6,188 hectare "Guachinango 1" concessions. Soltoro-Mexico owns 100% title interest to the El Rayo concession with no outstanding interests or payments due. On November 24, 2006, Soltoro-Mexico acquired a 100% interest to the "Guachinango 1" property from Golden Predator Mines Inc. (formerly "Fury Explorations Ltd."). Golden Predator's Mexican subsidiary retains a 2% Net Smelter Return royalty in the "Guachinango 1" concession

of which Soltoro has the right to repurchase 1.5% of the Net Smelter Return royalty for US\$1,500,000.

The El Rayo property is located in the western Trans-Mexican Volcanic Belt in the Jalisco Block which is a micro plate on the southwest side of Mexico. There is good access to the property as it is situated near a main highway, and a paved road to the town of Guachinango intercepts the main historically mined zone on the property. Within the property, 14 historic underground mines have been located to date along three separate structures. The historic Catarina mine began operating in 1545 with the majority of the mining activity taking place at the end of the 19th century.

Beginning in the late 1970's, the government geological agency (CRM) carried out extensive work programs on the property at the previously producing Catarina, El Rayo, Matachines and Las Bolas mines pursuant to which CRM reported a 7 million ounce silver resource consisting of 1,346,072 tonnes grading 169 gpt silver. The CRM resource is considered historical and non NI 43-101 compliant. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources. Soltoro is not treating the historical estimate as current mineral resources and the historical estimate should not be relied upon.

The Company is investigating the property for the potential to host a bulk mineable silver-gold-lead deposit. In 2007, the Company completed a 5,530 metre orientation diamond drill program. The 2007 drill program confirmed that additional drilling within the historic resource area and along the north-west and north-east mineralized extensions is warranted. Trenching and drilling has identified a new precious metals system (primarily gold) north-west along the El Rayo structure and a continuation of the silver-lead mineralization along the north-east trending Las Bolas structure.

The mineralized El Rayo and Las Bolas structures are contiguous and have been traced over 5 kilometres. Mineralization along the north-east trending Las Bolas structure has been defined over a 1.7 kilometre strike length to date. The 2007 orientation drill program primarily drill tested the southern portion of the Las Bolas structure over a 700 metre strike length with every drill hole intercepting mineralization. The decision to drill along the 500 metre north-east extension beyond the historic resource area was made to demonstrate the consistency of the mineralization within the Las Bolas structure and to add to the historic resource. Little to no drilling had previously been carried out in this area.

On June 17, 2008, Soltoro announced commencement of a resource definition drill program along the north-eastern trending Las Bolas structure with a view to defining a silver resource. Two drill holes completed were twinned with prior diamond drill holes in order to compare percussion drill assay results to diamond drill assay results and also to see if percussion drilling could improve recoveries on the southern portion of the Las Bolas structure where recoveries of less than 70% were encountered using a diamond drill. Results from the twinned holes were as follows:

Line	Drill Hole	From:	To:	Width: (Metres)	Silver gpt	Lead %
S4	RAY08-RC01	69.0	88.5	19.5	184	0.60
S4	RAY-07-38	64.5	84.0	19.5	187	0.13
N/A*	RAY08-RC41*	45.0	76.5	31.5	113	0.26
N/A*	RAY-07-11	49.1	84.2	35.1	92	0.04

**RC41 was drilled approximately 50 metres south of the resource definition drill area*

RAY08-RC01, the first twinned hole drilled along the Las Bolas structure using a percussion drill, returned a near identical result as diamond drill hole RAY-07-38, which served to confirm that percussion drilling is an effective method for drilling along the Las Bolas structure.

Recovery in RAYO-RC01 and RAY07-38 were near 100%. RAY08-RC41, twinned diamond drill hole RAY-07-11. These holes are located outside of the resource definition area approximately 50 metres south of line S10. This is an area where previous diamond drilling achieved only a 70% core recovery due to poor ground conditions. Recovery utilizing percussion drilling in this area was 100% and assay values improved by roughly 30%. This result would indicate that future percussion drilling may increase the recovery rate and, as a result, may improve assay results for the southern portion of the Las Bolas structure.

During the 2008 program ten sections at 50 metre spacings were completed. Along each section four holes were drilled to intersect the vein structure at 25 metre intervals down the predicted dip. Results of all 10 sections are summarized as follows:

Line	Drill Hole	From:	To:	Width: (Metres)	Silver gpt	Lead %
S1	RC22	64.5	118.5	54.0	74	0.22
	including	103.5	117.0	13.5	152	0.68
S1	RC23	63.0	81.0	18.0	55	0.01
	including	78.0	81.0	3.0	129	0.12
S1	RC24	42.0	49.5	7.5	26	0.04
S1	RC25	21.0	25.5	4.5	10	0.05
S2	RC19	21.0	27.0	6.0	67	0.03
S2	RC20	45.0	57.0	12.0	104	0.08
	including	48.0	54.0	6.0	149	0.08
S2	RC21	49.5	79.5	30.0	96	0.25
	including	67.5	73.5	6.0	181	0.08
S2	RC28	81.0	127.5	46.5	143	0.27
	including	99.0	118.0	19.5	261	0.56
	including	99.0	114.0	15.0	311	0.71
S3	RC18	18.0	31.5	13.5	153	0.92
	including	21.0	27.0	6.0	263	1.85
S3	RC17	27.0	57.0	30.0	122	0.13
	including	36.0	52.5	16.5	165	0.18
S3	RC26	60.0	82.5	22.5	139	0.13
	including	64.5	81.0	16.5	175	0.16
S3	RC27	96.0	126.0	30.0	148	0.22
	including	99.0	117.0	18.0	218	0.34
S4	RC03	21.0	33.0	12.0	103	0.28
S4	RC02	33.0	55.5	22.5	176	0.14
S4	RC01	69.0	88.5	19.5	184	0.60
S4	RC29	90.0	134.5	49.5	84	0.11
	including	115.5	136.5	21.0	118	0.07
S5	RC11	28.5	36.0	7.5	58	0.04
S5	RC13	43.5	76.5	33.0	77	0.09
	including	60.0	70.5	10.5	136	0.15
S5	RC14	69.0	102.0	33.0	105	0.13
	including	81.0	93.0	12.0	179	0.22
S5*	RC30*	60.0	150.0	90.0	150	0.20
	including	111.0	144.0	33.0	138	0.13
S5*	RC30 cut value*	60.0	150.0	90.0	99	0.20

All intersections are reported as drill lengths. True widths are not known at this time but are believed to be close to drilled width based on lithology and drill orientation.

** 4,004 gpt silver was returned over 1.5m, the cut value represents a cut off value of 1,000 gpt silver*

Line	Drill Hole	From:	To:	Width (Metres)	Silver gpt	Lead %
S6	RC09	39.0	46.5	7.5	120	1.27
S6	RC10	58.5	70.5	12.0	92	2.07
	including	58.5	67.5	9.0	103	2.04
S6	RC12	60.0	100.5	40.5	61	0.23
	including	79.5	85.5	6.0	91	0.10
S6	RC16	123.0	153.0	30.0	69	0.23
	including	124.5	138.0	13.5	72	0.08
	including	124.5	132.0	7.5	74	0.09
S7	RC08	31.5	48.0	16.5	155	4.68
	including	33.0	43.5	10.5	203	6.09
S7	RC06	54.0	100.5	46.5	80	1.19
	including	58.5	73.5	15.0	120	3.08
S7	RC15	87.0	100.5	13.5	74	0.38
	including	88.5	91.5	3.0	98	0.53
S7	RC31	172.5	181.5	9.0	31	0.15
S8	RC04	4.5	33.0	28.5	87	0.16
	including	4.5	18.0	13.5	110	0.26
S8	RC05	27.0	55.5	28.5	85	0.17
	including	27.0	45.0	18.0	103	0.22
S8	RC07	61.5	66.0	4.5	51	0.14
	RC10	58.5	70.5	12.0	92	2.07
S8	RC32	87.0	102.0	15.0	51	0.38
S9	RC36	3.0	34.5	31.5	107	0.54
	including	4.5	21.0	16.5	147	0.93
S9	RC33	27.0	39.0	12.0	124	1.14
S9	RC37	49.5	58.5	9.0	63	0.1
S9	RC38	70.5	79.5	9.0	73	0.07
S10	RC34	19.5	34.5	15.0	46	0.12
S10	RC35	45.0	51.0	6.0	51	0.06
S10	RC39	76.5	94.5	18.0	61	0.04
S10	RC40	109.5	120.0	10.5	87	0.05
	including	111.0	115.5	4.5	117	0.05

All intersections are reported as drill lengths. True widths are not known at this time but are believed to be close to drilled width.

In September and October of 2008, further mapping and sampling was carried out along and surrounding the north-eastern extension of the Las Bolas structure in order to better understand the mineralization encountered in the resource drilling program. Several new vein systems including a vertical dipping mineralized structure were noted. The newly identified vertical structure and the known Las Bolas vein structure appear to continue at depth below the zone drilled to date. Deeper drilling should be conducted to test for a source to the mineralized structures. A location map showing all the drill sections can be viewed at www.soltoro.com/pdf/DS2008RCRAYO.pdf.

Due to a lower silver price and volatile financial markets for most of 2008, the resource drilling program was limited to 40 RC drill holes. Future work programs have been designed to drill test the south-western portion of the Las Bolas structure including deeper drilling along the entire structure to identify the source and depth of the vein systems and to drill test the gold zone along

the north-western extension of the El Rayo structure. In the first quarter of 2009, silver prices recovered and several property tours were conducted with potential joint venture partners. In April of 2009, a third party consultant was hired to provide a target deposit calculation on a 650m long portion of the Las Bolas structure where resource drilling was carried out in 2008. Results from the independent target deposit estimate prepared by GeoVector Management Inc. (“GeoVector”) are as follows:

Target Deposit Potential – Las Bolas Deposit - April 2009

Potential Tonnage Range (tonnes)	Cut-off Grade Range (gpt)	Silver Grade Range (gpt)	Potential Silver Inventory (ounces)
4.2 to 5.6 million	40 to 60	100 to 117	16.0 to 18.0 million

The independent report completed by GeoVector concludes “The Bolas has excellent potential to increase its tonnage base, both down dip, and along strike. It is conceivable, based on the current drilling and the historical production areas along strike, that expansion drilling could bring the total Bolas structure (approximately 1.7km long) to 25-35Mt and 90-110M oz Ag. To test this potential it is suggested that Soltoro should carry out a program of aggressive expansion drilling, looking +/- 100m down dip below current drilling, and on 100-200 meter sections extending along strike in both the northeast and southwest directions.”

The reader should be cautioned that the potential quantities and grades reflected above and in the target deposit potential table are conceptual in nature, that there has been insufficient exploration to define a mineral resource and that it is uncertain if further exploration will result in the target being delineated as a mineral resource.

Before the resumption of further drilling at El Rayo, the Company is conducting metallurgical testing on two separate rock types; 1) oxide silver material from the Las Bolas structure and 2) hematite breccia containing gold from the El Rayo structure. Column testing will be carried out if results from the bottle roll testing are positive. A drill program is being designed to further test the potential of the El Rayo and Las Bolas structures.

La Tortuga Copper Gold Porphyry Project

The La Tortuga project is located in the State of Jalisco approximately a 3 hour drive south-west of Guadalajara by paved highway and dirt road. A large portion of the property formed part of the National Mine Reserve in Jalisco before denationalization in 1993. The property is located in the western Trans-Mexican Volcanic Belt within the Jalisco Block, a micro plate located in south-western Mexico. In May 2006, the Company completed a National Instrument 43-101 compliant report on the property which was filed with the TSX Venture Exchange in August 2006. Soltoro-Mexico receipted title to 4 concessions and staked an additional concession totalling 14,331 hectares. Soltoro-Mexico holds a 100% interest in the titled concessions and was the sole applicant for those under application.

On August 21, 2007, Soltoro signed a letter of intent to option the La Tortuga property to SMM Exploration Corporation, a subsidiary of Sumitomo Metal Mining Co., Ltd, (“Sumitomo”). Under the terms of the letter of intent, Sumitomo could earn a 51% interest in the property by contributing US\$4,000,000 in expenditures over the next five years. In January of 2009, Sumitomo advised Soltoro that it intended to terminate its option to earn an interest in the La Tortuga project subject to receiving the results from the first two drill holes of a planned 2,000 metre drill program that commenced in December 2008. On February 5, 2009, all assay results for these holes were submitted to Sumitomo. Upon review of the results and due to current

economic conditions, Sumitomo elected to withdraw from its option to earn an interest in La Tortuga. During the term of the option Sumitomo contributed a total of CDN\$1,154,773 in exploration expense and terminated the option without earning any interest in the property. Final settlement of the accounts resulted in Soltoro Ltd. repaying Sumitomo US\$200,000 in prior advances. Soltoro-Mexico retains 100% title interest to the La Tortuga concession.

Mining was last carried out on the La Tortuga property at the turn of the 19th century by Americans working at the historic Las Garrochas gold-silver mine and the Macuchi silver-copper mine. More recently, from 1993 to 1998, surface trenching, geochemical surveys, geophysics, a fluid inclusion study and a reverse circulation drill program were completed. The property hosts both epithermal polymetallic gold-copper-silver vein systems and large zones of argillic alteration associated with porphyritic intrusives. The Company's exploration programs at La Tortuga were designed to determine whether a large mineralized porphyry system is the feeder system for the varied mineralized systems outlined to date on the Property.

The presence of multiple phases of mafic to felsic intrusives, some of which are magnetic, porphyritic, potassically altered and hosting pyrite is very encouraging for the presence of a mineralized copper-gold porphyry system. The additional presence of mineralized intrusive matrix breccias as well as tourmaline matrix breccias, pebble dykes and the related copper-gold values in the various veins on the property also indicate the potential for a sizeable copper-gold porphyry system.

In 2006 and 2007, the Company completed Induced Polarization ('I.P.™) surveys covering 102 line-km which outlined a 4 km by 0.6 km I.P. anomaly. Pursuant to these surveys the property was optioned to Sumitomo in August of 2007. Further I.P. surveying consisting of a 10 line-km pole-dipole survey was completed in November 2007 over a portion of the 4 km by 0.6 km chargeability anomaly. The purpose of this survey was to more accurately define the depth of the known chargeability anomalies. Soltoro retained Sumiko Consultants of Japan to complete 2D inversions of the I.P. data. Concurrent to the I.P. survey, a potassic alteration survey over the same area outlined two potassic alteration events, centered on the area immediately to the west of the Papagayo ridge. This zone coincides with the strongest area of pole-dipole chargeability. Subsequently, a diamond drill program was carried out to drill test the most favourable porphyry copper-gold targets in the Papagayo area.

Drilling of the Papagayo area began in January 2008 and 2,005 metres were completed by March 6, 2008. Five drill holes were completed testing the main chargeability anomalies. The drill holes cut extensive zones of potassically altered intrusive rocks which had been affected by at least 5 fracturing and veining events. Tourmaline breccias were also encountered along with zones of disseminated pyrite which may account for the chargeability anomalies. No copper mineralization was encountered in this round of drilling and consideration is being given as to whether follow-up drilling at depth is required in this zone.

In November of 2007, reconnaissance mapping and sampling of the Lauralito Area, on the south-east extension of the La Tortuga claim (10 km to the east of the Papagayo Ridge), identified a 10 square kilometre copper-gold zone with porphyry potential. Six samples collected returned over 1% copper from four channel samples and two samples of surface dump material. A 3.7% copper value was returned from a historic dump at the El Macho Prospect, while a channel sample of 2.73% copper over 2 metres was returned from the Natividad Prospect. A 1.2 metre chip sample taken from Labor del Cerro returned 12.6 gpt gold, 1.32 % copper and 18.4 gpt silver. These prospects occur over 4.5 kilometres and straddle a large magnetic high associated with outcropping granodiorite and diorite intrusions. In April of 2008 an I.P. survey was conducted over an area covering 32.5 line-kilometres in the Lauralito zone. A number of weak chargeability anomalies were returned however none were of sufficient size to justify drilling at this time.

In the third and fourth quarters of 2008, follow-up mapping and sampling were completed in the historic Las Garrochas and Macuchi mine areas with a view to drill testing below these to locate a significant copper deposit. In October of 2008, three 2-km long lines of pole-dipole I.P. were completed in the historic Las Garrochas mine area where prior I.P. surveys had identified a zone of chargeability anomalies. The Las Garrochas and Macuchi mines were last mined at the turn of the 19th century for gold and silver however significant copper values have been returned in both zones. Mapping, sampling and drilling programs from the 1990's by companies other than Soltoro as well as Soltoro sampling programs have returned grades as high as 9 % copper.

At Las Garrochas geological mapping identified additional intrusive phases while several significant chargeability anomalies were located along the third line of I.P. north-east of the Las Garrochas mine. At Macuchi, mapping and sampling identified two separate zones of hematite matrix mega breccias with specularite suggesting a possible I.O.C.G. system related to a possible diatreme as the source of the mineralization in this portion of the property. Two third party consultants visited the property and confirmed the I.O.C.G. potential pursuant to which a decision to carry out a seven hole drill program was agreed to by Sumitomo and Soltoro; three drill holes designed to test the Las Garrochas area and four holes designed to test the I.O.C.G. potential of the Macuchi area.

The three hole drill program outlined at Las Garrochas was designed for two holes to test the chargeability anomaly at a 300m depth and a single hole to test below the Macuchi mine at a 500m depth. Drilling commenced in November of 2008 with the first two holes completed prior to Sumitomo's decision to withdraw from the project. The two holes drilled north-east of the Las Garrochas mine intersected significant pyrite, thus accounting for the I.P. chargeability anomaly, but failed to locate any copper mineralization. The third hole designed to test below the historic Las Garrochas mine at depth was not carried out.

In January and February of 2009, following Sumitomo's decision to withdraw from the project, Soltoro elected to proceed with drill testing in the Macuchi mine area to test the I.O.C.G. potential. The Macuchi mine area is located at the lowest elevation on the property. A total of 1,005m of drilling was completed in four separate drill holes. Drilling was successful in confirming several hematite matrix mega breccias with specularite suggesting the potential for an I.O.C.G. system related to a possible diatreme as an explanation and possible source for the widespread copper mineralization found throughout the La Tortuga property. Drill hole Mac09-03 intersected a couple of narrow intervals associated with specularite veinlets hosting gold and copper mineralization as noted in the table below.

Drill hole	Sample	From	To	Interval - m	Au-gpt	Ag-gpt	Cu %
Mac09-03	697390	223.0	225.0	2.0	0.318	0.7	0.04
Mac09-03	697394	230.0	231.5	1.5	0.045	35	1.74

While the program did not return any significant mineralized widths, further drilling is warranted to test the I.O.C.G. potential on the property. A compilation report summarizing all of the work conducted during the course of the joint venture was completed in April of 2009. The Company is looking for a joint venture partner to carry out further exploration on the property.

Quila Bulk Tonnage Copper Gold Silver Project

In June 2006, Soltoro-Mexico staked the Quila concession, located east of the La Tortuga project, to cover numerous bornite veins, south-east trending magnetic highs and numerous historical silver/lead exploitation areas south-east of the Magistral mine. Title to the 22,760 hectare Quila concession was granted in December 2006.

On January 19, 2007, the Company entered into an earn-in agreement on the property with Southern Silver Exploration Corporation (“Southern Silver”). Southern Silver may acquire a 70% interest in Soltoro’s Quila property by issuing a total of 500,000 shares to Soltoro and spending US\$3,000,000 on exploration over five years. Once Southern Silver has earned its option in the property, Soltoro shall retain a carried 30% interest until delivery by Southern Silver of a definitive feasibility study and thereafter shall participate as a 30% working interest partner.

Southern Silver controls a 337 sq. km claim land package in a 25 kilometre long mineralized trend in Jalisco State. Quila represents approximately two-thirds of the surface area of the package. Southern Silver has named the area the “Minas de Ameca Project”. Southern Silver resumed drilling on the Minas de Ameca property in May 2007 to further investigate high-grade copper/gold/silver prospects.

On July 5, 2007, Southern Silver’s Mexican subsidiary acquired the “Altavista Del Ramos”, a 91 hectare concession within the Quila claim block. The property is subject to the terms of the earn-in agreement.

In September 2007, Southern Silver provided Soltoro with an exploration update which included mapping, sampling and induced polarization study results. Drilling was carried out on the property to test a 1.5 km by 0.5 km chargeability anomaly. Southern Silver completed Drill hole 07QU-01 on the Quila claim in early 2008. Drilling intersected several intervals of moderate to strong argillic alteration and pyritic sulphides.

In January 2008, Soltoro received notification from Southern Silver that it wished to proceed with the second year of its option at Quila. On February 7, 2008, Soltoro received 75,000 common shares of Southern Silver as the first year anniversary payment and a report of exploration expenditures (US\$184,120) spent at Quila, satisfying the first year of the earn-in agreement.

On November 3, 2008, Southern Silver issued a press release stating they had completed 1,020 metres of core drilling in five holes in the Altavista de Ramos area. Drilling targeted widespread copper-gold-bearing hematite-specularite breccias and quartz-sulphide veins and returned thick intervals of highly anomalous gold and copper in two holes ranging from 27.1 metres averaging 0.1 gpt gold and 0.15% copper in drill hole QAL08-05 and 0.02 gpt gold and 0.28% copper in drill hole QAL08-03.

Additional drilling targeted the El Texcalame area where two drill holes were completed for a total of 418.4 metres. Drilling intersected a strongly fractured zone over 90 metres containing traces of chalcopyrite, bornite and native copper throughout the interval and returned 1 to 7.8 metre thick intervals of strongly anomalous copper ranging from 0.1% to 0.6%.

The Altavista prospect is underlain by widespread hematite-specularite breccias with variable quartz-chlorite alteration and associated gold and copper mineralization that can be traced in outcrop, float and soil sampling for over a 350 metre strike-length. Two drill holes, which tested a 100 metre strike length of this east-west-trending target returned significant intervals (up to 10 metres thick) of strong hematite-quartz and chlorite breccias. These are similar in appearance to surface exposures which returned multi-gram gold values from channel and chip sampling.

The styles and distribution of alteration and mineralization throughout the entire Quila concession, and particularly the association of copper and gold mineralization with Fe-oxides such as hematite, specularite and magnetite indicate a large scale IOCG-styled target. Within this framework Southern Silver is concentrating its exploration activity on four favorable areas of the Northern region of the Quila concession; Altavista, Texcalame, San Jose de Pena, Minas de

Claudio and Los Copales where the presence of gold, silver and copper values are to be further evaluated by detailed mapping, sampling and ground geophysics followed by diamond drilling.

Timmins Gold Corp. holds a 234 hectare claim known as the Cocula Project within Soltoro's 22,427 hectare Quila claim. On February 17, 2009, Timmins Gold announced assay results of a 26 hole, 1,974 meter reverse circulation drill program at Cocula. Timmins Gold has identified a bulk tonnage gold target with a potential low strip ratio. The Cocula discovery occurs on the flank of a magnetic high. This discovery supports Southern Silver's theory that a much larger potential I.O.C.G. or porphyry mineralized system underlies the Quila claim and may be responsible for the numerous mines and surface showings within the 'Minas De Ameca' district.

On February 7, 2009, Southern Silver entered its third year earn-in period and issued to the Company an additional 75,000 shares with a fair value of \$7,500. The Company now holds 200,000 shares in Southern Silver. Southern Silver is required to spend US\$500,000 to maintain the claim during the third year earn-in period. Southern Silver has advised Soltoro that it plans to carry out a drill program on the property later in 2009. To date Southern Silver has reported exploration expenditures of CDN\$ 571,361.

On May 7, 2009, Southern Silver issued a press release with regard to further exploration of the Texcalame and Altavista zones within the Quila claim stating: "Further mapping and sampling has been conducted around these occurrences to locate feeders to the surface mineralization and drill targets to be drilled in the 2009 exploration season."

El Santuario Gold Project

On November 10, 2006, Soltoro-Mexico received 100% title interest to the 2,000 hectare El Santuario property in the Cardinal mining district in the state of Hidalgo, to cover the historic San Clemente gold district. The San Clemente district is located approximately 70km NW of Pachuca, which is the largest Ag and second largest Au mine in Mexico having produced over 1.1 B oz. of Ag and 7 to 10 M Oz. of Au. Access to the property is very good with paved highways reaching both the east and west sides of the property and electric power servicing the small towns also located on the east and west sides. The property is at an elevation of between 2200 and 2700 masl and has a climate that is workable year round.

Numerous old gold mines are distributed across the property as well as a dozens of prospect pits. The last mine worked was the San Severano Mine during the 1950's which operated continuously for 6 years, milling the material at the mouth of the adit, then packing out the crushed material by mule train. The adit to San Serverano is almost completely blocked by talus from the slope above, but could easily be reopened. One of the mine workers still lives in San Clemente and acted as a guide for initial Soltoro property visits. Other mines in the zone closed earlier and are partially collapsed now. The area was put into a National Mineral Reserve in the 1970's and extensive mapping and sampling was completed by the Consejo de Recursos Minerales in the early 1980's. Soltoro has acquired some but not all of the old reports from this work period.

A six day initial geological program was completed at Santuario in January 2007 to locate old workings and collect orientation samples to confirm data from historic government reports. Results from the survey returned values up to 10.2 gpt gold. Half the samples showed a strong bias towards coarse gold in metallic screen assaying. Coarse gold is traditionally difficult to reproduce reliably in assays and large sized samples will be needed to properly assay the gold mineralization at Santuario. Mapping provided understanding of the controls on the structural system hosting the mineralization and recognition that the mineralization trends off the claim

block to the NE. The “Sant” 1,200 hectare claim was subsequently staked to cover the strike extension of the mineralized zone. Title to the Sant claim was granted on October 30, 2008.

In April of 2009, a follow-up geologic mapping and sampling program was completed at Santuario to confirm reports from locals that visible gold has been observed in areas outside the known mine areas. The program confirmed that there are numerous prospects and other old mines outside the previous known area of about 600m by 600m. The area of known mineralization now extends about 3km NE-SW to the northern side of the property within the newly titled Sant claim. The mineralization was found to be related to a series of rhyolite dikes that cuts the host andesite package and a possible rhyolite flow dome. A series of stream sediment samples were collected to help identify new areas of mineralization along with a number of rock samples from the newly located mines. Results confirm that mineralization continues outside of the previously known area into a soil covered area with no workings. Soil sampling is being planned to follow-up in this newly prospective area.

Chinipas Gold Project

On February 6, 2008, Soltoro-Mexico received 100% title to the 1,371 hectare Chinipas property in the state of Chihuahua. The property is located in the western portion of the Sierra Madre Occidental, one of the worlds’ largest and most prolific epithermal gold and silver belts. Soltoro’s Chinipas Property is located 14km NNE of the town of Chinipas and 16km NNW of the new Palmarejo Au-Ag Mine. The property can be accessed year round on gravel roads from Chinipas. The town of Guadalupe de Victoria is on the north boundary of the claim and has a serviceable airstrip for small plane access. The local town also provides local labour for working on the project. Local prospectors have worked a few prospect pits where they have extracted coarse visible gold.

In March 2007, an orientation sampling program was conducted at Chinipas to assess the style of mineralization and to determine its lateral extent. Gold was found to be hosted in tourmaline and pyrite bearing quartz veins and veinlets over a strike length of over 3km’s. Sampling returned values up to 17.65 gpt gold, in a 15cm chip sample and 5.43% copper and 110 gpt silver respectively from two mine dump samples.

In February of 2009, a follow-up mapping and sampling program was completed. The property is located in the Lower Series of the Sierra Madre Occidental which is a series of andesite flows intercalated with rhyolite flows and volcanoclastic units. On the property this sequence has been intruded by multiple intrusive units. Mapping confirmed that the veining occurs over 3.4km of strike trending roughly NE-SW by about 500m wide and is hosted in a quartz feldspar porphyry intrusive. The veins vary from very fine to 10’s of cm in width and while there is a prominent direction to the larger veins, there are extensive zones of veinlet stockworks between those larger veins. The host intrusive is also frequently silicified. The intrusive appears to be fault bounded and has zones of iron skarn developed along the contact zone in the SW and along parts of the north boundary. Locally the iron skarn is gold bearing, though little sampling has been done to confirm the continuity or extent of that style of mineralization. Highlights of the recent sampling program are shown in the table that follows:

Sample #	Sample Type	Au-gpt
691717	2m channel	2.92
691755	3m x 3m panel	0.83
691759	3m x 3m panel	2.41
691763	Grab	3.15
691764	4m x 2m panel	0.86
691811	1.3m channel	2.49

In 2009, the Company plans to conduct further mapping and a limited bulk sampling program to test the apparent irregular distribution of coarse gold within the tourmaline quartz veinlets.

Coyote Silver Gold Project

On January 25, 2008, Soltoro-Mexico received title to the 852 hectare Coyote concession. Soltoro entered into an option agreement on May 12, 2008 to acquire additional internal concessions totaling 200 hectares. Under the terms of the option agreement, US\$20,000 was paid on signing with a further cash payment of US\$20,000 due within 6 months to effect transfer of the internal concessions. The vendor will hold a 2% NSR and Soltoro shall have the right to purchase 1% of the NSR for US\$400,000. On November 10, 2008, Soltoro and the vendor signed a ratification letter extending the due date for the US\$20,000 transfer payment for the internal concession to May 12, 2009. On May 12, 2009, Soltoro signed a second ratification letter agreement with the vendor extending the title transfer date to November 12, 2009. Soltoro made a partial payment of US\$5,000 to the vendor on signing with the balance of US\$15,000 due on November 12, 2009. Soltoro is obliged to pay a further US\$200,000 in advance royalty payments over 4 years from the date of transfer to retain the concessions.

The Coyote concession is a drill-ready silver-gold project where the series of known vein systems cumulatively extends for over 5 kilometres in five principle veins. Initial sampling by Soltoro returned the following selected values:

Sample #	Channel Length (m)	Au-gpt	Ag-gpt
755005	1.65	1.020	110
755010	1.4	0.238	216
755011	0.9	0.190	188
755012	1.0	0.095	71
755013	1.1	0.123	656
755014	1.0	0.055	108
755015	1.2	0.232	327
755016	1.7	0.135	406
755017	2.2	0.125	102
755018	1.6	0.022	107
755019	1.15	0.044	250
755020	0.8	0.017	133
755021	1.6	0.171	268
755022	1.9	0.045	294
755023	1.0	0.049	189
755024	1.85	0.127	142
755025	1.75	0.056	346
755026	1.9	0.465	189
755027	1.9	0.016	89
755037	2.0	0.070	101
755038	2.8	0.431	124

At Coyote, the El Tajo mine was the largest former silver producer in the area. El Tajo was mined from around 1890 through to 1915. Two other underground mines are known on the

property in addition to numerous smaller surface workings. Mineralization at the Coyote Project is predominantly silver with lesser gold values hosted in banded and brecciated quartz veins. The mineralized zone extends roughly over a 2.5 km by 2 km area. Mineralization exists over at least a 100m vertical distance.

A mapping, trenching and channel sampling program over the vein systems was completed in September 2008 and returned the following select results:

Trench #	Area	Chip Sample (Width in Metres)	Gold (gpt)	Silver (gpt)
1	San Rafael	1.40	0.03	167
2	San Rafael	2.70	0.06	228
3	San Rafael	2.00	0.16	168
4	San Rafael	1.00	0.35	224
5	San Rafael	12.75	0.10	126
6	San Rafael	0.80	0.13	284
7	San Rafael	3.55	0.09	191
8	San Rafael	3.50	0.01	282
9	El Tajo Sur	2.00	0.35	122
10	Florida	1.00	0.42	123
11	El Tajo	1.60	0.33	427
12	El Tajo	0.55	0.46	176
13	El Tajo	0.90	0.04	117
14	El Tajo	0.75	1.78	348
15	El Tajo	2.00	0.15	445
16	El Tajo	2.40	0.15	440
17	El Tajo	1.40	0.24	216
18	El Tajo	1.65	1.02	110
19	El Tajo	2.10	0.11	199
20	El Tajo	0.30	0.27	364
21	El Tajo Norte	1.90	0.07	164
22	El Tajo Norte	1.10	0.28	145
23	La Manuela	0.80	0.02	133
24	La Colorada	0.50	0.03	184
25	La Colorada	1.10	0.04	250
26	La Colorada	1.50	0.14	272
27	Florida	1.50	0.18	270
28	Florida	2.90	0.18	373
29	Florida	1.50	0.21	187
30	Florida	1.70	0.29	179
31	Florida	0.80	0.06	144
32	Florida	0.40	0.02	140
33	Florida	1.10	0.22	348
34	Florida	0.90	0.05	481
35	Florida	0.45	0.04	302
36	Florida	0.60	0.00	175
37	Boca Ancha	1.50	0.28	498
38	Boca Ancha	3.00	0.07	191
39	Boca Ancha	2.00	0.26	223
40	Boca Ancha	2.00	0.37	172

Victoria Concession

In Jalisco state, Soltoro holds 100% title interest the 10,985 hectare Victoria concession titled on January 22, 2008. A brief field program was carried out in April, 2009 that returned a strong soil anomaly along the northern extension of a historic gold-silver mine. A value of 1.23 gpt gold was returned in one soil sample and flanking samples indentified a classic soil anomaly. A follow-up program is under way as of the writing of this MD&A to better delineate the extent of this new target.

Gavilan Concession

On August 29, 2006, Soltoro-Mexico received 100% title interest to the 780 hectare Gavilan concession located in the San Joaquin district in the state of Queretaro. The Gavilan prospect was staked, based on historical reports, to investigate the potential for the area to host a zinc/silver/gold skarn. A limited geological reconnaissance program was completed in 2006 to identify mineralized areas and evaluate the style and extent of alteration.

Peña Grande Concession

On December 7, 2006, Soltoro Mexico applied for a 31,669 hectare claim in the state of San Luis Potosi. The claim is an alluvium covered area surrounding a strong magnetic high that is thought to be prospective for a Peñasquito style of deposit. In 2007, ASTER data was acquired over the property area which identified numerous areas of silicification, clay alteration and iron alteration. No field work has been completed to date as title has not yet been granted. An evaluation is planned for the second quarter of 2009.

Margarita Concession

On March 3, 2008, Soltoro-Mexico made application for the 1,371 hectare Margarita claim adjacent to the historic Tiamaro mine in the state of Michoacan. Tiamaro is located in a prospective copper district. A brief sampling program was carried out in September 2008 with a third party consultant where quartz veins and quartz veinlet stockworks hosting chalcopyrite mineralization were noted on the Tiamaro property.

Mineral Properties and Deferred Development Expenditures:

At March 31, 2009, cumulative acquisition and deferred exploration costs with respect to the Company's interests in mineral properties owned, leased or under option, consisted of the following:

	Balance December 31, 2008	Additions	Balance March 31, 2009
	\$	\$	\$
El Rayo Concessions			
Acquisition costs	162,114	7,086	169,200
Deferred exploration costs	1,831,782	11,256	1,843,038
	1,993,896	18,342	2,012,238
La Tortuga Concessions			
Acquisition costs	127,673	11,306	138,979
Deferred exploration costs	1,246,376	232,971	1,479,347
JV partner funding	(1,154,773)	-	(1,154,773)
	219,276	244,277	463,553
Quila Concession			
Acquisition costs	19,189	-	19,189
Deferred exploration costs	6,917	-	6,917
Property payment from JV partner	(43,250)	(7,500)	(50,750)
	(17,144)	(7,500)	(24,644)
El Santuario Concession			
Acquisition costs	12,609	1,942	14,551
Deferred exploration costs	20,629	2,857	23,486
	33,238	4,799	38,037
Chinipas Concession			
Acquisition costs	4,922	688	5,610
Deferred exploration costs	20,587	18,946	39,533
	25,509	19,634	45,143
Coyote Concession			
Acquisition costs	25,357	976	26,333
Deferred exploration costs	38,197	2,363	40,560
	63,554	3,339	66,893
Victoria Concession			
Acquisition costs	15,931	4,848	20,779
Deferred exploration costs	40,053	46	40,099
	55,984	4,894	60,878
Gavilan Concession			
Acquisition costs	10,427	551	10,978
Deferred exploration costs	7,855	-	7,855
	18,282	551	18,833
Peña Grande Concession			
Acquisition costs	12,086	-	12,086
Deferred exploration costs	16,012	898	16,910
	28,098	898	28,996

	Balance December 31, 2008	Additions	Balance March 31, 2009
	\$	\$	\$
Margarita Concession			
Acquisition costs	3,824	-	3,824
Deferred exploration costs	14,628	-	14,628
	<u>18,452</u>	-	<u>18,452</u>
Other	30,439	3,494	33,933
	<u>2,469,584</u>	<u>292,728</u>	<u>2,762,312</u>
Other Cumulative Expenditures since Inception			
	\$	\$	\$
Opening Balance	2,469,584	292,728	2,762,312
Discontinued Properties			
Bacanora Concession	597,003	-	597,003
Midas Concession	8,968	-	8,968
	<u>605,971</u>	-	<u>605,971</u>
Total Cumulative Mineral Expenditures since Inception	<u>3,075,555</u>	<u>292,728</u>	<u>3,368,283</u>
Joint Venture Earn-In Expenditure			
La Tortuga Concession	1,154,773	-	1,154,773
Quila Concession	571,361	-	571,361
	<u>1,726,134</u>	-	<u>1,726,134</u>
Total Cumulative Mineral Expenditures including JV Earn-In Activities	<u>4,801,689</u>	<u>292,728</u>	<u>5,094,417</u>

Mr. William McGuinty, P.Geo., a director of the Company and qualified person as defined by NI 43-101 has reviewed the contents of this MD&A. Field supervision of the projects is provided by Mr. Chris Lloyd, M.Sc., Vice President, Exploration.

3. BUSINESS COMBINATION

The consolidated financial statements of Soltoro Ltd. (formerly Blue Fyre One Inc., a capital pool company) reflect the reverse takeover by Soltoro Ltd. ("Private Soltoro") of Blue Fyre One Inc. ("Blue Fyre"), a capital pool company under the policies of the TSX Venture Exchange, by way of a three-way amalgamation. This transaction was approved by the shareholders of each company and was completed on August 31, 2006. The details of the transaction are outlined in the audited financial statements for the year ended December 31, 2007.

4. RESULTS OF OPERATIONS

The comprehensive loss for the interim period ended March 31, 2009 was \$80,517 as compared to a comprehensive loss of \$197,743 for the period ended March 31, 2008. The net loss for the interim period ended March 31, 2009 was \$77,017 as compared to a net loss of \$188,743 for the period ended March 31, 2008. The decrease in the loss of \$111,726 for the interim period is primarily attributable to: lower investor relations costs of \$36,623; an increase in the gain on

foreign exchange of \$10,112; and stock-based compensation that declined to \$Nil from \$65,333 in the prior comparative period.

The net loss and comprehensive loss for the year ended December 31, 2008 was \$1,068,980 as compared to a net loss and comprehensive loss of \$737,146 for the year ended December 31, 2008. The increase in the loss of \$331,834 for the year is primarily attributable to the write off of the Bacanora and Midas concessions totalling \$605,971, offset by a \$343,798 reduction in Administrative expenses. Other factors contributing to the increased loss were a larger revaluation loss on marketable securities held for trading of \$27,250 due to a decline in the share price of Southern Silver Exploration Corporation and a decline in interest income of \$42,411.

The \$343,798 reduction in Administration expenses primarily reflects: an increase in salaries and management fees of \$21,714; decrease in investor relations costs by \$80,577; an increase in rent of \$24,616; with these increases offset by the foreign exchange gain of \$100,126 attributable with the fluctuation of the Mexican Pesos, US Dollar and Canadian Dollar. Non-cash stock-based compensation decreased by \$227,719 from the year ended December 31, 2007.

The net loss and comprehensive loss for the year ended December 31, 2007 was \$737,146 as compared to a net loss of \$320,503 for the period ended December 31, 2006. The December 31, 2006 loss the increase in company activity since incorporation on September 12, 2005 and the reverse takeover with Blue Fyre One Inc. completed on August 31, 2006. Further details are outlined in the audited financial statements for year ended December 31, 2007. The increase in the loss of \$416,643 for the year is primarily attributable to: an increase in salaries and management costs of \$35,095; legal and audit fees of \$21,171 and total administration expenses of \$29,598 made up of rent, office expenses, regulatory fees, transfer agent fees, communications and travel. The foreign exchange loss of \$70,721 was attributable to the fluctuation of the Mexican Pesos, US Dollar and Canadian Dollar. The stock based compensation increased by \$138,027 and will continue be a material expense to the Company in the future.

The net loss for the year ended December 31, 2006 was \$320,503. The year ended December 31, 2005 is reported from the incorporated date of September 12, 2005.

5. FINANCING AND CAPITALIZATION

As of the date of this MD&A and as at March 31, 2009 the Company had 20,215,000 shares issued and outstanding and after giving effect to 1,655,000 outstanding stock options there were 21,870,000 shares on a fully diluted basis.

6. LIQUIDITY AND CASH FLOW

At March 31, 2009, the Company had liquid resources, including cash and funds held in the form of redeemable interest bearing term deposits, of \$485,961 and marketable securities with a fair value of \$14,000. The significant sources and outflows of cash during the interim period ended March 31, 2009 are detailed in the cash flow statement and include:

- a. Total cash outlays of \$296,735 on equipment, acquisition and exploration costs associated with the Company's mineral properties;
- b. Total cash outlays of \$20,993 on operations, with the net loss of \$77,017; an increase in accounts receivable and prepaid expenses of \$5,083 and a decrease in accounts payable and accrued liabilities of \$49,763.

The Company's ability to raise additional funds and its future performance is largely tied to the financial markets related to junior exploration companies. Current financial markets are likely to be volatile in Canada for the remainder of the calendar year and potentially into 2010, reflecting ongoing concerns about the stability of the global economy and weakening global growth prospects. As well, concern about global growth has led to sustained drops in the commodity markets. Unprecedented uncertainty in the credit markets has also led to increased difficulties in borrowing/raising funds. Junior exploration companies world-wide have been hit particularly hard by these trends. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting the present shareholders of the Company. With continued market volatility and slower economic growth, the Company's strategy is to joint venture projects where possible; spend its funds in a prudent manner; and scale back on its exploration programs. The Company believes this strategy will enable it to meet these near-term challenges. The Company still has a strong belief in the exploration potential of its properties and hopes to emerge in a solid financial position once the economy moves into the next upturn of the commodity cycle.

The Company's cash resources are considered sufficient to enable the Company to continue evaluative work on its properties in the short term, but additional funds will be required going forward to advance exploration on the Company's properties and replenish working capital.

7. ANNUAL INFORMATION

Selected financial information of the Company for the annual periods indicated:

	2008	2007	2006
Audited	(\$)	(\$)	(\$)
Interest income	25,265	67,676	58,207
Stock-based compensation	23,015	250,734	112,707
Administrative expenses – net	435,009	551,088	266,003
Gain (loss) on investment	(30,250)	(3,000)	-
Net loss and comprehensive loss	1,068,980	737,146	320,503
Loss per common share – basic and diluted	0.05	0.04	0.03
Exploration & acquisition expenditures	1,511,051	1,977,113	838,429

8. QUARTERLY INFORMATION

Selected financial information of the Company for the quarterly periods indicated:

	1 st Quarter	2 nd Quarter	3 rd Quarter	4 th Quarter
	(\$)	(\$)	(\$)	(\$)
2009 Unaudited				
Interest income	1,071			
Stock-based compensation	-			
Administrative expenses – net	78,088			
Gain (loss) on investment	3,500			
Mineral properties written-off	-			
Net loss and comprehensive loss	80,517			
Loss per common share – basic and diluted	0.01			
Exploration & acquisition expenditures	296,735			
2008 Unaudited				
Interest income	6,338	10,357	8,963	(393)
Stock-based compensation	65,333	17,483	4,919	(64,721)
Administrative expenses – net	129,748	125,968	95,342	83,951
Gain (loss) on investment	(9,000)	(5,000)	(16,250)	-
Mineral properties written-off	-	-	-	(605,971)
Net loss and comprehensive loss	197,743	138,094	107,548	625,594
Loss per common share – basic and diluted	0.01	0.01	0.00	0.01
Exploration & acquisition expenditures	416,438	323,273	512,132	259,207
2007 Unaudited				
Interest Income	19,265	22,241	15,234	10,936
Stock-based compensation	109,020	79,398	23,195	39,121
Administrative expenses – net	160,389	119,668	133,260	137,771
Gain (loss) on investment	3,500	7,500	(7,000)	(1,000)
Net loss and comprehensive loss	246,644	169,325	148,221	172,956
Loss per common share – basic and diluted	0.01	0.01	0.01	0.01
Exploration & acquisition expenditures	461,935	630,458	364,364	520,356

Over the past eight quarters net administrative expenses have ranged between \$137,771 and \$78,088. Administrative expenses have trended downward over the past 5 quarters and are expected to remain at the lower end of the range in the immediate future. This trend reflects cost containment measures and lower levels of exploration activity going forward until such time as there is a recovery in the commodities-related junior exploration industry. Stock-based compensation expense for stock options, which can be highly material and irregular, occurs over the vesting period of options granted. This non-cash expense may be significant to the magnitude of the Company's loss. Mineral properties are written off from time to time when the management believes their value is impaired. For additional information regarding period to period variations, kindly refer to the Results of Operations and other sections of this MD&A.

9. OUTLOOK

Management's strategy for building Soltoro into a profitable resource company and maximizing shareholder value is to acquire and explore drill ready or near drill ready properties with the potential to host significant economic deposits within prolific mining districts in Mexico. The Company explores primarily for gold, silver and copper, with the objective of enhancing the value of its properties either by direct exploration or through joint venture to a third party. This strategy diversifies the business risks inherent in developing a single property and may increase shareholder value substantially going forward.

The Company continues to actively explore its Mexican properties. Exploration of the Company's Quila property is being funded by a joint venture partner. Future quarterly results, in terms of both corporate expenditures charged to operations and exploration expenditures charged to deferred exploration costs, will be constrained by the current difficult market conditions and lack of financing available to junior mining companies.

The Company's cash resources are considered sufficient to enable the Company to continue evaluative work on its properties in the short term, but additional funds will be required going forward to advance exploration on the Company's properties and replenish working capital.

10. RELATED PARTY TRANSACTIONS

a) Accounts payable and accrued liabilities include amounts due to an officer and director of the Company in the amount of \$37,368 (March 31, 2008 - \$224) and an advance amount due from an officer and director of the Company of \$2,622 (March 31, 2008 \$1,685), reported in the accounts receivables and prepaids. These liabilities and prepaids were incurred in the normal course of business and is unsecured, non-interest bearing and has no fixed terms of repayment.

b) During the period ended March 31, 2009, the Company incurred management and geological consultancy fees of \$71,736 (March 31, 2008 - \$66,345) with respect to management services provided by officers and directors of the Company and its wholly owned subsidiary. These transactions were in the normal course of business and were measured at the exchange amount, which is the amount established and agreed to by the related parties. Of the total amount, \$36,000 (March 31, 2008, - \$36,000) was charged to operations for officers of the Company, and \$35,737 (March 31, 2008 - \$30,345) was capitalized as a component of the Company's mineral properties and deferred exploration expenditures. Management has deferred payment of the management and geological consultancy fees in an amount of \$37,368.

11. DISCLOSURE AND INTERNAL CONTROLS

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the interim financial statements and (ii) the interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the interim financial statements.

In contrast to the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (MI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial

reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

12. CHANGES IN ACCOUNTING POLICIES

Goodwill and Intangible Assets

Effective January 1, 2009, the Company adopted CICA Section 3064, "Goodwill and Intangible Assets" which replaces CICA Sections 3062, "Goodwill and Other Intangible Assets" and 3450 "Research and Development Costs", as well as EIC-27, "Revenues and Expenditures During the Pre-operating Period", and part of Accounting Guideline 11, "Enterprises in the development stage". Under previous Canadian standards, a greater number of items were recognized as assets than are recognized under International Financial Reporting Standards ("IFRS"). The provisions relating to the definition and initial recognition of intangible assets reduce the differences with IFRS in the accounting for intangible assets. The objectives of CICA 3064 are: 1) to reinforce the principle-based approach to the recognition of assets; 2) to establish the criteria for asset recognition; and 3) to clarify the application of the concept of matching revenues and expenses such that the current practice of recognizing assets items that do not meet the recognition criteria is eliminated. The standard also provides guidance for the recognition of internally developed intangible assets (including research and development activities), ensuring consistent treatment of all intangible assets. The portions in the standard relating to goodwill remain unchanged.

The adoption of this standard had no impact on the Company's presentation of its financial position or results of operations as at March 31, 2009.

Credit Risk and the Fair Value of Financial Assets and Financial Liabilities

In January 2009, the Emerging Issues Committee of the CICA issued EIC-173, Credit Risk and the Fair Value of Financial Assets and Financial Liabilities, which applies to interim and annual financial statements for periods ending on or after January 20, 2009. The Company has evaluated the section and determined that adoption of these requirements will have no impact on the Company's interim financial statements.

Mining exploration costs

On March 27, 2009, the Emerging Issues Committee of the CICA approved an abstract EIC-174, "Mining Exploration Costs", which provides guidance on capitalization of exploration costs related to mining properties in particular, and on impairment of long-lived assets in general. The

adoption of this abstract had no impact on the Company's presentation of its financial position or results of operations as at March 31, 2009.

13. FUTURE ACCOUNTING CHANGES

(i) International Financial Reporting Standards ("IFRS")

In January 2006, the CICA's Accounting Standards Board ("AcSB") formally adopted the strategy of replacing Canadian generally accepted accounting principles with IFRS for Canadian enterprises with public accountability. The current conversion timetable calls for financial reporting under IFRS for accounting periods commencing on or after January 1, 2011. On February 13, 2008 the AcSB confirmed that the use of IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company is currently assessing the impact of IFRS on its financial statements.

(ii) Business combination; Consolidated financial statements and non-controlling interests

The CICA issued three new accounting standards in January 2009: Section 1582, "Business Combinations", Section 1601, "Consolidated Financial Statements" and Section 1602, "Non-Controlling Interests". These new standards will be effective for fiscal years beginning on or after January 1, 2011. Section 1582 replaces section 1581 and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to IFRS 3, "Business Combinations". Sections 1601 and 1602 together replace section 1600, "Consolidated Financial Statements". Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS IAS-27, "Consolidated and Separate Financial Statements". The Company is in the process of evaluating the requirements of the new standards.

14. CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical accounting estimates used in the preparation of the financial statements include the Company's estimate of recoverable value on its mineral properties as well as the value of stock-based compensation. Both of these estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

The Company's recorded value of its mineral properties is based on historical costs that it expects to be recovered in the future. The Company operates in an industry that is exposed to a number of risks and uncertainties, including exploration risk, development risk, commodity price risk, operating risk, ownership, funding, and currency risk, as well as environmental risk. All of these factors are potentially subject to significant change, out of the Company's control, however such changes are not determinable. Failure to conduct additional work on its exploration properties may result in their loss. Accordingly, there is always the potential for a material adjustment to the value assigned to mineral properties.

The factors affecting stock-based compensation include the use of a Black-Scholes option pricing model which has its limitations and the use of estimates when stock options might be exercised and stock price volatility. While these factors could have a material impact on stock-based compensation expense and hence the results of operations, stock-based compensation is a non-cash item and there would be no impact on the Company's financial condition.

15. CAPITAL MANAGEMENT

When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to achieve optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business.

The properties in which the Company currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. There were no changes in the Company's approach to capital management during the three months ended March 31, 2009. The Company is not subject to externally imposed capital requirements.

16. FINANCIAL INSTRUMENTS, RISK MANAGEMENT AND SENSITIVITY

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Director also provides regular guidance for overall risk management.

(i) Property risk

The Company's major mineral properties are in the exploration stage (the "Properties"). Unless the Company acquires or develops additional material properties, the Company will be mainly dependent upon its existing Properties. If no additional major mineral properties are acquired by the Company, any adverse development affecting the Company's Properties would have a material adverse effect on the Company's financial condition and results of operations.

(ii) Credit risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and accounts receivable. Cash consists of cash on hand deposited with reputable financial institutions which is closely monitored by management. Financial instruments included in accounts receivable consist of sales tax receivable from government authorities in Canada and Mexico and deposits held with service providers. Management believes credit risk with respect to financial instruments included in cash and accounts receivable is minimal.

(iii) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2009, the Company had a cash balance of \$485,961; (December 31, 2008 - \$803,689) to settle current liabilities of \$331,276 (December 31, 2008 - \$378,380). The Company is seeking additional capital to increase liquidity.

(iv) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity prices and equity.

(v) *Interest rate risk*

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by banks with which it keeps its bank accounts. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its investments. As of March 31, 2009, the Company had cash balance of \$485,961 (December 31, 2008 - \$803,689) which includes investment-grade short-term deposit certificates.

(vi) *Foreign currency risk*

The Company's exploration activities are conducted entirely in Mexico. Major purchases and exploration expenditures are transacted in Mexican Pesos and US dollars. Administrative expenditures and cash balances are primarily transacted in Canadian dollars. The Company has exposure to foreign currency risk.

(vii) *Price risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to gold, copper, and zinc, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

The Company's investment in marketable security is subject to fair value fluctuations arising from changes in the resource sector and equity markets.

Sensitivity analysis

The Company has, for accounting purposes, designated its marketable securities as held-for-trading, which is measured at fair value. Accounts receivable are classified for accounting purposes as loans and receivables, which are measured at amortized cost which equals fair value. Accounts payable and accrued liabilities are classified for accounting purposes as other financial liabilities, which are measured at amortized cost which also equals fair market value.

As at March 31, 2009, both the carrying and fair value amounts of the Company's financial instruments related to cash, accounts receivable and accounts payable and accrued liabilities are approximately equivalent.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a three month period:

- (i) Interest rate risk is limited to cash balances, primarily held in Canadian and US dollars in Canada.
- (ii) The Company holds balances in US dollars and Mexican pesos that give rise to foreign exchange risk. If the US dollar rose or fell in relation to the Canadian dollar by 3%, the effect on the financial statements as at March 31, 2009 would be a change in foreign exchange of +/- CDN\$9,876. If the Mexican Pesos rose or fell in relation to the Canadian dollar by 3%, the effect on the financial statements as at March 31, 2009 would be a change in foreign exchange of +/- CDN\$434.
- (iii) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability from mineral exploration depends upon the world market price of valuable minerals. Commodity prices have fluctuated significantly in

recent years. There is no assurance that, even as commercial quantities of valuable minerals may be produced in the future, a profitable market will exist for them. As of March 31, 2009, the Company is not a producer of valuable minerals. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

- (iv) The Company's marketable security is denominated in Canadian dollars and is subject to fair value fluctuations. As at March 31, 2009, if the fair value of the Company's marketable security had increased/decreased by 10% with all other variables held constant, accumulated other comprehensive loss for the three months ended March 31, 2009 would have been approximately \$1,000 lower/higher. Similarly, as at March 31, 2009, the Company's reported shareholders' equity would have been approximately \$1,000 lower/higher as a result of a 10% decrease/increase in marketable security.

17. RISK FACTORS

The Company's business requires and will continue to require significant financings and is subject to risks associated with industry and economic factors, mineral prices, mineral resources and exploration activities. Readers should review and consider the financial, operational, permitting and environmental risk factors faced by the Company, which are common to junior exploration companies.

Industry and economic factors affecting the Company

The following factors may affect the Company's performance:

- The Company's future performance is largely tied to the financial markets related to junior exploration companies;
- Current financial markets are likely to be volatile in Canada for the remainder of the calendar year and potentially into 2010, reflecting ongoing concerns about the stability of the global economy and weakening global growth prospects. As well, concern about global growth has led to sustained drops in the commodity markets. Unprecedented uncertainty in the credit markets has also led to increased difficulties in borrowing/raising funds. Junior exploration companies world-wide have been hit particularly hard by these trends. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting present shareholders of the Company;
- With continued market volatility and slower economic growth, the Company's strategy is to spend its funds in a prudent manner and scale back on its exploration programs; and
- The Company believes this strategy will enable it to meet these near-term challenges. The Company still has a strong belief in the exploration potential of its properties and hopes to emerge in a solid financial position once the economy moves into the next upturn of the commodity cycle.

Exploration, Development and Operating Risks

The exploration for and development of mineral deposits is a speculative venture involving a high degree of risk. Even a combination of careful evaluation, experience and knowledge may not eliminate such risk. While the discovery of a commercially viable ore body may result in substantial rewards, few mineral properties which are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides, and the inability of Soltoro to obtain suitable

machinery, equipment or labour are all risks involved with the conduct of exploration programs and the operation of mines. Substantial expenditures may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing may be required. It is impossible to ensure that the exploration or development programs planned by Soltoro will result in a profitable commercial mining operation. The decision as to whether a particular property contains a commercial mineral deposit and should be brought into production will depend on the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and geologists. Several significant factors will be considered, including, but not limited to: (i) the particular attributes of the deposit, such as size, grade and proximity to infrastructure; (ii) metal prices, which are highly cyclical; (iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, permitting, importing and exporting of minerals and environmental protection; (iv) ongoing costs of production; (v) availability and cost of additional funding; and (vi) local community and landowner opposition to access mineral rights.

The exact effect of these factors cannot be accurately predicted, but one or any combination of these factors may result in Soltoro not receiving an adequate return on invested capital.

Additional Capital

The ability of Soltoro to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of Soltoro. The development and exploration of Soltoro's properties may require substantial additional financing. Failure to obtain such financing may result in delaying or indefinite postponement of exploration, development or production on any or all of Soltoro's properties or a loss of a property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to Soltoro. If additional financing is raised by Soltoro through the issuance of securities from treasury, control of Soltoro may change and security holders may suffer additional dilution.

Early Stage Projects

Each of the Company's projects is in the early exploration stage and is without a known body of commercial ore. There is no certainty that the expenditures made by Soltoro towards the search for and development of mineral deposits on its properties will result in discoveries of commercial quantities of ore.

Environmental Risks and Hazards

All phases of Soltoro's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Soltoro's operations. Environmental hazards may exist on the properties on which Soltoro holds interests which are unknown to Soltoro at present and which have been caused by previous or existing owners or operators of the properties or by current or previous surface rights owners. Government approvals and permits have been submitted as required and future approvals will be required in connection with Soltoro's operations. To the extent such approvals are required and not obtained, Soltoro

may be curtailed or prohibited from continuing its mining operations or from proceeding with the planned exploration or development of the mineral properties in which it has an interest. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of exploration properties may be required to compensate those suffering loss or damage by reason of such parties' activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation thereof, could have a material adverse impact on Soltoro and cause increases in exploration expenses or capital expenditures or require abandonment or delays in development of new exploration properties.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and Soltoro may decide not to insure such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of Soltoro. The Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Soltoro periodically evaluates the cost and coverage of the insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance. Without such insurance, and if Soltoro becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds available to Soltoro to pay such liabilities and result in bankruptcy. Should Soltoro be unable to fund fully the remedial cost of an environmental problem it might be required to enter into interim compliance measures pending completion of the required remedy.

Permitting

Soltoro's current and future operations will require approvals and permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of such approvals and permits for the existing operations or additional approvals or permits for any possible future changes to operations. Prior to any development on any of its properties, Soltoro must receive permits from appropriate governmental authorities. There can be no assurance that Soltoro will obtain or continue to hold all permits necessary to develop or continue operating at any particular property.

Infrastructure

Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, and government or other interference in the maintenance or provision of such infrastructure could adversely affect Soltoro's operations, financial condition and results of operations.

Title to Mining Concessions

The validity of mining concessions generally can be contested, and although Soltoro has taken steps to acquire the necessary title to its mining concessions, some risk exists that title to such concessions may be defective. In order to maintain the mining concessions, Soltoro must incur certain minimum exploration expenditures annually or risk forfeiture of the mining concessions and any such expenditure made to such time.

Competition

The resource and mining exploration industry is intensely competitive in all of its phases. As a result of this competition, some of which is with large, established mining companies with substantial capabilities and greater financial and technical resources than Soltoro, the Company may be unable to acquire additional mineral properties on terms it considers acceptable, or continue to explore and develop its existing properties.

Market Factors and Volatility of Commodity Prices

The marketability of mineralized material which may be acquired or discovered by Soltoro will be affected by numerous factors beyond the control of Soltoro. These factors include market fluctuations in the prices of minerals sought, which are highly volatile, the proximity and capacity of natural resource markets and processing equipment, and government regulations, including regulations relating to prices, taxes, royalties, permitting, land tenure, land use, importing and exporting of minerals and environmental protection. The effect of these factors cannot be accurately predicted, but these factors may result in Soltoro not receiving an adequate return on invested capital. Prices of certain minerals have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the control of Soltoro. Future mineral prices cannot be accurately predicted. A severe decline in the price of a mineral being produced or expected to be produced by Soltoro would have a material adverse effect on Soltoro, and could result in the suspension of exploration or development of mining operations by Soltoro.

Foreign Operations

All of the Company's property interests are located in Mexico, and are subject to that jurisdiction's laws and regulations. The Company believes the present attitude of Mexico to foreign investment and mining to be favourable but investors should assess the political risks of investing in a foreign country. Variations from the current regulatory, economic and political climate could have an adverse effect on the affairs of the Company.

Exchange Rate Fluctuations

Exchange rate fluctuations may adversely affect Soltoro's financial position and results. Soltoro does not currently hedge or otherwise mitigate its foreign currency risks.

Key Executives

Soltoro is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of Soltoro, the loss of these persons or Soltoro's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations. Soltoro does not currently carry any key man life insurance on any of its executives.

Conflicts of Interest

Certain of the directors and officers of Soltoro also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving Soltoro will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Soltoro and its shareholders.

Cautionary Note Regarding Forward-Looking Information

Except for statements of historical fact relating to Soltoro, certain information contained in this MD&A constitutes “forward-looking information” under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the potential of the Company’s properties; the future price of precious and/or base metals; success of exploration activities; cost and timing of future exploration and development; requirements for additional capital and other statements relating to the financial and business prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during permitting; the possibility that future exploration results will not be consistent with the Company’s expectations; timing and availability of external financing on acceptable terms and in light of the current decline in global liquidity and credit availability; the uncertainty of conducting activities within a joint venture structure; currency exchange rates; government regulation of mining operations; failure of equipment or processes to operate as anticipated; risks inherent in mineral exploration and development including environmental hazards, industrial accidents, unusual or unexpected geological formations; and uncertain political and economic environments. Although management of Soltoro has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

May 28, 2009

(Signed) “Andrew Thomson”
Andrew Thomson
President and Chief Executive Officer

(Signed) “Douglas Reeson”
Douglas Reeson
Chief Financial Officer