



**MANAGEMENT DISCUSSION AND ANALYSIS
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2010**

This Management Discussion and Analysis ("MD&A") reviews the financial condition and results of operations of Soltoro Ltd. ("Soltoro" or the "Company") for the year ended December 31, 2010. The MD&A was prepared as of April 21, 2011 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2010, including the notes thereto. 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 and 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 silver, gold, 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 Primary-Silver Gold 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 Silver Predator Mines Inc. (formerly "Fury Explorations Ltd."). Silver 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.

There is good access to the El Rayo 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 Consejo de Recursos Minerales 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 was 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 tested the southern portion of the Las Bolas structure over a 700 metre strike length with every drill hole intercepting mineralization. A 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 started a resource definition reverse-circulation drill program along in the Las Bolas mine area. Two reverse-circulation holes twinned prior diamond core drilling in order to compare the mineralization intersected by these two methods and in the hope of obtaining a more representative sample given the less than 70% recoveries obtained with the diamond drill. Results from the twinned holes were as follows:

Line	Drill Hole	From:	To:	Width ¹ : (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
S12	RAY08-RC41*	45.0	76.5	31.5	113	0.26
S12	RAY-07-11	49.1	84.2	35.1	92	0.04

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

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 RAY08-RC01 and RAY07-38 were near 100%. RAY08-RC41, twinned diamond drill hole RAY-07-11. 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%. 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 ¹ : (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

¹All 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 ¹ (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

¹All 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 Las Bolas in an attempt to understand the mineralization encountered in the drilling. Several new mineralized structures were identified in the hanging-wall of the main mineralized trend to the northwest, which appear to correspond with zone drill intercepts. A location map showing all the drill sections can be viewed at www.solto.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. Work programs were later carried out to drill test the south-western portion of the Las Bolas structure, including deeper drilling, along the entire structure. The intent was 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 the 650m long portion of the Las Bolas structure where resource drilling was carried out in 2008.

The independent report completed by GeoVector Management Inc. 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 silver. 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.

In June of 2009, Laboratorio Tecnológico de Metalurgia LTM S.A. de C.V. located in Hermosillo, Mexico, was retained to carry out a series of metallurgical tests on two separate rock types: 1) hematite matrix breccia containing gold from the El Rayo structure and 2) oxide silver material from the Las Bolas structure. A series of bottle roll tests were completed at different grind sizes ranging from -3/8 inch to -100 mesh. At the coarse size of -3/8 inch the gold recovery by cyanide leaching of the El Rayo gold material was 93.8% after 48 hours. At the same size grind, samples from the Las Bolas silver structure returned recoveries between 74.3% and 86.9% for the gold and between 23.8% and 29.0% for the silver after 48 hours. At the finer grind size of -100 mesh, material from the Las Bolas silver structure returned recoveries of 83.8% for gold and 64.3% for silver after 48 hours and rose to 100% for gold and 78.6% for silver after 120 hours. Column testing is being considered for the El Rayo structure gold material based on the high leaching percentage, while further studies are planned to optimize the silver recovery from the Las Bolas structure.

In June of 2009, a program of geochemical soil sampling was completed to test a possible gold-rich flexure in the El Rayo structure, which consisted of “B” horizon soil samples taken at 10 metre spacings along eight lines oriented to cross the structure perpendicularly. Results ranged from the detection limit up to 1.89 gpt gold. Each line was sampled over an 80 to 120 metre length with further soil sampling warranted on most lines. All lines returned strong gold anomalies and generally corresponded to pieces of quartz float material in the soil which appears to be weathering of the original vein below the soil development. This zone remains open to the north-west. To view a map showing the extension zone interpretation please visit: <http://www.soltoro.com/pdf/rayosoil2009.pdf>.

This northern extension is 1 km long and open along strike to the northwest. In July 2009, the second of two trenches over this anomaly located a vein with the following results:

Structure	Trench #	Interval (m)	Gold (gpt)
El Rayo	2	22.5	2.19
	including	7.5	5.36

Sampling of El Camino, a gold bearing zone approximately 900 metres south south-west of, and trending sub-parallel to, the El Rayo structure returned:

Structure	Type	Interval (m)	Gold(gpt)
El Camino	Channel	1.2	0.2
El Camino	Channel	1.3	3.2
El Camino	Channel	1.2	4.6
El Camino	Channel	0.8	4.6
El Camino	Channel	6	0.7

A location map showing trench values along the El Rayo structure (including 2007 results), 2009 drill pad locations and the location of the El Camino vein can be found at: <http://www.soltoro.com/pdf/ElRayotr2009.pdf>.

Trenching was also carried out at the 650 metre long Highway Zone, located at the 'V' junction between the Las Bolas and El Rayo structures. The mineralized structures at surface in the El Rayo and Las Bolas zones have an average width of between 6 and 8 metres. The surface expression of the Highway Zone is significantly broader than that of the Las Bolas zone where previous sampling along a road cut returned a 34 metre width of 65 gpt silver. During the program, 13 new trenches were completed over the hill west of the Highway Zone road cut where two historic underground mines are located and various trenches were extended from the first phase of trenching. Highlights of the program are presented in the table below include prior sampling carried out along the road cut:

Structure	Trench #	Interval (m)	Silver (gpt)	Lead %
Hwy Zone	Road Cut	34	65	0.45
Hwy Zone	H-T9	1.5	75	0.2
Hwy Zone	H-T10	19.5	69	1.6
	Including	7.5	81	1
	And	4.5	98	0.9
Hwy Zone	H-T10	6	78	1.1
	(down shaft) ⁽¹⁾			
Hwy Zone	H-T11	23	66	0.19
	Including	17	71	0.21
Hwy Zone	H-T12	44	65	0.21
	Including ⁽²⁾	16	95	0.28
	Including ⁽²⁾	16	61	0.21
Hwy Zone	H-T13	4	57	0.18

⁽¹⁾Channel sample taken 10 metres below surface in historic cross cut

⁽²⁾ Each 16m interval represents a separate zone

A location map showing the Highway Zone trenches and values can be found at <http://www.soltoro.com/pdf/HwyZtr2009.pdf>.

In September of 2009, seven new trenches were completed south-west of the Las Bolas mine as follows:

Structure	Trench #	Interval (m)	Silver (gpt)
Las Bolas	B-T1	14.8	110
	including	12.8	130
Las Bolas	B-T2	14	82
Las Bolas	B-T3	13	46
Las Bolas	B-T4	10	59
	including	8	68
Las Bolas	B-T5	10	73
	including	6	103
Las Bolas	B-T6	8	26
Las Bolas	B-T7	10	55

A location map along with cross sections of the Las Bolas trenches can be found at <http://www.soltoro.com/pdf/SWLasBolastr2009.pdf> .

From October through December 2009, additional reverse circulation drilling was completed at Las Bolas and along the gold-in-soil geochemical anomaly at the northern extension of the El Rayo structure, as well as along the Highway Zone. A total of 5,620.5 metres was completed in 32 holes (R09-RC42 to R09-RC74). A further 5,952 metres of drilling was completed from January to March of 2010 (holes R10-RC75 to R10-RC116).

In October, 2009, a contract was given to Hrayr Agnerian, M.Sc., P. Geol. to complete a NI 43-101-compliant resource on Las Bolas silver zone once the drill program was complete. Mr. Agnerian visited the property to review field procedures and verify data from 19 to 22 of October, 2009. One of Soltoro's advisory board members also visited the property in December of 2009.

Drilling began with two deep holes on the Las Bolas silver structure. Results from the first two holes drilled are as follows:

Section Line	Drill Hole	From (m)	To (m)	Width ¹ (m)	Silver gpt
S4	RC42	72	207	135	62
S4	including	72	75	3	546
S4	including	142.5	165.5	23	71
S4	including	184.5	207	22.5	117
S5	RC43	69	84	15	50
S5		148.5	157.5	9	59
S5	including	153	156	3	93
S5		219	223.5	4.5	93
S5		281	297.5	16.5	62

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

RC42 was successful in increasing the down-dip extent of the oxide silver mineralization by a further 50 metres for a total 150 metres below surface. RC43 located mineralization 200 metres down dip from surface. Cross-sections of these two holes are at can be viewed at: <http://www.soltoro.com/pdf/Bolasdeepholes.pdf>

The drill was then moved to test the 250 metre long gold-in-soil geochemical anomaly at the northern end of El Rayo structure. Results were returned as follows:

Section Line:	Drill Hole:	From:	To:	Width¹: (metres)	Gold: (gpt)	Silver: (gpt)
R15	RC44 and	43.5	46.5	3.0	0.5	11.8
		49.5	51.0	1.5	0.2	86.6
R15	RC45	77	80	3	0.71	4.8
R16	RC50 including	124.5	151.5	27	0.7	6.3
		135	139.5	4.5	1.58	3.6
R17	RC46 including	34.5	60	25.5	1.8	15.1
		42	55.5	13.5	3.2	24.1
R17	RC49 including	87	121.5	34.5	0.57	4.3
		115.5	120	4.5	2.17	10.3
R18	RC47 including including	40.5	54	13.5	1.71	3.5
		40.5	49.5	9	2.43	4.6
		48	52.5	4.5	5.4	11.9
R18	RC48 including and	81	121.5	40.5	0.88	2.8
		81	87	6	1.23	4.6
		108	118.5	10.5	2.02	3.1

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

In November of 2009, reverse-circulation drilling in the Las Bolas silver zone was resumed and returned the following results:

Section Line:	Drill Hole:	From:	To:	Width ¹ : (metres)	Silver: (gpt)	
S5	RC54	37.5	40.5	3	88	
		57	60	3	47	
		79.5	87	7.5	51	
		93	96	3	51	
	including	142.5	222	79.5	67	
		196.5	222	25.5	119	
		204	220.5	16.5	161	
S2	RC55	63	187.5	124.5	60	
		including	138	187.5	49.5	101
		including	150	184.5	34.5	125
S8	RC56	162	188	26	80	
		including	174	188	14	108
S10	RC57	145.5	180	34.5	58	
		including	156	169.5	13.5	79
S12	RC58	141	147	6	79	
S12	RC59	178.5	193.5	15	55	
S14	RC65	196.5	202.5	6	57	
S14	RC66	195	208.5	13.5	50	
		including	195	201	6	65
S7	RC67	15	24	9	69	
		40.5	46.5	6	62	
		75	85.5	10.5	55	
		135	150	15	55	
N4	RC69	93	102	9	100	
		including	96	102	6	127
N2	RC71	54	94.5	40.5	57	
		including	57	61.5	4.5	91
S3	RC74	72	78	6	73	
		225	267	42	104	
		including	241.5	265.5	24	140

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

These drill results make up part of the 950 metre long strike length drill results returned along the Las Bolas structure being used to calculate a NI 43-101-compliant silver resource.

An additional seven RC drill holes were completed north east along strike from of the resource area at 200 metre spacings to test the structure at approximately a 100 metres depth and returned no economic values. The structure continued to have a width of approximately 10 metres with strong hematite but with less silicification and more calcite. Drilling along a 460 metre long section of the Highway Zone structure returned:

Section Line:	Drill Hole:	From:	To:	Width ¹ : (metres)	Silver: (gpt)
H7S	RC75	22.5	69	46.5	75
	including	28.5	51	22.5	88
H2S	RC77	9	28.5	19.5	92
	including	10.5	19.5	9	141
H5S	RC78	15	51	36	74
	including	34.5	49.5	15	105
H3S	RC79	60	72	12	220
	including	64.5	66	1.5	978
H3S	RC82	9.0	40.5	31.5	113
	including	16.5	27.0	10.5	236
H2S	RC87	49.5	55.5	6.0	91
		73.5	82.5	9.0	124
H1S	RC88	81	90	9.0	63

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

Two further RC drill holes were completed in proximity of the historic Matachines mine located to the south of the resource area and returned the following results.

Section Line:	Drill Hole:	From:	To:	Width ¹ :	Silver: (gpt)
S20	RC96	147.0	156.0	9	49
S18	RC97	100.5	118.5	18	70
	Including	100.5	109.5	9	98

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

Further drilling in the area of the gold-in-soil geochemical anomaly at the northwest end of El Rayo included a reverse-circulation twin (RC89) of previous diamond hole Ray07-35 in order to evaluate the alternative sampling techniques. The results were returned as follows:

Section Line:	Drill Hole:	Structure	From:	To:	Width ¹ : (metres):	Gold: (gpt)
R10 ²	RC89	El Rayo	64.5	102	37.5	2.72
R10	Ray07-35 ³	El Rayo	64.5	102	37.5	1.83

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

² Note: the sections lines were re-labelled using metres starting from the south and R10 is equivalent to R-775

³Previously announced diamond drill hole NR30 September 2007

In November 2009, an additional 11 shallow reverse-circulation holes were drilled at 50 metre separations along strike to test the area with previously identified anomalous trench results for a 700 metre long section to the immediate south west of the gold-in-soil geochemical anomaly. Select drill results are as follows:

Section Line:	Drill Hole:	From:	To:	Width ¹ : (metres)	Gold: (gpt)	Silver: (gpt)	Lead %	Zinc %
R-075	RC111	36.0	49.5	13.5	0.49	17	0.89	0.26
R-125	RC107	45.0	49.5	4.5	0.15	117	3.11	3.28
R-175	RC108	43.5	54.0	10.5	1.24	43	2.06	0.83
R-225	RC109 including	36.0	45.0	9	0.46	11	0.28	0.28
		36.0	39.0	3	0.95	13	0.27	0.23
R-275	RC110 including RC110	9.0	16.5	7.5	0.60	12	0.41	0.06
		9.0	12.0	3	1.08	20	0.55	0.04
		46.5	54.0	7.5	0.85	37	0.50	0.12
R-325	RC106 including	22.5	34.5	12	0.54	10	0.25	0.13
		22.5	27.0	4.5	0.8	11	0.35	0.17
R-375	RC112	55.5	57.0	1.5	0.70	16	0.26	0.13
	RC112	78.0	84.0	6	0.36	7	0.27	0.33
R-475	RC105	33.0	37.5	4.5	0.50	37	2.80	3.30
	RC105	64.5	69.0	4.5	0.51	15	0.56	0.75
R-525	RC104	45.0	57.0	12	0.98	32	0.34	0.27
R-625	RC102	45.0	55.5	10.5	1.50	8	0.25	0.36
R-675	RC101	48.0	51.0	3	1.16	13	0.28	0.29

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

Results from this shallow drilling program confirm that the structure continues over the additional 700 metres tested, bringing the total length of the zone to the 1,000 metres as initially identified through trenching. The structure pinches and swells both along strike and at depth.

Four additional RC drill holes (RC113 to RC116) were completed at 200 metre separations along the overall El Rayo mineralized trend to test the 1,400 metre long gap between the 1,000 metre long gold zone at the northwest end and the historical Catarina mine to the southeast. While these holes intersected significant widths of brecciated quartz, up to 58 metres wide, none of the assayed samples contained any economic mineralization.

Mapping completed to the south of the El Rayo Mine area delineated three separate mineralized structures, namely: the previously identified El Camino vein which has now been traced over a 1 km strike length; the newly identified Esmeralda vein; and the La Loma stockwork zone. Sampling and trenching has been completed for all three zones with all zones returning values anomalous in gold, silver and copper. A 0.7 metre chip-channel sample from El Camino assayed 2.56 gpt gold, while a second sample, a further 275 metres along strike, assayed 2.7 gpt gold from a 1.0 by 1.0 metre chip panel. Samples from a dump from an old working assayed 11.65 gpt gold and 493 gpt silver. Samples from the Esmeralda vein were anomalous along the entire 1,075 metres which was sampled with a high of 0.90 gpt gold from a 1.0 by 2.0 chip panel. Both veins pinch and swell along strike with an average width of about 1 m with swells up to 3 or 4 metres wide. The La Loma stockwork zone has a moderate to strong zone of stockwork fracturing with associated weak to moderate quartz veining. One sample returned 0.55 gpt gold across 1.4m and another sample returned 0.43 gpt across 2.0m, both with associated anomalous Copper, Lead, Arsenic, Antimony and Molybdenum values.

Detailed mapping and sampling has been completed along the surface portion of the Catarina Mine on the El Rayo structure south of the gold zone. Initial trench results are shown in the following table.

Trench	Length:	Calculated:	Silver:
Name:		True Width (m)	(gpt)
Tepeguaje GH Hangingwall	22.7	22.0	143.0
Tepeguaje GH Central	7.2	6.0	132.7
Tepeguaje GH Footwall	5.7	3.0	243.8
Esperanza Trench 1	16.5	14.0	96.7

Of note is that the three Tepeguaje sample lines are on the same line across the width of the mineralized zone but could not be sampled as one continuous line due to irregularities in the surface outcrop exposure leaving approximately 6m unsampled. This indicates for the full width of this zone to be approximately 37 metres.

One diamond drill hole (R10-40) was completed in April, 2010 testing the west end of the El Camino structure which returned no economic values.

During the first quarter of 2010 Soltoro received an indicated and inferred mineral resource estimate for its Las Bolas mineral deposit. At the cut-off grade of 40 g/t silver the Indicated Mineral Resources are 9,470,000 tonnes at an average grade of 69.4 g/t silver containing approximately 21.1 million ounces of silver and 1,800,000 tonnes of Inferred Mineral Resources at an average grade of 67.4 g/t silver, containing approximately 4 million ounces of silver. The mineral resource estimate was prepared by an independent consultant and is compliant with National Instrument (NI) 43-101. The resource is based on a total of 84 drill holes, 12 diamond drill core and 72 reverse circulation.

The deposit consists of a northeast trending, 40 degree northwest dipping body, approximately 40 metres thick extending down dip from surface to more than 200 m below the surface and 800 m along strike. The resource is in an area of low relief with no environmental sensitivity, close to established infrastructure, thereby making it amenable to rapid development as a new open-pit mine.

The estimated resources are based on a silver price of US \$16.00/ounce and a metallurgical recovery based on un- optimized tests of 65% of the contained silver with minimum block sizes of 5 metres vertical. The resource classifications are based upon the CIM definitions. Cut grades were determined by truncating all assays above 200 g/t silver to 200 g/t silver. Mineral Resources are estimated over a minimum 5 metres vertical thickness at an estimated bulk in-situ density of 2.5 tonnes per cubic metre. Tonnage and average grade values are rounded. The Mineral Resources are contained within a conceptual open-pit mine at a silver price of US \$16.00/ounce. Indicated Mineral Resources include blocks within a 40 metre search radius of a drill intersection, and Inferred Mineral Resources include blocks within a 65 metre search radius as well as blocks in the hanging-wall of the main deposit.

The Mineral Resources are reported at the cut-off grade of 40 g/t silver, as recommended by the independent consultant. Tonnage and average grades estimates were reported as follows:

**Table 1: Las Bolas Mineral Deposit
Estimates of Mineral Resources at Different Cut-Off Grades, as of April 30, 2010**

Cut-off grade g/t Silver	Tonnes	g/t Silver Cut	Uncut	Contained ounces of Silver	
				Cut	Uncut
Indicated Mineral Resources					
20	13,100,000	59.1	64.1	24,900,000	27,000,000
30	11,950,000	62.3	67.8	23,900,000	26,000,000
40	9,470,000	69.4	76.3	21,100,000	23,200,000
50	6,960,000	78.4	87.6	17,500,000	19,600,000
60	5,200,000	86.4	98	14,400,000	16,400,000
Inferred Mineral Resources					
20	9,200,000	35.1	36.1	10,400,000	10,700,000
30	4,000,000	48.9	50.2	6,300,000	6,500,000
40	1,800,000	67.4	68.9	4,000,000	4,100,000
50	1,300,000	76.8	79	3,200,000	3,300,000
60	800,000	88.7	92	2,350,000	2,400,000

The report from the independent consultant recommends that Soltoro continue to explore for silver and gold mineralization elsewhere on its extensive El Rayo property, particularly along strike and at depth from the Las Bolas deposit.

A copy of the full resource estimation report is available on the SEDAR website and Soltoro's web site. The mineral resources estimated were completed by Hrayr Agnerian, M.Sc. (Applied), P.Geo. of Agnerian Consulting Ltd. Mr Agnerian is the Qualified Person for the purposes of National Instrument 43-101 Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators and has verified the data disclosed in this MD&A.

In addition to the resources at its Las Bolas deposit, Soltoro is actively exploring additional mineralized zones elsewhere on its 100% owned El Rayo property to define further resources. These include:

- The southern extension of the Las Bolas Structure in an area close to the historical Matachines mine with additional Inferred Mineral Resources of approximately 400,000 tonnes at an average grade of 65 g/t silver containing approximately 850,000 ounces of silver. This resource is based on a total of 6 drill holes, 2 diamond drill core and 4 reverse circulation.
- Highway Zone: Potential for 2 million to 2.3 million tonnes grading 73 g/t silver to 78 g/t silver, containing approximately 5.3 million to 5.7 million ounces of silver. This estimate is based on a total of 16 reverse circulation drill holes.
- El Rayo Structure Northern Extension: Potential for one million to 1.1 million tonnes grading 0.9 g/t gold to 1 g/t gold and 14 g/t silver to 15 g/t silver, containing approximately 33,000 to 34,000 ounces of gold and 450,000 to 500,000 ounces of silver. This estimate is based on a total of 8 drill holes, 2 diamond drill core and 6 reverse circulation.

The Catarina mine area, the largest of the historical mines on the El Rayo property, extends for approximately 500 metres along strike over a vertical extent of over 100 metres. From 1978 to 1981 a Mexican government agency completed surface trenching, underground sampling and development as well as surface and underground drilling from which they derived a historical resource. Soltoro considers the potential quantity and grade of the material at the Highway Zone and the El Rayo Structure Northern Extension to be conceptual in nature. There has been insufficient exploration to define a mineral resource. It is uncertain if further exploration will result in the target being delineated as a mineral resource and it is uncertain if further exploration will result in discovery of a mineral resource.

In July, 2010, Soltoro compiled results of a comprehensive program of channel sampling in surface trenches over the previously producing Catarina Mine. Trenching was carried out to outline the dimensions of the mineralized zone in preparation for future drilling. The trenching has outlined a zone which is 500 metres long and 10 to 35 metres wide, within which all of the samples returned values over 25 g/t silver, with numerous continuous channel samples over 100 g/t silver. The highest individual average grade was 244 g/t silver over a total of 6.2 metres while the widest single trench was 78 g/t silver over a total of 36.4 metres, within which a core section averaged 154 g/t silver over a length of 11.9 metres.

Complete results from the Catarina mine trenching program were returned as follows:

Trench Number	Silver (g/t)	Length
Trench #2	44.00	11.10
Trench #3a	43.68	6.10
Trench #3b	34.75	13.50
Trench #4	262.00	1.30
Trench #5 (Tepeguaje)	78.19	36.40
Trench #5 (Tepeguaje), including	153.57	11.90
Trench #6	30.43	11.60
Trench #7	190.85	4.70
Trench #8a	83.90	4.70
Trench #8b	75.24	2.90
Trench #9	123.41	13.70
Trench #10	137.95	6.10
Trench #10, including	186.25	3.60
Trench #11a	155.13	3.80
Trench #11b	223.60	2.50
Trench #12a	77.28	3.70
Trench #12b	77.92	3.20
Trench #13	110.76	10.80
Trench #13, including	215.47	4.30
Trench #14	61.94	2.50
Trench #15b	39.33	2.30
Trench #16a	120.50	3.60
Trench #16b	152.62	5.70
Trench #17	104.04	4.20
Trench #19	31.13	2.60
Esperanza Trench 1	146.06	6.10
Esperanza Trench 2	52.36	14.25
Esperanza Trench 3	47.84	13.20
Esperanza Trench 4	79.99	24.55
Esperanza Trench 4, including	132.55	5.55
El Alacran tunnel	54.92	45.90
Tepeguaje Trench (Glory Hole) Hangingwall	140.93	21.50
Tepeguaje Trench (Glory Hole) Hangingwall, including	214.88	11.00
Tepeguaje Trench (Glory Hole) Central	132.51	6.50
Tepeguaje Trench (Glory Hole) Footwall	244.16	6.20
Zopilote Trench 1	55.45	3.00
Zopilote Trench 2	37.90	1.30
Zopilote Trench 3	69.99	6.80
Zopilote Trench 4	171.74	11.50
Zopilote Trench 5	103.19	5.20

The average results for each trench are shown on the plan and longitudinal section posted on the Company's website at www.solto.com/CatTreJul10.pdf.

In July of 2010, a preliminary trenching program was conducted over the Soledad structure which is located between the southwest end of the Bolas structure and the Catarina structure. The following results were returned:

Structure	Trench #	Length (m)	Silver (g/t)
Soledad	Sol-T2	1.5	72
Soledad	Sol-T4	4.5	110
Soledad	Sol-T4	15.0	57
Soledad	including	4.5	68
Soledad	and	4.5	67
Soledad	Sol-T5	12.0	74
Soledad	Including	4.5	120

In late June 2010, diamond and reverse-circulation drilling were initiated in the Las Bolas Deposit area. This round of drilling was designed to test the Las Bolas deposit area at depth and to obtain suitable samples with high recoveries for subsequent metallurgical testing. Eight diamond drill holes, mostly of HQ core, and two RC drill holes were completed by late August of 2010. Results were as follows

Section Line:	Drill Hole:	Structure	From:	To:	Width ¹ : (metres)	Silver: (gpt)
S1	DDH41 including	Las Bolas	3	175.5	172.5	46
			138	171	33	80
S2	DDH42 including including	Las Bolas	133.5	261	127.5	41
			215.5	258	42.5	70
			227	258	31	83
S4	DDH46 including including including	Las Bolas	20	279.7	259.7	50
			20	107.5	87.5	72
			140.5	156	15.5	57
			190.5	279.7	89.2	56
S6	DDH45 including including	Las Bolas	91.5	158.5	67	32
			91.5	116	24.5	39
			124.3	158.5	34.2	31
S8	DDH44 including	Las Bolas	161	240	79	44
			161	198.6	37.7	30
			207.8	240	32.2	67
S10	DDH47		181	213	32	37
S12	RC118 including	Las Bolas	202.5	256.5	54	76
			235.5	250.5	15	125
S14	RC117 including	Las Bolas	181.5	243	61.5	106
			205.5	235.5	30	172
S16	DDH48 including	Las Bolas	170.5	221	50.5	47
			170.5	181	10.5	122

¹All intervals are reported in core lengths. Drill holes DDH43 and DDH47 did not return significant values.

In July of 2010, the Company completed RC119, the final reverse circulation drill hole within the La Loma gold zone, a series of mineralized outcropping quartz veinlets previously identified by trenching. This hole did not encounter economic mineralization.

In August of 2010, the final diamond drill hole of the summer drill program, R10-49 was completed. That hole was drilled beneath the Highway Zone, the probable southern extension of the Las Bolas deposit zone. Earlier reverse-circulation drilling in 2010 at the Highway Zone defined mineralization over a strike length of 500 metres, to a vertical depth of 200 metres and extending over a maximum horizontal width near surface of over 100 metres. The diamond drill hole will permit Soltoro to upgrade the prior target deposit calculation into a resource category.

Diamond drill hole R10-49 was drilled as a twin to one of the original RC holes in order to confirm the grades and geological style of the mineralization as interpreted from the RC cuttings. The geology and the overall mineralised interval were very similar, especially if the one high-grade assay in R10-RC79 was cut to 400 g/t silver. Hole R10-RC79 intersected a comparable 67 g/t silver over 31.5 metres from 63.0 to 94.5 metres in a wider interval of 53 g/t silver over 45.0 metres from 63.0 to 108.0 metres, including a higher grade interval of 152 g/t silver over 9.0 metres from 63.0 to 72.0 metres. Uncut the higher-grade interval had an average of 95 g/t silver over this same 9.0 metre interval.

Results from diamond drill hole R10-49 and prior results for R10-RC79 were returned as follows:

Drill Hole:	Structure	From:	To:	Width¹: (metres)	Silver: (g/t)
R10-DDH49	Highway Zone	65.5	110	57.0	44.5
including		65.5	95.5	30.0	67
including		65.5	77.5	12.0	110
R10-RC79	Highway Zone	63.0	108.0	45.0	53 ²
including		63.0	94.5	31.5	67 ²
including		63.0	72.0	9.0	152 ²
R10-RC79	Highway Zone	63.0	108.0	45.0	72
including		63.0	94.5	31.5	95
including		63.0	72.0	9.0	248

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

² cut to 400 g/t silver

In addition to the similarity in the grade and overall length of the mineralization, both the core and the RC cuttings demonstrated that the mineralization was hosted within a body of highly brecciated, silicified and quartz veined rock within a matrix of silica and hematite, and with almost no discernable sulphide minerals. Both the brecciation and the accompanying quartz veins are of a style characteristic of epithermal mineralization, with the exception that the mineralization is totally oxidised to depth of over 200 metres, comparable in all respects to the mineralization in the adjacent larger Las Bolas deposit.

A cross section showing R10-49 and RC-79 announced above may be viewed at: <http://www.soltoro.com/projects/pdf/HZTwinDDH49RC79.pdf>

With the completion of the diamond core hole and the very comparable results to the earlier adjacent RC hole, which it twinned, the previous target deposit calculation could now be up-graded to a mineral resource estimate. Soltoro intends to complete a revised estimate in the near future for its El Rayo primary silver project to include all of the recent drilling completed on the Las Bolas deposit zone as well as the Highway Zone.

As part of the planning for the metallurgical studies, a mineralogical report was received in early August of 2010 that identified the primary silver mineral at Las Bolas as being

acanthite based on scanning electron microscopy. Acanthite (also known as argentite) is the normal form of silver sulphide, the most abundant ore mineral for silver. Other minor silver minerals identified include aguilarite, a silver-selenium sulphide and the copper-silver sulphide mckinstryite. Based on the results of preliminary bottle roll tests a contract was awarded to Kappes, Cassiday and Associates ("KCA") of Reno Nevada for a metallurgical test program in order to optimize the recovery of silver on the assumption that higher recoveries could be obtained from a finer grind. Selected core was quartered with one quarter shipped to KCA for metallurgical testing. In January of 2011, KCA provided Soltoro an interim memorandum indicating further metallurgical analysis should be carried out. In February of 2011, nine quarter core samples were shipped to the University of Toronto from the new shallow diamond drill holes for further mineralogical analysis using a scanning electron microscope. On March 21, 2011, a second mineralogical report was completed and provided to Soltoro which confirmed the identification of the silver sulphide minerals previously reported as the only identifiable silver-bearing minerals. Additional material from Las Bolas is being shipped to KCA for further analysis. The Company had not received conclusive metallurgical results at the time of writing of this MD&A.

In September of 2010, the Company identified the Santa Fe prospect roughly 1 km north east of the Las Bolas deposit. At this time, ten rock samples were collected from widely scattered outcrop, float and the dumps from a few small prospect pits. The results are summarized in the table below:

Sample Number	Sample Type	Sample Length	Silver (g/t)
402	Float		9.7
403	Float		1.5
780051	Chip	1.60	0.3
780056	Chip	1.50	20.6
780057	Float		25.8
780058	Float		30.5
780059	Chip	0.80	13.1
780062	Float		32.2
780063	Float		74.9
780064	Chip	1.60	24.7

In December 2010, the Company completed four diamond drill holes at the Las Bolas deposit. These holes were intended to twin previously drilled reverse-circulation holes in order to sample the core from surface to determine the continuity of the mineralization, carry out a comparative study and to get a better understanding of the geology. (The first 40 reverse-circulation drill holes were not sampled from the surface. Only intervals that were thought to be mineralized were sampled). Results from this drilling program show that mineralization does in fact extend to surface and will contribute to reducing the strip ratio. A total of 438 metres was drilled and each hole was sampled in its entirety. Results of the drilling are presented in the table below:

Deposit Area:	Section Line:	Drill Hole:	From:	To:	Width: ¹ (metres)	Silver: (g/t)
LAS BOLAS	S3	Ray10-50	0	124.0	124	46
		including	101.8	122.0	20.2	132
		including	104.9	122.0	9.8	212
LAS BOLAS	S2	Ray10-51²	0	120.5	120.5	67
		cut value	0	120.5	120.5	59
		including	89.0	120.5	31.5	149
		cut value	89.0	120.5	31.5	118
		including	103.0	120.5	17.5	227
		cut value	103.0	120.5	17.5	171
LAS BOLAS	S3	Ray10-52	0	62.4	62.4	56
		including	29.0	62.4	33.4	89
		including	36.0	56.0	20	111
LAS BOLAS	S2	Ray10-53	0	81.0	81	45
		including	58.0	81.0	23	92
		including	73.6	81.0	7.4	148

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

²Sample 320457 from 103.0 to 104.0 m down-hole depth was cut from 1,980 g/t silver to 1,000 g/t silver.

Cross sections showing the location of the four newly drilled holes on section lines S2 and S3 along with results from previously drilled holes may be viewed on the Company's website at: <http://www.soltoro.com/projects/pdf/twin2011drilling.pdf>.

A comparison of the original reverse-circulation hole and the twin diamond drill hole is presented below. A variance in grade is present, with the grade of the diamond drill hole being lower in each case. Soltoro has not yet made a determination as to the cause of this variance but the Company plans to twin additional reverse-circulation holes in other portions of the Las Bolas deposit to determine if mineralization extends to the surface in those areas and to check for additional variance. A small twinning program completed in June of 2008 did not show similar variation in results.

Deposit Area	Section Line:	Drill Hole:	From:	To:	Width ² : (metres)	Silver: (g/t)
Las Bolas	S3	RC08-27 ¹	96.0	126.0	30.0	148
		Ray10-50	96.0	126.0	30.0	97
Las Bolas	S2	RC08-28 ¹	81.0	127.5	46.6	143
		Ray10-51³	82.0	127.5	45.5	94
		uncut	82.0	127.5	45.5	116
Las Bolas	S3	RC08-17 ¹	27.0	57.0	30.0	122
		Ray10-52	27.0	58.0	31.0	89
Las Bolas	S2	RC08-21 ¹	49.5	79.5	30.0	96
		Ray10-53	49.0	79.6	30.6	74

¹Previously announced reverse circulation drill hole from news release NR44

²All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

³Sample 320457 from 103.0 to 104.0 m down-hole depth was cut from 1,980 g/t silver to 1,000 g/t silver.

Also in December 2010, the Company engaged Scott Wilson Roscoe Postle Associates Inc. to provide an updated NI 43-101-compliant mineral resource estimate for the Las Bolas silver deposit to include results from the latest step-out drill holes, as well as a resource estimate for the Highway Zone. This work was in progress at the time of writing of this MD&A

In January 2011, the Company began a soil sampling program at Santa Fe. Six-hundred-seventy-seven (677) soil samples were collected from the “C” horizon along approximately five kilometres of strike. Samples were collected at 50 m intervals along lines spaced 100 m apart. Of the 677 samples, 8 returned values greater than 10 ppm silver with a maximum value of 55.8 ppm silver. Data was being compiled and evaluated at the time the MD&A was being prepared but the Company is planning follow-up work for 2011.

In January 2011, the Company began a diamond drilling program directed toward expanding the resource at the Las Bolas and Highway deposits and drill testing the Soledad structure which appears to intercept the Las Bolas structure.

Results from the Las Bolas drilling were returned as follows:

Deposit Type:	Section Line:	Drill Hole:	From:	To:	Width: ¹ (metres)	Silver: (g/t)	
Las Bolas	S04	Ray11-54	76.1	85.7	9.6	63	
			227.5	245.0	17.5	44	
			Including	227.5	231.6	4.1	78
			268.7	385.0	116.3	47	
			Including	268.7	279.5	10.8	69
			Including	285.5	289.2	3.7	102
Las Bolas	S03	Ray11-55	94.0	99.5	5.5	60	
			198.0	220.0	22.0	50	
			252.1	338.9	86.8	44	
Las Bolas	S04	Ray11-56	5.0	12.0	7.0	43	
			27.0	44.2	17.2	44	
			61.0	66.7	5.7	47	
			105.0	128.7	23.7	43	
			174.0	199.0	25.0	42	
			222.0	258.9	36.9	49	
Las Bolas	S01	Ray11-57	16.0	26.0	10.0	42	
			81.0	241.0	160.0	47	
			Including	124.0	140.0	16.0	80
			Including	210.0	241.0	31.0	81
			Including	216.0	224.0	8.0	106

¹All intersections are reported as drilled thickness. True widths are not known at this time but are close to drilled width

Hole Ray11-58 was drilled in the Matachines area. Drilling in the Matachines area was intended to target the Las Bolas structure and the area of the intersection between the Las Bolas and Soledad structures at depth. This hole intersected significant lead mineralization, as well as weakly anomalous gold mineralization. Additional drilling is planned for this area. The results from the first hole are presented in the table below:

Deposit Area:	Section Line:	Drill Hole:	From:	To:	Width: ¹ (metres)	Au (g/t)	Ag (g/t)	Pb (%)	Ag Equ. (g/t)
Matachines	S22	Ray11-58	51.5	66.5	15.0	0.080	23	4.39	118
			56.0	60.0	4.0	0.150	41	8.08	214
			72.0	77.0	5.0	0.026	14	2.67	73
			231.0	245.0	14.0	0.010	43	0.08	43

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

Gold values were not included in the silver equivalent calculation; metallurgical recoveries & net smelter returns are assumed to be 100%. The price of silver was assumed to be \$US 37/oz and the price of lead was assumed to be \$US 1.20/lb.

In February 2011, the Company completed 15 trenches along the newly identified Soledad structure. The Soledad structure is located southwest of the Las Bolas structure, where Soltoro has outlined a NI 43-101-compliant silver resource, and north of the northwest-trending Catarina structure, which was mined by the Spaniards beginning in the 1500's. The Soledad structure is covered by one to three metres of overburden but has been traced over 400 metres of strike length through trenching and float mapping. It is open along strike to the west and east in both directions. These trenches represent a continuation of the 2010 trenching program in which seven trenches were excavated, mapped and sampled. Results 2011 program are as follows:

Trench Number	From (m)	To (m)	Length (m)	Silver g/t
Sol-8	3.0	22.5	19.5	194
including	6.0	12.0	6.0	286
Sol-9	No significant results over 16.5 m			
Sol-10	4.5	7.5	3.0	47
Sol-11	0.0	4.5	4.5	60
Sol-12	0.0	3.0	3.0	589
Sol-13	No significant results over 20.5 m			
Sol014	No significant results over 44.5 m			
Sol-15	14.0	20.0	6.0	51
Sol-16	No significant results over 12 m			
Sol-17	4.5	7.5	3.0	51
Sol-18	No significant results over 11.5 m			
Sol019	No significant results over 8 m			
Sol-20	0.0	10.5	10.5	67
including	1.5	7.5	6.0	88
Sol-21	19.5	21.0	1.5	47
Sol-22	7.5	15.0	7.5	37

A location map of the Soledad trench locations may be viewed at: <http://www.soltoro.com/projects/pdf/trSoledad.pdf>.

The results of this trenching program demonstrate that the Soledad structure hosts silver mineralization over a 400 metre strike length. Drilling is underway to investigate the tonnage potential of the structure.

In March of 2011, four diamond drill holes were completed on the Soledad structure. Drill hole Ray11-60 intersected high-grade silver over significant widths in a near-surface ore shoot. The previously untested Soledad structure is located southwest of the Las Bolas structure and north of the northwest-trending Catarina structure, where high-grade silver ore shoots were mined by the Spaniards beginning in 1546. Mineralization from the Soledad structure could add significant tonnage to the existing NI 43-101-compliant silver resource outlined at Las Bolas. Results for three of the four holes were available at the time of writing of the MD&A and are as follows:

Drill Hole	From	To	Width ¹ (metres)	Gold (gpt)	Silver (gpt) Uncut	Silver (gpt) Cut ²
Ray11-59	58.5	68.7	10.2	0.022	78	78
including	66.0	68.7	2.7	0.076	203	203
Ray11-60	26.0	47.6	21.6	0.098	388	286
including	40.6	47.6	7.0	0.274	1,010	695
including	40.6	42.5	1.9	0.586	2,160	1000
	59.7	66.6	6.9	0.089	527	511
including	65.0	66.6	1.6	0.150	1,070	1000
Ray11-61	48.1	54.5	6.4	0.020	164	124
including	49.1	49.7	0.6	0.092	1,420	1000

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

²All values greater than 1,000 g/t silver cut to 1,000 g/t silver.

At Soledad, mineralization is hosted within a sub-horizontal intermediate to mafic volcanic unit consisting of massive flows and interbedded fragmental units of similar composition. The mineralization is associated with strongly hematite-altered structures in association with quartz-calcite veins as part of wider intervals of highly sheared and brecciated volcanic wall rocks. Minor amounts of visible sulphides, including chalcopyrite and pyrite and their oxidation products, are also present. Anomalous lead and zinc values returned are likely related to minor amounts of galena and sphalerite. The structural relationship between the two mineralized intersections in hole Ray11-60 and the one mineralized intersection in hole Ray11-61, which is beneath it (see sections in web link below), is not clear. All three intersections occur at shallow depths.

A drill hole location map, sections and photos of the drill core from the Soledad structure may be viewed at: <http://www.soltoro.com/projects/pdf/DHApr19Soledad.pdf>

La Tortuga Copper Gold Potential I.O.C.G. 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 same region as El Rayo. 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. The Company received title to four concessions and staked an additional concession totalling 14,331 hectares. The Company holds a 100% interest in the titled concessions and was the sole applicant for those under application.

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 outlined several zones of mineralization. The Company's exploration programs at La Tortuga were designed to determine whether a large mineralized porphyry copper type deposit is responsible for the various styles of mineralization seen on the property.

On August 21, 2007, the Company 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 was able to 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 the Company 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 the Company repaying Sumitomo US\$200,000 in prior advances. The Company retains 100% title interest to the La Tortuga concession.

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. In August 2007, following these initial I.P. surveys the property was optioned to Sumitomo. In November 2007 an additional 10 line-km pole-dipole I.P. survey was completed over a portion of a 4 km by 0.6 km chargeability anomaly identified in the earlier program in order to more precisely define source depth of these chargeability anomalies. The Company retained Sumiko Consultants of Japan to complete 2D inversions of the I.P. data. Samples collected from mapping were stained to evaluate the extent of potassic alteration on the property, and the results outlined an anomalous area immediately to the west of an area known as Papagayo ridge. This potassic alteration zone coincides with the strongest area of pole-dipole chargeability. Subsequently, a diamond drill program was carried out to test what were considered the most favourable targets for porphyry copper-gold mineralization in the area of Papagayo ridge.

Drilling of the area of Papagayo ridge area in January to March 2008 totaled 2,005 metres in five holes. These holes intersected extensive potassic alteration of intrusive rocks which had been affected by at least five phases of fracturing, brecciation and quartz veins. No copper mineralization was encountered, with the chargeability anomalies likely caused by disseminated pyrite.

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 Papagayo Ridge, identified a 10 square kilometre copper-gold zone which was considered to be favourable for porphyry style mineralization. Four channel samples and two samples from surface dumps returned over 1% copper. A sample from a historic dump at El Macho contained 3.7% copper, while a channel sample over 2 metres from the Natividad Prospect assayed 2.73% copper. A 1.2 metre chip sample from a prospect known as Labor del Cerro returned 12.6 gpt gold, 1.32 % copper and 18.4 gpt silver. These prospects extend over a 4.5 kilometre long trend which straddles a large magnetic high in an area of outcrops of granodiorite and diorite intrusions. In April 2008 an I.P. survey over 32.5 line-kilometres in the Lauralito zone outlined weak chargeability anomalies, none of which were considered to be of sufficient size to justify drilling.

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 drilling beneath the shallow working in order to locate a significant copper deposit. In October 2008, three lines of pole-dipole I.P., each 2 km long were completed in the area of the historic Las Garrochas mine where earlier 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. Significant copper assays up to 9% copper have been obtained from both from mapping, sampling and drilling from the 1990's by companies other than Soltoro as well as from Soltoro's sampling programs.

Geological mapping at Las Garrochas identified additional intrusive phases. Several significant chargeability anomalies were located along the third I.P. line north-east of Las Garrochas mine. Mapping and sampling at Macuchi, outlined two separate zones of hematite-matrix mega-breccia with specularite, indicating the possibility for iron-ore-copper-gold mineralisation ("I.O.C.G.") on this part of the property. Two third party consultants visited the property and confirmed the I.O.C.G. potential following which Sumitomo and the Company decided to drill seven diamond holes, three to test Las Garrochas area and four holes to test the I.O.C.G. target in the Macuchi area.

Of the three holes at Las Garrochas, two were to explore the chargeability anomaly at a depth of 300 metres, while the hole to test below the historical mine at a depth of 500 metres. The first two holes were completed prior to Sumitomo's decision to withdraw from the project. They intersected substantial pyrite, thereby explaining the cause of the I.P. chargeability anomaly, but failed to locate any copper mineralization. The third hole was never drilled.

In January and February 2009, following Sumitomo's decision to withdraw from the project, the Company tested the potential at depth in the area of the historical Macuchi mine for more extensive I.O.C.G. mineralization. A total of 1,005 metres of core drilling was completed in four holes which intersected several specularite hematite-matrix mega-breccias. Hole Mac09-03 intersected a narrow intervals with specularite veins with gold, silver and copper as follows:

Drill hole	Sample	From	To	Width ¹ (metres)	Gold- gpt	Silver- 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

¹All intersections are reported as drilled thickness. True widths are not known at this time but are believed to be similar to drilled widths.

A report summarizing all of the work conducted during the course of the joint venture with Sumitomo was completed in April of 2009.

In July 2009, a geophysical operator was contracted to carry out 80 line kilometres of ground magnetics over the Macuchi area in order to better understand local structures and their relationship to the magnetic rocks, as well as the potential of the area for I.O.C.G. style mineralization. Results of this magnetic survey were received on November 23, 2009 and are being evaluated by the Company to help guide future work. The Company is seeking a joint venture partner to carry out further exploration on the property.

Quila Bulk Tonnage Copper Gold Silver Project

In June 2006, the Company 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 22,428 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 was able to acquire a 51% interest in the Company’s Quila property by issuing a total of 500,000 shares to the Company and spending US\$3,000,000 on exploration over five years. Once Southern Silver has earned its option in the property, the Company would retain a carried 30% interest until delivery by Southern Silver of a definitive feasibility study and thereafter would participate as a 30% working interest partner.

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. The claim was subsequently dropped in the summer of 2009.

In September 2007, Southern Silver provided the Company with an exploration update which included mapping, sampling and the results of an I.P. survey. Drilling later tested a 1.5 km by 0.5 km chargeability anomaly. Southern Silver completed hole 07QU-01 on the Quila claim in early 2008, which intersected several intervals of moderate to strong argillic alteration and pyrite.

In January 2008, the Company received notification from Southern Silver that it wished to proceed with the second year of its option at Quila. On February 7, 2008, the Company 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. The option held by Southern Silver on this property was allowed to lapse in the summer of 2009.

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 iron-oxides such as hematite, specularite and magnetite indicate a large-scale I.O.C.G.-style target. Within this framework Southern Silver concentrated its exploration activity on five favourable areas in the northern part of the Quila concession, namely Altavista,

Texcalame, San Jose de Pena, Minas de Claudio and Los Copales. The gold, silver and copper mineralization in these areas was to be explored by detailed mapping, sampling and ground geophysical surveys, to be followed by diamond drilling.

On January 13, 2010, the Company received notice from Southern Silver Exploration Corp, that they would not proceed with their earn-in option. Southern Silver subsequently provided a data package detailing all of the work carried out to the date of termination of the option and reported a total expenditure of CDN\$ 814,640. The Company currently holds 200,000 shares in Southern Silver. Soltoro retains a 100% interest in the property.

On November 23, 2010, Timmins Gold optioned the eastern portion of the Company's Quila claim with a view to expanding the surface oxide gold discovery made at Cocula. The Company's 22,428 hectare Quila concession surrounds the 234 hectare Cocula claim where prior drilling by owner Timmins Gold made an initial oxide gold zone discovery. The 22,428 hectare Quila claim was staked by Soltoro to cover roughly two thirds of a 25 km mineralized magnetic trend. Timmins Gold's Cocula property is a 234 hectare pre-existing internal claim surrounded by Soltoro's Quila claim. In February of 2009, Timmins Gold announced assay results of a 26 hole, 1,974 metre reverse circulation drill program carried out at Cocula. Highlights of the program were reported as follows: "Hole RCC-01 which intersected 1.30 g/t gold and 13 g/t silver across 37.5 metres from surface, including 9.40 g/t gold and 22 g/t silver across 4.5 metres. Hole RCC-10 intersected 1.20 g/t gold and 13 g/t silver across 37.5 metres from surface. The drill program has identified a bulk tonnage target with a potential low strip ratio." The Cocula discovery occurs on the eastern flank of a magnetic high within the 25 km magnetic trend.

On November 23, 2010, Timmins Gold optioned the eastern portion of Soltoro's Quila concession (the "Property"). Timmins Gold may earn 100% interest in the Property by making a total of US\$1,000,000 in cash payments and incurring US\$2,000,000 in exploration expenditures on the Property over 3 years. On signing Timmins Gold made an initial US\$100,000 payment to Soltoro. Once Timmins Gold has earned its 100% interest in the Property, a 3% net smelter return (NSR) royalty is payable to Soltoro from Timmins Gold's operations within the Property's external boundary including the Cocula claim, and any further internal claims acquired by Timmins Gold within the Property and within a 2 km area of interest to the north and east of the original Quila property boundary. Timmins Gold may acquire 1/3 of the royalty (equal to 1% of the NSR) for US\$1 million and a further 1/3 of the royalty (equal to an additional 1% of the NSR) for an additional US\$1 million up to six months from the date of commencement of commercial production.

A location map showing the Quila claim, the portion optioned to Timmins and the internal Cocula claim can be viewed at:

<http://www.soltoro.com/projects/pdf/TMMoptionground.pdf>

The Company has retained roughly 45% of the surface area of the Quila claim located to the west of Timmins Gold's option which is excluded from the option agreement. This area covers a portion of the mineralized magnetic trend including the Company's Texcalame zone. In 2008, drilling intersected a strong fracture zone over 90 metres in length containing traces of chalcopyrite, bornite and native copper. The styles and distribution of alteration and mineralization and particularly the association of copper and gold mineralization with Fe-oxides such as hematite, specularite and magnetite indicate the exploration potential for a large scale iron oxide copper gold target.

El Santuario Gold Project

On November 10, 2006, the Company 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 silver and second largest gold mine in Mexico having produced over 1.1 billion oz. of silver and 7 to 10 million Oz. of gold. 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 amsl 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. 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. The Company 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 approximately 600m by 600m. The area of known mineralization now extends about 3km northeast-southwest 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. In August of 2009, a third party consultant was retained to produce an independent geological report on the area. A final report was completed in September of 2009. The report was produced to be used in conjunction with seeking a joint venture partner for the property.

Chinipas Gold Project

On February 6, 2008, the Company received 100% title to the 1,371 hectare Chinipas property and on July 14, 2009 received 100% title to an additional 50 hectare internal concession to hold a total 1,421 hectares 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. The Chinipas Property is located 14km north-northeast of the town of Chinipas and 16km north-northwest of the new Palmarejo Au-silver 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-e and pyrite-bearing quartz veins and veinlets over a strike length of over 3km. 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. This sequence has been intruded by multiple intrusive units. Mapping confirmed that the veining occurs over 3.4km of strike trending roughly northeast-southwest by about 500m in width and is hosted in a quartz feldspar porphyry intrusive. The veins vary from very narrow 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 southwest 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 sampling program are shown in the table that follows:

Sample #	Sample Type	Gold-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 July 2009, the Company conducted a new mapping and channel sampling program to test the distribution of coarse gold within the tourmaline quartz veinlets. All 29 samples collected returned anomalous values with the two highest samples returning 1.58 gpt gold across 2m and 2.23 gpt gold across 2m in diamond saw cut channel samples.

In February of 2011, the Company visited the project in order to design a short drill program scheduled to be carried out in the second quarter of 2011. Applications for drill permitting were submitted in the first quarter and the permit was granted in early April. Quotes for a 2,000 metre drill program have been requested from third party drill

contractors. The Company plans to carry out a drill program to test the gold potential at Chinipas in the second quarter of 2011.

Coyote Silver Gold Project

On January 25, 2008, the Company received title to the 852 hectare Coyote concession. On May 12, 2008 an option agreement was signed to acquire 3 internal concessions within the “Xela” concession totalling 200 hectares. These concessions along with the “Xela” concession are referred to as the “Coyote” concessions. Under the terms of the option agreement, US\$20,000 was paid on signing with a further cash payment of US\$20,000 required to effect the transfer of the internal concessions. From time to time the agreement has been extended where a total consideration of US\$15,000 was paid by May 12, 2010. On December 10, 2010, Soltoro acquired 100% of the internal claims by making an additional US\$5,000 payment to the vendors to complete the transfers of the internal claims. 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 internal concessions. A 2% net smelter return (NSR) royalty is payable to the vendor upon commercial production. Soltoro may at any time purchase ½, or 1% of the NSR for US\$400,000 and apply the payment to the advance royalty payments.

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

Sample #	Channel Length (m)	Gold-gpt	Silver-
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

On March 7, 2011 the Company entered into a letter of intent with Argentum Silver Corp (“Argentum”) whereby Argentum may earn a 100% interest in the Victoria and Coyote silver gold projects by paying \$255,000 in total cash payments, issuing an aggregate 5,000,000 common shares of Argentum and spending a total of \$1.1 million on exploration over 2 years. Soltoro retains a 3% net smelter return (NSR) royalty interest in each project. Argentum may acquire 1/3 of the royalty in each project (equal to 1% of the NSR) for US\$1.5 million and 2/3 of the royalty (equal to 2% of the NSR) for US\$3.0 million. The earn-in period can be accelerated at the discretion of Argentum. Soltoro and Argentum have agreed to use best efforts to complete an option agreement by April 15, 2011 whereby Argentum will pay Soltoro a total \$135,000 in cash and issue 1,500,000 common shares of Argentum with a commitment to pay the balance of cash

and shares by the first anniversary of the letter agreement. The parties have mutually agreed to extend the date to complete an option agreement to April 29, 2011.

Victoria Project

The Company holds 100% title interest the 10,985 hectare Victoria concession in Jalisco state. A brief field program carried out in April, 2009 returned a strong gold-in-soil geochemical anomaly along the northern extension of the historic Lupita gold-silver mine. One soil sample assayed 1.23 gpt gold, while flanking samples outlined the overall anomaly. A follow-up program was completed in order to further delineate the extent of this target which together outlined gold anomalies over a strike length of approximately 500 metres, corresponding to quartz float observed in the soil. Two collapsed old workings were located in the area of the anomaly, confirming the source of the quartz. The Company has received approval from the applicable government environmental agency for drilling in this area.

On March 2, 2010, Soltoro Ltd. acquired 100% of the Lupita Mine property by making a US\$25,000 payment on signing, agreeing to advance royalty payments totalling US\$535,000 over 10 years and granted a 2% NSR payable to the vendor. Soltoro may at anytime purchase 1% of the NSR for US\$1,000,000 and apply any advance royalty payments made to the buy-out. During the year the Company made an advance royalty payment of US\$10,000 (2009 - \$nil).

The Lupita Mine claim is internal to the Victoria Project and increases the project's area to 11,105 hectares.

In April of 2010, Company geologists visited to the property in order to prepare for a diamond drill program to test the gold-in-soil anomaly area, below the historical Lupita Mine and possibly to test a mineralized outcrop located south of the Lupita Mine. On April 29, 2010, Company geologists began a diamond drill program to test the gold-in-soil anomaly area located approximately 800 metres north of the historic Lupita Mine. Four holes were completed along that structure with a fifth drill hole (Vic10-05) completed which intersected below the workings of the historic Lupita Mine to test the potential at depth. Additional mapping and sampling was also completed on surface and in the first level at the historic Lupita Mine. A total of 1,354 metres of drilling was completed and returned the following results:

Drill Hole:	From:	To:	Interval:	Gold: (gpt)
Vic10-01	72.8	74.0	1.2	1.975
Vic10-01	74.0	75.2	1.2	0.378
Vic10-02	28.0	24.5	1.5	1.355
Vic10-02	31.0	32.5	1.5	0.232
Vic10-03	268.5	270.0	1.5	1.105
Vic10-03	270.0	271.5	1.5	0.563
Vic10-03	271.5	273.0	1.5	0.611
Vic10-04	103.5	105.0	1.5	0.325
Vic10-04	109.0	111.0	2.0	0.758
Vic10-05	233.0	234.5	1.5	1.010

The Company was unable to locate any significant mineralization on the north-east extension or below the historic Lupita Mine.

On October 25, 2010, the Company completed a US\$10,000 advance royalty payment to the vendor. A regional mapping program is being considered to locate further mineralized prospects with similar features as the Lupita Mine.

On March 7, 2011 the Company entered into a letter of intent with Argentum Silver Corp (“Argentum”) whereby Argentum may earn a 100% interest in the Victoria and Coyote silver gold projects by paying \$255,000 in total cash payments, issuing an aggregate 5,000,000 common shares of Argentum and spending a total of \$1.1 million on exploration over 2 years. Soltoro retains a 3% net smelter return (NSR) royalty interest in each project. Argentum may acquire 1/3 of the royalty in each project (equal to 1% of the NSR) for US\$1.5 million and 2/3 of the royalty (equal to 2% of the NSR) for US\$3.0 million. The earn-in period can be accelerated at the discretion of Argentum. Soltoro and Argentum have agreed to use best efforts to complete an option agreement by April 15, 2011 whereby Argentum will pay Soltoro a total \$135,000 in cash and issue 1,500,000 common shares of Argentum with a commitment to pay the balance of cash and shares by the first anniversary of the letter agreement. The parties have mutually agreed to extend the date to complete an option agreement to April 29, 2011.

Gavilan Concession

On August 29, 2006, the Company 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 zinc-silver-gold replacement and skarn mineralization. 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, the Company applied for a 31,669 hectare claim in the state of San Luis Potosi. The claim consists of alluvium-filled valleys and isolated mountain ranges, which hosts 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. A

preliminary evaluation was completed in June 2009 which identified a number of metallic and non-metallic prospects within the Company's concession. Metallic prospects include gold-bearing dikes and silver-lead-zinc-bearing veins and skarns. Non-metallic prospects include clay and marble.

In July, 2010, a follow up mapping and sampling program was conducted over the central portion of the Peña Grande property. The initial assessment determined that much of the alluvium-covered valley is underlain by variable amounts of fluvial and lacustrine sands and gravels overlain by wind deposited sediments. As all three types of material are transported from some distance away a geochemical method was selected which has the potential to see through this transported material and detect anomalies related to the underlying bedrock. Biogeochemical sampling of mesquite branches was determined to be the most appropriate method for this area.

On October 1, 2010, the Company made application for the Peña-1, 15,857 hectare claim and Peña-2 21,795 hectare claim. These areas were staked to cover the strong magnetic high west of the Peña Grande property. The Company will not receive the entire area covered by the staking as several small internal claims will slightly reduce the ground to be titled to the Company.

In February of 2011, the Company contracted a third party to complete a report to assemble and detail all of the historical mineral exploration that has taken place within the Peña Grande titled property and the Peña-1, Peña-2 application areas. This report was presented in early April of 2010 and will be used internally to design an exploration program to begin assessing the potential for the property to host a Peñasquito-style mineralized diatreme. The Company plans to undertake a mapping and sampling program in 2011 while seeking a partner to explore the property.

Margarita Concession

On April 22, 2009, the Company received 100% title interest to the Margarita Fracc I and Margarita Fracc II concessions covering a total 1,500 hectares 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.

Additional Staking

On June 25, 2010, the Company entered into a staking competition for a series of claims north of El Rayo in Jalisco state that had been published as coming open for staking by the government of Mexico 30 days prior. The Company was successful in obtaining the El Tecolote property covering 2,250 hectares, the El Tecolote 3 property covering 801 hectares and the San Pedro property covering 2,880 hectares. A legal survey must be completed, submitted and approved by the government before title is granted. The Company has not received title to any of these properties.

On June 25, 2010, the Company entered into a staking competition for the El Tecolote and El Tecolote 3 claims covering a formerly titled area which had been published as coming open for staking by the government of Mexico. Soltoro was awarded the El Tecolote property and the El Tecolote 3 property subject to submitting a legal survey to the government of Mexico for final approval and the granting of title.

Mr. Steven T. Priesmeyer, C.P.G., Vice President of Exploration for Soltoro Ltd. and a qualified person as defined by NI 43-101 has reviewed the contents of this MD&A. During the quarter, field supervision of the El Rayo project was provided by Mr. Patrick Toth, P. Geo., Vice President of Operations, Soltoro Mexico.

Mineral Properties and Deferred Exploration Expenditures:

At December 31, 2010, 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, 2009 \$	Additions \$	Balance December 31, 2010 \$
El Rayo Concessions			
Acquisition costs	179,957	30,779	210,736
Deferred exploration costs	2,543,968	1,606,109	4,150,077
	<u>2,723,925</u>	<u>1,636,888</u>	<u>4,360,813</u>
La Tortuga Concessions			
Acquisition costs	150,529	42,975	193,504
Deferred exploration costs	1,498,113	8,470	1,506,583
Partner funding	(1,154,773)	-	(1,154,773)
	<u>493,869</u>	<u>51,445</u>	<u>545,314</u>
Quila Concession			
Acquisition costs	19,189	40,071	59,260
Deferred exploration costs	6,917	477	7,394
Property payment from JV partner	(26,105)	(40,548)	(66,653)
	<u>1</u>	<u>0</u>	<u>1</u>
El Santuario Concession			
Acquisition costs	16,521	7,409	23,930
Deferred exploration costs	46,686	-	46,686
	<u>63,207</u>	<u>7,409</u>	<u>70,616</u>
Chinipas Concession			
Acquisition costs	6,227	2,674	8,901
Deferred exploration costs	61,017	2,595	63,612
	<u>67,244</u>	<u>5,269</u>	<u>72,513</u>
Coyote Concession			
Acquisition costs	33,044	7,833	40,877
Deferred exploration costs	48,409	3,557	51,966
	<u>81,453</u>	<u>11,390</u>	<u>92,843</u>
Victoria Concession			
Acquisition costs	25,730	59,771	85,501
Deferred exploration costs	67,189	223,071	290,260
	<u>92,919</u>	<u>282,842</u>	<u>375,761</u>

	Balance December 31, 2009 \$	Additions \$	Balance December 31, 2010 \$
Gavilan Concession			
Acquisition costs	11,536	2,001	13,537
Deferred exploration costs	10,046	-	10,046
	21,582	2,001	23,583
Peña Grande Concession			
Acquisition costs	12,086	54,877	66,963
Deferred exploration costs	26,836	47,983	74,819
	38,922	102,860	141,782
Margarita Concession			
Acquisition costs	4,088	1,927	6,015
Deferred exploration costs	14,774	-	14,774
	18,862	1,927	20,789
San Pedro			
Acquisition costs	-	11,698	11,698
Deferred exploration costs	-	2,123	2,123
	-	13,821	13,821
Tecolote			
Acquisition costs	-	18,211	18,211
Deferred exploration costs	-	2,956	2,956
	-	21,167	21,167
Other			
	45,248	14,951	60,198
Active Properties at December 31, 2010	3,647,232	2,151,970	5,799,202

Other Cumulative Expenditures since Inception

Active Properties at December 31, 2010	3,647,232	2,151,970	5,799,202
Joint Venture Earn-In Expenditures			
La Tortuga Concessions	1,154,773		1,154,773
Quila Concessions	646,029		646,029
	1,800,802		1,800,802
Total Cumulative Mineral Expenditures including JV Earn-In Activities	5,448,034	2,151,970	7,600,004
Discontinued Properties			
Bacanora Concession	597,003	-	597,003
Midas Concession	8,968	-	8,968
	605,971	-	605,971
Total Cumulative Mineral Expenditures since Inception	6,054,005	2,151,970	8,205,975

3. RESULTS OF OPERATIONS

The net loss and comprehensive loss for the three months ended December 31, 2010 was \$112,545 as compared to a net loss and comprehensive loss of \$194,531 for the three month period ended December 31, 2009. The \$81,986 decrease in the net loss and comprehensive loss is primarily attributable to an increase of \$81,763 in administration expenses, a decrease in non-cash stock-based compensation expense of \$75,817, and an increase in other income of \$87,932. The increase in net administrative expenses primarily reflects an increase in salaries and management fees of \$17,624; a decrease in legal & audit of \$8,748; and an increase in investor relations expenses of \$27,719 primarily reflecting the retention of a market liquidity provider, and an increase in foreign exchange loss of \$26,546. The decrease in non-cash stock-based compensation is the result of fewer stock options vesting during the fourth quarter of 2010 compared to 2009. The increase in other income of \$87,932 is the result of an increase in mineral property payments of \$61,723, an increase in the unrealized gain on held-for-trading securities of \$26,000 and an increase in interest income of \$209.

The net loss and comprehensive loss for the year ended December 31, 2010, was \$614,852 as compared to a net loss and comprehensive loss of \$567,194 for the year ended December 31, 2009. The \$47,658 increase in the net loss and comprehensive loss is primarily attributable to an increase of \$228,029 in administration expenses; offset by a decrease in non-cash stock-based compensation expense of \$122,322 and an increase in other income of \$58,049. The increase in net administrative expenses primarily reflects an increase in salaries and management fees of \$81,762; an increase in legal & audit of \$22,785; and an increase in investor relations expenses of \$93,086 primarily reflecting the retention of a market liquidity provider. The decrease in non-cash stock-based compensation is the result of fewer stock options vesting during the year ended December 31, 2010 compared to 2009. The increase in other income of \$58,049 is the result of an increase in mineral property payments of \$37,078, an increase in the unrealized gain on held-for-trading securities of \$19,500 and an increase in interest income of \$1,471.

The net loss and comprehensive loss for the year ended December 31, 2009 was \$567,194 as compared to a net loss and comprehensive loss of \$1,068,980 for the year ended December 31, 2008. The decrease in the loss of \$501,786 for the year is primarily attributable to a \$605,971 write-off of mineral properties in the prior period related to the Bacanora and Midas properties which was offset by a \$146,631 increase in administrative expenses. The increase in administrative expenses primarily reflects an increase in non-cash stock-based compensation expense of \$198,465 offset by a decline in legal and audit expenses of \$49,025 which was partially timing related. Interest income also declined by \$24,949. In regard to the comprehensive loss, an unrealized gain of \$12,500 was booked in the current year while in 2008 a \$30,250 unrealized loss was booked resulting in a favourable change of \$42,750.

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, 2007. 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.

4. FINANCING AND CAPITALIZATION

As at December 31, 2010 the Company had 45,584,348 shares issued and outstanding and after giving effect to 11,197,087 outstanding warrants and 1,970,000 outstanding stock options there were 58,744,010 shares on a fully diluted basis.

On June 24, 2009, Soltoro Limited closed the first tranche of a \$1,350,000 brokered private placement. The second tranche was closed on July 3, 2009 and is discussed further below. The first tranche consisted of 4,470,000 units at \$0.20 per unit for gross proceeds of \$894,000. Each unit consisted of one common share and one half of one share purchase warrant, with each warrant exercisable into one common share at a price of \$0.30 per share until December 24, 2010. The compensation to the broker was comprised of \$15,220 cash, 154,700 common shares and 288,500 agent's warrants (exercisable at \$0.30 for one common share for 18 months). An additional corporate finance fee was paid comprised of 75,000 units and legal fees of \$8,000 cash. Issue costs pursuant to the first tranche amounted to \$127,629 consisting of \$69,572 of cash costs and \$58,057 of non-cash costs. The cost of issue was allocated: \$100,512 to common share capital and \$27,112 to warrants.

On July 3, 2009, the second tranche of the private placement was closed completing a total combined financing from tranche one and two of \$1,350,000. The second tranche consisted of 2,280,000 units at \$0.20 per Unit for gross proceeds of \$456,000. Each unit consisted of one common share and one half of one share purchase warrant, with each warrant exercisable into one common share at a price of \$0.30 per share until January 3, 2011. The compensation to the broker was comprised of \$28,750 cash, 12,250 common shares and 195,000 agent's warrants (exercisable at \$0.30 for one common share for 18 months). An additional corporate finance fee was paid of 21,700 units and legal fees of \$2,000 cash. Issue costs pursuant to the second tranche amounted to \$62,793 consisting of \$47,613 of cash costs and \$14,980 of non-cash costs. The cost of issue was allocated: \$50,063 to common shares capital and \$12,530 to warrants.

On February 12, 2010, the Company completed a non-brokered private placement of 6,715,000 units at \$0.35 per unit for gross proceeds of \$2,350,250. Each unit consisted of one common share and one half of one share purchase warrant, with each warrant exercisable into one common share at a price of \$0.50 per share until August 12, 2011. In the event that at any time on or after June 14, 2010, the volume weighted average trading price of the Company's common shares on the TSX Venture Exchange (or such other stock exchange on which the Company's shares are listed and where a majority of the trading volume occurs), for a period of 20 consecutive trading days exceeds \$0.65, the Company may, within five days after such an event, provide notice to the warrant holders of early expiry and thereafter, the warrants will expire on the date which is 30 days after the date of the notice to the warrant holders ("Accelerated Expiry Date"). On March 17, 2011, the Company gave notice to the warrant holders of an Accelerated Expiry Date of April 19, 2011. In connection with the financing, the Company issued to two separate brokerage firms a total 199,200 units in lieu of a cash finder's fee which are also subject to the Accelerated Expiry Date, 402,300 finder's warrants which are not subject to the Accelerated Expiry Date and a cash finder's fee of \$71,085. Each finder's warrant entitles the holder to subscribe for one additional common share at a price of \$0.50 per share until August 12, 2011. Issue costs amounted to \$209,772 consisting of

\$109,477 of cash costs and \$100,295 of non-cash costs. The cost of issue was allocated: \$185,859 to common share capital and \$23,913 to warrants.

On December 21, 2010, the Company completed a non-brokered private placement of 6,922,223 units at \$0.45 per unit for gross proceeds of \$3,115,000. Each unit consisted of one common share and one share purchase warrant, with each warrant exercisable into one common share at a price of \$0.70 per share until December 21, 2011 and \$0.85 per share thereafter until June 21, 2012. In the event that at any time on or after April 22, 2011, the volume weighted average trading price of the Company's common shares on the TSX Venture Exchange (or such other stock exchange on which the Company's shares are listed and where a majority of the trading volume occurs), for a period of 20 consecutive trading days exceeds \$1.20, the Company may, within five days after such an event, provide notice to the warrant holders of early expiry and thereafter, the warrants will expire on the date which is 30 days after the date of the notice to the warrant holders ("Accelerated Expiry Date"). In connection with the financing, the Company has paid eligible persons a cash finder's fee of \$175,709 and has issued 390,464 finder's warrants which are not subject to the Accelerated Expiry Date. Each finder's warrant entitles the holder to subscribe for one common share at a price of \$0.45 per share until June 21, 2012. Issue costs amounted to \$253,343 consisting of \$204,533 of cash costs and \$48,810 of non-cash costs. The cost of issue was allocated: \$210,529 to common share capital and \$42,814 to warrants.

During the year ended December 31, 2010, 3,656,850 (225,000 – December 31, 2009) warrants were exercised for total proceeds of \$1,097,055 (67,500 – December 31, 2009).

Subsequent to year end the following common share purchase warrants were exercised:

- 25,000 warrants with an exercise price of \$0.30 relating to July 3, 2009 private placement, and
- 3,769,420 warrants with an exercise price of \$0.50 relating to February 12, 2010 private placement.

Below is the continuity of the Company's Stock Option Plan for the years ended December 31, 2010 and 2009.

	Number of stock options	Weighted average exercise price per share \$
Balance – December 31, 2008	1,655,000	0.36
Issued during the period	1,225,000	0.42
Issued during the period	550,000	0.35
Exercised during the period	(630,000)	0.20
Balance – December 31, 2009	2,800,000	0.37
Issued during the period	-	-
Expired during the period	(440,000)	0.36
Cancelled during the period	(390,000)	0.42
Balance – December 31, 2010	1,970,000	0.44

Subsequent to year end the following stock options were granted to directors, officers and consultants of the Company pursuant to the stock option plan:

On January 4, 2011 the Company granted 1,975,000 stock options with an exercise price of \$0.59 and an expiry date of January 4, 2014. The options have a vesting term of 25% at date of grant and 25% at 6, 12 and 18 month intervals.

On March 17, 2011 the Company granted 550,000 stock options with an exercise price of \$0.59 and an expiry date of March 14, 2014. The options have a vesting term of 25% at date of grant and 25% at 6, 12 and 18 month intervals.

Subsequent to year end 75,000 stock options were cancelled which were held by previous consultants of the Company with an expiry date of January 4, 2014 and an exercise price of \$0.59.

As at April 21, 2011 the Company had 49,378,768 shares issued and outstanding, 7,395,242 outstanding warrants and 4,420,000 outstanding stock options, or 61,194,010 shares on a fully diluted basis.

5. LIQUIDITY AND CASH FLOW

At December 31, 2010, the Company had liquid resources, including cash and cash equivalents of \$3,993,725 and marketable securities with a fair value of \$62,000 compared to cash and cash equivalents of \$493,066 and marketable securities of \$30,000 as at December 31, 2009. Total liabilities were \$238,271 as at December 31, 2010 compared to \$211,652 at December 31, 2009. The significant sources and uses of cash for the year ended December 31, 2010 are detailed below. For additional detail refer to the Company's Audited Consolidated Statement of Cash Flow for the year ended December 31, 2010.

- The Company utilized \$576,387 of cash in operations which is comprised of a net loss of \$545,611 net of non-cash items and an increase in working capital of \$30,776,
- Total cash outlays of \$2,174,690 related to the purchase of equipment, exploration expenditures associated with the Company's mineral properties net of a property option payment of \$102,271 of which \$40,548 was recorded as a reduction to exploration expenditure and \$61,723 was recorded as mineral property payment income, and
- Total cash sources from financing activities of \$6,252,006 related to the placement of 8,995,000 units with net proceeds of \$5,647,192, and the exercise of warrants with net proceeds of \$604,814.

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

6. ANNUAL INFORMATION

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

Audited	2010	2009	2008	2007
	(\$)	(\$)	(\$)	(\$)
Interest income	1,787	316	25,265	67,676
Stock-based compensation	99,158	221,480	23,015	250,734
Administrative expenses	611,204	383,175	435,009	551,088
Unrealised (gain) loss on investment	(32,000)	12,500	(30,250)	(3,000)
Net loss and comprehensive loss	614,852	567,194	1,068,980	737,146
Loss per common share – basic and diluted	0.02	0.02	0.05	0.04
Exploration & acquisition expenditures	2,151,970	1,177,648	1,511,051	1,977,113

7. QUARTERLY INFORMATION

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

2010 Unaudited	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
	(\$)	(\$)	(\$)	(\$)
Interest income	(113)	(211)	(1,163)	(300)
Stock-based compensation	48,397	22,837	13,962	13,962
Administrative expenses	117,213	137,738	159,620	196,606
Mineral property payments	-	-	-	(61,723)
Unrealized (gain) loss on held for trading securities	4,000	8,000	(8,000)	(36,000)
Net loss and comprehensive loss	169,496	168,365	164,419	112,545
Loss per common share – basic and diluted	0.01	0.00	0.00	0.00
Exploration & acquisition expenditures	744,759	500,591	583,808	322,812

2009 Unaudited	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
	(\$)	(\$)	(\$)	(\$)
Interest income	1,071	(894)	48	91
Stock-based compensation	-	-	131,701	89,779
Administrative expenses – net	78,088	99,784	90,460	114,843
Mineral property payments	-	(24,645)	-	-
Unrealized (gain) loss on held for trading securities	(3,500)	6,000	-	10,000
Net loss and comprehensive loss	80,517	70,033	222,113	194,531
Loss per common share – basic and diluted	0.01	0.01	0.01	0.02
Exploration & acquisition expenditures	296,735	112,710	178,005	590,198

Over the past eight quarters administrative expenses have gradually increased from \$78,088 for the first quarter of 2009 to \$196,606 for the fourth quarter of 2010. Administrative expenses have trended upward over the past several quarters due to increased activity at the Company head office managing a significant exploration program in Mexico. Stock-based compensation expense, which is a non cash item, has ranged between a low of \$13,962 in the third quarter of 2010 and \$131,701 in the third quarter of 2009. The fluctuations result from the timing associated with the granting and vesting of the stock options and the associated expense recorded pursuant to the Black-Scholes valuation model. The Company receives payments for the optioning of mineral

properties from time to time. For additional information regarding period to period variations, kindly refer to the Results of Operations and other sections of this MD&A.

8. 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 ventures 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 entered into the following Joint Venture Agreements during the year ended December 31, 2010.

On November 23, 2010, Timmins Gold optioned the eastern portion of Soltoro's Quila concession (the "Property"). Timmins Gold may earn 100% interest in the Property by making a total of US\$1,000,000 in cash payments and incurring US\$2,000,000 in exploration expenditures on the Property over 3 years. On signing Timmins Gold made an initial US\$100,000 payment to Soltoro. Once Timmins Gold has earned its 100% interest in the Property, a 3% net smelter return (NSR) royalty is payable to Soltoro from Timmins Gold's operations within the Property's external boundary including the Cocula claim, and any further internal claims acquired by Timmins Gold within the Property and within a 2 km area of interest to the north and east of the original Quila property boundary. Timmins Gold may acquire 1/3 of the royalty (equal to 1% of the NSR) for US\$1 million and a further 1/3 of the royalty (equal to an additional 1% of the NSR) for an additional US\$1 million up to six months from the date of commencement of commercial production.

Subsequent to year end, on March 7, 2011 the Company entered into a letter of intent with Argentum Silver Corp ("Argentum") whereby Argentum may earn a 100% interest in the Victoria and Coyote silver gold projects by paying \$255,000 in total cash payments, issuing an aggregate 5,000,000 common shares of Argentum and spending a total of \$1.1 million on exploration over 2 years. Soltoro retains a 3% net smelter return (NSR) royalty interest in each project. Argentum may acquire 1/3 of the royalty in each project (equal to 1% of the NSR) for US\$1.5 million and 2/3 of the royalty (equal to 2% of the NSR) for US\$3.0 million. The earn-in period can be accelerated at the discretion of Argentum. Soltoro and Argentum have agreed to use best efforts to complete an option agreement by April 15, 2011 whereby Argentum will pay Soltoro a total \$135,000 in cash and issue 1,500,000 common shares of Argentum with a commitment to pay the balance of cash and shares by the first anniversary of the letter agreement. The parties have mutually agreed to extend the date to complete an option agreement to April 29, 2011.

The Company continues to actively explore its Mexican properties. Future quarterly results, in terms of both corporate expenditures charged to operations and exploration expenditures charged to deferred exploration costs, may be constrained by 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 exploration work on its properties, but additional funds will be required going forward to advance exploration on the Company's properties and replenish working capital.

9. RELATED PARTY TRANSACTIONS

Transactions with related parties 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.

During the year ended December 31, 2010, compensation of \$140,727 (December 31, 2009, - \$114,044) was charged to operations for management services by the President and a director of the Company.

During the year ended December 31, 2010, the total of \$142,512 (December 31, 2009 - \$140,407) was capitalized as a component of the Company's mineral properties and deferred exploration expenditures reflecting the fees charged for geological services by the VP of Exploration of the Company's subsidiary in Mexico.

During the year ended December 31, 2010, compensation of \$32,000 (December 31, 2009, - \$36,000) was charged to operations for management services by the CFO and a director of the Company.

Directors fees of \$18,500 were paid during the year ended December 31, 2010 (December 31, 2009 - \$nil)

As at December 31, 2010, \$8,763 was included in accounts payable and accrued liabilities with respect to management services provided by officers and directors of the Company and its wholly-owned subsidiary (December 31, 2009 - \$nil).

10. 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 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 financial statements and (ii) the 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 financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (Form 52-109FV2), 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 NI 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 NI 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.

11. NEW ACCOUNTING POLICIES

Business Combinations

CIBC Handbook Section 1582 - Business Combinations, which replaces Section 1581, establishes standards for the measurement of a business combination and the recognition and measurement of assets acquired and liabilities assumed. The new standard applies to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Earlier application is permitted.

Consolidated Financial Statements and Non-Controlling Interests

CIBC Handbook Section 1601 - Consolidated Financial Statements and Section 1602 - Non-Controlling Interests, together, replace Section 1600 - Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes the accounting for a non-controlling interest in a subsidiary, in the consolidated financial statements, subsequent to a business combination. These standards apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011 however earlier adoption is permitted. The Company does not expect the adoption of this new standard to have an impact on its financial statements.

12. FUTURE ACCOUNTING CHANGES

International Financial Reporting Standards

The Canadian Accounting Standards Board has confirmed that International Financial Reporting Standards ("IFRS") will replace current Canadian GAAP for publicly accountable enterprises, including the Company, effective for fiscal years beginning on or after January 1, 2011. Accordingly, the Company will report interim and annual financial statements in accordance with IFRS beginning with the quarter ended March 31, 2011. The Company's 2011 interim and annual financial statements will include comparative 2010 financial statements, adjusted to comply with IFRS.

IFRS Transition Plan

The Company has established a comprehensive IFRS transition plan to assist with the planning and implementation of its transition to IFRS. The following summarizes the Company's progress and expectations with respect to its IFRS transition plan:

Initial scoping and analysis of key areas for which accounting policies may be impacted by the transition to IFRS.	Complete.
Detailed evaluation of potential changes required to accounting policies, information systems and business processes, including the application of IFRS 1 First-time Adoption of International Financial Reporting Standards.	Complete.
Final determination of changes to accounting policies and choices to be made with respect to first-time adoption alternatives.	In progress, to be completed in conjunction with the Q1 2011 IFRS statements
Resolution of the accounting policy change implications on information technology, business processes and contractual arrangements.	In progress, to be completed in conjunction with the Q1 2011 IFRS statements

Impact of Adopting IFRS on the Company's Business

As part of its analysis of potential changes to significant accounting policies, the Company is assessing what changes may be required to its accounting systems and business processes. The Company believes that the changes identified to date are minimal and the systems and processes can accommodate the necessary changes.

To date, the Company has not identified any contractual arrangements that may be affected by potential changes to significant accounting policies.

The Company's staff and advisers involved in the preparation of financial statements are being trained on the relevant aspects of IFRS and the anticipated changes to accounting policies. Employees of the Company that will be affected by a change to business processes as a result of the conversion to IFRS will also be trained as necessary.

The Board of Directors and Audit Committee have been regularly updated on the progress of the IFRS conversion plan, and made aware of the evaluation to date of the key aspects of IFRS affecting the Company.

First-time adoption of IFRS

The adoption of IFRS requires the application of IFRS 1 *First-time Adoption of International Financial Reporting Standards* ("IFRS 1"), which provides guidance for an entity's initial adoption of IFRS. IFRS 1 generally requires retrospective application of IFRS as effective at the end of its first annual IFRS reporting period. However, IFRS 1 also provides certain optional exemptions and mandatory exceptions to this retrospective treatment.

The Company has identified the following optional exemptions that it expects apply in its preparation of an opening IFRS statement of financial position as at January 1, 2010, the Company's "Transition Date":

- To apply IFRS 2 *Share-based Payments* only to equity instruments that were issued after November 7, 2002 and had not vested by the Transition Date.
- To apply IFRS 3 *Business Combinations* prospectively from the Transition Date, therefore not restating business combinations that took place prior to the Transition Date.
- To apply the transition provisions of IFRIC 14 *Determining whether an Arrangement Contains a Lease*, therefore determining if arrangements existing at the Transition Date contain a lease based on the circumstances existing at that date.
- To apply IAS 23 *Borrowing Costs* prospectively from the transition date. IAS 23 requires the capitalization of borrowing costs directly attributable to the acquisition, production or construction of certain assets.

Prior to reporting interim financial statements in accordance with IFRS for the quarter ended March 31, 2011, the Company may decide to apply other optional exemptions contained in IFRS 1.

IFRS 1 does not permit changes to estimates that have been made previously. Accordingly, estimates used in the preparation of the Company's opening IFRS statement of financial position as at the Transition Date will be consistent with those made under current Canadian GAAP. If necessary, estimates will be adjusted to reflect any difference in accounting policy

Impact of Adopting IFRS on the Company's Financial Statements

The adoption of IFRS will result in some changes to the Company's accounting policies that are applied in the recognition, measurement and disclosure of balances and transactions in its financial statements.

The following provides a summary of the Company's evaluation to date of potential changes to accounting policies in key areas based on the current standards and guidance within IFRS. This is not intended to be a complete list of areas where the adoption of IFRS will require a change in accounting policies, but to highlight the areas the Company has identified as having the most potential for a significant change. The International Accounting Standards Board has a number of ongoing projects, the outcome of which may have an effect on the changes required to the Company's accounting policies on adoption of IFRS. At the present time however, the Company is not aware of any significant expected changes prior to its adoption of IFRS that would affect the summary provided below.

1) Exploration and Evaluation Expenditures

Subject to certain conditions, IFRS currently allows an entity to determine an accounting policy that specifies the treatment of costs related to the exploration for and evaluation of mineral properties. Exploration and evaluation costs are those expenditures for an area or project for which technical feasibility and commercial viability have not yet been determined. Under IFRS, Soltoro has the option to retain its existing accounting policies related to the exploration for and evaluation of mineral properties, subject to some restrictions, or expense these costs as Exploration and Evaluation costs on the income statement. The Company is still in

the process of evaluating its options and quantifying the impact of this change on its 2010 financial statements reported under IFRS. If the Company retains its current policy of deferring exploration and evaluation expenditures as incurred the Company does not expect that the adoption of IFRS will result in any significant change to the related line items within its financial statements. In the event the Company elects to expense its exploration and evaluation expenditures there would be a material effect on the amount and the ongoing carrying values for these currently deferred costs.

2) *Impairment of (Non-financial) Assets*

IFRS requires a write down of assets if the higher of the fair market value and the value in use of a group of assets is less than its carrying value. Value in use is determined using discounted estimated future cash flows. Current Canadian GAAP requires a write down to estimated fair value only if the undiscounted estimated future cash flows of a group of assets are less than its carrying value.

The Company's accounting policies related to impairment of assets will be changed to reflect these differences, however the Company does not expect this change will have an immediate impact to the carrying value of its assets. The Company will perform impairment assessments as at the Transition Date in accordance with IFRS.

3) *Foreign Currency*

IFRS requires that the functional currency of the Company and its subsidiary be determined separately, and the factors considered to determine functional currency are somewhat different than current Canadian GAAP.

The Company does not expect any changes to its accounting policies related to foreign currency that would result in a significant change to line items within its financial statements at the Transition Date. However the effect on Comprehensive Income (loss) could be material.

4) *Share-based Payments*

In certain circumstances, IFRS requires a different measurement of stock-based compensation related to stock options than current Canadian GAAP.

The Company does not expect any changes to its accounting policies related to share-based payments that would result in a significant change to line items within its financial statements.

5) *Asset Retirement Obligations (Decommissioning Liabilities)*

IFRS requires the recognition of a decommissioning liability for legal or constructive obligations, while current Canadian GAAP only requires the recognition of such liabilities for legal obligations. A constructive obligation exists when an entity has created reasonable expectations that it will take certain actions.

The Company's accounting policies related to decommissioning liabilities will be changed to reflect these differences, however the Company does not expect this change will have an immediate impact to the carrying value of its assets.

6) *Property and Equipment*

IFRS contains different guidance related to recognition and measurement of property and equipment than current Canadian GAAP.

The Company does not expect any changes to its accounting policies related to property and equipment that would result in a significant change to line items within its financial statements.

7) *Income Taxes*

In certain circumstances, IFRS contains different requirements related to recognition and measurement of future (deferred) income taxes.

The Company does not expect any changes to its accounting policies related to income taxes that would result in a significant change to line items within its financial statements.

Subsequent Disclosures

Further disclosures of the IFRS transition process are expected as follows:

- The Company's first financial statements prepared in accordance with IFRS will be the interim financial statements for the three months ending March 31, 2011, which will include notes disclosing transitional information and disclosure of new accounting policies under IFRS. The interim financial statements for the three months ending March 31, 2011 will also include 2010 financial statements for the comparative period, adjusted to comply with IFRS, and the Company's transition date IFRS statement of financial position (as at January 1, 2010).

13. 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.

14. CAPITAL MANAGEMENT

Soltoro manages its capital with the following objectives:

- To ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- To maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising capital stock, warrants, contributed surplus, accumulated other comprehensive loss and deficit which at December 31, 2010 totaled \$9,848,121 (December 31, 2009 - \$4,111,809).

Soltoro manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating and capital expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2010. The Company is not subject to any capital requirements imposed by a lending institution.

15. 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 Directors 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 cash equivalents and accounts receivable. Cash and cash equivalents consist 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 cash equivalents 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 December 31, 2010, the Company had cash and cash equivalents of \$3,993,725; (December 31, 2009 - \$493,066) to settle current liabilities of \$238,271 (December 31, 2009 - \$211,652). The Company will seek additional capital to increase liquidity when required.

(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 and the prices of commodities and equities.

(v) *Interest rate risk*

The Company has cash and cash equivalents 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 December 31, 2010, the Company had cash and cash equivalents of \$3,993,725 (December 31, 2009 - \$493,066) 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 and cash equivalents balances are primarily transacted in Canadian dollars. The Company has exposure to foreign currency risk. The Company mitigates the risk of foreign currency fluctuations by converting Canadian currency to Mexican pesos and US dollars when required to fund expenditures.

(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, silver, 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 securities 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 December 31, 2010 and 2009, both the carrying and fair value amounts of the Company's financial instruments related to cash and cash equivalents, 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 the next 12-month period.

- (i) Interest rate risk is limited to cash and cash equivalents 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 5%, the effect on the financial statements as at December 31, 2010 would be a change in foreign exchange of +/- CDN \$7,527. If the Mexican pesos rose or fell in relation to the Canadian dollar by 5%, the effect on the financial statements as at December 31, 2010 would be a change in foreign exchange of +/- CDN \$2,380. Similarly, as at December 31, 2010, the Company's reported shareholders' equity would have been approximately \$9,907 lower/higher as a result of a 5% decrease/increase in foreign exchange.

- (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 December 31, 2010, 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 securities are denominated in Canadian dollars and are subject to fair value fluctuations. As at December 31, 2010, if the fair value of the Company's marketable securities had increased/decreased by 10% with all other variables held constant, accumulated other comprehensive loss for the year ended December 31, 2010 would have been approximately \$6,200 lower/higher. Similarly, as at December 31, 2010, the Company's reported shareholders' equity would have been approximately \$6,200 lower/higher as a result of a 10% decrease/increase in marketable securities.

16. 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 Company's future performance is largely tied to the financial markets related to junior exploration companies. Although economic conditions in Canada and elsewhere have improved since the beginning of the year, the Company remains cautious in case the economic factors that impact the mining industry deteriorate. These factors include uncertainty regarding the price of gold, silver and copper and the availability of equity financing for the purposes of mineral exploration and development. The Company's future performance is largely tied to the development of its current mineral property interests and the overall financial markets. Financial markets are likely to continue to be volatile reflecting ongoing concerns about the global economy and sovereign defaults throughout the world. Companies worldwide have been affected negatively 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 interests of its current shareholders. With continued market volatility expected, the Company's current strategy is to continue exploration of its Mexican properties using cash generated through equity financings when available at attractive valuations and to seek out other prospective business opportunities including entering

into option arrangements and/or joint ventures. The Company believes that this focused strategy will enable it to maintain momentum on key initiatives. These trends may limit the Company's ability to develop and/or further explore its Mexican properties, and/or other property interests that could be acquired in the future. Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in short-term operating and longer-term strategic decisions.

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.

April 21, 2011

(Signed) "*Andrew Thomson*"
Andrew Thomson
President and Chief Executive Officer

(Signed) "*Brian Jennings*"
Brian Jennings
Chief Financial Officer