Management's Discussion and Analysis of the Unaudited Condensed Interim Consolidated Financial Statements
For the three months ended March 31, 2012

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MINSUD RESOURCES CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
For the three months ended March 31, 2012

INTRODUCTION

The following is Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Minsud Resources Corp. (the "Company") to enable a reader to assess the financial condition and results of operations of the Company for the three months ended March 31, 2012.

This MD&A has been prepared as at May 29, 2012 unless otherwise indicated.

This MD&A should be read in conjunction with the Company's condensed interim consolidated financial statements for the three months ended March 31, 2012 (the "Financial Statements"), including the related note disclosure. The Financial Statements are presented on a consolidated basis and include the accounts of its wholly-owned subsidiary Minsud Argentina Inc. ("MAI"), and MAI's subsidiary Minera Sud Argentina S.A. ("MSA"), an Argentinean company in which MAI has a 98.04% ownership interest. The Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar figures included therein and in the following MD&A are expressed in Canadian dollars unless otherwise indicated.

The Company's head office and principal business address is 56 Temperance Street, Suite 200, Toronto, Ontario M5H 3V5. The Company is a reporting issuer in the provinces of British Columbia, Alberta and Ontario and trades its common shares on the TSX Venture Exchange (the "Exchange"), under the symbol MSR. Additional information relevant to the Company's activities, including press releases, can be found on SEDAR at www.sedar.com or www.minsud.com.

MANAGEMENT'S RESPONSIBILITIES FOR FINANCIAL REPORTING

The Financial Statements have been prepared by management in accordance with IFRS and have been approved by the Company's board of directors (the "Board"). The integrity and objectivity of these Financial Statements are the responsibility of management. In addition, management is responsible for ensuring that the information contained in the MD&A is consistent where appropriate, with the information contained in the Financial Statements.

The Financial Statements may contain certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis to ensure that the Financial Statements are presented fairly in all material respects.

The Board is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control. The Board carries out this responsibility principally through its audit committee. The members of the audit committee are appointed by the Board and have sufficient financial expertise to assume this role with the Company. The majority of the audit committee members are independent and not involved in the Company's daily operations.

CAUTIONARY NOTE

This document contains or refers to forward-looking information. Such forward-looking information includes, among other things, statements regarding targets, estimates and/or other conditions, and is based on current expectations that involve a number of business risks, uncertainties and assumptions.

Factors that could cause the Company's actual results to differ materially from any forward-looking statements include, but are not limited to: delay in obtaining permits and environmental impact report approvals, failure to find an economically viable mineral deposit; the grade and recovery of ore which is mined varying from estimates; exploration and development costs varying significantly from estimates; inflation; fluctuations in commodity prices; delays in development of any project caused by unavailability of equipment, labour or supplies; changes to market and climatic conditions; failure to raise additional funds required to finance the completion of a project and other risk factors discussed or referred to in this MD&A and in other public disclosure documents filed with regulatory authorities.

Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. These forward-looking statements are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances, except as required by applicable securities laws.

CORPORATE OVERVIEW

Principal Business and Corporate History

Minsud Resources Corp. (TSX.V MSR)

The Company, formerly Rattlesnake Ventures Inc. ("Rattlesnake"), was incorporated under the *Ontario Business Corporations Act* ("OBCA") on October 11, 2007. Rattlesnake was a "Capital Pool Company" ("CPC"), as defined in Exchange Policy 2.4.

Minsud Resources Inc.

Minsud Resources Inc. ("MSR") was a private company incorporated under the OBCA on August 12, 2010.

Minsud Argentina Inc.

Upon completion of the Minsud Transaction (as defined below), MSR and 1830835 Ontario Inc. ("CPC Subco") amalgamated to form Minsud Argentina Inc. ("MAI"), the Company's wholly owned subsidiary. MSR was formed by the principals of MSA and other private placement investors in order to complete the Minsud Transaction and CPC Subco was a subsidiary of Rattlesnake. (See "Completed Qualifying Transaction and Brokered Offering" below).

Minera Sud Argentina S.A.

MSA is a private Argentinean company focused on the business of mineral and resource exploration and development in Argentina and is a party to Exploration and Purchase Option Agreements for each of the Chita, Brechas Vacas and Minas de Pinto properties and holds a claim on the Chita II properties located in the San Juan Province of Argentina as described in the independent technical report dated October 27, 2010 and amended on February 15, 2011, entitled "Technical Review on the Chita Valley Project" by Velasquez Spring, P. Eng., of Watts, Griffis and McOuat (The "NI 43-101 Report"). This document was prepared for the Company and can be found on SEDAR at www.sedar.com.

Completed Qualifying Transaction and Brokered Offering

Pursuant to a definitive transaction agreement dated April 27, 2011, between the Company, MSR and MSA, the Company acquired all of the issued and outstanding MSR shares by way of a three cornered amalgamation, on May 10, 2011, resulting in the amalgamation of MSR and CPC Subco, to form MAI (the "Minsud Transaction" or "Qualifying Transaction").

Although the Minsud Transaction resulted in MSR becoming a wholly-owned subsidiary of the Company, the Minsud Transaction constituted a reverse take-over of the Company such that the former shareholders of MSR, together with the subscribers of the Brokered Offering, as defined below, became owners of a majority of the outstanding shares of the Company.

Prior to the completion of the Minsud Transaction, MSR entered into a letter agreement with the shareholders of MSA, pursuant to which the shareholders of MSA exchanged, on the closing date, a sufficient amount of their shares of MSA, which amounted to a total of 10,852,000 shares, for 15,000,000 shares of MSR so that after the completion of such exchange, MSR became the owner of 10,309,400 (95%) of the total number of issued and outstanding shares of MSA (the "MSA Swap").

Upon completion of the MSA Swap, the Company entered into a put and call option agreement with respect to the remaining 542,600 shares of MSA (representing 5% of the total number of issued and outstanding shares of MSA) which included an irrevocable covenant to not divest or encumber such shares. The put and call option agreement allows the remaining 542,600 shares of MSA to be exchanged at the same ratio used for the MSA Swap (790,000 common shares of the Company) at the option of either party, at any time.

The Minsud Transaction was completed contemporaneously with a brokered equity offering (the "Brokered Offering"). MSR received gross proceeds of $5,509,000 for the subscription of 13,772,500 units (the "Private Placement Units"). Each Private Placement Unit contained one common share and one non-transferrable common share purchase warrant (the "Warrants") with each Warrant entitling the holder thereof to purchase one common share at $0.60 per share for a period of 24 months from the close of the Minsud Transaction.

In connection with the Brokered Offering, the Company incurred costs of $645,564, of which $207,251 was allocated to warrant issuance costs and $438,313 was allocated to common share issuance costs. The Company also issued 919,900 broker warrants to a broker (the "Broker Warrants") with a fair value of $137,985 (included in total costs above). Each Broker Warrant entitles the holder to purchase one Private Placement Unit, as described above, for $0.40 for a period of 24 months from the close of the Minsud Transaction.

The proceeds from the Brokered Offering will be used by the Company for exploration of the MSA properties and general working capital requirements.

Transaction Costs

The Company incurred total transaction costs of $1,395,797 in connection with the Minsud Transaction. Included in this amount is $550,042 of non-cash costs related to the effect of accounting for the Minsud Transaction and the fair value of common shares issued for services rendered in connection with the Minsud Transaction. The remainder of the transaction costs have been paid in cash.

Additional MSA Share Subscriptions

During the year ended December 31, 2011, MAI subscribed for additional shares of MSA which resulted in an increase of MAI's ownership of MSA to 27,197,400 of the 27,740,000 issued and outstanding shares. On May 16, 2011, MAI subscribed for an additional 9,148,000 common shares of MSA for consideration of $2,169,377. On December 12, 2011, MAI subscribed for an additional 7,740,000 common shares of MSA for consideration of $1,859,823. As at March 31, 2012, the common shares of MSA held by MAI represented an ownership interest of 98.04%. The remaining 542,600 shares are subject to a put and call option agreement as described previously.

Current Board Members

On May 10, 2011, the Company's Board resolved to appoint new members in order to replace certain Board members who had tendered their resignations in accordance with the terms of the Minsud Transaction. During the quarter ended December 31, 2011, a member of the Company's Board resigned and was replaced by another individual acting as an independent director.

On January 24, 2012 the Company appointed this new director, Mr. Howard Coates, as Vice-President (Exploration) and entered into a Consulting Services Agreement. On April 18, 2012, Mr. Eduardo Mendl, a new independent board member, was appointed in order to strengthen the Company's board, as well as to meet certain regulatory requirements.

As a result, the Board members as of the date of this MD&A are Diego Eduardo Perazzo (Chairman), Carlos Alberto Massa (President and Chief Executive Officer), Alberto Francisco Orcoyen, Scott White, Howard Coates and Eduardo Mendl. As of the date of this MD&A, Mr. Orcoyen and Mr. Mendl as independent directors, together with Mr. White, form the Company´s audit committee.

DEVELOPMENTS DURING THE THREE MONTHS ENDED MARCH 31, 2012

I. CHITA VALLEY PROJECT

A) Mining rights

The Chita Valley Project consists of four contiguous properties including the Brechas Vacas, Chita and Minas de Pinto mineral concessions (8,350 ha), as well as Chita II (4,500 ha) which is subject to a claim application that is still pending.

The Brechas Vacas, Chita and Minas de Pinto properties are controlled by the Company through three separate Explorations and Purchase Option Agreements held by its 98.04% owned subsidiary Minera Sud Argentina S.A. ("MSA") as discussed in the following section of this MD&A. However, 30 ha within the boundaries of the Chita Valley Project are owned by third parties. In addition, a gap of 6.6 ha between the Chita and Brechas Vacas properties has been claimed by third parties and is currently under dispute with the local mining authority. The Company does not consider such properties held or claimed by third parties as material to its current exploration activities.

B) Exploration and Purchase Option Agreements

MSA has entered into various Exploration and Purchase Option Agreements, the details of which are disclosed in note 6 of the condensed interim consolidated financial statements for the three months ended March 31, 2012.

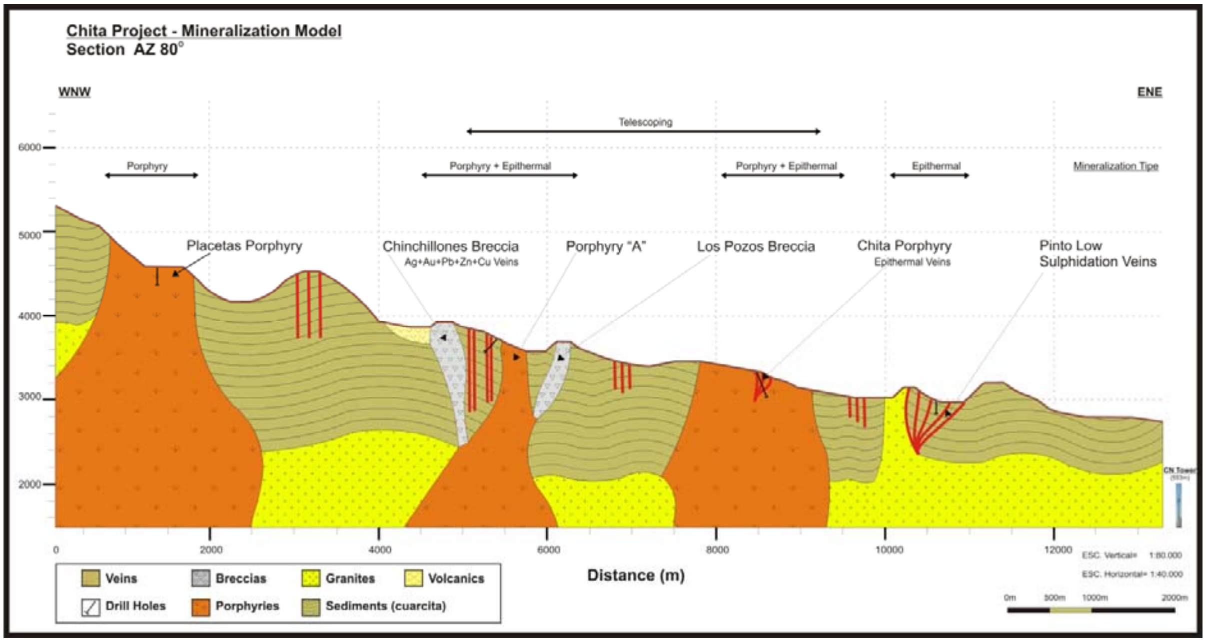
A summary of the Company´s outstanding mineral property commitments, pursuant to property option agreements is included in this MD&A under "Comittments and Contingencies".

C) Geological features

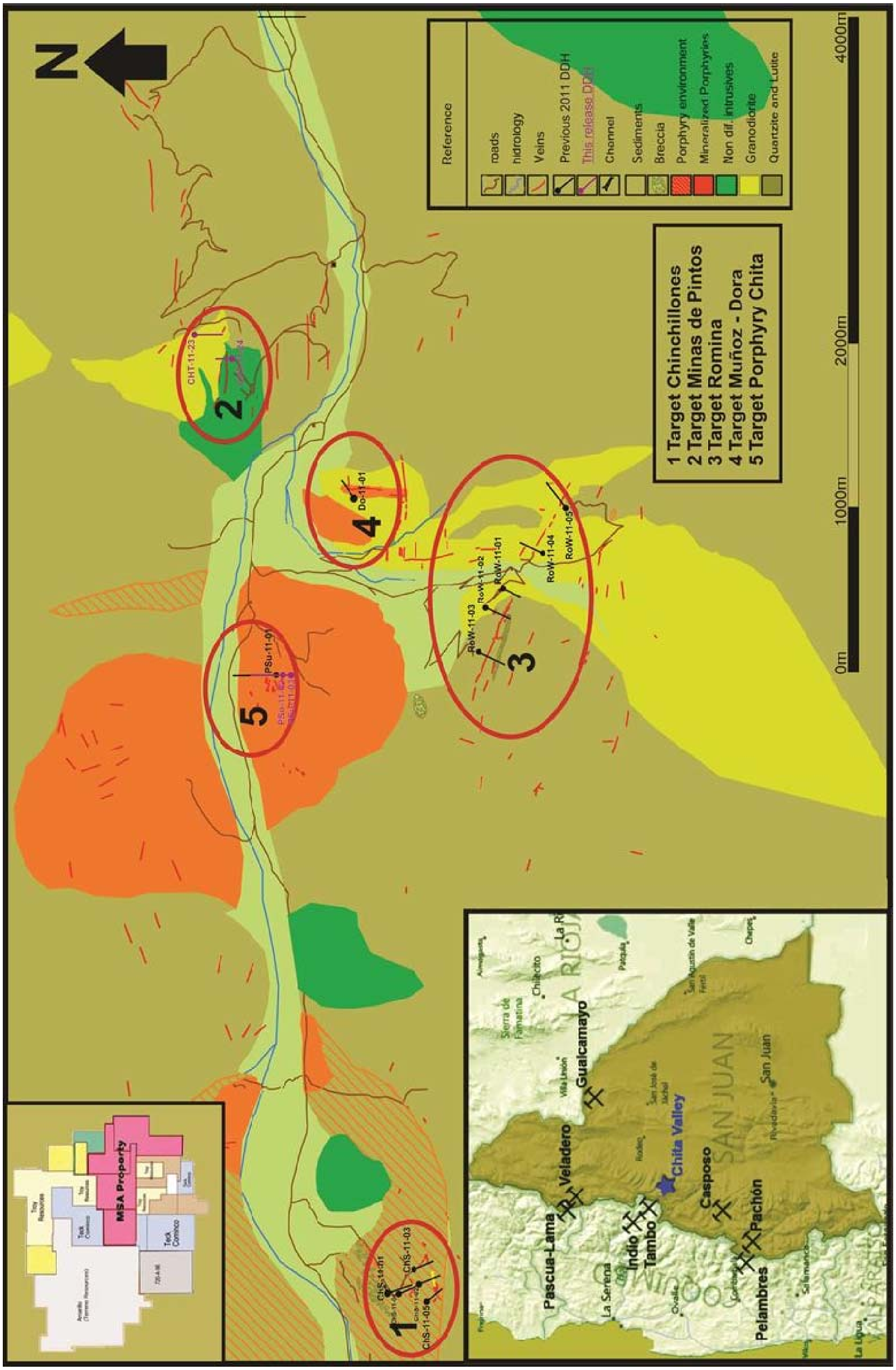
The Chita property is underlain by a large hydrothermal alteration system related to at least three separate porphyry intrusions; however less than 25% of the property has been systematically prospected and sampled.

The Chita project is a large gold-silver-copper hydrothermal system (porphyry copper and low sulphidation epithermal system) located in the southern extension of the prolific El Indio - Veladero – Pascua- Lama belt, hosting world class gold mines such as Veladero and Pascua-Lama (Barrick) and the Del Carmen project (Malbex Resources). Extensive low grade gold-silver-copper was discovered in hydrothermal breccias and altered granodiorite, high grade gold-silver-base metals were found on epithermal veins outside/inside of the porphyry system, showing evidence of overprinting and telescoping of mineralization events. Drilling by previous groups was limited and very shallow in nature and many targets continue untested, especially at depth. The project has been only partially explored and has excellent potential for both structurally controlled mineralization (epithermal veins) and a porphyry style copper gold system.

The following diagrammatic cross section illustrates the Chita Project mineralization model.



During 2011, the Company completed exploration work on the property including geological mapping/sampling, access track construction and early stage drilling programs at several target areas (Chinchillones, Romina, Muñoz-Dora, Chita Porphyry and Minas de Pinto). Sixteen HQ core drill holes with a cumulative length of 3360.1 metres were completed. Drilling results are provided in the Company’s public disclosure (including the Company’s MD&A for the year ended December 31, 2011).



N
Reference
roads
hidrology
Veins
Previous 2011 DDH
This release DDH
Channel
Sediments
Breccia
Porphyry environment
Mineralized Porphyries
Non dif. intrusives
Granodiorite
Quartzite and Lutite
1 Target Chinchillones
2 Target Minas de Pintos
3 Target Romina
4 Target Muñoz - Dora
5 Target Porphyry Chita
0m
1000m
2000m
4000m
CHT-11-23
Do-11-01
RoW-11-01
RoW-11-02
RoW-11-03
RoW-11-04
RoW-11-05
PSu-11-01
CHS-11-01
CHS-11-03
CHS-11-05
MSA Property
Teck Cominco
Pascua-Lama
Veladero
Gualcamayo
Indio
Tambo
Chita Valley
Casposo
Pachón
Pelambres
SAN JUAN
San Juan
La Serena

Phase 1 Drilling program main conclusion and results

Chita Porphyry: (Cu-Mo-Ag-Au).

Phase 1 drilling confirmed Cu- Mo- Au porphyry style mineralization together with sometimes superimposed epithermal alteration features and Au – Ag polymetallic veins.

Chinchillones: (Ag-Au-Base Metals).

The Chinchillones target is a 300m x 30m mineralized corridor with Ag + Au bearing polymetallic veins hosted in upper Carboniferous sandstones and shales.

Drilling and trenching has encountered widespread polymetallic vein mineralization. Best drilling intersections to date are from recent hole CHS11-04 where a 13 m core length averages 72 g/t Ag, 0.23 g/t Au and 0.32% Cu and a previous hole, MSA2008–C, with 15 m @ 120 g/t Ag; 0.27 g/t Au and 0.33% Cu.

Romina Vein System: (Au-Ag-Cu).

The Company completed five drill holes in 2011. All holes encountered Ag-Au+/-Cu mineralized veins. Best intersection drill hole Ro11-04 intersected a 4 m core length averaging 0.83 g/t Au; 101 g/t Ag and 3.2% Cu.

Fatima Vein System: (Au-Ag-Base Metals).

In 2011 the Company completed two drill holes, CHT11-23 and CHT11-24 to further test known Au-Ag bearing polymetallic vein-style mineralization.

Ongoing Activities

The field operations during the first quarter of 2012 have focused on detailed reexamination of drill core sections from the Chinchillones and Chita Porphyry areas to further define the complex interrelationships between the various mineralization types. Also in the quarter, detailed (1:500 scale) surface geological mapping, hand trenching and channel sampling activities are under way in the Chinchillones area. Analytical results are still pending.

The mapping/sampling program, including other prospect areas, will continue into the second quarter. Ground geophysical surveying, in particular magnetic and Induced Polarization/resistivity surveys are planned to define further drilling targets for Phase 2.

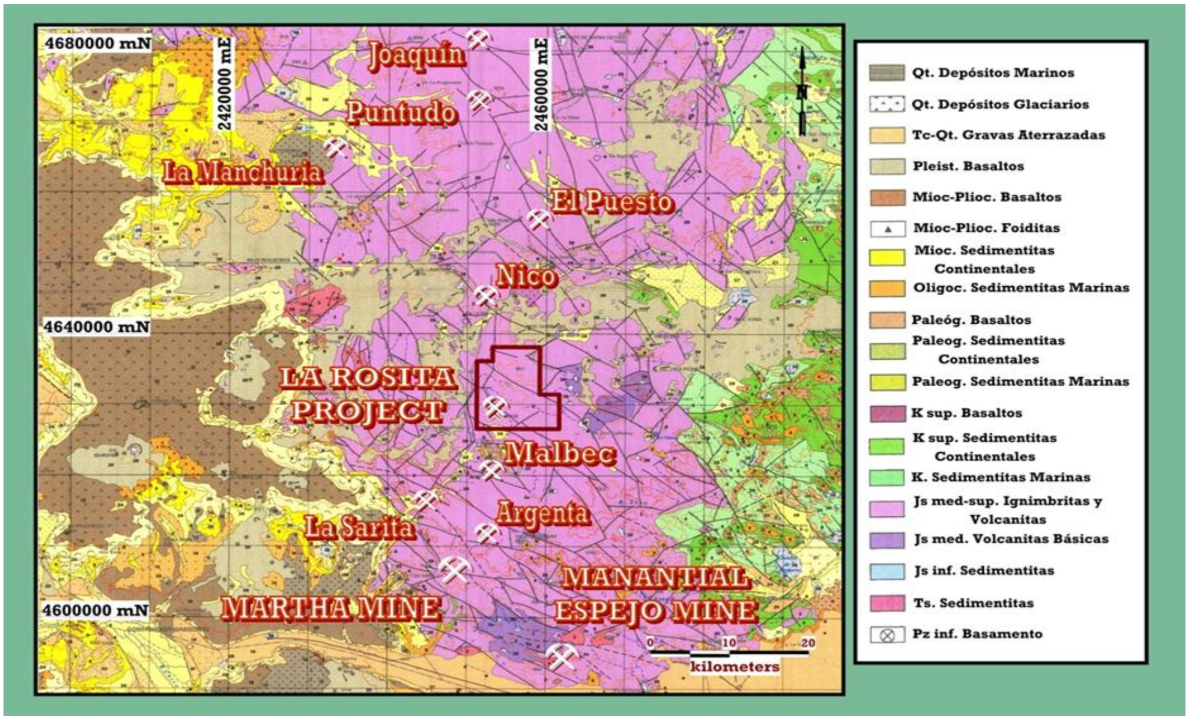
II. LA ROSITA PROJECT

A) Geological features

La Rosita property is located in the heart of the Deseado Massif precious metals mining district about 70 km northeast of the town of Gobernador Gregores, Santa Cruz Province. It is just 10 km northeast of the Martha Mine and 30 km from the Manantial Espejo Mine.

Minsud has already reported that it has received very encouraging results from initial geological mapping, prospecting and ground magnetometer surveying activities over a part of the Property.

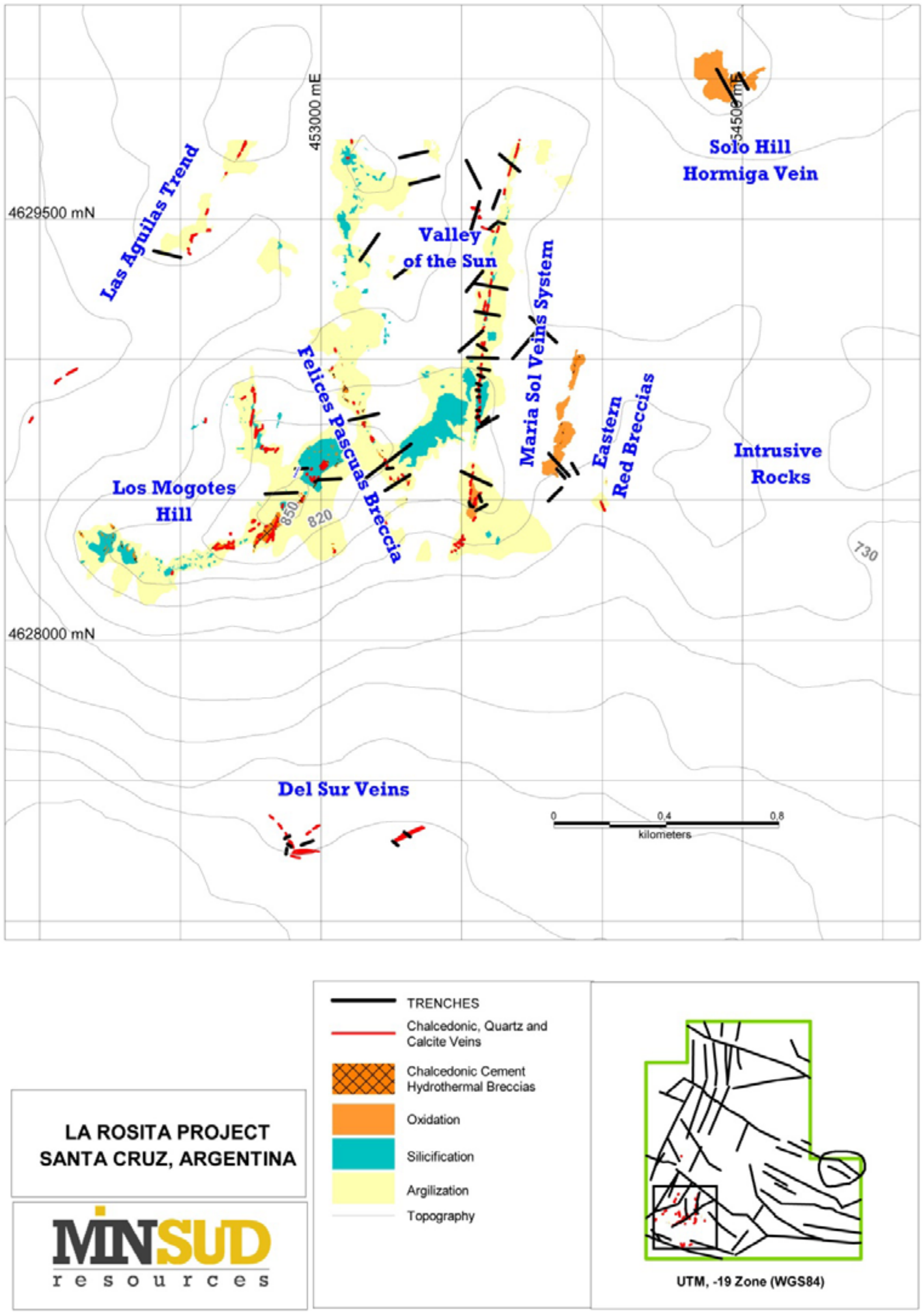
Previous work by the Company in the Los Mogotes Hill sector of the Property has identified the presence of volcanic lithologies and alteration phenomena that are characteristic of typical low-sulphidation epithermal Au-Ag deposit areas. Traditional 'boot and hammer' prospecting has located widespread mineralized outcrops and float that have returned grab sample values up to 3.2 grams of gold, 234 grams of silver and 6.1 % lead per tonne.



During the 2011 field season, the Company completed an exploration program in the Los Mogotes Hill sector, which included detailed lithological, alteration and structural mapping, bedrock and float sampling (452), and a 320.3 line kilometer ground magnetometer survey. The object was to delineate and prioritize prospective targets on the Property. Instead of reducing the main areas of focus this work actually expanded the areas of potential interest to encompass over 10 square kilometers of prime exploration territory. Exploration results were summarized in the Company's press release dated January 20, 2012 and the Company's MD&A for the year ended December 31, 2011, which can be found on SEDAR.

The field operations during the first quarter of 2012 included the construction of 26.6 km of bulldozed access tracks to the Los Mogotes Hill area sector of the Property followed by 3,491 metres of mechanical trenching at 51 different sites. Systematic geological mapping, mineralization, alteration and structural studies of the trenches have been completed along with a comprehensive grab, chip and channel sampling program. Analytical results are still pending.

On April 20, 2012, a change of the mining rights status to MD (manifestación de descubrimiento) for the Alfa II area where the Mogote Hill area is located was granted to the Company by the Secretary of Mines, Santa Cruz Province. MD Alfa II was claimed by MSA following the required legal procedures, within the boundaries of La Rosita claim (Cateo), granted by Secretary of Mines, Santa Cruz Province.



Ongoing Activities

The trench mapping/sampling program will continue into the second quarter when field work will be suspended due to the onset of winter. Ground geophysical surveying, in particular Induced Polarization/resistivity surveys are planned for the third quarter of 2012 to further assist with definition of drilling targets.

SELECTED ANNUAL INFORMATION

The following selected financial data for the Company's most recently completed financial periods are derived from the audited financial statements of the Company. The following selected financial data presented for the comparative years ended December 31, 2010 and 2009 are derived from the audited financial statements of MSA.

	As at and for the Year Ended December 31, 2011 ($)	As at and for the Year Ended December 31, 2010 ($)	As at and for the Year Ended December 31, 2009 ($)
Other Income	11,302	10,236	1,277
Net loss for the period	(2,343,210)	(229,877)	(228,996)
Comprehensive loss for the period	(2,465,473)	(399,917)	(634,799)
Assets	6,592,830	2,004,394	1,574,629
Liabilities	302,265	43,744	21,439
Working Capital	2,260,363	145,114	281,551
Deferred Income Taxes	Nil	Nil	Nil
Share Capital	7,972,902	3,470,805	2,720,271
Shareholders' Equity	6,290,565	1,960,650	1,553,190

PROJECT EXPENDITURES

Project expenditures for the three months ended March 31, 2012 are as follows:

Three months ended March 31, 2012	**Brechas Vacas ($)**	**Chita ($)**	**Minas de Pinto ($)**	**San Antonio ($)**	**La Rosita ($)**	**Other ($)**	**Total ($)**
Acquisition costs **(a)**	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Project Management	101,153	26,755	15,567	2,438	135,774	1,341	283,028
Trenching	NIL	NIL	NIL	NIL	44,224	NIL	44,224
Professional Fees	6,267	4,095	1,740	2,329	10,550	NIL	24,981
Travel and Lodging	14,590	3,553	1,421	1,284	43,956	NIL	64,804
Sampling	554	11,331	9,793	750	1,432	NIL	23,860
VAT Paid	3,906	3,349	2,400	378	14,490	NIL	24,523
Current Expenditures	**126,470**	**49,083**	**30,921**	**7,179**	**250,426**	**1,341**	**465,420**
Currency Translation Adjustment	(59,440)	(45,904)	(14,282)	(7,144)	(13,396)	(536)	(140,702)
Balance – beginning of period	**1,659,888**	**1,307,241**	**409,856**	**202,197**	**306,311**	**14,789**	**3,900,282**
Balance – end of period	**1,726,918**	**1,310,420**	**426,495**	**202,232**	**543,341**	**15,594**	**4,225,000**

(a) See “Brechas Vacas Property” discussed previously

Project expenditures for the three months ended March 31, 2011 are as follows:

Three months ended March 31, 2011	**Brechas Vacas ($)**	**Chita ($)**	**Minas de Pinto ($)**	**San Antonio ($)**	**La Rosita ($)**	**Other ($)**	**Total ($)**
Acquisition costs	NIL	14,969	NIL	194	NIL	NIL	15,163
Project Management	6,598	2,194	2,193	19,283	3,885	10	34,163
Trenching	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Professional Fees	18,555	983	NIL	2,827	1,594	NIL	23,959
Travel and Lodging	4,177	NIL	NIL	411	65	NIL	4,653
Sampling	176	4,806	34	NIL	7,807	NIL	12,823
VAT Paid	2,157	1,053	NIL	248	1,717	NIL	5,175
Current Expenditures	**31,663**	**24,005**	**2,227**	**22,963**	**15,068**	**10**	**95,936**
Currency Translation Adjustment	(41,872)	(15,230)	(2,869)	(7,058)	(4,754)	(310)	(72,093)
Balance – beginning of period	**930,080**	**330,558**	**63,697**	**145,873**	**98,496**	**7,019**	**1,575,723**
Balance – end of period	**919,871**	**339,333**	**63,055**	**161,778**	**108,810**	**6,719**	**1,599,566**

Brechas Vacas Property

During the three months ended March 31, 2012, the Company spent $126,470 on the exploration of the Brechas Vacas Property, an increase of $94,807 over the expenditures of $31,663 during the three months ended March 31, 2011. MSA has been conducting a systematic channel sampling and detailed mapping over the mineralized corridor tested by holes MSA-08-C and CHS-11-04.

Chita Property

During the three months ended March 31, 2012, the Company spent $49,083 on the exploration of the Chita Property. This level of expenditures represents an increase of $40,047 over the expenditures of $9,036 incurred during the three months ended March 31, 2011. Amounts expended in the quarter ended March 31, 2012 consist mainly of fees related to project management charges and sampling associated with the continuation of phase I of the Company's drilling plan, as outlined in the NI 43-101 Report.

Minas de Pinto Property

During the three months ended March 31, 2012, the Company spent $30,921 on the exploration of the Minas De Pinto Property, an increase of $28,694 over the expenditures incurred during the three months ended March 31, 2011 of $2,227. The increase in spending was due to project management and sampling fees related to the Minas De Pinto Property.

San Antonio Property

The Company spent $7,179 on the exploration of the San Antonio Property during the three months ended March 31, 2012. This represents a decrease of $15,784 over expenditures of $22,963 incurred during the three months ended March 31, 2011. The Company did not actively explore the San Antonio property during the three months ended March 31, 2012 and the expenditures incurred during the three months ended March 31, 2012 primarily relate to project management and professional fees.

La Rosita Property

During the three months ended March 31, 2012, the Company spent $250,426 on the exploration of the La Rosita Property, and increase of $235,358 when compared to expenditures of $15,068 incurred during the three months ended March 31, 2011. As the Company has recently increased the resources dedicated to the La Rosita property compared to 2011, expenditures related to mechanical trenching, and road construction have increased, which represent the significant expenditures incurred by the Company during the three months ended March 31, 2012.

OPERATING ACTIVITIES AND FINANCIAL PERFORMANCE

During the three months ended March 31, 2012, the Company incurred expenditures of $189,796, an increase of $100,148 when compared to expenditures of $89,648 for the three months ended March 31, 2011. The significant increases in total expenses are primarily the result of the increased costs associated with operating the new amalgamated entity.

The Company incurred professional and regulatory fees of $82,724 during the three months ended March 31, 2012. These amounts include management salaries and fees paid for the services of the CEO and CFO, as well as general accounting, audit and legal fees. The Company did not incur any such expenses during the three months ended March 31, 2011.

During the year ended December 31, 2011, the Company granted 3,360,000 stock options to directors, officers, employees and service providers. The related stock-based compensation expense for the three months ended March 31, 2012 was $69,622. The Company did not incur any stock-based compensation expense during the three months ended March 31, 2011.

Marketing and communications expenses of $32,213 were incurred by the Company during the three months ended March 31, 2012. These costs include amounts related to marketing and increasing investor awareness of the Company. The Company did not incur any such expenses during the three months ended March 31, 2011.

The Company incurred general and administrative expenses of $7,885 during the three months ended March 31, 2012, representing a decrease of $83,122 from similar expenses of $7,885 for the three months ended March 31, 2011.

The Minsud Transaction completed in May 2011 led to significant structural and operational changes such that the comparability of pre-Minsud Transaction periods and post-Minsud Transaction periods is impaired.

SELECTED QUARTERLY INFORMATION

The following table shows selected financial information related to the results of the Company´s most recent periods. The information contained in this table should be read in conjunction with the Company´s financial statements.

Fiscal Year	2012	2011				2010		
For the quarters ended	Mar	Dec	Sep	Jun	Mar	Dec	Sep	Jun
	$	$	$	$	$	$	$	$
Net Revenues	2,648	3,662	4,704	1,577	1,359	5,615	4,473	148
Net loss for the period	(189,796)	(222,774)	(236,578)	(1,794,210)	(89,648)	(68,552)	(78,127)	(37,724)
Comprehensive loss for the period	(335,416)	(389,340)	(53,131)	(1,849,349)	(173,653)	(65,157)	(94,696)	(55,408)
Loss per share, basic and diluted	(0.01)	(0.01)	(0.01)	(0.07)	(0.01)	(0.007)	(0.009)	(0.005)

Factors affecting quarterly results

Fluctuations in quarterly results are caused by issuance of stock option compensation, costs and fees related to the Qualifying Transaction and the increase in the level of exploration activities.

LIQUIDITY AND CAPITAL RESOURCES

The Company had working capital of $1,642,571 as at March 31, 2012, compared to a working capital deficiency of $38,725 as at March 31, 2011. As at March 31, 2012, the Company held cash and cash equivalents of $1,769,484 versus $67,199 as at March 31, 2011.

The Company strengthened its financial position by raising gross proceeds of $5,509,000 through the Brokered Offering concurrently with closing the Qualifying Transaction (see *"Completed Qualifying Transaction and Brokered Offering").*

The Company has prepared its detailed administration and project exploration budgets for the next 12 months. Based on these budgets, as well as management´s expectations, the Company will require funding to sustain its operations through fiscal year 2012. In this regard management and the Board have agreed to pursue a non-brokered private placement for proceeds of up to $2.0 million which the Company expects to complete in the second quarter of fiscal 2012. As of the date of this MD&A, the Company expects to receive proceeds of approximately $875,000 upon closing of the private placement.

While running its business plan, as it was presented and approved, management is permanently monitoring financial market conditions and cash availability. Even though no reduction or delay in field work was experienced, the Company is prepared to preserve its cash position according to market perspectives.

The Company is dependent on obtaining future financing for the exploration and development of its properties and for any new projects. The Company's ability to obtain future financings may be affected by several factors including commodity prices and potential economic downturns.

Share Capital

As at the date of this MD&A the Company´s share position consists of:

(i)	Shares outstanding	34,633,000
(ii)	Options outstanding	3,360,000
(iii)	Warrants	13,772,500
(iv)	Broker warrants	919,900

(i) Shares Outstanding

The effects of the Qualifying Transaction on the issued capital of the Company are as follows:

Issued Capital	Number
Common shares of MSA outstanding at May 10, 2011	10,852,000
Issuance of additional shares of MSR to the shareholders of MSA	4,690,600
Non-controlling interest (5.0%) of MSA	(542,600)
Common shares of the Company outstanding at May 10, 2011	5,110,000
Exercise of Company stock options	511,000
Reduction of Company shares - post consolidation	(2,810,500)
Common shares of MAI outstanding at May 10, 2011	2,550,000
Common shares issued in conjunction with a consulting services agreement	500,000
Common shares of the Company issued upon completion of Brokered Offering	13,772,500
Balance as at May 10, 2011	34,633,000

(ii) Options Outstanding

As at the date of this MD&A the following options are issued and outstanding:

Exercise Price	Options Vested	Options Unvested	Remaining Contractual Life (Years)	Expiry Date
$0.40	1,530,000	1,530,000	4.19	June 9, 2016
$0.40	75,000	NIL	0.52	October 10, 2012
$0.40	56,250	168,750	4.58	October 26, 2016
	1,661,250	1,698,750	4.14	

(iii) Warrants Outstanding

As at the date of this MD&A the following warrants are issued and outstanding:

a) 13,772,500 Warrants entitling the holder to purchase one common share of the Company at $0.60 per share at any time on or before May 10, 2013.

(iv) Broker Warrants

As at the date of this MD&A the following broker warrants are issued and outstanding:

a) 919,900 Warrants entitling the holder to purchase one Private Placement Unit of the Company at $0.40 per Private Placement Unit at any time on or before May 10, 2013.

COMMITMENTS AND CONTINGENCIES

Mineral Property Commitments

A summary of the Company´s outstanding mineral property commitments, pursuant to property option agreements, as at March 31, 2012 is as follows (all amounts are in United States Dollars):

Staggered payments	**Year**	**Brechas Vacas**	**Chita**	**Minas de Pinto**	**Total**	**Brechas Vacas**
Payable in:		Cash				Shares
		$	$	$	$	$
	2012	100,000	30,000	100,000	230,000	
	2013	100,000	40,000	150,000	290,000	40,000
	2014	140,000	-	-	140,000	40,000
	2015	170,000	-	-	170,000	60,000
	2016	200,000	-	-	200,000	80,000
Total staggered payments		**710,000**	**70,000**	**250,000**	**1,030,000**	**220,000**

Option payments	**Year**	**Brechas Vacas**	**Chita**	**Minas de Pinto**	**Total**	**Brechas Vacas**
Payable in:		Cash				Shares
		$	$	$	$	$
	2014	-	350,000	1,635,000	1,985,000	-
	2017	535,000	-	-	535,000	535,000
Total option payments		**535,000**	**350,000**	**1,635,000**	**2,520,000**	**535,000**
Total property payments		**1,245,000**	**420,000**	**1,885,000**	**3,550,000**	**755,000**

Exploration and drilling framework agreement:

On December 21, 2010, MSA entered into an exploration and drilling framework agreement with a drilling contractor (the “Contractor”), under which the Contractor agreed to make available to MSA the equipment, machinery and workforce necessary to drill up to a total amount of 6,000 m in the mining properties to be identified by MSA. MSA has already made an advance payment of $224,628 (the “Advance Payment”). The Advance Payment shall be proportionally offset with any invoices issued by the Contractor.

As at March 31, 2012, the Company has drilled 3,360 m and the outstanding balance of the advance payment has been reduced to $58,799.

Services agreement with the Company’s President and CEO:

On December 26, 2011, the Company entered into a services agreement with an effective date of June 1, 2011, with its President and CEO. Pursuant to the services agreement, an annual fee of $140,000, consisting of salary and directors fees of MSA, will be paid in monthly instalments by MSA until the expiry of the contract on May 31, 2012, at which point the Company's Board of Directors may extend the agreement at their discretion. The services agreement contains a change of control provision, where “change of control” is defined as: (a) the acquisition by a person, group of persons or person acting jointly or in concert, or persons associated or affiliated within the meaning of the Securities Act (Ontario) with any such person, group of persons or any of such persons acting jointly or in concert, of more than 50% of the votes attaching to all shares in the capital of the Company that may be cast to elect directors of the Company; or (b) the election at any meeting of shareholders of a majority of directors not recommended by management. If, within six months following a "change of control", employment of the President and CEO is terminated by the Company without cause, the President and CEO shall be entitled to a lump sum severance payment of $280,000 and the immediate vesting of all unvested stock options.

Consulting agreement with the Company’s Vice-President (Exploration):

On January 24, 2012, the Company entered into a consulting agreement with a director to become the Company's Vice-President (Exploration) in exchange for an hourly fee of $150 for office-based work on the Company's exloration program and a daily fee of $1,000 for exploration field work. Pursuant to an amendment to this agreement signed by both parties on May 4, 2012, the monthly fees charged under this agreement can range between a minimum of $6,000 per month and a maximum of $8,500 per month. The agreement expires January 18, 2013, and can be extended at the discretion of the Company's Board of Directors.

RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2012, the Company incurred the following related party transactions:

i) Transactions

a. A total of $4,453 in office rent expense and other minor expenses were charged by a shareholder of the Company.

b. A total of $35,000 was charged by the CEO of the Company.

c. A total of $11,129 was charged by an individual related to the Company’s CEO.

d. A total of $11,000 of accounting and regulatory compliance fees and $6,000 of CFO fees was charged by an accounting firm in which the Company's CFO is a partner.

e. A total of $13,259 was charged by the Company's Vice-President (Exploration).

f. During the year ended December 31, 2011, the Company granted 2,950,000 stock options to key members of management. The amount of stock-based compensation expense for the three months ended March 31, 2012 related to these options was $46,234.

ii) Period-end Balances

a. As at March 31, 2012, accounts payable and accrued liabilities included $17,067 payable to the CEO of the Company.

b. As at March 31, 2012, accounts payable and accrued liabilities included $3,666 payable to an individual related to the Company’s CEO.

c. As at March 31, 2012, accounts payable and accrued liabilities included $29,170 payable to accounting firm in which the Company's CFO is a partner.

d. As at March 31, 2012, accounts payable and accrued liabilities included $4,209 payable to the Company’s Vice-President (Exploration).

All related party transactions were in the normal course of operations.

OFF-BALANCE SHEET TRANSACTIONS

The Company currently has not entered into any off-balance sheet arrangements.

BASIS OF PRESENTATION

The Company’s consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB.

The Company identifies its significant accounting policies in note 3 to the audited consolidated financial statements for the year ended December 31, 2011.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company’s consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Critical accounting estimates used in the preparation of the consolidated financial statements are related to the recoverable value of the Company’s mineral properties, as well as the value of stock-based compensation. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company’s control.

The Company records all of its property acquisition costs and direct exploration costs as an asset until the properties are placed into production, sold or abandoned, at which time the costs will either be amortized on a units-of-production basis or fully charged to operations. Management reviews the carrying value of the mineral properties for impairment or permanent declines in the value of the property, such as abandonment, and the related project balances are then written off.

Estimates related to stock-based compensation include the volatility of the Company’s stock price, as well as when stock options may be exercised. The timing of exercise of stock options is out of the Company’s control and depends on a various factors including the market value of the Company’s shares and the financial objectives of the holders of stock options.

RISK FACTORS

The Company is engaged in exploring and developing mining projects and as such, it is exposed to a number of risks and uncertainties that affect similar companies that carry out activities in the same industry. Some of these possible risks include:

Commodities Price Risk

The prices of metals and minerals fluctuate widely and are affected by many factors outside of the Company’s control. The prices of metals and minerals and future expectation of such prices have a significant impact on the market sentiment for investment in mining and mineral exploration companies. This in turn may impact the Company's ability to raise equity financing for its long term working capital requirements.

According to the London Gold Spot, the values of Gold and Silver are as follows:

Year	Gold (Oz)			Silver (Oz)		
	Max	Min	Close	Max	Min	Close
2008	1,011	713	865	21	9	11
2009	1,213	810	1,104	19	11	16
2010	1,421	1,058	1,410	31	15	31
2011	1,897	1,316	1,575	49	26	28
2012 – Q1	1,788	1,590	1,661	37	29	32

Environmental Risk and Regulation

The company should comply with environmental regulations governing water and air quality as well the impact on soils and grant third parties and the government the possibility of environmental claims. Therefore, the Company seeks to operate within environmental protection standards that comply with or exceed existing legal requirements. Current and present environmental regulations could however affect the Company's operations. Likewise, environmental costs could increase in the future due to change in regulations. Exploration programs could then be postponed or banned in some areas. Although to date, environmental remediation costs are minimal, they are a component of exploration expenses.

Licenses and Permits

Company operations require obtaining various licenses and permits from governmental agencies. There is no certainty as to whether the company will obtain those permits and licenses required to continue its exploration and project development activities in the future.

The Company's activities are subject to a wide array of laws and provision that govern, among others, aspects such as health and safety of employees, employment standards, waste disposal, and environmental protection, protection of historic and archeological sites, mine development and preservation of endangered or protected species. Likewise, the Company should obtain a wide range of permits from governmental authorities and enforcement authorities to carry out its activities. These permits virtually refer to each aspect of the mining exploration and exploitation. Changes in some of these regulations or their interpretation could adversely affect the Company's current or future operations.

Exploration and Explotation Business Risks

Mining exploration and exploitation involve a high-risk level. Only some properties (projects) that are explored end up turning into a productive mine. Unusual or unexpected geological formations, fires, labor claims, floods, explosions, ground movement and the impossibility of obtaining the adequate machinery, equipment or adequate workers are only some of the risks involved in the mining exploration and exploitation activities. Additionally, to establish or determine mineral and resource reserves, significant disbursements are required, such as drilling, developing metallurgic processes to extract the ore and in some properties (projects) developing accesses and mining infrastructure and production required or upgrading or modernizing the existing infrastructure and accesses. There is no certainty as to whether funds required for exploiting mineral reserves or resources discovered by the Company will be obtained in due course or at some time at all.

Mining Properties

Acquiring the title to the mining property is a very detailed and prolonged process. Title may be challenged or be subject to legal disputes. Although the Company has researched in the most diligent and fullest possible manner the title to its mining properties, there is no certainty that its title will not be disputed or challenged in the future.

Currency Risk

The Company's primary operations are located in Argentina. The Company raises financing in Canadian funds and pays most of its Argentinean costs in United States Dollars or Argentinean pesos, and is therefore subject to foreign exchange risk on this payment stream.

Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet the obligations associated with its working capital. The Company has sufficient funds to settle its short-term working capital requirements. The Company's ability to manage liquidity risk in the future will be dependent on, but not limited to, its ability to raise financing necessary to fund its exploration programs, defend its mineral properties concession rights, discharge its liabilities as they become due and generate positive cash flows from operations.

Credit Risk Management

The Company's main credit risk arises from its cash deposits with banks. The Company limits its counterparty risk on its deposits by dealing only with financial institutions with high credit ratings. The Company is also exposed to credit risk on its financial assets.

Capital Risk Management

The Company defines capital as total equity. The Company manages its capital to ensure that funds are available or are scheduled to be raised to provide adequate funds to carry out the Company's defined exploration programs, meet its ongoing administrative costs, property maintenance and option payments.

This is achieved by the Board's review and acceptance of exploration budgets that are achievable using existing resources and the matching and timely release of the next stage of expenditures with the resources made available from private placements or other fundraising. There can be no assurance that the Company will be able to continue using equity capital in this manner.

The Company is not subject to any externally imposed capital requirements.

Additional risk factors relevant to the Company are included in the Filing Statement which is available under the Company's profile on www.sedar.com.

RECENT ACCOUNTING PRONOUNCEMENTS

There have been recent amendments to a number of standards under IFRS-IASB which will become effective for the Company's fiscal years ended December 31, 2012. Management does not expect that the adoption of these amendments will have any impact on the financial reporting of the Company. In terms of future accounting pronouncements, IFRS 9, "Financial Instruments: Classification and Measurement", which is effective for annual periods beginning on or after January 1, 2015 with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. IFRS 9 will replace IAS 39. Management anticipates that the Company will not early adopt IFRS 9. Management has not yet had an opportunity to consider the potential impact of IFRS 9.

RECENT ARGENTINE REGULATIONS

Foreign Currency Purchases

New regulations have been enacted for the purposes of regulating and strengthening the control over the purchase of foreign currency by Argentine residents and corporate entities such as MSA.

On October 31, 2011, General Resolution 3210 was passed by the Argentine Federal Tax Authority (AFIP) making it mandatory for any licensed financial entity or foreign exchange house selling foreign currency to Argentine residents to confirm with AFIP if such resident is able, according its financial situation and information filed before AFIP, to purchase said foreign currency. Additionally, the Central Bank of Argentina has enacted several resolutions on the matter which may restrict the purchase of foreign currency by Argentine residents such as MSA in the future.

MSA has agreed to pay a series of staggered and option payments in United States Dollars pursuant to the exploration and purchase option agreements signed in respect of the Chita Valley Project, namely the Brechas Vacas, Chita and Minas de Pinto Agreements. The Brechas Vacas and Minas de Pinto Agreements allow payments to be made in Argentine Pesos in the case that MSA is not able to acquire the United States Dollars, but this clause was not included in the Chita Agreement.

In accordance with current Argentine foreign currency control regulations, all capital contributions made by the Company in MSA are required to be converted, upon entering Argentina, into Argentine Pesos through selling the transferred funds through a local bank at the Central Bank's official exchange rate.

On March 1, 2012, MSA filed a formal petition before AFIP requesting the authorization to purchase the necessary United States Dollars in order to allow MSA to fulfill its obligations due within the year.

On April 13, 2012, MSA received consent, and subsequently acquired United States Dollars in order to discharge its obligations for fiscal 2012.

During May 2012, the Argentine Government has increased their level of control over the exchange of foreign currencies and has significantly reduced the number of permits for the purchase of United States Dollars granted to Argentine companies in the private sector.

QUALIFIED PERSONS

The Scientific and technical data included in this MD&A has been reviewed by Mr. Howard Coates, Professional Geoscientist, Director of the Company and a geological consultant. Mr Coates is a qualified person as defined by Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.