PACHAMAMA
RESOURCES LTD

Management Discussion & Analysis for the Year Ended May 31, 2009
September 23, 2009

Management's Discussion and Analysis (MD&A) is intended to help the reader understand the Pachamama Resources Ltd. (the "Company" or "Pachamama") financial statements. The information provided herein should be read in conjunction with the Company's audited financial statements and notes for the years ended May 31, 2009 and 2008. The following comments may contain management estimates of anticipated future trends, activities or results. These are not a guarantee of future performance, since actual results could change based on other factors and variables beyond management control.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure the information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The board's audit committee meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

The reader is encouraged to review Company statutory filings on www.sedar.com and to review general information including reports and maps on the Company's website at www.mansfieldminerals.com.

DESCRIPTION OF BUSINESS AND OVERVIEW

Pachamama resulted from a spin-out of the non-core assets of Mansfield Minerals Inc. ("Mansfield"). In 2008, the management of Mansfield concluded that by spinning-out all of its exploration stage properties, including the Rio Grande property, to Pachamama, shareholders would be able to realize the value of the Company's Lindero property through continued ownership of the Company's common shares, while retaining the upside potential associated with the Company's other exploration and development properties through ownership of Pachamama common shares. Under a plan of arrangement ("Plan of Arrangement") dated November 27, 2008, Mansfield also transferred over certain cash and investment securities to Pachamama. The Plan of Arrangement provided that each existing common share of the Company was exchanged for one new common share of the Company, and one common share of Pachamama. Pachamama came to trade on the TSX Venture Exchange on November 28, 2008 under the trading symbol "PMA-V". The Plan of Arrangement is detailed in the Company's information circular available on SEDAR at www.sedar.com.

The Company's current properties and projects consist of mineral rights and applications for mineral rights covering over 54,000 hectares in three Argentine provinces and one Canadian province. The lands are direct interests through the Company's filings for exploration concessions. The Company's properties in Argentina are all early stage exploration prospects and no proven or probable reserves have yet been identified.

The Company currently owns, or has the right to acquire an interest in, a total of six properties located in northwestern Argentina and one property located in British Columbia. During December 2008, the Company decided to forfeit the Desierto and Campo Casablanca properties. Since the spin-out from Mansfield, the Company has re-commenced a grass-roots exploration effort in northwestern Argentina using its large data base for the area.

Pachamama's properties are summarized as follows:

Property	Location	Pachamama Ownership	Hectares	Square Miles
Aguas Calientes	Jujuy Province, Argentina	100%	4,835	18.65
Catua	Jujuy Province, Argentina	100%	9,180	35.41
El Camino	Salta Province, Argentina	100%	5,022	19.37
La Frontera	Catamarca Province, Argentina	100%	1,200	4.63
Oscuro	Salta Province, Argentina	100%	19,004	73.30
Rio Grande	Salta Province, Argentina	50%	10,100	38.96
Fireweed	British Columbia, Canada	100%	4,730	18.25
Total			54,071	208.57

During the past quarter, the worldwide economic situation and banking sector have stabilized somewhat. Government intervention has thrown at least a temporary lifeline to the auto, insurance and banking sectors with the end result being much increased public debt and deficit funding requirements. This situation has the potential to weigh heavily on both the U.S. dollar and the Euro. Gold stands to be the beneficiary if fiat currencies stumble going forward. Copper has shown a nice rebound to the US$2.80/lb range while LME stocks are surprisingly low.

During the past six months, resource markets found a bottom and have rebounded somewhat. Gold has benefitted from the volatility in financial and currency market finding a new higher trading range since the onset of liquidity crisis in August 2007. Gold has been hovering in the US$1000/oz range since the beginning of September 2009 with little volatility.

The Company currently has working capital of approximately $4,900,000 and investments of approximately $2,500,000.

MINERAL PROJECT REVIEW

This review has been prepared by John M. Leask, P.Eng., a Director of the Company, and a Qualified Person ("QP") as defined by National Instrument 43-101 (Standards of Disclosure for Mineral Projects).

Rio Grande Property, Argentina

In April 2009, the Company received assay results from Antares, operator of the Rio Grande property, from 12 infill holes totalling 6,523 metres of drilling. These holes were drilled in the Discovery, North and #7 areas. All 12 holes intersected significant zones of copper-gold mineralization implying continuity in the Discovery and North zones. From an economic standpoint, two possibilities are emerging at Rio Grande; the first being an open-pit, near surface resource and the second being a deep bulk mineable, high-grade underground deposit. To determine the likelihood of either, or a combination thereof, deeper drilling and metallurgical testing over a range of depths is required.

Table 1 Highlights of Drilling Results at Rio Grande for 12 Holes						
Drill Hole Number	**Zone**	**Interval**	**Length**	**Copper (%)**	**Gold (g/t)**	**Silver (g/t)**
RGA-08-66	North	127-145 m	18 m	0.31	0.34	3.9
		237-247 m	10 m	0.29	0.22	4.2
		253-267 m	14 m	0.22	0.20	2.4
		275-386 m	**111 m**	**0.39**	**0.39**	**5.4**
		incl. 327-344 m	17 m	0.55	0.68	6.5
		715-727 m	12 m	0.37	0.39	7.7
RGA-08-67	#7	19-47 m	28 m	0.21	0.38	5.3
		113-128 m	15 m	0.33	0.19	3.5
RGA-08-68	#7	4-50 m	46 m	0.34	0.17	2.9
		68-127 m	59 m	0.35	0.19	3.7
		166-190 m	24 m	0.34	0.45	3.7
RGA-08-69	North	**111-277 m**	**166 m**	**0.35**	**0.44**	**5.6**
		incl. 155-185 m	30 m	0.63	0.79	12.1
		297-371 m	74 m	0.31	0.32	3.2
		incl. 347-357 m	10 m	0.57	0.67	5.6
		423-443 m	20 m	0.24	0.24	2.8
RGA-08-70	#7	55-79 m	24 m	0.29	0.14	7.9
		113-129 m	16 m	0.23	0.05	4.6
		143-153 m	10 m	0.29	0.18	2.2
		171-187 m	16 m	0.31	0.40	5.1
RGA-08-71	#7	311-344 m	33 m	0.17	0.25	18.7
		373-386 m	13 m	0.26	0.19	4.3
RGA-08-72	Discovery	355-362 m	7 m	0.57	1.32	33.0
		380-411 m	31 m	0.21	0.39	5.3
		586-612 m	26 m	0.23	0.30	14.1
RGA-08-73	North	163-216 m	53 m	0.37	0.35	3.3
		230-246 m	16 m	0.36	0.19	3.0
		252-271 m	19 m	0.39	0.38	4.9
		278-303 m	25 m	0.32	0.30	4.6
		414-451 m	37 m	0.39	0.37	6.5
		incl. 421-434 m	13 m	0.61	0.57	8.2
		457-516 m	**59 m**	**0.54**	**0.59**	**7.3**
		500-516 m	16 m	0.75	0.97	7.3
RGA-08-74	Discovery	48-84 m	36 m	0.31	0.35	2.5
		100-144 m	**44 m**	**0.68**	**0.75**	**6.4**
		incl. 102-122 m	20 m	0.96	1.10	7.6
		168-182 m	14 m	0.32	0.06	2.2
		188-219 m	31 m	0.31	0.16	3.9
RGA-08-75	Discovery	220-232 m	12 m	0.29	0.44	5.1
RGA-08-76	Discovery	7-26 m	19 m	0.56	0.37	7.1
		91-149 m	58 m	0.28	0.33	2.4
RGA-08-77	Discovery	18-87 m	69 m	0.43	0.57	4.2
		incl. 18-56 m	38 m	0.35	0.47	2.4
		incl. 62-87 m	25 m	0.62	0.83	7.6
		169-186 m	17 m	0.42	0.66	4.5
		205-217 m	12 m	0.30	0.39	5.7

Note: intervals have been rounded to the nearest metre.

Reported mineralized intervals represent down-hole lengths and do not represent true thicknesses. The mineralized zones at Rio Grande are generally tabular bodies that form an annular sheet that dips at approximately 70-90 degrees inward. True thicknesses of the mineralization are estimated to be approximately 40-60% of the down-hole intercept lengths. The cut-off grade utilized for calculating significant intervals was 0.2% Cu and/or 0.2 g/t Au.

The Rio Grande property is hosted in a thick pile of young porphyritic andesite and dacite volcanics that are cut by post mineral andesite dikes and several andesite to diorite plugs. The volcanic and intrusive system is thought to represent at least two dissected stratovolcanic centers. The mineralizing system consists of a large zone of hydrothermal alteration covering an area of 2.2 kilometres (East-West) by 2.0 kilometres (North-South) and may extend under cover. Alteration styles include a central core area of strong potassic alteration (K-feldspar and biotite) and albite-diopside surrounded by sericite-argillic alteration that grades outwards into propylitic alteration. Copper and gold mineralization appears to be largely restricted to the potassic zone. Hypogene mineralization consists mainly of fine-grained disseminated chalcopyrite in association with disseminated magnetite. Gold grades appear to have a strong correlation with copper grades, with a general ratio of 1 gram gold to 1% copper. Work to date has included geological, geophysical (I.P. and Mag), soil geochemical, trenching and diamond drilling which has outlined a number of related bodies of copper-gold mineralization arranged in an annular pattern around an unexplored core.

The Discovery and Sophia zones represent mineralization continuing over a strike-length of 1.5 kilometres, with width ranging from 100 metres to a maximum of 250 metres and depth of up to 500 metres. Recent drilling has intersected high grade copper-gold mineralization at the north end of the Sofia Zone in which the values in RGA-07-34, which assayed 189 meters of 0.7% Cu and 0.67 g/t Au have now been extended by step out holes in three directions and to depth. One of the drill holes in the Discovery Zone, RGA-07-040, returned 102.8 metres averaging 0.58% Cu and 0.75 g/t Au. The Sofia Zone, traced as a significant area of near-surface copper-gold mineralization with the adjacent Discovery Zone; is now an annular zone measuring at least 1,450 metres long and averaging 130 metres wide (80 metres wide at Sofia and 220 metres wide at Discovery). The average grade of the combined Discovery and Sofia zones, using the 10 drill-holes and adjacent trenches, is 0.33% Cu and 0.35 g/t Au; including dilution. The North zone is similarly being extended and defined by further drilling.

The drill-hole pattern in 2007 was too widely spaced to calculate a resource figure, but with the inclusion of the 2008 round of drilling this may be accomplished. All of the zones are open to depth and along strike; and in the case of the Discovery Zone, to the west. Geological and structural mapping have substantially improved the understanding of the Rio Grande property, and more importantly the setting of copper-gold mineralization. Integration of the geophysical and geochemical results with this new geological data has generated numerous new targets.

Over 77 drill holes have been completed to date at Rio Grande. Grades of copper and gold have been encountered over significant widths in what appears to be one contiguous ring of mineralization measuring in excess of 2 kilometres in diameter with true thickness greater than 200 metres.

There is potential for a large porphyry Cu-Au system similar to other important deposits in Argentina, which may be substantiated by future drill programs. The deposit demonstrates a very large mineralized and altered hydrothermal system and requires extensive further drilling to establish its economic potential.

Catua Property, Argentina

Subsequent to May 31, 2009, the Company executed an exploration and exploitation agreement on its wholly owned Catua project located in Jujuy Province, northwestern Argentina. Under the terms of the agreement, AGV Servicios Mineros S.R.L. of Argentina has acquired the right to produce copper from Catua, subject to a US$0.02 per pound royalty to Pachamama. Upon payback of project cap-ex, the two companies will share revenue profits as to 45% each with the remaining 10% to pay mining royalties and finance project closure.

Catua is an exotic oxide copper occurrence which has had previous limited surface trenching and sub-surface drilling. Copper mineralization at the property consists of widespread copper wad, malachite, azurite and chrysocolla within the matrix of a poorly exposed sedimentary breccia. Two surface exposures of mineralization separated by one kilometre have been identified to date: a northern area measuring 500 by 200 metres and a southern area measuring 100 by 100 metres. Reconnaissance grab samples of these breccias by Mansfield Minerals Inc. have yielded highly anomalous values in lead, zinc, cobalt, arsenic and barium.

OPERATIONS AND FINANCIAL CONDITION

Selected Annual Information

The following selected annual financial information is derived from the audited annual financial statements of the Company prepared in accordance with Canadian generally accepted accounting principles.

Audited
(Fiscal Year ended May 31)

All in $1,000's except Loss per Share and # of Shares	2009	"Carve-out" 2008
Working capital (deficit)	$ 5,034	$ (479)
Write off of expl. & dev. Expenses	117	174
Gen. & admin. Expenses	1,253	771
Net income (loss)	1,232	(881)
Loss per share	0.028	
Loss per share (fully diluted)	0.028	
Total assets	12,097	10,326
Deferred exploration & development	4,277	2,740
Other non-current assets	1,738	7,463
Total long term liabilities	594	662
Share capital:(1)(2)	10,578	
Number of Shares:(1)(2)	44,124,221	
Retained deficit	2,114	881

(1) The Company has only one kind and class of shares issued and outstanding, being common shares.
(2) No dividends were paid during the years reported above.

Results of Operations

Year ended May 31 2009 and May 31 2008

Loss for the year ended May 31, 2009 increased from a carved-out accounting loss of $881,333 for 2008 to $1,232,713 or $0.028 per share in 2009. Write-off of deferred exploration costs in 2008 and 2009 consisted of costs associated with general exploration expenses in Argentina. The increase in the loss is primarily due to an increase in legal fees, transfer agent and listing fees, as well as costs associated with non-cash stock-based compensation.

There was $84,994 of interest income for the period ending May 31, 2009, compared to $135,096 for the same period of 2008.

Expenses for 2009 include consulting fees, investor relations & shareholder information costs and management fees totalling $472,419 which was a decrease from 2008 when these items totalled $494,025.

Prepaid expenses and receivables at May 31, 2009 were $25,808.

Exploration expenditures net of option payments totalled $1,450,815 in 2009.

Since the spin-out from Mansfield, the Company has re-started a grass-roots exploration effort in northwestern Argentina using its large data base for the area.

Summary of Quarterly Results

The following is a summary of certain selected unaudited financial information for the most recent eight fiscal quarters comprising the Company's initial history and carve-out periods:

Unaudited
(Fiscal Quarters of the Fiscal Year ended May 31, 2009)

All in $1,000's except Loss per Share	Carve-out First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Working capital	$	$ 6,867	$ 6,959	$ 5,034
Loss	$ 142	$ 398	$ 458	$ 235
Loss per share	$	$ 0.009	$ 0.010	$ 0.005
Loss per share (fully diluted)	$	$ 0.009	$ 0.010	$ 0.005
Total assets	$	$ 11,842	$ 11,530	$ 12,097
Total liabilities	$	$ 1,595	$ 1,360	$ 1,641
Deficit	$ 1,023	$ 1,421	$ 1,879	$ 2,114

Unaudited
(Fiscal Quarters of the Fiscal Year ended May 31, 2008)

All in $1,000's except Loss per Share	Carve-out First Quarter	Carve-out Second Quarter	Carve-out Third Quarter	Carve-out Fourth Quarter
Working capital (deficit)	$ (562)	$ (560)	$ (562)	$ (479)
Loss (recovery)	$ (63)	$ 527	$ 938	$ (521)
Loss (recovery) per share				
Loss (recovery) per share (fully diluted)				
Total assets	$ 6,929	$ 7,747	$ 8,154	$ 10,326
Total liabilities	$ 1,161	$ 1,149	$ 1,154	$ 1,264
Deficit (net earnings)	$ (63)	$ 464	$ 1,402	$ 881

Fourth Quarter ended May 31 2009

The Company's loss for the quarter ended May 31, 2009 totalled $234,833, a loss of $0.005 per share, as compared to a loss of $457,532 ($0.01 loss per share) for the quarter ended February 28, 2009 [(loss for the quarter ended November 30, 2008 – $397,794 ($0.009 loss per share)]. Write-off of deferred exploration costs of $106,262 (total write-off for the nine months ended February 28, 2009 was $10,371), offset by $36,125 in unrealized gain on investments for the quarter, (total loss of $53,125 for the nine months ended February 28, 2009) and a stock-based compensation charge of $2,648 (total stock-based compensation cost for the nine months ended February 28, 2009 was $303,700) and an increase of $14,024 in interest income (total interest income for the nine months ended February 28, 2009 was $70,968) contributed to the current quarter's loss.

Administrative expenses totalled $142,583 excluding stock-based compensation expense of $2,648 (February 28, 2009 quarter - $250,307, excluding stock-based compensation expense of $303,700). Interest income as well as other expenses which affect the loss fluctuate from quarter to quarter and consist of realized and unrealized gains on disposal of long-term investment securities and gain on disposal of equipment, which do not occur on a regular basis.

The Company's cash and cash equivalents decreased by $1,697,812 during the quarter ended May 31, 2009, from $7,689,691 as at February 28, 2009 to $5,991,897 as at May 31, 2009. During the quarter ended May 31, 2009 cash resources used in operations and used in investing activities totalled $933,010 and $781,973. During the quarter ended May 31, 2009, $470,435 was invested in deferred exploration costs.

Liquidity

Cash and cash equivalents at May 31, 2009 totalled $5,991,879. Working capital at May 31, 2009 was $5,034,422 compared to a carved-out accounting amount of negative $478,988 as at May 31, 2008. Deferred exploration costs at May 31, 2009; all in Argentina, totalled $4,277,197 compared to $2,739,998 at May 31, 2008. Cash used in investing activities during the year ended May 31, 2009 was $1,093,511. During 2009, the Company recorded proceeds from disposal of long-term investment securities of $357,304.

At the date of these consolidated financial statements, the Company has not been able to identify a known body of commercial grade ore on any of its mineral property interests. The ability of the Company to realize the costs it has incurred to date on these mineral property interests is dependent upon the Company being able to lever its property interests and cash, by way of exploration activities and option/joint ventures, into assets of greater value.

Capital Resources

The Company's authorized capital consists of an unlimited number of common shares without par value. At May 31, 2009, the Company had 44,124,221 issued and outstanding common shares and at August 31, 2009, the Company had 44,124,221 issued and outstanding shares.

The Company adopted a formal written stock option plan ("Stock Option Plan") on October 29, 2008. Under this plan, the Company may grant options for up to 8,824,844 common shares to directors, employees and consultants at exercise prices to be determined by the market value on the date of grant. Vesting of options is made at the discretion of the Board of Directors at the time the options are granted with the exception of options granted in relation to investor relations. Options granted to consultants engaged in investor relations activities must vest no earlier than as to one-quarter upon the grant date and as to a further one-quarter after each of the following three four-month periods. The options can be granted for a maximum term of 5 years. The Stock Option Plan was approved by the TSX Venture Exchange (the "Exchange") on November 28, 2008.

During the year ended May 31, 2009, 4,450,000 stock options were granted and no stock options were exercised or cancelled. As at May 31, 2009 the Company had 4,450,000 stock options outstanding at $0.10. Subsequent to May 31, 2009, there were no options granted or exercised. If exercised, the 4,450,000 stock options would increase the Company's available cash by $445,000.

During the year ended May 31, 2009, the Company did not issue any shares. During the year ended May 31, 2009, 330,000 warrants at $1.50 expired. As at May 31, 2009, the Company had no warrants outstanding.

Related Party Transactions

The Company entered into the following transactions with related parties as follows:

During the year ended May 31, 2009, the Company paid or accrued management fees in the amount of $240,000 (2008 - $240,000) to companies controlled by directors.

During the year ended May 31, 2009, the Company paid or accrued administrative fees in the amount of $123,530 (2008 – $121,280) to officers and to companies controlled by directors of the Company.

Amounts payable to related parties have no specific terms of repayment, are unsecured, and have no interest rate. The amounts charged to the Company for the services provided have been determined by negotiation among the parties and are covered by signed agreements. These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Plan of Arrangement

On October 29, 2008, the shareholders of Mansfield approved a Plan of Arrangement to reorganize Mansfield's mineral property assets in an effort to maximize shareholder value. Under the terms of the Plan of Arrangement, all of Mansfield`s existing mineral properties with the exception of Lindero were transferred into a new company, incorporated under the name Pachamama Resources Ltd. Under the terms of the Plan of Arrangement, the Company`s shareholders of record on November 20, 2008 received one share of Pachamama for every one Mansfield share held. Concurrently, Mansfield transferred certain cash and securities to Pachamama to provide working capital and exploration funding. The Pachamama common shares commenced trading on the TSX Venture Exchange on November 28, 2008 under the trading symbol "PMA".

The reorganization was designed to allow the Company's shareholders to realize the value of the Company's Lindero property through continued ownership of the Company's common shares, while retaining the upside potential associated with the Company's other exploration and development properties through ownership of Pachamama common shares.

Risks and Uncertainties

The Company's financial success will be dependent upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing. There can be no assurance that the Company will be able to continue to raise funds in which case the Company may be unable to meet its obligations.

Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by the annual filings.

Based upon the evaluation described above, the Chief Executive Officer and the Chief Financial Officer concluded that as of the end of the period covered by the annual filings, the Company's disclosure controls and procedures were effective in timely alerting them to the material information relating to the Company (or its consolidated subsidiaries) required to be included in reports that the Company files.

Forward Looking Statements

All statements in this report that do not directly and exclusively relate to historical facts, constitute forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs, and are subject to risks, uncertainties, and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, as a result of new information, future events or otherwise.

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CAPITALIZATION
Authorized:
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Issued as at August 31, 2009: 44,124,221

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Vancouver, BC, Canada

STOCK EXCHANGE
Listed: TSX Venture Exchange
Symbol: PMA-V