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LOS ANDES COPPER LTD. Management Discussion & Analysis For the Quarter and Six Months Ended March 31, 2010

All figures expressed in Canadian Dollars except where noted

The following discussion and analysis of the results of operations and financial position of Los Andes Copper Ltd. ("Los Andes") together with its subsidiaries (collectively, the "Company"), is prepared as of May 25, 2010 and should be read in conjunction with the Company's unaudited consolidated financial statements and the notes thereto prepared as at March 31, 2010 and the Company's audited consolidated financial statements and the notes thereto prepared as at September 30, 2009.

Company Overview

Los Andes is a Canadian mineral exploration and development company focused on the acquisition, exploration and development of advanced stage copper deposits in Latin America.

The Company's current focus is the Vizcachitas porphyry copper-molybdenum project, located 120 km north of Santiago, Region V, Chile. Based on 35,255 meters of drilling in 130 diamond drill holes, the project contains an indicated resource of 515 M tonnes grading 0.39% copper and 0.011% molybdenum, and an additional inferred resource of 572 M tonnes grading 0.34% Cu and 0.012% Mo at a 0.3% copper equivalent cut-off.

Overall Performance

In the quarter ended March 31, 2010 ("Q2-2010") the Company posted a loss of \$216,763 and spent cash resources of \$582,286 in the Vizcachitas project, including making a payment for water rights of \$565,516.

The Company's cash and cash equivalents balance and working capital deficiency at March 31, 2010 were \$254,041 and \$436,850 respectively.

The Vizcachitas Property

On February 8, 2007, Los Andes acquired from Global Copper Corp. ("Global") all of the issued and outstanding shares of Vizcachitas Limited. Vizcachitas Limited owns 399 of the 400 issued and outstanding shares in Compañía Minera Vizcachitas Holding ("CMV"), a company incorporated under the laws of Chile. The remaining share in CMV was purchased directly by Los Andes. CMV owns the following interests which comprise the Vizcachitas Property:

1. 51% of the shares of Sociedad Legal Minera San José Uno de Lo Vicuña, El Tártaro y Piguchén de Putaendo ("San José SLM"), a Chilean Sociedad Legal Minera ("SLM"), which is the owner of the San José mining concessions (the "SJ Concessions");
2. 30 mining rights (the "Mining Rights"), of which 27 are existing exploitation mining concessions encircling the SJ Concessions and 3 are exploration mining concessions in process of constitution (exploration claims); and

3. An option agreement to purchase 100% of five additional exploitation mining concessions (the "Additional Concessions" and together with the SJ Concessions and the Mining Rights, the "Property"), also encircling the SJ Concessions.

All of the Property, with the exception of the SJ Concessions, is subject to NSR royalties of 2% on any surface production and 1% on any underground production. In the case of the SJ Concessions, the Company's portion of NSR royalties is 1.02% on surface mining and 0.51% on underground mining.

The Property is located in the province of San Felipe, Region V, Chile, an area of low elevation with excellent infrastructure, including water and power. AMEC described NI43-101 compliant mineral resources for the property in a technical report dated June 9, 2008. The resource calculation was based on 35,255 metres of drilling in 130 diamond drill holes. Results showed indicated resources of 515M tonnes grading 0.39% copper and 0.011% molybdenum, and an additional inferred resource of 572M tonnes grading 0.34% copper and 0.012% molybdenum at a 0.3% copper equivalent cut-off.

The Company owns an indirect 51% majority interest in San José SLM. Chilean legal counsel have advised that an SLM is regulated by the Chilean Mining Code (the "Code"), according to which (i) the administrators of the SLM are appointed in shareholders' meetings, and have the power to administer the SLM, including entering into labour contracts, buying materials necessary for the exploration or exploitation of the mine and processing of the mine's products, paying debts and collecting credits of the SLM and selling ore extracted from the SLM's properties; (ii) all other matters not entrusted by the Code to the administrator are decided in shareholders' meetings, which are presided over by the shareholder with the highest number of shares; (iii) in most cases matters are decided by the majority of the shares, including the determination of the amount of contributions for expenses of maintenance and exploration or exploitation of the concessions (the "Expenses"); and (iv) the shareholders are required to contribute to the payment of the Expenses in proportion to the shares they hold in the SLM.

The Company understands a single Chilean company ("Minority Shareholder") owns the remaining 49% minority interest in San José SLM. The Company has not yet determined how development of the Property will proceed, and continues to look forward to further discussions with the shareholders and principals of the Minority Shareholder which the Company believes will ultimately result in a mutually beneficial plan of action.

The property rights outlined above contain the balance of the known mineralization, and the Company believes there is potential for expanding or adding to the existing resource on the Property. The area will also provide for critical waste stripping and development tenure for the resource identified to date.

Consideration for the acquisition of the Vizcachitas property was comprised of US\$10,400,000 in cash and the issuance to Global of 6,280,000 shares and 3,900,000 share purchase warrants in the capital of the Company. Each warrant entitled the holder to acquire one additional share of the Company to February 8, 2010 at an exercise price of \$1.00 per share. The warrants expired unexercised on February 7, 2010. In addition, Global was granted net smelter royalties of 2% on revenues generated from open pit operations and 1% on revenues generated from underground operations on certain of the claims comprising the Vizcachitas property.

In connection with the Vizcachitas acquisition, the Company recorded a future income tax liability of \$3,458,027, as required by Canadian GAAP, to account for the potential tax effect resulting from the limited tax pools available to offset taxable income earned in the Company, relative to the carrying cost of the acquired asset on the Company's balance sheet. At the time the future income tax liability was recorded, an increase of \$3,458,027 to the value of the acquired asset was also recorded by the Company.

On August 1, 2008, Teck Cominco Limited acquired all the shares of Global and, pursuant to a plan of arrangement, the 6,280,000 shares, 3,900,000 share purchase warrants and the net smelter royalties were transferred to Lumina Copper Corp., a company listed on the TSX Venture Exchange.

Results of Operations

Quarter Ended March 31, 2010

Financial Review

The Company's net loss was \$216,763 or \$0.01 per share in Q2-2010 (Q2-2009: net earnings of \$5,337 or \$nil per share).

The most significant item in the Company's statement of operations in Q2-2010 was interest expense of \$63,103 incurred in connection with the one-year deferral of a water rights payment for US\$531,250. The interest was paid in advance, along with associated stamp duties. There was no interest expense incurred in Q2-2009.

Another significant item in the Company's statement of operations in the quarter was a foreign exchange loss of \$60,669 (Q2-2009: gain of \$76,933), due to fluctuations during each period of the US dollar and the Chilean peso with respect to the Canadian dollar.

In Q2-2010 the Company spent \$46,975 in consulting and management fees compared to \$52,538 in Q2-2009. Professional fees in Q2-2010 were \$23,980 compared to \$5,229 in Q2-2009, mostly for legal fees incurred in Chile.

Office and administration costs were \$8,269 (Q2-2009: \$2,533). Transfer agent and regulatory fees were \$11,115 compared to \$9,947 in Q2-2009 and travel, promotion and entertainment expense was \$nil compared to \$6,358 in Q2-2009. Shareholder communication expenses were \$1,496 in Q2-2010 (Q2-2009: \$6,211).

In Q2-2010 the Company received or accrued interest income of \$1,013 (Q2-2009: \$12,951).

In the quarter, the Company incurred deferred exploration expenses of \$109,584, capitalized as mineral properties. Payments for deferred exploration in Q2-2010 were \$254,356, which include changes in accounts payable for deferred exploration during the quarter.

The breakdown of deferred exploration expenses incurred in the quarter is as follows:

	<u>\$</u>
Camp rehabilitation, maintenance and security	13,140
Core handling and storage	523
Equipment	400
Exploration administration	15,804
Geological consulting	5,200
Property & surface rights, taxes and tenure fees	74,432
Studies and other consulting	85
	<u>109,584</u>

Deferred Exploration

The following paragraphs summarize the nature of the exploration undertaken on Vizcachitas during the quarter ended March 31, 2010. All exploration was supervised by Roger Moss, Ph.D., P.Geo., President of the Company and qualified person for the project under NI 43-101.

Project Description

The Vizcachitas Property includes a porphyry copper-molybdenum deposit that offers potential for a low strip, open pit operation in an area of low elevation with excellent infrastructure, including water and power in central Chile. The Vizcachitas deposit occurs in the same metallogenic belt as the large copper-molybdenum porphyries Rio Blanco-Los Bronces, Los Pelambres-El Pachon and El Teniente. Based on 35,255 metres of drilling in 130 diamond drill holes, the project contains an indicated resource of 515 million tonnes grading 0.39% copper and 0.011% molybdenum and an inferred resource of 572 million tonnes grading 0.34% copper and 0.012% molybdenum at a 0.30% copper equivalent cut-off. Additional information about the Vizcachitas project is available on the Company's website at www.losandescopper.com.

In response to the global financial crisis, the company made a decision to preserve capital and suspended the drilling program at Vizcachitas in early November 2008. There was no drilling activity in the quarter ended March 31, 2010. The Company continued to work on the scoping study for Vizcachitas.

Future work on the Vizcachitas project is expected to consist of metallurgical testing, geotechnical test work, an environmental baseline study and the completion of the scoping study. These studies, which generally cost less than drilling, will enable advancement of the project during this period of fiscal restraint.

Six Months Ended March 31, 2010

Financial Review

The Company posted a net loss of \$198,804 or \$0.01 per share in the six months ended March 31, 2010 ("YTD-2010"), compared to a net loss of \$519,022 or \$0.01 per share in the six months ended March 31, 2009 ("YTD-2009").

The most significant item in the Company's statement of operations YTD-2010 was interest expense of \$63,103 (\$nil YTD-2009).

The Company also posted a foreign exchange gain of \$38,450 (YTD-2009: foreign exchange loss of \$262,602), due to fluctuations during the period of the US dollar and the Chilean peso with respect to the Canadian dollar.

Excluding the interest expense and foreign exchange gain, the Company incurred expenses of \$174,151 in the six month period, compared to \$256,420 YTD-2009, a reduction in expenses of \$82,269, due to the effect of cost reduction initiatives implemented by management.

YTD-2010 the Company spent \$90,169 in consulting and management fees compared to \$106,763 YTD-2009. Professional fees YTD-2010 were \$49,981 compared to \$78,814 YTD-2009, mostly for legal fees incurred in Chile.

Office and administration costs were \$16,006 (YTD-2009: \$12,593). Transfer agent and regulatory fees were \$13,035 compared to \$12,401 YTD-2009 and travel, promotion and entertainment expense was \$1,127 compared to \$9,400 YTD-2009. Shareholder communication expenses were \$2,396 YTD-2010 (YTD-2009: \$70,459).

YTD-2010 the Company received or accrued interest income of \$2,901 (YTD-2009: \$37,250).

YTD-2010, the Company incurred deferred exploration expenses of \$156,426, capitalized as mineral properties. Payments for deferred exploration YTD-2010 were \$166,462, which include changes in accounts payable for deferred exploration during the period. The Company also paid \$420,445 and \$565,516 for option and water rights payments, respectively.

Summary of Quarterly Results

	QUARTERS ENDED			
	Mar. 31, 2010 \$	Dec. 31, 2009 \$	Sept. 30, 2009 \$	June 30, 2009 \$
Earnings (Loss)	(216,763)	17,959	(572,975)	33,413
Earnings (Loss) Per Share ⁽¹⁾	(0.01)	-	(0.01)	-
	March 31, 2009 \$	December 31, 2008 \$	September 30, 2008 \$	June 30, 2008 \$
Earnings (Loss)	5,377	(524,399)	(2,335,437)	(320,710)
Earnings (Loss) Per Share ⁽¹⁾	-	-	(0.03)	-

¹ Presented on an undiluted basis

Liquidity and Capital Resources

As at March 31, 2010 the Company had cash and cash equivalents of \$254,041 and a working capital deficiency of \$436,850, compared to cash of \$1,642,260 and working capital of \$299,342 at September 30, 2009.

Starting in 2009 and in light of the global financial crisis, the Company restructured some of its contractual commitments, significantly reduced its development program at Vizcachitas and rationalized administrative expenses in order to preserve capital.

Notwithstanding these efforts, given its current stage of development and lack of operating income, the Company's ability to continue operating as a going concern is contingent upon its ability to obtain additional financing. There can be no assurance that Los Andes will be able to obtain required financing in the future on acceptable terms to fund contractual option or water rights payments or anticipated mineral development costs and operating losses in upcoming periods.

The current equity market conditions, the challenging funding environment and the low price of the Company's common shares make it dilutive and difficult to raise funds by the sale of the Company's shares. The Company and the junior resource industry have been severely impacted by the global financial crisis which began in 2008.

No share transactions took place during the six months ended March 31, 2010 or in the year ended September 30, 2009.

In the six months ended March 31, 2010, the Company used cash of \$1,117,278 in investing activities, including \$420,445 for a mineral property option payment, a water rights payment of \$565,516 and \$166,462 for deferred exploration costs (including the effect of changes in accounts payable for deferred exploration in the period). Also included in investing activities is an adjustment of \$35,145 for VAT tax credits which are not classified as current assets as they will be recoverable in the long-term only.

A September 21, 2005 agreement, amended on November 28, 2008, provides the Company with an option to acquire a 100% interest in the Additional Concessions. The remaining payments under the agreement are as follows:

US\$	400,000	May 31, 2010 (see <i>Subsequent Events</i>)
	<u>650,000</u>	November 30, 2010
US\$	1,050,000	

During the year ended September 30, 2008 the Company entered into an agreement to purchase a 250 litres per second (lps) water right, which is an entitlement to permanent, continuous, consumptive use of 250 lps of flow from the Aconcagua River located near Vizcachitas. Under the terms of the agreement, the Company agreed to pay the vendor US\$17,000 per lps, for a total purchase price of \$4,252,021 (US\$4,250,000). Payments for the water rights were structured with the vendor as to 50% or US\$2,125,000 payable on closing (paid), 25% or US\$1,062,500 originally due in January 2009 (paid) and the final 25% or US\$1,062,500 due in January 2010.

The Company renegotiated the terms of the final payment of US\$1,062,500 for the water rights. Under the revised payment terms, on January 28, 2010, the Company made a payment of US\$531,250 and agreed to pay the balance of US\$531,250 by November 30, 2010. In connection with the revised terms of payment the Company incurred interest, paid in advance, and stamp duties of US\$56,897.

At March 31, 2010 and September 30, 2009, the Company has recorded a \$4,566,328 future income tax liability in compliance with Canadian GAAP to account for the potential tax effect derived from the excess carrying cost of the Company's mineral properties, as compared to the properties' tax basis. The future income tax liability does not represent an amount currently due by the Company to tax authorities in Canada or Chile.

Transactions with Related Parties

During Q2-2010, the Company paid or accrued \$26,725 in management fees (Q2-2009: \$30,788), \$5,250 in directors' fees (Q2-2009: \$6,750), \$5,200 in geological consulting fees (Q2-2009: \$6,338) and \$6,741 in legal fees (Q2-2009: \$6,741) to directors and officers and companies related to directors and officers of the Company.

Amounts due to and from related parties are non-interest bearing, unsecured and have no fixed terms of repayment. These transactions were in the normal course of operations and were measured at fair value as determined by management.

Contingencies

During 2008 the Municipality of Putaendo in Chile filed a claim against CMV for alleged illegal intervention of river beds of the Rocin river. The claim was accepted by the Chilean General Department of Waters ("DGA") who ruled in favour of the Municipality of Putaendo and ordered CMV to correct the natural course of the river. CMV retained Chilean legal counsel and filed a reconsideration remedy before the DGA. The DGA again ruled in favour of the Municipality of Putaendo, and CMV subsequently filed an appeal to the court. The final DGA ruling on this matter was received subsequent to March 31, 2010 (please refer to *Subsequent Events*).

A second claim for alleged illegal intervention of water rights was filed by the Municipality of Putaendo against CMV. CMV, through its Chilean legal counsel filed an answer to the claim.

The final DGA decision on this second claim is pending.

No amounts have been recorded by the Company in respect of these matters as the amounts, if any, are not determinable.

Subsequent Events

Subsequent to March 31, 2010:

- a) The Company reached an agreement to defer an option payment of US\$400,000 (Note 4) from its original due date of May 31, 2010, to July 30, 2010. In consideration for this payment deferral the Company will pay interest at a rate of 1% per month plus costs.

- b) The Company received the final ruling from the DGA in respect of the first claim described under Contingencies. The ruling declared this matter resolved as the natural course of the Rocin river had been naturally restored by rising river currents.

Critical Accounting Estimates

There were no changes to the Company's critical accounting estimates during the six months ended March 31, 2010. The most significant estimates are related to the physical and economic lives of mineral assets, and their recoverability.

Accounting Pronouncements

International Financial Reporting Standards ("IFRS")

In 2006, The Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB's strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five-year transitional period. In February 2008, the AcSB announced that 2011 is the change of the date for publicly listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transitional date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended September 30, 2011. The Company does not anticipate that the adoption of IFRS will have a significant impact on the Company's financial statements.

Other MD&A Requirements

As of May 25, 2010, the Company has outstanding 93,599,266 common shares and 4,850,000 exercisable stock options (at exercise prices ranging from \$0.40 to \$0.62).

Additional information is available on the Company's website at www.losandescope.com. To view the public documents of the Corporation, please visit the Corporation's profile on the SEDAR website at www.sedar.com.

Cautionary Statement on Forward Looking Information

This Report contains "forward looking statements". These forward looking statements include, but are not limited to, statements regarding the Company's strategic plans, property search and evaluation plans, estimated levels of expenditures, acquisition targets and commitments. Forward-looking statements express, as at the date of this Report, the Company's plans, estimates, forecasts, projections, or beliefs as to future events or results and the Company does not intend, and does not assume any obligation, to update these forward-looking statements. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects", or "does not expect", "is expected", "budget", "schedule", "estimates", "intends", "anticipates", or "does not anticipate", "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". We caution that forward-looking statements involve a number of risks and uncertainties, and there can be no assurance that such statements will prove to be accurate. Therefore, actual results and future events may differ materially from those anticipated in such statements. Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward – looking statements include, but are not limited to the success of the Company's acquisition criteria, the success in completing further financing and closing on any target acquisitions, currency fluctuations, the ability of the Company to conduct its business in Chile, risks inherent with the mining industry, unexpected regulatory changes, delays in the completion of critical activities and other risks inherent to the Company's activities.