

CONSOLIDATED PUMA MINERALS CORP.

Management's Discussion and Analysis

This Management's Discussion and Analysis has been prepared as at May 28, 2007 and contains certain "Forward-Looking Statements" within the meaning of the Canadian Securities laws. All statements, other than statements of historical fact, included herein, including without limitation statements regarding potential mineralization and reserves, exploration results and future plans and objectives of Consolidated Puma Minerals Corp. (the "Company" or "Puma") are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The following discussion of the operating results and financial position of the Company should be read in conjunction with the unaudited consolidated financial statements and the notes thereto of the Company for the three months ended March 31, 2007 and the audited consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2006. These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles and all amounts are expressed in Canadian dollars, unless otherwise stated.

OVERVIEW

The Company is engaged in the acquisition, evaluation and development of mineral properties. To date, the Company has not realized any revenues from its property and is considered to be an exploration stage company. EastWest Gold Corporation (formerly "Bema Gold Corporation") (see Related Party Transactions section), its principal shareholder (35%), had provided management, administrative and technical services, including all geological assessments to the Company up until February 26, 2007. Effective February 26, 2007, these management services are now being provided by B2Gold Corp. ("B2Gold"). Accordingly, the Company is now operationally dependent on B2Gold to render such services.

RESULTS OF OPERATIONS

The Company reported a loss of \$310,228 (\$0.006 per share) for the three months ended March 31, 2007 compared to a loss of \$45,086 (\$0.001 per share) in the first quarter of 2006. The loss was higher in the current quarter mainly as the result of stock-based compensation expense of \$285,006 (Q1-2006 - \$nil). This was partially offset by a \$36,078 increase in interest income in 2007, due to higher average cash balances.

Summary of Unaudited Quarterly Results:

	<u>31 Mar 07</u>	<u>31 Dec 06</u>	<u>30 Sept 06</u>	<u>30 Jun 06</u>
Total revenues	\$ -	\$ -	\$ -	\$ -
Loss	\$ (310,228)	\$ (553,484)	\$ (711,633)	\$ (807,892)
Loss per share – basic and Diluted	\$ (0.006)	\$ (0.011)	\$ (0.016)	\$ (0.018)
	<u>31 Mar 06</u>	<u>31 Dec 05</u>	<u>30 Sept 05</u>	<u>30 Jun 05</u>
Total revenues	\$ -	\$ -	\$ -	\$ -
Net income (loss)	\$ (45,086)	\$ (163,450)	\$ 35,158	\$ (203,199)
Net income (loss) per share – basic and diluted	\$ (0.001)	\$ (0.015)	\$ 0.001	\$ (0.006)

During the reporting periods, the Company reported no discontinued operations or extraordinary items.

The net income reported in the third quarter of 2005 resulted from an unrealized foreign exchange gain of \$172,800 due to the strengthening of the Canadian dollar vis-à-vis the U.S. dollar. The foreign exchange gain was primarily attributable to the U.S. dollar denominated portion of the notes payable to EastWest Gold Corporation. The losses incurred in each of the remaining quarters related primarily to general and administrative expenses, including stock-based compensation expense.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2007, the Company had cash and cash equivalents of \$10.3 million (December 31, 2006 - \$11.1 million) and a working capital balance of \$10.2 million (December 31, 2006 - \$10.4 million). The decrease in cash and cash equivalents in the current quarter was mainly due to the continued exploration/development expenditures on the Company's East Pansky property.

Operating activities

Cash from operating activities, after non-cash working capital changes, was \$12,408 during the first quarter of 2007 whereas in the same period last year operating activities required funding of \$9,301. General and administrative expenditures were largely offset by interest income in both quarters.

Financing activities

During the three months ended March 31, 2007, 209,000 stock options were exercised at a price of \$0.45 per share resulting in gross proceeds of \$94,050.

On March 14, 2007, the Company issued 139,286 common shares at a value of \$1.68 per share, in lieu of two cash payments of U.S.\$100,000 each, for finder's fees relating to the East Pansky property. The issuance of these common shares did not result in any additional cash to the Company.

On January 9, 2006, the Company repaid approximately \$2.4 million of its notes payable to EastWest Gold from the proceeds received from its December 23, 2005 private placement.

On February 22, 2005, the Company issued 129,685 common shares at a value of \$0.96 per share as payment for a U.S.\$100,000 finder's fee relating to the East Pansky property. The issuance of these common shares did not result in any additional cash to the Company.

Investing activities

During the three months ended March 31, 2007, the Company incurred resource property expenditures (on a cash basis) totalling \$1,009,137 (Q1-2006 - \$976,693) relating to the ongoing drill program on the East Pansky property located in the Kola Peninsula of north-western Russia.

The Company must meet the following remaining terms of its property agreement in order to earn the initial 72% interest from the underlying property vendor:

- U.S.\$500,000 per year in cash or shares (at Puma's election) within 30 days of the issuance of a production license and on the anniversary of such date in each subsequent year until a feasibility study is completed (see Outlook section);
- pay upon completion of a feasibility study, in cash or shares (at Puma's election), an amount equal to U.S.\$3 per ounce of recoverable platinum group elements ("PGE") as per the feasibility study, provided such amount shall not exceed U.S.\$9 million and shall not be less than U.S.\$3 million. Payments made under the preceding paragraph are to be deducted from such amounts;
- pay until commencement of commercial production ("CCP") from the property, U.S.\$500,000 in cash or shares (at Puma's election) each year on the anniversary date of the payment referred to in the preceding paragraph until CCP occurs; and
- U.S.\$5 million within 6 months of CCP less the amount of payments made in the preceding paragraph or, alternatively, at the Company's election, U.S.\$3 million less the amount of payments made in the preceding paragraph plus a 2% net smelter return royalty from the property.

Once the above requirements are met, Puma will have earned a 72% interest in the East Pansky property and at any time following CCP will have the further right, but not the obligation, to obtain an additional 18% by granting the underlying property vendor a 2% net smelter return royalty interest from the property.

In accordance with a finder's fee agreement dated May 14, 2002, the Company will pay U.S.\$100,000 in cash or shares (at the Company's election) to an arm's length consultant upon completion of every additional U.S.\$2 million of expenditures incurred on the property until a positive feasibility study on a mineral deposit on the property is completed, U.S.\$250,000 upon completion of a positive feasibility study,

and U.S.\$500,000 upon commencement of commercial production. To date the Company has paid a total of U.S.\$600,000 for finder's fees by the issuance of 918,860 common shares.

RISK AND UNCERTAINTIES

Foreign Countries and Laws and Regulations

Puma's only resource property is located in Russia. Mineral exploration may be affected in varying degrees by political instability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of Puma and may adversely affect its business. Future operations may be affected in varying degrees by governmental regulations with respect to restrictions on access to the mineral rights, production, price controls, income taxes, expropriations of property, environmental legislation and mine safety. The effect of all of these factors cannot be accurately predicted. There can be no assurance that the present administration, or any successor governments, can sustain the timely access to minerals envisaged in the mining laws of Russia, notwithstanding the compliance of Puma.

Exploration and Mining Risks

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, there are no known bodies of commercial ore on the property and any exploration programs are an exploratory search for ore. Exploration for platinum group elements involves a high degree of risk.

Metal prices

Even if Puma's exploration programs are successful, factors beyond the control of Puma may affect the marketability of any minerals discovered. Metal prices have historically fluctuated widely, particularly in recent years, and are affected by factors beyond Puma's control, including inflation, international economic and political trends, currency fluctuations, interest rates, global and regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted and can render any deposit, which is outlined, uneconomic to exploit.

OUTLOOK

The Company's ongoing drill program of the main PGE-bearing Footwall Contact ("FWC") horizon, a primary target on the East Pansky property, has been extended along strike to the Chuarvi-West Chuarvi area and a 2006 summer mapping and sampling program further extended that horizon to the Sungyok area. Extensive drilling throughout these areas was completed and final results are still pending.

A short diamond drilling program at Kuksha with 4 holes for 1,060 metres was finished in January 2007. Results are pending. In addition, the Company has budgeted U.S.\$3 million for a new drill program which will include 10,000 metres of drilling in 2007. Exploration of the FWC to the East has begun and drilling will be focused on the Churozersky area.

During 2006, the Company completed 60 diamond drill holes for a total of 14,434 metres. These holes were drilled on five different areas with the majority on East Chuarvi (14 holes – 3,743 metres), Chuarvi (13 holes – 2,989 metres) and West Chuarvi (12 holes – 3,146 metres). The remaining holes were drilled at Sungyok, Besimyanyi, Churozerski and Kuksha.

The East Pansky and Kuksha exploration licenses are valid until the end of 2008. A Certificate of Discovery has been approved for the East Chuarvi area, which means that a GKZ (State Committee on Reserves) approved resource has been discovered by the Company and this enables the Company to proceed with converting the exploration license to an exploitation license for the area to be mined (which is expected to occur by the end of 2007). The current resource at East Chuarvi estimated by the Company (1.1 Mt @ 2.43 g/t Pt, 5.16 g/t Pd and 0.29 g/t Au using a 0.8 g/t Pt-equivalent cut off) meets all the standards for a Russian ore resource as defined by the GKZ, however it is not NI 43-101 compliant at this time. A new exploration license, with a validity of five years, will be issued for the remaining area.

RELATED PARTY TRANSACTIONS

On November 6, 2006, Bema Gold Corporation (“Bema”) and Kinross Gold Corporation (“Kinross”) announced that their Boards of Directors had unanimously approved Kinross’ acquisition of Bema. The acquisition of Bema by Kinross was completed on February 27, 2007 by way of a shareholder-approved Plan of Arrangement whereby Kinross acquired all of the issued and outstanding common shares of Bema. As part of the Plan of Arrangement, Bema amalgamated with a subsidiary of Kinross and is now a wholly-owned subsidiary of Kinross named EastWest Gold Corporation (“EastWest Gold”).

On February 26, 2007, as part of the acquisition of Bema by Kinross, B2Gold (a company incorporated by certain members of Bema’s original management) acquired an option to purchase 17,935,310 common shares in the capital of Puma in accordance with the terms of a purchase and sale agreement (the “Purchase Agreement”). If fully exercised, the number of common shares that B2Gold would acquire would represent approximately 35% of Puma’s issued and outstanding common shares. In addition, pursuant to the Purchase Agreement, B2Gold acquired all of the indebtedness owed to Bema by Puma of approximately \$2.2 million (U.S.\$1.9 million) at February 26, 2007. The note is payable on demand to B2Gold anytime after March 31, 2008 (repayment is not contingent on whether B2Gold exercises its option to purchase the 17,935,310 Puma common shares). Also, B2Gold now provides the management services to the Company.

For the three months ended March 31, 2007 and 2006, the Company had the following transactions and balances with EastWest Gold:

	March 31 2007	March 31 2006
<i>Statement of Operations</i>		
Interest expense on notes payable	\$ 36,100	\$ 47,701
Office and administration	9,735	14,603
Accounting	6,882	10,323
Management fees	5,000	7,500
Rent and utilities	4,800	7,200
Shareholder information	1,879	2,819
	\$ 64,396	\$ 90,146
<i>Balance Sheet</i>		
Accounts payable	\$ -	\$ 19,246
Note payable	\$ -	\$ 1,957,697

For the three months ended March 31, 2007 and 2006, the Company had the following transactions and balances with B2Gold:

	March 31 2007	March 31 2006
<i>Statement of Operations</i>		
Interest expense on notes payable	\$ 18,315	\$ -
Office and administration	2,482	-
Accounting	8,500	-
Management fees	5,000	-
Shareholder information	937	-
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	\$ 35,234	\$ -
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<i>Balance Sheet</i>		
Accounts payable	\$ 56,096	\$ -
Note payable	\$ 2,221,793	\$ -

The note payable, including accrued interest, is denominated in U.S. dollars and was acquired from EastWest Gold by B2Gold on February 26, 2007 (see above). The note bears interest at the prime lending rate plus 2% and is payable on demand anytime after March 31, 2008.

CHANGES IN ACCOUNTING POLICIES

Non-monetary transactions

Effective January 1, 2006 the Company adopted the amended recommendations of the CICA for measurement of non-monetary transactions (CICA Handbook Section 3830). The adoption of the recommendations did not have a material impact on the consolidated financial statements.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these instruments.

Management has assessed that it is not practical to determine the fair value of the note payable to B2Gold due to the unavailability of similar borrowing arrangements on an arm's length basis. Interest charged on the note payable fluctuates with the bank prime rate. As the note payable is denominated in United States dollars, the Company is exposed to foreign exchange fluctuations.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES, AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at the end of the period covered by this MD&A, management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this MD&A, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – *Certification of Disclosure in*

Issuer's Annual and Interim Filings of the Canadian Securities Administrators) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There are inherent limitations in the effectiveness of any internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, even effective internal controls can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal controls may vary over time. The Company has assessed the design of its internal controls over financial reporting and management believes that its internal controls provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP as at, and for the three months ended, March 31, 2007. There were no changes in the Company's internal controls over financial reporting that have materially affected or are reasonably likely to affect its internal controls over financial reporting.

OUTSTANDING SHARE DATA

The authorized capital of the Company consists of an unlimited number of common shares without par value. As of May 28, 2007, the number of issued common shares was 50,881,440 (54,571,440 on a fully diluted basis).

As at May 28, 2007, there were a total of 3,690,000 stock options outstanding with an exercise price ranging from \$0.45 to \$1.75 per share, expiring on September 2, 2007 to September 11, 2011.

ADDITIONAL INFORMATION

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

CAUTION ON FORWARD-LOOKING INFORMATION

This management's discussion and analysis includes forward-looking statements, such as estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements.