EASTFIELD RESOURCES LTD.

Interim Management Discussion and Analysis
For the Quarter Ended May 31, 2009

The following discussion and analysis of the financial position and results of operations for the Company should be read in conjunction with the audited consolidated financial statements and the notes thereto for the year ended February 29, 2009.

The following Interim Management Discussion and Analysis ("MD&A") is for the quarter ended May 31, 2009 and includes relevant information up to July 21, 2009 ("Report Date"). Additional information relating to the Company is on SEDAR at www.sedar.com.

The accompanying financial statements and related notes are presented in accordance with Canadian generally accepted accounting principles. These statements, together with the following MD&A dated July 21, 2009, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements. These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below under "Risks and Uncertainties".

Forward-Looking Information

This MD&A contains forward-looking statements and information relating to Eastfield Resources Ltd. ("Eastfield" or the "Company") that are based on the beliefs of its management as well as assumptions made by and information currently available to Eastfield as such are used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to Eastfield or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of Eastfield's exploration properties. Such statements reflect the current views of Eastfield with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of Eastfield to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

General

Eastfield is a mineral exploration company engaged primarily in the business of acquiring and exploring properties with a particular focus on base and precious metals. The Company has interest in properties in Canada (British Columbia), and in the United States (Nevada). The Company's properties are currently at an "exploration stage".

Exploration

J. W. Morton, P. Geo. and G. L. Garratt, P. Geo. are the Qualified Persons for the NI 43-101 compliant disclosure of mineral exploration information in respect of the projects described in this Management Discussion and Analysis.

OK [Okeover] Property (Vancouver Mining Division, B.C.) [Material Property]:

OK / Okeover is a copper-molybdenum project on claims covering over 5,233 hectares in size and located near Powell River, BC. The drill program in 2008 totaled approximately 1,448 metres in six holes. In 2006, Dr. Nick Carter authored a NI 43-101 compliant resource estimate for the North Lake Zone totaling 86.8 million tonnes grading 0.31% copper and 0.014% MoS_2 (one of several zones of mineralization). The most significant result of the 2008 program was hole OK-08-03, which intersected 45.5 metres grading 0.33% copper and anomalous molybdenum including 12 metres grading 0.41% copper and anomalous molybdenum. This hole was drilled 90 metres to the south of the nearest hole in the North Lake resource area and indicates a potential for further southerly extension for the mineralized zone. Prophecy Resource Corp. is earning a 60% interest in the OK property from Eastfield by incurring $1,000,000 of mineral exploration expenditures on the property and making cash and/or share payments totaling $110,000. Prophecy has now satisfied its work obligations to earn its 60% interest and can exercise the option by making the final $50,000 payment.

Iron Lake Property (Clinton Mining Division, B.C.):

On July 13, 2009, the Company announced that a team has been mobilized to the Iron Lake property. The 7,116 hectare Iron Lake property is 45 kilometres northeast of 100 Mile House, in the Cariboo region of British Columbia.

Iron Lake is optioned to Cobre Exploration Ltd. ("Cobre") (TSX-V: CXV.H) who have an option to earn a 60% interest in the Iron Lake property by incurring $1,500,000 in exploration, making $165,000 in option payments, making $130,000 in cash payments and/or equivalent in share issuances and issuing 500,000 shares before June 1, 2012.

The current program will utilize an excavator to expose bedrock in areas of widespread geochemical and geophysical anomalies in part defined by a soil and rock sampling programs completed in 2007 and 2008.

The Iron Lake property is underlain by a 5.0 by 7.0 km magnetic high that is interpreted to outline a large multiphase ultramafic intrusive complex. Geochemical sampling to date has covered less than half of this complex and has outlined several large anomalies for copper, platinum and palladium. At least three of these anomalies are 1.0 km in length and follow-up exploration by drilling has only been carried out on the most southeasterly anomaly where a massive sulphide body has been discovered coincident with an airborne EM anomaly.

In 2000, disseminated copper-gold-platinum group metals mineralization hosted in an average of seven samples rubble returned a value of 0.72% copper, 0.68 g/t gold, 0.31 g/t palladium and platinum, and anomalous values in nickel. The source has not yet been located but will be an important exploration objective of the 2009 program. In 2005, massive sulphide was intersected in two of four holes with hole 05-I-02 intersecting six metres of massive sulphide mineralization. While predominantly pyrrhotite (iron sulphide), individual 1.4 metre massive sulphide sample intervals returned up to 0.95% copper, 0.095 nickel and 0.08% cobalt.

Howell Property, (Fort Steele Mining Division, BC):

On November 21, 2008, the Company and MAX Resource Corp. ("MAX") reported the drilling results at the Howell gold project. The 4,376 hectare Howell property is located in southeast BC, one hour by gravel road south of Fernie, straddling the drainages of Twenty-Nine Mile Creek and Howell Creek. During 2008 the $1.1 million of exploration work was required for the Company to acquire a 100% interest in the property from Teck and Goldcorp. Max and Eastfield have agreed to amend the prior Howell agreement to allow Max to earn a 60-per-cent interest in either the Howell or the Crowsnest projects over a four-year period by making cash payments totalling $60,000 to Eastfield (of which $10,000 was paid on signing), issuing 100,000 shares (50,000 shares in the first year) and by completing exploration expenditures on both properties of $400,000 by the second anniversary date (June 30, 2011). Following that date, Max can earn its 60-per-cent interest in Howell by making further cash payments totalling $90,000, issuing 400,000 shares and spending a further $700,001 on exploration prior to June 30, 2013. Max will also be responsible for its portion of the $200,000 payment due to Goldcorp Inc. and Teck Cominco Metals Ltd. by Aug. 31, 2010, pursuant to Eastfield's underlying option agreement with them. To earn its 60-per-cent interest in Crowsnest, Max must make further cash payments to Eastfield of $90,000, issue 400,000 shares and spend a further $1.05-million on exploration at Crowsnest prior to June 30, 2013.

Twelve holes totaling 1,312 metres of NQ core were completed in 2008, and two new soil grids were established. Two distinct styles of mineralization were targeted; the first being carbonate-hosted gold and the second being carbonate replacement mineralization comprising lead, zinc and silver sulphides, occurring as mantos and replacement lodes in a carbonate host proximal to an intrusion.

At Howell, disseminated gold mineralization occurs in limestone and as quartz stockworks in limestone and syenite intrusives. Prior drilling included 1.23 g/t gold over 58 metres, 0.95 g/t gold over 39 metres, 0.65 g/t gold over 82 metres, and 0.57 g/t gold over 149 metres.

Crowsnest Property (Fort Steele Mining Division, B.C.):

Active in 2006, this 2,282 hectare lode gold project is located in southeastern BC approximately 10 kilometres southeast of the Howell Project. A trench sample taken in 2000 returned 10.6 g/t gold across 16.0 metres. Max Resource Corp. has optioned the Crowsnest property in conjunction with the Howell property as described above.

Indata Property, (Omineca Mining Division, BC):

On January 7, 2009, the Company and MAX Resource Corp. (“MAX”) received the assays from five diamond drill holes (1,035 metres) completed in October on the Indata property in central B.C., located 120 km north of Fort St. James. On October 23, 2008, the Company and MAX had reported that MAX had completed drilling totaling 1,035 metres at Indata. MAX can earn a 60% interest in the Indata property from the Company by making cash payments totaling $120,000, issuing up to 300,000 shares and by completing exploration expenditures of $1.15 million over a three-year period.

There are two exploration targets on the Indata property, a porphyry copper target and a structurally controlled precious metal vein target. The 2008 exploration program consisted of one drill hole (08-I-01) in the porphyry copper target and four holes (08-I-02 to 08-I-05) in the precious metal vein target.

The precious metal target was tested over a distance of 1,500 metres following the upslope trend of an arsenic soil geochemical anomaly believed to define a structural feature which has previously returned a number of gold-silver intercepts, including a 4.0 metre intercept grading 46.20 g/t gold from a 1988 drill program by Eastfield. Diamond drill holes on this target intersected a number of narrow gold and/or silver intercepts with associated arsenic and bismuth values. New exposures of precious metal mineralization which are located 800 to 2,000 metres further to the north were made in 2007 when excavator trenches exposed narrow veins which returned samples including 17.16 g/t gold and 9.84 g/t gold respectively. This area was not tested in the current program and a robust soil anomaly also discovered in 2007 remains to be tested as well.

Zymo Property, (Skeena Mining Division, BC):

The Company and Canadian Gold Hunter Corp. (“CGH”) announced on July 14, 2009 that a drill has been mobilized to the Zymo copper-gold property 45 kilometres west of Smithers, BC. A drilling program of four to six holes is planned and will further test the Hobbes Zone at depth and along strike as well as targets in the FM Zone. CGH has an option to earn a 60% interest in the property by completing exploration expenditures of $4.0 million over five years. CGH may earn an additional 10% interest by completing a feasibility study and an additional 5% by arranging mine financing for Eastfield.

This year’s drill program will follow up on a successful 1,554 metre drill program in 2008 which intersected significant new intervals of copper/gold mineralization in the Hobbes Zone. Intersections from the 2008 program included 72.0 metres of 0.72% copper and 0.54 g/t gold in hole ZY08-09 and 158.9 metres of 0.31% copper and 0.21g/t gold in hole ZY08-10. Other work in 2008 included an IP/mag geophysical survey and geochemical sampling. An open-ended IP chargeability anomaly measuring six kilometres long by two-three kilometres wide was outlined in 2008 within which both the Hobbes and FM mineralized zones occur. Geochemical sampling and prospecting have outlined at least two new copper-gold target areas.

Kilometre 26 Property (Omineca Mining Division, B.C.):

On February 23, 2009, the Company announced that **it** had staked a new property in British Columbia named Kilometre 26. The property is located 55 kilometres northwest of Fort St. James and is easily accessed by a major industrial road.

The property, which covers approximately 1,840 ha, is centred and extends 15 km along the regional Pinchi Fault Zone. The property was staked to cover the area where, in 1983, Cominco discovered a boulder which repeatedly returned assay grades ranging around 8.1 g/t gold. The style of mineralization and alteration encountered on the property with the boulder is similar to what has been called Mariposite Ore, in the historic Motherlode district of California.

The Pinchi Fault is a major structural feature that separates distinct geological terranes. With its terrane bounding character, ultramafic intrusive affinities, mercury mineralization and hot spring activity, the Pinchi Fault is analogous to the Melones Fault (Motherlode District) and the Stony Creek Fault (Mclaughlin Mine), both in California, and offers potential for hosting major gold deposits. Much of the area is overburden covered. Eastfield is inviting joint venture partners to fund exploration on Kilometre 26.

EASTFIELD RESOURCES LTD.

Interim Management Discussion and Analysis
For the Quarter Ended May 31, 2009

Financial Discussion

The financial information in this MD&A has been prepared in accordance with generally accepted accounting principles (Canadian GAAP). The significant accounting policies are outlined in Note 2 to the audited financial statements of the Company. These accounting policies have been applied consistently for the year ended February 28, 2009 and for the quarter ended May 31, 2009.

Results of Operations

During the quarter ended May 31, 2009, the Company recorded net income of $22,218, compared to a net loss of $110,190 for the same quarter in 2008. Expenses of $25,657 were fairly consistent with the same quarter of the prior year, apart from legal and audit costs of $59,989 and share-based compensation costs of $37,500 which were incurred in the quarter ended May 31, 2008 and for which there was no current equivalent. Somewhat higher costs were incurred in the current quarter for Investor relations ($8,508 compared to $3,973 in the quarter ended May 31, 2008, reflecting new programs to increase exposure for the Company's projects) and also for rent ($6,415 compared to $3,075 in the quarter ended May 31, 2008, reflecting the loss of Wildrose Resources' contribution following its merger with Skygold Ventures). Income was markedly increased in the current quarter due to the receipt of mineral property options in excess of cumulative costs for the Pat property and realized gains on sales of securities. T

Liquidity and Capital Resources

The Company has financed its operations through the sale of its equity securities and through third-party options of the Company's mineral properties. The Company has no producing mineral properties. The Company expects to obtain financing in the future primarily through equity financing. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing or third-party project funding on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interests in its properties.

The Company had a net working capital position of $735,074 at May 31, 2009 compared to $684,211 at February 28, 2009, and the Company has sufficient liquidity to meet its 2009 budgeted operating requirements and is able to keep its properties in good standing. Substantially all of the costs of property maintenance are provided by property optionees under the various mineral property option agreements related to the Iron Lake, OK (Okeover), Indata, Zymo and Howell properties.

Summary of Quarterly Results

Financial Data for Last Eight Quarters								
Three months ended	**May-09**	**Feb-09**	**Nov-08**	**Aug-08**	**May-08**	**Feb-08**	**Nov-07**	**Aug-07**
Total revenues	47,875	83,827	5,701	6,549	7,726	(16,597)	35,381	40,508
Comprehensive gain (loss) for the period	51,768	43,907	(207,194)	(109,559)	3,684	(66,024)	12,154	(78,144)
Basic earnings (loss) per share	0.001	0.001	(0.005)	(0.003)	0.000	(0.0015)	0.000	(0.002)
Diluted earning (loss) per share	0.001	0.001	(0.005)	(0.003)	0.000	(0.0015)	0.000	(0.002)

The financial information referenced above has been prepared in accordance with generally accepted accounting principles (Canadian GAAP). The significant accounting policies are outlined in Note 2 to the audited financial statements of the Company for the year ended February 28, 2009. These accounting policies have been applied consistently for the year ended February 28, 2009 and for the quarter ended May 31, 2009.

Outstanding Share Data

A total of 100,000 shares were issued during the quarter as an option payment for the acquisition of the Zymo mineral property. No stock options were granted or exercised in the quarter.

	No. of Shares	Exercise Price	Expiry Date
Issued and Outstanding at May 31, 2009	44,594,919		
Employee Stock Options	4,410,000	$0.10 to $0.30	Dec. 18/ 08 to Apr. 30, 2013
Fully diluted at May 31, 2009 and July 21, 2009	49,004,919		

Marketable Securities

On May 31, 2009 and July 21, 2009, the Company held the following shares in other companies, which had been received as mineral property option payments:

Company	Number of Shares	Share Price ($) May 31, 2009	Market Value ($) May 31, 2009
Cobre Exploration Corp.	300,000	0.02	6,000
Goldrush Resources Ltd.	134,237	0.05	6,712
Prophecy Resource Corp.	25,000	0.045	1,125
Lorraine Copper Corp.	269,120	0.05	13,456
Lysander Minerals Corp.	105,000	0.10	10,500
Canadian Gold Hunter Corp.	50,000	0.45	22,500
Fjordland Exploration Inc.	200,000	0.085	17,000
Skygold Ventures Ltd.	160,000	0.245	39,200
Max Resource Corp.	100,000	0.16	16,000
Totals			132,493

During the quarter the Company received 300,000 shares of Cobre Exploration Corp. as an option payment for the Iron Lake property at a value of $0.015 per share. The Company realized a gain of $18,890 through the sale of 158,080 shares of Avion Gold Corporation (formerly Avion Resources Corp.). The Company also recorded an unrealized marketable securities gain of $29,550 for the quarter. The Company also holds warrants for the purchase of 113,636 shares of Avion Gold Corporation at $0.29 per share on or before October 12, 2009.

Related Party Transactions

Transactions and balances with related parties are as follows: geological and exploration services paid by the Company on exploration projects during the quarter ended May 31, 2009 totalled $5,879 (2008 - $9,689) were provided by Mincord Exploration Consultants Ltd., a geological service company which is 100% owned by two directors of Eastfield.

Financial Instruments

The fair value of the Company's cash, accounts receivable, prepaid deposit, and accounts payable approximates their carrying amount due to the immediate or short-term maturity of these financial instruments.

Critical Accounting Policies

The preparation of its consolidated financial statements requires the Company to use estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses. The Company's accounting policies are described in Note 2 to its consolidated financial statements. The Company's accounting policy related to its ongoing review of the carrying value of its resource properties is a critical accounting policy, which is subject to estimates and assumptions regarding reserves, recoveries, future gold prices and future mining activities.

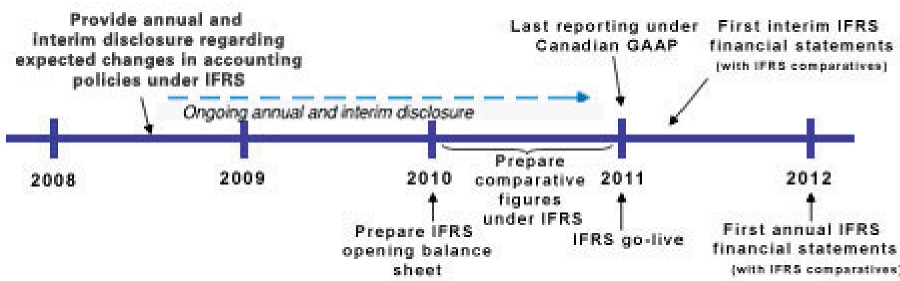
The Company assesses its resource properties for impairment at the end of each accounting period. If prior estimates of future cash flows prove to be inaccurate, due to reductions in the price of gold or other minerals, increases in the cost of production, reductions in the amount of recoverable reserves, the Company would be required to write-down the recorded value of its resource properties, which would increase the Company's loss and reduce net assets.

International Financial Reporting Standards

By 2011, Canada will move to the same accounting standards as are used by publicly accountable enterprises in the EU and many other countries around the world. International Financial Reporting Standards (IFRS) are being promoted as a single set of high quality, understandable and enforceable global standards. "Publicly accountable enterprises" will be required to move to IFRS — that term includes publicly traded companies as well as other enterprises that hold assets in a fiduciary capacity for broad groups of outsiders. The Accounting Standards Board of Canada (AcSB) is planning the strategy for accounting standards that will apply to private businesses and not-for-profit organizations. Using IFRS should enable Canadian companies to increase their global reach, providing shareholders and regulators with financial information that has enhanced comparability and transparency. Companies should have easier access to international capital, funding, and investment opportunities.

Eastfield management has attended briefing seminars on the transition to IFRS, and we are awaiting the release of various exposure drafts and reports which will more clearly define the accounting standards for the mining exploration industry. The board of directors will strike a committee to oversee the IFRS transition.

A timetable for transition to IFRS is set out below.



Risks and Uncertainties

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical.

One the Company's mineral properties is in a foreign country and as such, that portion of the Company's business may be exposed to various and unpredictable levels of political, economic and other risks and uncertainties specific to those foreign countries.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations. None of the Company's mineral properties currently have reserves. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves.

The property interests owned by the Company, or in which it has an option to earn an interest are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. Exploration of the Company's mineral projects may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest.

CEO/ CFO Certifications over Disclosure Controls and Internal Controls

Disclosure Controls

The Company's Chief Financial Officer and Chief Executive Officer (the "Certifying Officers") are responsible for establishing and maintaining disclosure controls and procedures (the "Procedures") which provide reasonable assurance that information required to be disclosed by the Company under provincial securities legislation (the "Required Filings") is reported within the time periods specified. Without limitation, the Procedures are designed to ensure that material information relating to the Company is accumulated and communicated to management, including its Certifying Officers, as appropriate to allow for timely decisions regarding the Required Filings.

The Certifying Officers evaluate the effectiveness of the Company's Procedures on a regular basis throughout the year and have concluded that the Procedures in place as of the end of the period covered by the Required Filings are effective in providing reasonable assurance that material information relating to the Company is accumulated and communicated to management and reported within the periods specified.

Internal Controls Over Financial Reporting

The Company's Certifying Officers are responsible for establishing and maintaining internal controls over financial reporting ("Internal Controls") and have designed such Internal Controls, or caused them to be designed under their supervision, which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP.

The Certifying Officers evaluate the Company's Internal Controls on a regular basis throughout the year and confirm that there were no changes in the Company's Internal Controls during the Company's most recent interim period that materially affected, or is reasonably likely to materially affect, the Company's Internal Controls.