

# JIMINEX INC.

Form 51-102F1

## MANAGEMENT DISCUSSION AND ANALYSIS FOR THE QUARTER ENDED April 30, 2010

### *1.1 Date*

This Management Discussion and Analysis ("MD&A") of Jiminex Inc. ("Jiminex" or the "Company") has been prepared by management as of June 29, 2010.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding future results of operations, performance and achievements of the Issuer. The Issuer has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

### *1.2 Over-all Performance*

#### *(a) Company Overview*

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the *Canada Business Corporations Act* on August 1, 2007. On March 11, 2008, the common shares of the Company were listed and posted for trading on the TSX Venture Exchange (the "Exchange"). The Company was classified as a Capital Pool Company and was required to complete a Qualifying Transaction (as such term is defined by the Exchange) within 2 years after listing.

On August 26, 2009, the Company completed its Qualifying Transaction (the "Acquisition") by acquiring an option from Beaufield Resources Inc. ("Beaufield") to earn an undivided 50% interest in certain mineral properties located in the Hemlo gold mining area situated east of Marathon, Ontario, Canada (the "Northern Eagle Gold Property"). The property is subject to prior existing 2% net smelter royalties to various third parties. Details of the Acquisition are described in the Company's filing statement dated July 30, 2009.

The Company is at arm's length to Beaufield. As consideration under the Acquisition, the Company paid \$10,000 and issued to Beaufield a total of 900,000 common shares in the Company's capital at a price of \$0.10 per share. In addition, the Company must make exploration expenditures of \$1,300,000 over a three-year period. The Company will be the operator during the option earn-in period. The Northern

Eagle Gold Property is an exploration stage mineral resource property with gold being the principally targeted natural resource.

On October 27, 2009, the Company acquired 100% ownership in the Misehkw Gold Property, located in the well-known Pickle Lake gold mining area, Northwestern Ontario, Canada, by making payment of \$54,000 cash staking costs, issuing 100,000 common shares at a deemed price of \$0.10 and by granting a variable two to three percent net smelter royalty to the vendors, who are either current or former directors of the Company. The property consists of 21 contiguous non-patented mining claims totaling 299 claim units having an area of 48 square km.

On October 29, 2009, the Company acquired 100% ownership in the Parres Property in the Snow Lake copper-zinc and gold mining area, Manitoba, Canada and near to the Lalor base metal deposit recently discovered by HudBay Minerals Inc. The property consists of 7 contiguous non-patented mining claim blocks having an area of 1480 hectares (14.8 square kilometres). As consideration, the Company paid to the vendor \$6,000 as reimbursement for staking costs, issued 100,000 common shares at a deemed price of \$0.10 per share and granted a two percent (2%) net smelter royalty to the vendor (with a one percent (1%) buyback for \$1,000,000). The vendor of the Parres Property, James R.B. Parres, is a non-arm's length party to the Company.

Acquisitions of the Misehkw Gold Property and the Parres Property were reviewed and approved by the TSX Venture Exchange on December 1, 2009. Closing of these acquisitions was completed on December 31, 2009.

The Company has staked additional claims north and south of the original Parres Property, adding an area of 28.4 square kilometers to the original 14.8 square kilometers. The Parres Property now totals about 43.2 square kilometres in area and covers mine rock stratigraphy as well as potentially favorable geology bordering on the north and south.

The Company has also staked claims forming the Parres II Property which has an area of 7.0 square kilometres covering a strike length of 5.0 kilometres of geology favorable for the discovery of volcanogenic massive sulfide ("VMS") deposits. This property is located approximately one kilometre to the west of the Parres Property and covers an airborne magnetic feature believed to represent a fold and fold nose in the favorable underlying rocks. In the Flin Flon-Snow Lake region, VMS deposits often occur in structural settings such as within the hinge zones of folds.

The business of mining and exploring for minerals involves a high degree of risk and there is no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of interests in mineral properties and the Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations or the ability of the Company to raise additional financing, if necessary, or alternatively upon the material write-downs of the carrying values.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and 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. The Company's properties may be subject to unregistered prior agreements, unregistered claims, aboriginal claims and environmental requirements.

The Company has a need for equity capital and financing in order to explore and develop its properties and for working capital requirements. Because of continuing operating losses, the Company's continuance

as a going concern is dependent upon its ability to obtain adequate financing. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations.

The Company's Common Shares trade on the Exchange under the symbol "JIM".

**(b) *Exploration Properties***

**(i) *Northern Eagle Gold Property***

The Northern Eagle Gold Property consists of 248 non-patented claim units occupying a total area of 3968 hectares or 39.68 square kilometres located about 15 km west of the world class Hemlo gold deposit (containing roughly 20.8 million troy ounces gold as calculated from total production and reserves at Dec. 31, 2007). The Northern Eagle Gold Property is bisected by the Trans-Canada highway, a Canadian Pacific railway line and a high voltage power transmission line. The Williams Operating Corporation, now wholly-owned by Barrick Gold Corporation, is currently producing gold at the Hemlo deposit. Infrastructure is excellent for low cost exploration and for lower cost possible future gold mining project development.

The Northern Eagle Gold Property covers 10 km of Hemlo gold deposit stratigraphy including a barite alteration/shear zone and the Hemlo-Heron Bay regional fault, both geological features similar to that occurring at the Hemlo gold deposit. A second less distinct alteration zone called the Melgund Sericite Zone is suggested to exist on the property and is interpreted to be closely associated with the Hemlo-Heron Bay regional fault. The Barite Zone is associated with a northern splay of this regional fault. Both alteration zones have geochemically elevated levels of a number of the trace elements which are found in and surrounding the Hemlo Deposit. Geochemically-anomalous gold values are noted from time to time in historical surface trench samples and drill core samples on the Northern Eagle Gold Property.

Following the Hemlo deposit discovery in 1981, there were several years of intense exploration activity. Since the late 1980's exploration has been sporadic over different parts of the Northern Eagle Property. Geoscience research on the Hemlo gold deposit and the local and regional geology is now much more advanced than back in 1981. Exploration techniques are also much advanced especially with deeper penetrating geophysical methods.

In March of 2010, Caracle Creek International Consulting Inc. completed a Gocad® computer geotechnical data model for the Northern Eagle gold property. Jiminex has used this model to plan target areas for deep-penetrating ground geophysical surveys and will be using it to plan a subsequent deep diamond drilling program. The deep-penetrating geophysical program is planned for early July 2010 and the drilling for late fall or early in 2011.

**(ii) *Misehkw River Gold Property***

The Misehkw River Gold Property is located in the Uchi geological sub-Province, Superior Province of the Canadian Shield. In the Pickle Lake mining camp, located 55 km to the northwest, three mines have produced 2.5 million ounces of gold from very similar geological environments to that occurring at Misehkw. Also, Goldcorp's operating Musselwhite Mine located about 200 km north of Pickle Lake has a similar geological environment to the Pickle Lake region and has production plus reserves totaling about 4.7 million ounces.

The Misehkw River Gold Property presently consists of two blocks of claims covering 22.5 kilometres of iron formation lithology which is a favorable host environment for gold deposits in the Pickle Lake gold area. The new West Block has 47 claim units having an area of 7.5 square kilometres and covering 6 kilometres of iron formation. The East Block now consists of 213 claim units having an area of 34.1

square kilometres and covering 16.5 kilometres of iron formation.

The Mischekow River Gold Property has noteworthy historical gold assay value diamond drill intercepts of up to 12.4 grams per tonne over 0.71 metres (0.362 ounces/ton over 2.2 feet) and value/width intercepts of up to 3.84 grams per tonne over 6.4 metres (0.11 ounces/ton over 21.0 feet). Jiminex Inc. now owns a substantial strike length of under-explored iron formation and associated rocks considered to have a high potential for Pickle Lake and Mussewhite-style gold mineralized deposits.

The Mischekow River Gold Property was flown with an airborne Versatile Time Domain Electromagnetic (VTEM) and high sensitivity cesium magnetic state-of-the-art geophysical survey in the fall of 2009. The original property and the eastern-third of the west block are covered by this survey. A base camp has been established in April 2010, and a number of iron formation target areas have been picked for ground and diamond drill follow-up. Interpretation of the airborne survey results is currently underway with diamond drilling planned in the fall of 2010.

*(iii) Parres Property*

The Parres and Parres Two Properties are located in the Snow Lake mining camp of Manitoba near to the recent major copper-zinc-gold-silver and gold discovery at Lalor Lake by HudBay Minerals Inc. The Parres property covers 4 kilometres of favorable mine geology between former producers, the Stall Lake-Rod Mine and the Osborne Mine. The property presents a highly favorable target area for the discovery of economic copper-zinc-silver-gold VMS deposits and potentially for gold deposits of a nature similar to those existing at the new HudBay Minerals Inc. major discovery, the Lalor deposit, located about 20 kilometres to the southwest. It remains untested either by historical drilling or geophysical surveying to depths exceeding 150 metres.

The Parres Property originally covered an area of 14.8 square kilometres situated over a four kilometre section of mine rock stratigraphy between the past-producing Stall/Rod and Osborne copper-zinc mines. Access is by means of the all-weather Osborne Mine road which roughly bisects the property. The Parres Property As announced on January 27, 2010, the Company has staked additional claims on the north and south of the original Parres Property, adding an area of 28.4 square kilometers to the original 14.8 square kilometres. The Parres Property now totals about 43.2 square kilometres in area, and covers the mine rock stratigraphy as well as potentially favorable geology bordering on the north and south.

The Company has also staked claims forming the Parres II Property, which has an area of 7.0 square kilometres covering a strike length of 5.0 kilometres of geology favorable for the discovery of VMS deposits. This property is located approximately 1 kilometre to the west of the Parres Property and covers an airborne magnetic feature believed to represent a fold and fold nose in the favorable underlying rocks.

Jiminex has had the Parres and Parres Two properties flown with the Mega VTEM<sup>35</sup> airborne geophysical system which can detect conductive geological zones such as copper-zinc sulfide mineralized rock to depths of 500 to 600 metres, or even deeper depending on the geological characteristics of the survey region. The airborne survey data has been interpreted by the company's geophysical consultants and diamond drill targets have been selected. Diamond drilling is anticipated to commence in July 2010.

***1.3 Selected Annual Information***

The following operations information is for the year ended October 31:

	2009	2008
Total assets	\$ 826,909	\$ 595,304

Revenue	-	-
Net loss for the year	(142,854)	(209,089)
Basic and diluted loss per share	\$ (0.014)	\$ (0.023)

Total assets at October 31, 2009 increased as a result of the acquisitions of:

- (a) a 50% interest in the Northern Eagle Gold Property;
- (b) a 100% interest in the Mischkow River Gold Property; and
- (c) a 100% interest in the Parres Property.

#### **1.4 Results of Operations**

The Company incurred a net loss of \$142,854 for the year ended October 31, 2009 compared to a net loss of \$209,089 for year ended October 31, 2008. The cumulative deficit from inception of the Company is \$377,443.

Expenses incurred during the year ended October 31, 2009 consist of:

- (i) Professional fees of \$75,299 for consultancy, legal fees and audit fees compared to \$17,240 in the previous year;
- (ii) Expenses relating to the identification of qualifying transactions of \$28,857, compared to \$74,838 in the previous year;
- (iii) Office expenses of \$40,928, compared to \$9,350 in the previous year; and
- (iv) Interest income from a cashable money market fund investment of \$2,746, compared to \$7,235 in the previous year.

#### **1.5 Summary of Quarterly Results**

The following discussions of the financial condition, changes in financial condition and results of operations of the Company for the period ended April 30, 2010, should be read in conjunction with the unaudited interim financial statements and related notes thereto of the Company for the quarter ended April 30, 2010 and with the audited financial statements of the Company and notes thereto as at and for the year ended October 31, 2009.

For the quarter ended April 30, 2010, the Company incurred a net loss of \$49,778 compared to a net loss of \$17,936 for the quarter ended April 30, 2009. This quarter loss is attributable to general office and administrative expenses, participating in trade show, public awareness campaigns and professional fees which amounted to a total of \$92,245 which has been reduced by a future tax recovery of \$47,000.

	three-month period ended April 30		three -month period ended January 31		three-month period ended October 31		three-month period ended July 31	
	2010	2009	2010	2009	2009	2008	2009	2008
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Total Revenue	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Net Loss	(49,778)	(17,936)	(26,976)	(5,394)	(142,854)	(209,089)	(32,026)	(16,425)

Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)	(0.01)	(0.01)
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### *1.6/1.7 Liquidity/Capital Resources*

The Company reported working capital of \$1,445,550 as at April 30, 2010. The Company had net cash on hand of \$1,399,246, which consisted of a cashable money market fund investment of \$1,183,561 as at April 30, 2010. The increase in working capital is a direct result of funds raised from a private placement completed in April 2010.

Current liabilities as at April 30, 2010 consist of accounts payable and accrued liabilities of \$113,665.

Since inception, the Company's capital resources have been limited to amounts raised from the public and private sale of common shares in the Company.

From inception to October 31, 2008, the Company raised gross proceeds of \$426,500 from the sale of common shares through private placements and \$350,000 through an initial public offering.

In September 2009, the Company completed a non-brokered private placement, raising total sale proceeds of \$165,000 by issuing 1,400,000 flow-through common shares and 250,000 common shares.

In December 2009, the Company completed a brokered private placement, raising aggregate sale proceeds of \$1,656,271.89 by issuing 8,857,599 flow-through units ("FT Units") and 2,730,267 non flow-through ("NFT Units"). Each FT Unit consists of one flow-through common share of the Company and one transferable common share purchase warrant (a "Warrant"). Each NFT Unit consists of one common share of the Company and a Warrant. Each Warrant may be exercised for one (1) common share of the Company at a price of \$0.20 per share for a period of two years upon issuance.

The Company intends to use the gross proceeds from the sale of the FT Units for Canadian Exploration Expenses ("CEE") within the meaning of the Income Tax Act (Canada) ("ITA"). The Company will use its best efforts to ensure that such CEE qualifies as "flow-through mining expenditures" for the purpose of the ITA. The CEE is also expected to qualify for the 15% Federal tax credit available to individual residents in Canada. The Company intends to renounce CEE in favour of purchasers of the FT Units as of December 31, 2009.

In April 2010, the Company completed a brokered private placement, raising total sale gross proceeds of \$351,000 by issuing 3,510,000 common shares.

The proceeds generated from the private placements will be used for continued exploration and development activities on the Company's exploration properties.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

### *1.8 Off-Balance Sheet Arrangements*

The Company does not utilize off-balance sheet arrangements.

### ***1.9 Transactions with Related Parties***

Transactions with related parties are incurred in the normal course of business. During the quarter ended April 30, 2010, the Company paid consulting service fees in the amount of \$15,000 to directors of the Company.

The acquisitions of the Misehkw Property and Parres Property are considered as non-arm's length transactions. Messrs Stephen Stares, James R.B. Parres and Audrey M. Parres, insiders of the Company have formerly declared material interests in the acquisitions as follows:

<u>Property</u>	<u>Vendors</u>	<u>Relationship with the Company</u>
Misehkw Property	Michael Stares	former director of the Company (resigned as of Aug. 11, 2009)
	Stephen Stares	director of the Company (resigned as of April 2, 2010)
	James R. B. Parres <sup>(1)</sup>	director and C.E.O. of the Company
Parres Property	James R. B. Parres <sup>(1)</sup>	director and C.E.O. of the Company

Note:

(1) Audrey M. Parres, director of the Company, is an associate of James R.B. Parres.

### ***1.10 Second Quarter***

There were no first quarter events or items that affected the Company's financial condition, cash flows or results of operations, including extraordinary items, year-end and other adjustments. The Company's operations are not seasonal.

### ***1.11 Proposed Transactions***

There are no transactions that are currently under negotiation or proposed to be entered into.

### ***1.12 Critical Accounting Estimates***

Not applicable to Venture Issuers.

### ***1.13 Changes in Accounting Policies including Initial Adoption***

For further information in this regard, please refer to Note 2 of the Company's Audited Financial Statements for the year ending October 31, 2009.

### ***1.14 Financial Instruments and Other Instruments***

The carrying amounts of cash and cash equivalent, and accounts payable and accrued liabilities approximate fair value because of the short-term maturity of these items.

### ***1.15 Other MD&A Requirements***

#### ***(a) Additional Disclosure for Venture Issuers without Significant Revenue***

During the three months ended April 30, 2010, the Company incurred \$266,054 in exploration expenditures on the Company's three mining properties.

**(b) Disclosure of Outstanding Share Data**

Summary of Outstanding Share Data as of April 30, 2010 and currently:

(i) Authorized and issued share capital:

Class	Par Value	Authorized	Issued and Outstanding	
			as of Oct. 31, 2009	as of April. 30, 2010
Common	Nil	Unlimited	12,865,000	28,510,116

(ii) Summary of stock options outstanding:

Security	Granted	Exercised	Exercise Price	Expiry Date
Stock Options	711,500	nil	\$0.10	March 11, 2013
Stock Options	170,000	nil	\$0.11	April 17, 2013
Stock Options	1,225,000	nil	\$0.15	Feb. 3, 2015
Stock Options	400,000	nil	\$0.15	May 17, 2015
<b>TOTAL</b>	<b>2,506,500</b>			

(iii) Summary of warrants outstanding:

Security	Issued	Exercised	Exercise Price	Expiry Date
2009-A Warrants	3,200,000	nil	\$0.20	Dec. 9, 2011
2009-B Warrants	8,387,866	nil	\$0.20	Dec. 23, 2011
2010-A Warrants	3,510,000	nil	\$0.20	Apr. 23, 2012
<b>TOTAL</b>	<b>15,097,866</b>			

(iv) Summary of agent's options/broker's warrants outstanding:

Security	Granted	Exercised	Exercise Price	Expiry Date
Finder's Options	286,666	nil	\$0.12	Dec. 9, 2011
Broker's Warrants	838,787	nil	\$0.12	Dec. 23, 2011
Finder's Options	140,000	nil	\$0.115	Apr. 23, 2012
<b>TOTAL</b>	<b>1,265,453</b>			

**Additional Information**

Additional disclosure pertaining to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).