JIMINEX INC.

Form 51-102F1

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE QUARTER ENDED APRIL 30, 2009

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, 2009.

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

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the *Canada Business Corporations Act* on August 1, 2007.

The Company is a Capital Pool Company as its principal business is the identification and evaluation of companies, assets or business with a view to completing a Qualifying Transaction ("Qualifying Transaction") in accordance with Policy 2.4 of the TSX Venture Exchange ("Exchange"). Such a transaction will be subject to shareholder and regulatory approval.

The Company's prospectus dated February 28, 2008 was accepted effective March 3, 2008 by regulatory authorities of Ontario, Alberta, British Columbia and Saskatchewan constituting an offering to the public of 3,500,000 common shares of the Company at $0.10 per share for gross proceeds of $350,000. The Company completed an initial public offering (the "Offering") to raise $350,000 on March 11, 2008 and had the common shares listed for trading on the TSX Venture Exchange ("TSXV") as a Capital Pool Company under the symbol "JIM.P" on March 24, 2008.

The Company has not commenced operations and has no assets other than cash. The proceeds from the Offering are expected to provide the Company with a minimum of funds with which to identify and evaluate businesses or assets with a view to complete a “Qualifying Transaction”, subject to regulatory and shareholder approvals. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction.

1.3 Selected Annual Information

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

	2008	2007
Total assets	$ 595,304	$ 426,620
Revenue	-	-
Net loss for the year	(209,089)	(25,500)
Basic and diluted loss per share	$ (0.023)	$ (0.004)

1.4 Results of Operations

The following discussions of the financial condition, changes in financial condition and results of operations of the Company for the period ended April 30, 2009 should be read in conjunction with the unaudited interim financial statements and related notes thereto of the Company for the quarter ended April 30, 2009 and with the audited financial statements of the Company and notes thereto as at and for the period ended October 31, 2008.

For the quarter ended April 30, 2009, the Company incurred a net loss of $17,936. compared to a net loss of 37,946 for the quarter ear ended April 30, 2008. Majority of this quarter loss is attributable to general office and administrative expenses. The cumulative deficit from inception of the Corporation is $257,919..

1.5 Summary of Quarterly Results

The Company was incorporated on August 1, 2007 with fiscal year ending October 31. This is the second quarter of financial reporting in 2009.

	six-month period ended April 30		three-month period ended January 31		fiscal year ended October 31		nine-month period ended July 31
	2009 ($)	2008 ($)	2009 ($)	2008 ($)	2008 ($)	2007 ($)	2008 ($)
Total Revenue	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Net Loss	(17,936)	(67,706)	(5,394)	(29,760)	(108,779)	(25,500)	(2,844)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)

1.6/1.7 Liquidity/Capital Resources

The Company reported working capital of $528,988 at April 30, 2009. As at April 30, 2009, the Company had net cash on hand of $537,361, which consisted of a cashable money market fund investment of $524,927.

Current liabilities as at April 30, 2009 consisted of accounts payable and accrued liabilities of $8,373.

Since inception, the Company's capital resources have been limited to amounts raised from the private sale of common shares in the Company. From inception to April 30, 2009, the Company raised gross proceeds of $426,500 from the sale of common shares through private placements and $350,000 through initial public offering.

The Company has not commenced operations and has assets primarily comprised of cash. The proceeds from the Offering were expected to provide the Company with a minimum of funds with which to identify and evaluate businesses or assets with a view to complete a Qualifying Transaction.

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

None.

1.10 Second Quarter

There were no second quarter events or items that materially 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

On April 17, 2009 the Company executed a Letter of Intent Agreement with Beaufield Resources Inc. to acquire an Option to earn an undivided 50% interest in and to the mineral properties comprising Beaufield's Northern Eagle Gold property located in the Hemlo gold mining area situated east of Marathon, Ontario.

The Letter of Intent agreement states that Jiminex Inc. can acquire a 50% interest in the property by paying $10,000 cash to Beaufield Resources Inc. on signing the Letter of Intent, and a further $90,000 cash or common share equivalent after approval of the Option by the TSX Venture Exchange. Jiminex Inc. has advanced $10,000 to Beaufield Resources Inc. as a non refundable deposit.

Pending regulatory approval, this proposed acquisition will be the "Qualifying Transaction" through which Jiminex will evolve from a capital pool corporation into a junior natural resource exploration company.

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, 2008.

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

Since inception to April 30, 2009, the Company incurred $119,680 expenditure relating to the identification of qualifying transactions.

(b) Disclosure of Outstanding Share Data

Summary of Outstanding Share Data as of April 30, 2009:

(i) Authorized and issued share capital:

Class	Par Value	Authorized	Issued and Outstanding
Common	Nil	Unlimited	10,315,000

(ii) Summary of stock options outstanding:

Security	Number Granted	Number Exercisable	Exercise Price	Expiry Date
Options	711,500	nil	$0.10	March 11, 2013
Options	320,000	nil	$0.11	April 17, 2013

(iii) Summary of agent's options outstanding:

Security	Number Granted	Number Exercisable	Exercise Price	Expiry Date
Agent's Options	350,000	nil	$0.10	March 24, 1010

(iv) There are 5,100,000 common shares currently subject to an escrow agreement.

Disclosure Controls and Procedures

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. In contrast to the certificate under Multilateral Instrument ("**MI**") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in MI 52-109.

Additional Information

Additional disclosures pertaining to the Company's material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.