

## CANADIAN INTERNATIONAL MINERALS INC.

Management Discussion and Analysis – Form 51-102F1  
Nine Months ended December 31, 2008

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### Overview

This following covers the operations of Canadian International Minerals Inc. (the “Company”) for the nine months ended December 31, 2008. This management discussion and analysis (“MD&A”) should be read in conjunction with the Company’s interim unaudited financial statements for the six months ended December 31, 2008 and the audited financial statements for the year ended March 31, 2008, which are prepared in accordance with Canadian Generally Accepted Accounting Principles. These documents are available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com). All dollar amounts therein and in the following MD&A are in Canadian dollars unless otherwise indicated.

### Forward-Looking Statements

This MD&A contains certain statements that may be deemed “forward-looking statements”. All statements in this MD&A, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Information inferred from the interpretation of drilling results and information concerning mineral resource estimates may also be deemed to be forward-looking statements, as it constitutes a prediction of what might be found to be present when and if a project is actually developed. Although the Company believes the expectations expressed in such forward-looking states are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in the forward-looking statements include market prices, exploitation and exploration successes, and continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change.

### Management Responsibility for Financial Statements

The information provided in this MD&A, including the interim consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates

are sometimes necessary to make a determination of the future value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

### Description of Business

The Company is a junior resource company engaged in the acquisition, exploration and development of gold, silver and copper properties in British Columbia. The Company has its head office in Vancouver, British Columbia, and its shares trade on the Canadian National Stock Exchange (CNSX) under the symbol "CIN".

The Company was incorporated in March, 2006, and in June, 2008, it completed its initial public offering, raising gross proceeds of \$800,000. These funds are to be used for completion of Phase I and II exploration programs on its Copper Mountain Property and for general working capital.

### Selected Annual Information

The following is a summary of the Company's financial results for the Company's two most recently completed financial years:

	Year Ended March 31, 2008 \$	Year Ended March 31, 2007 \$
Total revenues	359	915
Net (loss)	(92,754)	(90,257)
(Loss) per share – basic and diluted	(0.05)	(0.01)
Total assets	708,641	217,112
Long term liabilities	Nil	Nil
Cash dividends declared per share	Nil	Nil

### Mineral Projects

The Company entered into two Assignment of Mineral Title Agreements on January 31, 2007. The first agreement was between Michael Schuss (President of the Company) and the Company. In consideration for \$10,000, Mr. Schuss assigned and transferred all rights, title and interest in the following seven claims to the Company:

Tenure No.	Type	Claim Name	Expiry	Area (ha)
531889	Mineral	INGERSOL 1	2008 04 12	505.263
531892	Mineral	INGERSOL 2	2008 04 12	505.106

Tenure No.	Type	Claim Name	Expiry	Area (ha)
533902	Mineral	HERCULES EXTENSION	2008 05 11	189.642
533907	Mineral	DEEP GULCH	2008 05 11	84.241
536566	Mineral	GOLDROP NORTH	2007 04 04	42.098
542069	Mineral	BLACK SHALE GOLD 1	2007 09 28	273.616
545048	Mineral	DEEPGULCH2	2008 11 09	126.346

The second agreement between Larry Ralph Sostad and the Company assigned and transferred all rights, title and interest in the following two claims to the Company for consideration of \$6,000:

Tenure No.	Type	Claim Name	Expiry	Area (ha)
535552	Mineral	LAM	2007 06 13	189.220
535556	Mineral	WILMAC	2007 06 13	189.300

During the quarter ended June 30, 2007, the LAM claim, the WILMAC claim and the GOLDROP NORTH claim expired without subsequent renewal on their anniversary dates due to unfavourable results or determination that previous reports were inaccurate and unreliable. On September 28, 2007, the BLACK SHALE GOLD 1 claim expired without subsequent renewal on its anniversary date due to unfavourable results. Acquisition costs of \$6,000 were written off during the nine months ended December 31, 2007.

The Company considers its Copper Mountain Property located in the Princeton area of southwestern British Columbia to be material for the purposes of NI 43-101. The claims are in a preliminary stage of exploration and do not have a known commercial body of ore or minerals

### *Copper Mountain Property*

The Property consists of a group of 5 mineral claims, as follows, covering about 1410.6 hectares, which are 100% owned by the Company:

Tenure No.	Claim Name	Area (ha)	Expiry
531889	INGERSOL 1	505.263	2008 04 12
531892	INGERSOL 2	505.106	2008 04 12
533902	HERCULES EXTENSION	189.642	2008 05 11
533907	DEEP GULCH	84.241	2008 05 11
545048	DEEPGULCH2	126.346	2008 11 09

Four of the claims are contiguous, with claim 533902 (189.6 hectares) lying some 2 km south-south-east of the remainder. The area is located at the southern end of the Thompson Plateau, overlooking the Similkameen River Canyon. It is within a transitional zone between the Interior Plateau to the north and the Cascade Mountains, of the Coast Ranges, to the south. The topography varies from being gentle to moderately steep. Elevations vary from 1000 to 1500 m. Forest cover consists mainly of lodge pole pines and fir trees, with several areas being clear-cut.

The Property lies 3 km west of a significant copper producer; Preto's (1972) compilation map indicates that the Property lies principally to the west of the Boundary Fault. Bedrock in the area is believed to be Nicola Group volcanic and sedimentary rocks, with some elements of the Wolf Creek formation, but surface exposure is limited. Given that mineralization east of the Boundary Fault is associated with the Lost Horse and Copper Mountain intrusive bodies, detecting the extension of the Copper Mountain west of the Boundary Fault on the Property will be an important method in discovering new mineralization. The only elements of the Copper Mountain intrusion mapped west of the Boundary Fault are near Deep Gulch, in the southern part of the main claim block. Copper mineralization found in the northern part of the Property in the Kennedy Lake area is associated with fractures within the Nicola volcanic rocks, and not similar to the mineralization found within the Copper Mountain Intrusion at the Copper Mountain Mine but is worthy of follow-up. Given that most of the Company's Property is covered by overburden, the identification of Copper Mountain Intrusion west of the Boundary Fault on the Property through geophysical data interpretation and drilling will be key to a successful exploration program. All known exploration on the Property was carried out between 1950 and 1992.

The Company has not yet carried any exploration work on the Property. Lack of availability of airborne equipment has not allowed the Company to start Phase I recommendations on the Property.

### ***Solar Silicon Clams***

The Company entered into an acquisition agreement on September 3, 2008, whereby it purchased a 100% interest in the following claims located near Golden, British Columbia:

<b>Tenure Number</b>	<b>Claim Name</b>	<b>Expiry Date</b>	<b>Area (hectares)</b>
578137	Solar 2	March 8, 2009	403.829
578138	Solar 3	March 8, 2009	242.212
580809	Solar 4	April 9, 2009	242.384

In consideration for the acquisition, the Company must pay the vendor \$45,000 and issue a total of 875,000 common to the vendor in stages.

The Solar claims are 888.426 hectares in area and cover 5-6 km of favourable Mt. Wilson Formation which consists of fine grained white quartzites up to 500 meters wide. The Mt Wilson quartzites host two operating silica mines including the Moberly Mine, owned by Heemskirk Consolidated an Australian listed mining house. The Solar claims directly adjoin Moberly mine property and are on strike geologically to the south east. The Moberly mine which has been in continuous production since 1980, and has recently completed an expansion and upgrading of production and processing. The privately owned Hunt silica mine is located approximately 12 km to the south of the Solar claims. Both mines have shipped metallurgical grade silica to a ferrosilicon refinery in Washington State during the 1980-90's.

Silica exploration in the Golden area is relatively simple as the formations are continuous and in strata that are easily recognizable. The topography of the claim group is moderate for the region and is accessible by existing roads.

Very little traditional exploration has been conducted since the 1970's in the Golden area, which was then spurred by an increase in price and demand for silicon metal by the fledgling personal computer industry. The Geological Survey of Canada last mapped the Golden area with focus on the Moberly silica camp which included the Solar claims in 1980. (GSC Map 1497A). The Mt. Wilson Formation is recognized for hosting world class quartzite deposits of greater than 99.5% silicon dioxide (SiO<sub>2</sub>). This material is known as High Purity Quartz (HPQ) is presently in short supply world wide, as most known sources face depletion or shut downs because of environmental issues. This shortage is occurring as new smelting technologies to replace old systems especially in Europe to meet carbon emission regulations are being planned. The majority of the worlds "quartz to silicon" smelting capacity is dated, being very greenhouse gas intensive as well as producing an insufficiently pure material that needs expensive refining to meet quality demands by the solar and electronic industries.

#### ***Ladybug, Sugar and French Pegmatite Claims***

Subsequent to the quarter end, on October 14, 2008, the Company announced a 100% interest in the Ladybug and Sugar pegmatite claims located in the Monashee region of east central British Columbia. Both claim groups lie in the Vernon East Half (GSC) geological map sheet, a region of B.C. that has seen very little exploration or detailed mapping. The claim groups were staked to cover drainages with anomalous rare earth/tantalum coinciding with low uranium/thorium values in stream sediments (B.C. RGS Map 32).

The Ladybug claims cover a large (5 X 2.5 km) granitic intrusive that had been mapped (GSC Open File 658, 1979) as pegmatite. A later geological map (GSC Open File 4370), produced in 2004 shows the intrusive as granite to quartz monzonite, though, there is no indication on the map that a field traverse actually entered the unit. The Ladybug claims total 1035.138 hectares.

The Sugar claims lie in an area of no detailed geology, but in a 1:250,000 scale map compiled by B. N. Church of the B.C. Geological Survey (B.C. Minfile Map 082LSE) shows the area, as underlain by biotite granite, quartz monzonite and leucocratic pegmatite. The Sugar claims total 1543.15 hectares. Both claim groups are in areas that have not been logged and are approximately 25 km. east, north east of Lumby.

The Company paid \$5,000 each for both claims with no carried interests, share issuances, royalties or further commitments other than B.C. government claim maintenance regulations.

The Company also announced the acquisition through staking of a 100% interest in the French Pegmatite 1 and 2 claims located 90 km north of Revelstoke, B.C. These two claims cover the Argonaut Pegmatite Complex and total 860.866 hectares.

Pegmatites are coarse grained igneous rocks that produce most of the world's tantalum, niobium, beryllium as well as rare earths. Some examples of world class pegmatites are Greenbushes/Wogina in Australia and Bernic Lake in Manitoba, both that presently produce most of the world's primary tantalum. Pegmatites are also sources of High Purity Quartz, the preferred ore of silicon smelters.

While these new projects acquired by the Company are early stage, the Company believes they represent quality exploration targets at low entry costs to host new occurrences of economic amounts strategic metals. The Company has initiated a worldwide project evaluation for metals and minerals that the electronic technology, hybrid automotive and renewable energy are dependent on. The Company has adopted a Project Generator strategy to position itself with a substantial inventory of projects that will be available for joint venture when the demands and shortages of these materials becomes mainstream to the investment world.

### Results of Operations

During the nine months ended December 31, 2008, the Company reported a net loss of \$378,315 as compared to net loss of \$100,854 for period ended December 31, 2007.

Significant changes between the 2008 and 2007 expense amounts that comprise net loss are as follows: paid or accrued \$62,386 (2007-\$17,812) in accounting and legal, \$56,259 (2007-49,070) in consulting and management, and \$19,710 (2007-\$13,930) in travel. Legal and accounting consists of \$36,884 in legal expense and \$13,353 in audit fees.

### Summary of Quarterly Results

The following is a summary of the Company's financial results for the six most recently completed quarters. Quarterly information for the previous quarters is not available as the Company was not a reporting issuer.

<b>For the quarter ended</b>	<b>Q3 Dec 31, 2008</b>	<b>Q2 Sept 30, 2008</b>	<b>Q1 June 30, 2008</b>	<b>Q4 March 31, 2008</b>	<b>Q3 Dec 31, 2007</b>	<b>Q2 Sept 30, 2007</b>	<b>Q1 June 30, 2007</b>
Total revenues	242	955	359	210	302	727	937
Net (loss)	(208,964)	(76,597)	(92,754)	(37,321)	(37,253)	(37,394)	(29,524)
(Loss) per share – basic and diluted	(0.02)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.00)

The expenses incurred by the Company are those typical of junior exploration companies that have not established mineral reserves. In some quarters more expenses are incurred than in others, as a result of non-recurring activities or events.

### Liquidity

The interim financial statements for the nine months ended December 31, 2008, have been prepared on the basis of accounting principles applicable to a going concern. This assumes that the Company will operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has incurred operating losses since inception, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to further explore its mineral property projects and to cover general and administrative expenses necessary to maintain a public company.

The Company had cash of \$387,447 at December 31, 2008, compared to \$2,213 as at March 31, 2008. The Company had a working capital of \$376,906 as at December 31, 2008, compared to a working capital of \$6,745 as at March 31, 2008.

### Capital Resources

The Company has historically relied upon equity financings to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance that the Company will be able to obtain required financing in the future on acceptable terms.

The Company completed an initial public offering of 4,000,000 shares at \$0.20 per share on June 13, 2008, giving the Company \$696,437 to the treasury after costs. Issue costs include the agent's commission at 8% or \$64,000, a sponsorship fee of \$25,000 and legal and accounting fees of \$14,563. The agent also received 100,000 shares as a corporate finance fee.

The Company requires additional capital to finance ongoing exploration of its properties, such capital to be derived from the exercise of outstanding stock options and warrants and/or completion of equity financings.

### Related Party Transactions

The Company paid or accrued the following amounts to related parties during the period:

		December 31, 2008	December 31, 2007
Rent	To a company controlled by a former director	1,500	4,500
Consulting and management fees	To directors and companies directly controlled by officers and directors	57,650	53,570

The Company acquired a 100% interest in the Lady Bug mineral claims located in the Monashee region of east central British Columbia. The acquisition cost was \$10,000 paid to Michael Schuss (CEO of the Company) as a reimbursement of costs.

The above related party transactions were in the normal course of operations, occurring on terms and conditions that are similar to those of transactions with unrelated parties and, therefore, are measured at the exchange amount.

#### Critical Accounting Estimates

Critical accounting estimates used in the preparation of the interim consolidated financial statements include the Company's estimates of recoverable value of its mineral properties and related deferred expenditures as well as the value of stock-based compensation. These estimates involve considerable judgment and are, or could be, affected by factors beyond the Company's control. The factors affecting stock-based compensation include estimates of when the stock options might be exercised and the stock price volatility.

The Company's recoverability of the recorded value of its mineral properties and associated deferred expenses is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is dependent on a number of factors including environmental, legal and political risks, the existence of economically recoverable reserves and the ability of the Company to obtain necessary financing to complete the development and future profitable production or proceeds of disposition thereof.

#### Changes in Accounting Policies

The interim consolidated financial statements for the nine months ended December 31, 2008, have been prepared in accordance with Canadian generally accepted accounting principles. The accounting policies and methods remain consistent with the previous period.

#### Financial Instruments and Other Instruments

The carrying value of financial instruments, which includes cash, accounts payable and other accrued liabilities, approximate fair value because of the short-term maturity of those instruments. 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.

#### Disclosure of Outstanding Share Capital

The Company's outstanding share capital as at March 2, 2009, is as follows:

Balance December 31, 2008	11,345,001	10,845,001
Property transaction	500,000	37,500

Balance March 2, 2009	11,845,001	10,882,501
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### Legal Matters

On September 3, 2008, a Notice of Claim was filed in British Columbia Provincial Small Claims Court by Rory Spencer Kirkham (the "Claimant") against the Company. The Claimant seeks \$9,851 in damages in respect of a contract for investor communications which the Claimant asserts was not fulfilled. The Company intends to fully defend the action and has filed a Reply. A court conference took place in December, 2008, but was adjourned and a new date has not yet been set.

### Directors and Officers

The Company is dependent on a small number of key directors and officers. Loss of any one of those persons could have an adverse affect on the Company. The Company does not maintain "key-man" insurance with respect to any of its management.

### Conflicts of Interest

Certain officers and directors of the Company are officers and/or directors of, or associated with other natural resource companies that acquire interests in mineral properties. Such associations may give rise to conflicts of interest. The directors are required by law, however, to act honestly and in good faith with a view to the best interests of the Company and its shareholders and to disclose any personal interest they may have in any material transaction which is proposed to be entered into with the Company and to abstain from voting as a director for the approval of any such transaction.

### Risks and Uncertainties

The Company is a mineral exploration and development company and is exposed to a number of risks and uncertainties that are common to other companies in the same business. Some of these risks have been discussed elsewhere in this document and a further discussion of risks can be found in the Company's Prospectus dated April 4, 2008. The Company's financial success is subject to, among other things, fluctuations in gold and other commodity prices that may affect current or future operating results and may affect the economic value of its mineral properties. The Company must comply with environmental regulations governing air and water quality and land disturbance. The Company's ability to obtain financing to explore and develop its mineral properties is not assured, nor is there assurance that the expenditure of funds will result in the discovery and development of an economic mineral deposits. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements.

### Subsequent Events

On January 15, 2009, the Company entered into an agreement with Commerce Resources Corp. (a TSX Venture Exchange listed company) to explore and develop a rare earth element property in central British Columbia. Under the terms of the agreement, the Issuer will acquire a 75% interest in the Carbo Claims. The property consists of five mineral claims with a total area of 1,464 hectares, located approximately 80 km northeast of Prince George.

Under the terms of the agreement, the Company will acquire a 75% interest in the Carbo Claims, with Commerce retaining a 2% NSR Royalty, by paying a total of \$30,000 cash over three years (\$10,000 upon signing of the agreement; \$10,000 on the first anniversary; and \$10,000 on the second anniversary) and issuing to Commerce a total of 1,500,000 common shares over three years (500,000 shares on closing; 500,000 shares on the first anniversary; and 500,000 on the second anniversary). The Company must incur a minimum of \$198,000 in exploration expenditures on the Carbo Claims over three years with a minimum of \$66,000 per year. The consideration was determined through arm's-length negotiations.

### Outlook

The Company plans to explore and develop its current portfolio of mineral projects and review possible new opportunities.