

CANADIAN INTERNATIONAL MINERALS INC.

Management Discussion and Analysis For the year ended March 31, 2009

Overview

This "Management's Discussion and Analysis" has been prepared as of July 27, 2009 and should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2009, which are prepared in accordance with Canadian Generally Accepted Accounting Principles. These documents are available for viewing on SEDAR at 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.

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 three most recently completed financial years:

	Year Ended March 31, 2009 \$	Year Ended March 31, 2008 \$	Year Ended March 31, 2007 \$
Total revenues	\$ nil	\$ nil	\$ nil
Net loss	(416,250)	(141,447)	(149,506)
Loss per share – basic and diluted	(0.04)	(0.02)	(0.02)
Total assets	558,016	89,762	217,112
Long term liabilities	Nil	Nil	Nil
Cash dividends declared per share	Nil	Nil	Nil

Mineral Projects

Copper Mountain Property

The Company entered into two assignment of mineral title agreements on January 31, 2007. The first agreement was between Michael Schuss (CEO of the Company) and the Company. In consideration of \$10,000 Mr. Schuss assigned and transferred all rights, title and interest in seven claims.

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
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 two claims to the Company for consideration of \$6,000 which were written-off during the year ended March 31, 2008. The area is located at the southern end of the Thompson Plateau, overlooking the Similkameen River Canyon 15 km from Princeton, British Columbia.

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 unfavorable 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 unfavorable results. Acquisition costs of \$6,000 were written off during the year ended March 31, 2008.

The Property now 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 on 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.

Solar Silicon Claims

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:

Tenure Number	Claim Name	Expiry Date	Area (hectares)
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 (paid) and issue a total of 875,000 common to the vendor in stages (625,000 issued).

The Solar claims are 888.426 hectares in area and cover 5-6 km of favorable 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 (SiO₂). 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 Property

The Company acquired a 100% interest in 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 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.

Lanny Claims

The Company acquired a 100% interest in mineral claims located near Sinclair Mills, British Columbia for the sum of \$7,500 and recording costs.

Carbo Claims

On January 15, 2009, the Company entered into an agreement to explore and develop a rare earth element property in central British Columbia. Under the terms of the agreement, the Company will acquire a 75% interest in the Carbo Claims. The property consists of four

mineral claims with a total area of 1,464 hectares, located approximately 80 km northeast of Prince George.

The terms of the agreement are as follows:

- (i) the payment of \$30,000
 - \$10,000 on signing (paid)
 - \$10,000 on January 15, 2010, and
 - \$10,000 on January 15, 2011.

- (ii) the issuance of 1,500,000 shares
 - 500,000 shares on approval of the Canadian National Stock Exchange (issued at price of \$0.075 per share),
 - 500,000 shares on January 15, 2010, and
 - 500,000 shares on January 15, 2011.

- (iii) The Company must incur a total of \$198,000 in exploration expenditures within a three-year period.

Results of Operations

During the year ended March 31, 2009 expenses increased significantly over the previous year with increased activity after the IPO. The IPO was completed on June 13, 2008 giving the Company the funds to operate. The Company's loss for the year was \$416,250 which includes stock-based compensation of \$134,558 leaving \$281,692 for operational expenses. Stock-based compensation is an estimate of the fair value of stock options granted to directors, employees and consultants. This amount was determined using the Black Scholes Option Pricing Model assuming no dividends are to be paid, with a weighted average expected stock option life of 2 years (2008 - nil), a weighted average volatility of the Company's share price of 120% (2008 - nil) and an average annual risk free interest rate of 3% (2008 - nil). The highest item was professional fees which included \$44,437 for accounting and audit and \$39,430 for legal.

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters.

For the quarter ended	Q4 March 31, 2009	Q3 Dec 31, 2008	Q2 Sept 30, 2008	Q1 June 30, 2008
Net loss	(\$37,935)	(\$208,964)	(\$76,597)	(\$92,754)
Loss per share – basic and diluted	(0.00)	(0.02)	(0.01)	(0.01)

For the quarter ended	Q4 March 31, 2008	Q3 Dec 31, 2007	Q2 Sept 30, 2007	Q1 June 30, 2007
Net loss	(\$37,276)	(\$37,253)	(\$37,394)	(\$29,524)
Loss per share – basic and diluted	(0.01)	(0.00)	(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. During the 4th quarter ended March 31, 2009 stock-based compensation was reduced some \$20,000 as a result of revising estimates.

Liquidity

The financial statements for the year ended March 31, 2009, 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 and cash equivalents of \$320,953 at March 31, 2009, compared to \$2,213 as at March 31, 2008. The Company had a working capital of \$293,332 at March 31, 2009, 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 \$680,811 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 \$30,189. The agent also received 40,000 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:

		March 31, 2009	March 31, 2008
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	72,400	49,070
General exploration costs	To directors and companies directly controlled by officers and directors	1,600	nil

As at March 31, 2009 accounts payable and accrued liabilities included \$nil (March 31, 2008 - \$13,460) owing to officers and directors.

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 financial statements for the year ended March 31, 2009, 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

As at March 31, 2009, the Company's financial instruments consist of cash and cash equivalents and accounts payable. The fair values of these financial instruments approximate their carrying values because of their current nature.

The Company classifies its cash and cash equivalents as held-for-trading and its accounts payable as other financial liabilities.

Credit Risk

The Company is exposed to credit risk with respect to its cash and cash equivalents. However, the risk is minimized as they are held at a major Canadian Chartered Bank.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined above.

The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuance when required. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed deposits.

Foreign Exchange Risk

The Company does not have significant foreign exchange risk as all of its transactions are in Canadian dollars.

Interest Rate Risk

The Company is not exposed to significant interest rate risk.

Disclosure of Outstanding Share Capital

The Company's outstanding share capital as at July 27, 2009, is as follows:

Balance March 31, 2009	11,345,001	\$1,081,756
Property transaction	250,000	6,250
Balance July 27, 2009	11,595,001	\$1,088,006

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.

New Accounting Standards Not Yet Adopted

International Financial Reporting Standards

In 2006, Canada's Accounting Standards Board (AcSB) ratified a strategic plan that will result in the convergence of Canadian GAAP, as used by public companies, with International Financial Reporting Standards over a transitional period. The AcSB has developed and published a detailed implementation plan, with a changeover date for fiscal years beginning on or after January 1, 2011. This initiative is in its early stages as of the date on these annual financial statements.

The Company is currently assessing the impact of the initiative on its financial statements. Company personnel have been attending IFRS seminars and a responsible person has been designated to study the situation. It is planned that during the period from April 1, 2010 to March 31, 2011 the Company must prepare and file Canadian GAAP annual and quarterly financial statements, and include quantitative disclosure of the IFRS conversion plan and anticipated impact of the conversion in all 2011 quarterly MD&A. In addition the Company will prepare IFRS compliant comparative annual and quarterly financial statements and prepare parallel accounting under IFRS and GAAP for differences identified. From April 1, 2011 and onwards

the Company will prepare and file IFRS quarterly and annual financial statements fully compliant with detailed IFRS disclosures and reconciliations.

Subsequent Events

The Company issued 250,000 shares pursuant to the option agreement for Solar Silicon Property (refer to note 5(d)).

Outlook

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