

MICREX DEVELOPMENT CORP.

Management Discussion and Analysis

The following discussion prepared January 23, 2009, of the financial condition, changes in financial condition and results of operations of the Corporation for the 3 months ended November 30, 2008 should be read in conjunction with the financial statements of the Corporation and related notes included therein.

Forward-Looking Information

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

Overall Performance

Over the past 9 years, the Corporation has continued its focus as a natural resource corporation with interest in precious metal, industrial minerals and gemstone properties located in Alberta, BC and New Mexico. The Corporation focuses the majority of its attention on the "proving up" of prospective properties as exploration dollars can be focused in a direct manner. Active exploration for undiscovered resources is, at present, not a priority. The Corporation is interested in properties which have a demonstrated resource, usually through historical production or testing by credible authorities such as Government Geological Survey personnel. The Corporation gives high priority to those properties which can be brought to production with relatively low cost and in a timely manner.

Two gold exploration properties are located in British Columbia and have excellent potential for future development. The Burmis Magnetite property is at the permitting stage. The Corporation has three gold properties in New Mexico, one of which is being actively explored. The Corporation's Quebec Magnetite property is at the stage where production will be commenced as soon as a firm order is received. After reassessing the Clear Hills and Buffalo Hills properties, which had diamond and poly metallic mining potential, the Corporation let those properties lapse.

The Corporation is in the middle of the permitting process for its Alberta magnetite property, with a view of putting it in production in 2009. A recent exploration program on the Corporation's Big Horn gold property yielded encouraging results, resulting in the staking of

additional ground around existing claims. The Corporation has entered into an agreement with a third party that will develop its Deadwood gold property in New Mexico.

Quarter Ended November 30, 2008

Results of Operation

During the quarter ended November 30, 2008, the Corporation incurred a loss of approximately \$38,010. The Corporation had no revenue. General and administrative expenses amounted to approximately \$35,919, including wages in the form of consulting fees. Amortization was \$2,091.

Liquidity and Capital Resources

During the quarter 293,750 units (\$47,000) were issued. Cash on hand equalled \$18,726 at the end of the quarter. Each unit consisted of one share and one warrant exercisable at \$0.20 for one year from closing.

The Corporation's ability to continue to fund its operations depends upon its ability to sell shares to raise equity both on a flow-through and non flow-through basis as it has no source of revenue. The Corporation plans to put the Burmis and Quebec Magnetite properties into production, so the Corporation anticipates being able to generate some cash flow by the end of 2009.

The Corporation has no long term debt or leases. It plans to raise the funds necessary to put the Burmis property into production with a combination of debt and equity. The total funds required to be raised in this respect is approximately \$500,000. This project requires the necessary permits from the Alberta government. The permitting process is currently underway.

A start-up loan facility is currently in place for the Quebec Magnetite facility. Production will commence when sufficient orders are finalized.

Additional capital will need to be raised for additional exploration programs on the Corporation's other properties. The amount and timing of such will depend upon the results of current exploration programs and market conditions at the time

Quarter Ended November 30, 2007

Results of Operation

During the quarter ended November 30, 2007, the Corporation incurred a loss of \$90,459. The Corporation had no revenue. General and administrative expenses amounted to approximately \$85,141, including wages in the form of consulting fees. Amortization was \$1,018.

Liquidity and Capital Resources

As at November 30, 2007 the Corporation had 32,768,858 common shares outstanding. 250,000 shares were issued during the quarter for mineral property interests at a deemed cost of \$70,000.

Additional capital will need to be raised for additional exploration programs on the Corporation's properties. The amount and timing of such will depend upon the results of current exploration programs and market conditions at the time.

Outlook

For 2009, the Corporation plans to continue to focus its efforts on its magnetite properties. Progress has been made towards getting the deposits into production, and the Corporation anticipates receiving production revenue during the 2009 calendar year.

With a continuing strong gold price, the Corporation is planning to conduct further exploration on its Big Horn gold property.

The recent worsening of the global credit crisis, severely declining valuations on equity markets worldwide, weakening economic growth and sharp falls in commodity prices have generated significant uncertainty for the mining sector. Given depressed trading multiples, companies can be expected to encounter poor terms in accessing new equity capital, while their credit conditions may tighten despite low interest rates.

Summary of Quarterly Results

Two Year Quarterly Financial Data

<u>2007</u>	<u>Feb 28/07</u>	<u>May 31/07</u>	<u>Aug 31/07</u>	<u>Nov. 30/07</u>
Total Revenue (\$)	Nil	Nil	Nil	Nil
Total Income (loss) (\$)	(111,699)	(6,698)	(215,315)	(90,459)
Income (loss) per share (\$)	(0.004)	(Nil)	(0.003)	(0.003)
<u>2008</u>	<u>Feb 28/08</u>	<u>May 31/08</u>	<u>Aug 31/08</u>	<u>Nov. 30/08</u>
Total Revenue (\$)	Nil	Nil	Nil	Nil
Total Income (loss) (\$)	(92,712)	(89,352)	(323,308)	(38,010)
Income (loss) per share (\$)	(0.003)	(0.003)	(0.01)	(0.001)

Transactions with Related Parties

During the quarter Micrex paid nil (2007 - \$30,000) to a director for consulting and management services provided.

During the quarter the Corporation paid \$31,500 (2007 - \$31,500) to certain shareholders for subcontract services, and also paid or accrued legal fees, at regular market rates, to a law firm of which the corporate secretary is a partner.

Outstanding Share Data

As at November 30, 2008 the following shares, warrants and options are outstanding:

34,501,314 common voting shares.

Management and Directors' Options Outstanding at November 30, 2008:

Number	Exercise Price	Expiry Date
230,000	0.35	December 9, 2008
165,000	0.32	January 4, 2009
225,000	0.31	February 5, 2009
200,000	0.23	June 9, 2009
85,000	0.22	November 26, 2009
384,000	0.16	April 27, 2010
75,000	0.23	September 29, 2010
375,521	0.30	December 28, 2010
520,000	0.50	March 23, 2011
140,000	0.29	February 13, 2012
673,000	0.27	May 30, 2012
80,000	0.25	July 4, 2012
241,764	0.18	February 22, 2013

The following warrants were outstanding as at November 30, 2008:

- i. 958,689 warrants with an exercise price of \$0.23 per share are attached to shares that have been deposited in performance escrow. These warrant expire 6 months after the release of the performance shares from escrow.
- ii. 1,174,000 warrants expiring December 27, 2008 at an exercise price of \$0.30
- iii. 960,000 warrants expiring May 15, 2009, at an exercise price of \$0.25
- iv. 293,750 warrants expiring September 15, 2009 at an exercise price of \$0.20.

Critical Accounting Policies

Stock-based Compensation

The Corporation adopted the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3870 "Stock-based Compensation and Other Stockbased Payments", which requires fair value accounting for all stock options issued during the year. A formula is used, relying on factors such as interest rates, volatility and length of time an option will be held. When determining the volatility factor and length of options for its stock-based compensation assumptions, management of the Corporation is required to make estimates for the future volatility of its shares and the length of time stock options will remain unexercised. These assumptions may not necessarily be an accurate indicator of future volatility. The model used was developed for securities whose market is liquid. The application of this model to the value of the Corporation's options is unlikely to be an accurate indicator of fair value.

Multilateral Instrument 52-109 Disclosure Evaluation
Evaluation of Disclosure Controls and Procedures

Micrex has evaluated the effectiveness of its disclosure controls and procedures and have concluded that they are sufficiently effective to provide reasonable assurance that material information relating to the Corporation is made known to management and disclosed in accordance with applicable securities regulations.

Additional Disclosure

	November 30, 2007	November 30, 2008
Consulting fees and sub-contracting fees	\$61,500	\$31,500
Professional fees	\$15,750	\$174
Total general and administrative costs	\$86,159	\$35,919

Deferred Exploration and acquisition costs, by property:	November 30, 2008 \$	August 31, 2008 \$
Big Horn Mine	853,321	850,663
Deadwood and Sunburst Mines	366,506	366,506
Burmis Magnetite Deposit	2,044,909	2,025,651
Quebec Deposit	453,608	453,608
Accumulated deferred exploration and acquisition total	3,719,344	3,696,428

Further information with respect to the Corporation can be found on its website at www.mixcorp.com and on the SEDAR website.