

MICREX DEVELOPMENT CORP.
Management Discussion and Analysis

The following discussion prepared July 30, 2009 of the financial condition, changes in financial condition and results of operations of the Corporation for the period ended May 31, 2009 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.

One gold exploration property is located in British Columbia and has excellent potential for future development. The Burmis Magnetite property is at the permitting stage. The Corporation has three gold properties in New Mexico. 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's previous agreement with a third party to develop its Deadwood gold property in New Mexico has lapsed. The Corporation is in discussions with other third parties in respect to the Deadwood.

Nine Months Ended May 31, 2009

Results of Operation

During the nine month period ended May 31, 2009, the Corporation incurred a loss of \$241,946. The Corporation had no revenue. General and administrative expenses amounted to approximately \$278,773, including wages in the form of consulting fees. Amortization was \$2,140, and stock based compensation was recorded at \$32,060. Future tax recovery was recorded at \$58,946.

For the three months ending May 31, 2009, the Corporation has incurred a loss of \$111,841. No revenue was recorded. Total general and administrative costs were \$111,128 with amortization of \$713 and no stock based compensation expense.

Liquidity and Capital Resources

As at May 31, 2009 the Corporation had 37,286,214 common shares outstanding. During the quarter 300,000 shares were issued on the exercise of options.

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.

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

Nine Months Ended May 31, 2008

Results of Operation

During the period ended May 31, 2008, the Corporation incurred a loss of \$272,523 (\$89,352 for the quarter). The Corporation had no revenue. General and administrative expenses amounted to approximately \$271,590, including wages in the form of consulting fees. Amortization was \$3,055, and stock based compensation was \$54,282. An impairment of asset charge was recorded of \$14,300. Future tax recovered was \$70,704.

Liquidity and Capital Resources

As at May 31, 2008 the Corporation had 32,942,858 common shares outstanding. 250,000 shares were issued during the period for mineral property interests at a deemed cost of \$70,000. 1,174,000 shares were issued pursuant to a private placement for net proceeds of \$199,582.

Outlook

For 2009, the Corporation plans to continue to focus its efforts on its Quebec and Burmis Magnetite property. Progress has been made towards getting these 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 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

2008	Aug 31/07	Nov. 30/07	Feb 28/08	May 31/08
Total Revenue (\$)	Nil	Nil	Nil	Nil
Total Income (loss) (\$)	(215,315)	(90,459)	(92,712)	(89,352)
Income (loss) per share (\$)	(0.003)	(0.003)	(0.003)	(0.003)
2009	Aug 31/08	Nov. 30/08	Feb 28/09	May 31/09
Total Revenue (\$)	Nil	Nil	Nil	Nil
Total Income (loss) (\$)	(323,308)	(38,010)	(92,095)	(111,841)
Income (loss) per share (\$)	(0.01)	(0.001)	(0.003)	(0.003)

Transactions with Related Parties

During the quarter Micrex recorded \$37,500 (May 31, 2008 - \$43,000) to a director for consulting and management services provided.

During the period the Corporation recorded expenses of \$31,500 (May 31, 2008 - \$36,316) to certain shareholders for subcontract services, and also paid \$9,173 in legal fees to a law firm of which the corporate secretary is a partner.

Outstanding Share Data

As at May 31, 2009 the following shares, warrants and options are outstanding:

37,286,214 common voting shares.

Management and Directors' Options Outstanding at May 31, 2009:

Number	Exercise Price	Expiry Date
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
234,336	0.10	January 2, 2014

The following warrants were outstanding as at May 31, 2009:

- i. 958,689 warrants with an exercise price of \$0.23 per share expire October 7, 2009.
- ii. 293,750 warrants expiring September 15, 2009, exercisable at \$0.20 per share.
- iii. 2,484,900 warrants expiring December 30, 2009, exercisable at \$0.15 per share.

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.

International Financial Reporting Standards (IFRS)

The Canadian Accounting Standards Board has confirmed that IFRS will be adopted as Canadian GAAP for publicly accountable enterprises on January 1, 2011. The Company is presently considering the effect these standards will have on its financial statements.

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

	May 31, 2009	May 31, 2008
Consulting fees and sub-contracting fees	\$207,000	\$204,316
Stock based compensation	\$32,060	\$54,282
Professional fees	\$50,423	\$42,664
Total general and administrative costs	\$278,773	\$271,590

Deferred Exploration and acquisition costs, by property:	May 31, 2009 \$	August 31, 2008 \$
Big Horn Mine	860,771	850,663
Deadwood and Sunburst Mines	366,506	366,506
Burmis Magnetite Deposit	2,251,732	2,025,651
Quebec Deposit	455,108	453,608
Accumulated deferred exploration and acquisition total	3,934,117	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.