

BAJA MINING CORP.
Management Discussion and Analysis
QUARTERLY REPORT – March 31, 2009

This Management's Discussion and Analysis ("MD&A") of Baja Mining Corp. provides analysis of Baja Mining Corp.'s financial results for the quarter March 31, 2009. The following information should be read in conjunction with the accompanying interim unaudited consolidated financial statements, the notes to the interim unaudited consolidated financial statements and with the audited consolidated financial statements for the year ended December 31, 2008 and accompanying notes, all of which are available at the SEDAR website at www.sedar.com. Expressed in Canadian dollars, unless stated otherwise. This MD&A is current as of May 12, 2009.

Nature of Business

Baja Mining Corp. (the "Company" or "Baja") is engaged in the exploration and development of its mineral properties in Mexico, focusing on the financing and development of its El Boleo copper-cobalt-zinc-manganese deposit ("Boleo Project" or "Boleo") located at Santa Rosalia, Baja California Sur, Mexico.

The Company owns its 70% interest in the Boleo Project through its wholly owned subsidiary, Mintec Processing Ltd., which owns 100% of a Mexican subsidiary, Invebaja S.A. de C.V. ("Invebaja"), which in turn owns 70% of the shares of Minera y Metalurgica del Boleo S.A. de C.V. ("MMB"). MMB holds all mineral and property rights for Boleo. The remaining 30% of Boleo is owned by a Korean Consortium (the "Consortium"), which acquired their interest from Invebaja in June 2008.

The Boleo Project is located on the east coast of Baja California Sur, Mexico, near the town of Santa Rosalia, some 900 kilometres south of San Diego. The deposit contains seven mineralized seams, called "mantos", stacked within a single formation, all dipping gently to the east towards the Sea of Cortez in a step-like fashion, due to post depositional faulting.

The Boleo Project consists of roughly 12,000 hectares of mineral concessions and 7,000 hectares of surface occupancy rights, each assembled as part of a contiguous titled block. The project is located within the "buffer zone" of the El Vizcaino Biosphere, a Mexican National environmental reserve; and the required Environmental Impact Manifest ("EIM") has been approved by Mexican authorities, allowing the project to be built and operated in the buffer zone of the biosphere.

The Boleo Project is being developed as a series of underground mines using conventional soft rock mining methods, along with small open-cut mines, feeding ore to a processing plant. This plant will utilize a two-stage leaching circuit, followed by solid/liquid separation and solvent extraction/electrowinning to produce copper and cobalt as metal, zinc as zinc sulphate monohydrate and, at some point, manganese - probably as manganese carbonate.

Overall Performance

Corporate outlook

The economic climate remains somewhat mixed, but significant improvements in the copper price continue to provide a positive outlook for Baja. With a focus on our 2009 corporate goals, Baja has allocated our economic and personnel resources to ensure we can obtain maximum benefit from the slow down period.

The Company embraced the provided opportunity with a focus on engineering, and management continues to closely monitor future commitments and current cash expenditures against budgets. Baja has not changed its investment policy, and continues to invest its current cash reserves, the majority in \$US, in guaranteed

investment certificates with our Canadian chartered bank, Scotiabank. These actions were designed to protect the long term interests of the Baja shareholders.

While management and its advisors can confirm that the Boleo project economics remained robust even at the Company's last year-end, low metal prices, the delivery of a revised capital cost estimate and construction schedule are key for predicting updated project timelines. During January and February 2009, the Company completed a detailed internal trending analysis of current capital costs, and also targeted areas for potential savings. Several specific areas were noted where significant downward trends could lead to potential savings, and general input price-declines were also noted. The project capital costs showed a 12% decrease, which suggests a revised cost estimate of US\$767 million (excluding working capital and financing costs). This represents a reduction of over US\$100 million from the Company's April 2008 capital cost estimate of US\$872 million. This work leads management to believe that a revised capital cost update is required and that it could result in the economics of the project being even more attractive.

The Company and its partners, the Consortium, will continue to work for all project stakeholders in 2009 to ensure our key objectives are met.

Development Partner

On June 30, 2008, the Company closed an agreement (the "Transaction") with the Consortium in order to access a significant portion of the project funding for the Boleo Project, pursuant to which the Consortium acquired a 30% interest in the Boleo Project through the acquisition of a 30% interest in MMB. The Consortium is led by Korea Resources Corporation ("Kores") and LS-Nikko Copper Inc. ("LS-Nikko"), and in addition, includes Hyundai Hysco Co. Ltd., SK Networks Co. Ltd. and Iljin Copper Foil Co. Ltd.

The lead members of the Consortium are, Kores, a state-owned corporation of the Government of the Republic of Korea, that has a mandate to pursue resource development opportunities to supply Korea's expanding industrial economy, and LS-Nikko, a significant refiner of copper (approximately 500,000 tonnes per year from copper concentrates) that is a Korean company controlled equally by the LS Group of Korea, and Nippon Mining of Japan. Baja is very pleased to be working with such excellent partners who bring natural resources experience and additional financial strength to the Boleo Project. The Consortium has remained a committed partner and continues to support the project financially and through the provision of personnel as we move through 2009 and continue development of our project.

Current development in the quarter ended March 31, 2009

Engineering Update

At the end of March 2009 the Company received final proposals from qualifying bidders on the revised scope of work tender for an Engineering, Procurement and Construction Management ("EPCM") contract basis for the Boleo Project.

Phase I consists of the preparation of a revised independent capital cost estimate and revised project schedule. All Baja project staff will assist in this effort to ensure this is completed efficiently. Delivery of the updates is expected in the third quarter of 2009. The Phase I estimate will become a target price for the EPCM contract during the execution of the project in Phase II.

Phase II will include all aspects of engineering, procurement and construction management necessary to bring the project into production. The parties will agree to an interim Memorandum of Understanding that will contain the most important terms and conditions of a reimbursable cost and incentive fee EPCM contract. Phase II will commence upon completion of construction financing.

The Company selected a balanced and experienced evaluation team, including representatives from the Consortium, to thoroughly analyze and evaluate the various proposals. Proposals were ranked and follow-up interviews were conducted based upon a short list.

Based upon their proposed contract team, reputation, experience and methodology, a letter of intent was agreed and accepted by ICA Fluor on April 28, 2009. The ICA Fluor team is currently transitioning all work, and a project kick off meeting is scheduled for late May 2009.

ICA Fluor is the leading industrial engineering and construction company in Mexico. The company specializes in engineering, procurement, maintenance and construction of industrial plants for the gas, oil, chemical, petrochemical, automotive, power, manufacturing, mining and telecommunication sectors. ICA Fluor is a joint venture of Empresas ICA and Fluor Corporation. For additional information on Empresas ICA see www.ica.com.mx and for additional information on Fluor Corporation see www.fluor.com.

Three key providers for our process packages remain in place, all of which continue to support the project and Baja. These include the acid plant and cogeneration facility with SNC Lavalin-Fenco; the front-end ore and limestone preparation circuits (crushing, grinding, and screening, as well as solid/liquid separation) with FL Smidth Minerals, Inc.; and the solvent extraction and electrowinning circuits with Bateman Litwin.

Construction Update

During the first quarter, the site was secured and the site contractor, The Industrial Company (“TIC”), completed all requested site work and demobilised effective February 28, 2009. The Company continues to staff its Santa Rosalia office and the Boleo site, ensuring security for existing assets.

During May 2009 the Company awarded a contract to complete the El Gato landfill facility, based upon permitting requirements. This work is expected to be completed in July 2009.

The Company has updated its strategic review of outstanding procurement based on the expected delivery of the revised project schedule during the third quarter of 2009. No new project procurement has occurred since October 2008, but vital long lead equipment remains on track, allowing significant benefits to a revised project schedule.

Construction Financing Update

The Company and its financial advisors Endeavour Financial Corporation (“Endeavour”), continue discussions with numerous lending institutions, and have now targeted certain institutions, including national development banks, as the most effective path towards securing a revised financing package. However, until the completion of the updated capital costs and revised project schedule, the banking group can not be finalized. The Company and Endeavour are currently working on preparing an update to the project financial model and revising the information memorandum for more detailed discussions with lending institutions.

Despite the efforts of management and the Company’s partners, there is currently no assurance that the necessary financing will be obtained in the immediate future. The recoverability of the Company’s investment in its mineral property remains dependent upon the Company’s ability to complete debt and equity financings and successfully construct and develop the Boleo Project.

Once a clear development schedule is completed, the Company and Endeavour will work with all the financing partners to complete revised credit facilities as quickly as feasible.

Results of Operations

Comparison of the March 31, 2009, Quarter to the March 31, 2008, Quarter

Operations

During the first quarter of 2009, the Company finalized the slow down requirements and completed all existing construction activities on the project. This resulted in cash additions of \$9.957 million to mineral properties during the period, compared with \$11.417 million of additions in the 2008 first quarter during the early stages of development. At March 31, 2009, \$136.581 million in development costs had been capitalized, as compared to \$126.196 million at December 31, 2008.

The Company currently has no revenue generating activities other than interest income.

Expenses

For the period ended March 31, 2009, the Company recorded a loss of \$1.629 million (\$0.371 million in 2008), or loss per share of \$0.01 (loss of \$0.00 per share in 2008). While the Company incurred similar losses before other items, and had no revenues, the higher loss in 2009 was the result of \$0.785 million development costs expensed in 2009, a much lower yield on 2009 investments and no gains in 2009 compared to a \$0.307 million gain on sale of equipment in 2008. Additional, significant variances are outlined as follows:

- Amortization and accretion: \$0.2 million (\$0.026 million in 2008) – the increase is due the accretion on the refundable deposit related to the manganese efforts;
- General and administration: \$0.169 million (\$0.290 million in 2008) – the decrease is the result of much tighter controls on administration and travel during the first quarter of 2009 due to the slowdown;
- Professional and consulting fees: \$0.212 million (\$0.157 million in 2008) – the increase relates to significant professional fees and legal fees relating to the year-end audit, plus fees associated with the slow down;
- Research: \$0.034 million (\$NIL in 2008) – the evaluation and research relates entirely to manganese;
- Shareholder information: \$0.178 million (\$0.146 million in 2008) – The increase is due to a highly successful European conference tour in Switzerland that focused on a specific investment group in March 2009 and the addition of some new investor relation tools and consultants;
- Stock based compensation: \$0.165 million (\$0.039 million in 2008) – the increase in the stock based compensation expense is the result of additional options grants in the third quarter of 2008 with quarterly vesting expense recognized in 2009. The increase in granting of stock options correlates with the bolstering of the management structure in 2008 due to construction activity;

Other items

- Foreign exchange gain: \$0.281 million (loss of \$0.024 million in 2008) – the majority of this gain is the result of holding significant foreign currency in US dollars from the previous report date. Additionally, previously accrued costs from slow down have been settled for less than expected which also has had a foreign exchange effect. During the first quarter of 2009, the US dollar strengthened further against the Canadian dollar and as a result gains were realized when utilizing the existing funds from the previous period during the current quarter; and
- Gain on sale of property, plant and equipment: \$Nil (\$0.307 million in 2008) – During 2008, the Company sold older mining equipment used in the test mine program for a significant gain, and used the proceeds to purchase other used mining equipment;
- Finance and development costs expensed: \$0.785 million (\$NIL in 2008) – Following the slowdown of the project, the company incurred additional costs in the first quarter of 2009 and expensed bridge

loan finance costs, previously recognized in mineral properties, and consequently expensed, for which economic benefits were not expected in the immediate future;

- Interest income and other: \$0.099 million (\$0.281million in 2008) – the decrease in interest income resulted from the overall drop in investment yields and the lower US dollar yields even though the company had significantly more cash on hand in 2009. These funds continue to be invested in short term guaranteed investment certificates.

Summary of Quarterly Information

The following quarterly financial data for the eight most recently completed quarters is presented in **thousands of Canadian dollars**, and has been prepared in accordance with Canadian generally accepted accounting principles.

	Q2 Jun 30, 2007	Q3 Sep 30, 2007	Q4 Dec 31, 2007	Q1 Mar 31, 2008	Q2 Jun 30, 2008	Q3 Sep 30, 2008	Q4 Dec 31, 2008	Q1 Mar 31, 2009
Total Revenues	\$-	\$-	\$-	\$-	\$-	\$-	\$-	\$-
(Loss)/ earnings for the period	\$(3,799)	\$(1,396)	\$(340)	\$(371)	\$(1,174)	\$(975)	\$227	\$(1,629)
Basic and diluted (loss)/ earnings per share for the period	\$(0.03)	\$(0.01)	\$(0.00)	\$(0.00)	\$(0.01)	\$(0.01)	\$0.00	\$(0.01)

The significant changes in quarterly earnings (losses) from the 2nd quarter of 2007 onward reflect development costs being capitalized from June 1, 2007 forward as a result of the completion of the DFS on May 29, 2007. During the second quarter of 2008 forward, significant operating costs were incurred due to the extent of project activity and the development of the Boleo Project. During the fourth quarter of 2008 the Company held a significant amount of US\$ and has experienced a significant foreign exchange gain on this currency that resulted in earnings during the period. The first quarter of 2009 reflects the slow down in the project.

Liquidity

The Company's mineral exploration activities have provided the Company with no source of income and a history of losses, working capital deficiencies and deficit positions. However, given the nature of the business, the results of operations as reflected in the income and losses (and earnings and losses per share) do not provide meaningful interpretation of the Company's non-financial performance and valuation.

The Company's working capital as at March 31, 2009 was \$45.583 million compared with working capital of \$56.246 million as at December 31, 2008. The decrease of \$10.663 million was the result of spending on the project as we completed construction demobilization and procurement commitments. During the period ended March 31, 2009 the Company raised \$Nil (2008 - \$2.006 million) through the exercise of warrants and options and issuance of common shares. Due to significant non-cash adjustments and changes in working capital items, the Company recovered \$0.738 million (spent in 2008 - \$0.585 million) on operations. The most significant adjustments are unrealized foreign exchange losses on the various liabilities of \$1.217 million and the write-off of capitalized finance costs of \$0.785 million. Although cash invested in working capital

amounted to \$1.443 million on a net basis, it is \$0.355 million lower than the \$1.798 million invested in working capital in the same period in 2008. The Company also disposed of \$NIL (2008 - \$0.35 million), and purchased an additional \$0.103 million (2008 - \$0.121 million) in property, plant and equipment and incurred expenditures of \$10.016 million (2008 - \$11.417 million) on mineral properties and related development costs.

The Company's combined cash and cash equivalents and short-term deposit position as at March 31, 2009 was \$49.411 million compared with \$60.235 million as of December 31, 2008. All cash balances and short term deposits are highly liquid and are available immediately, at fair value, if required. The decrease in the balance was the result of spending on the project as we completed construction demobilization and completed procurement commitments. The Company has \$8.260 million (2008 - \$13.068 million) of current liabilities, with the decrease the result of the slow down.

The additional items that make up the working capital balance are other receivables and deposits and prepaid expenses.

Amounts receivable consist predominantly of \$2.835 million of Mexican value added tax (of which \$1.615 million was received in April 2009 , with the remaining balance made up of Canadian Goods and service tax and interest receivable from Canadian banks. The collection of the Mexican Value added tax is difficult, and with the current receipt we continue to work hard to obtain a full recovery. Although, the timing of receipt of the remaining amount is not predictable it is expected within the year.

Deposits and prepaid expenses include \$1.199 million of deposits to vendors (79% of the total prepaid expenses) that will either be utilized in exchange for services or refunded to the Company.

Management has determined that the Company has sufficient resources to meet its current obligations, which include accounts payable and accrued liabilities, the current portion of the special warrant liability, as well as the cash exposure to commitments relating to the development of the Boleo Project for the foreseeable future beyond the next 12 months.

Establishment of Trust Fund for Conservation

In 2007, the Company reached an agreement with the Commission of Natural Protected Areas (CONANP), Bank Monex, and Ecobanca, a Mexican non-profit organization, to establish a trust fund to support environmental conservation measures within the El Vizcaino Biosphere. The Company's Boleo Project is located within the "Buffer Zone" of this Biosphere. The first cash payment to the fund was US\$0.1 million, issued on January 31, 2007. Additionally, the fund was issued three Special Warrants for an aggregate of 180,000 Common Shares of the Company. These Special Warrants will mature in each of February, 2009 (converted), 2010, and 2011, respectively.

Each Special Warrant may be converted, in whole or in part, at any time prior to maturity into 60,000 Common Shares of the Company. In addition, the trustee of the Special Warrants can require the Company to repurchase any or all of the Special Warrants represented by a certificate at a price of US\$5.555 per underlying Common Share at any time within 30 days of the Maturity Date of each such Special Warrant. This repurchase option represented a liability of US\$1 million if the share price has not reached US\$5.555 and the holder exercises the repurchase option. The Special Warrants contain provisions for cancellation prior to a maturity date if development of the Boleo Project does not proceed. The Company honoured the conversion of the first 60,000 warrants and paid US\$0.333 million in February 2009. If cancellation occurs after any of the maturity dates, any matured or exercised certificates are considered a final contribution to the trust fund. As at March 31, 2009, the Company has recognized a discounted liability of \$0.713 million relating to the remaining outstanding warrants.

Commitments

As at March 31, 2009, the Corporation had the following known undiscounted contractual obligations:

Contractual Obligations	Payments due by period				
	Thousands of Canadian dollars				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Accounts payable	\$8,783	\$8,783	\$Nil	\$Nil	\$Nil
Operating lease obligations ¹	\$157	\$79	\$78	\$Nil	\$Nil
Contract and purchase commitments ^{2,3}	\$13,889	\$13,613	\$276	\$Nil	\$Nil
Refundable deposit ⁴	\$12,669	\$Nil	\$12,669	\$Nil	\$Nil
Loans from non-controlling interest	\$53,078	\$Nil	\$Nil	\$Nil	\$53,078
Environmental Obligations ⁵	\$1,750	\$1,105	\$645	\$Nil	\$Nil
Total	\$90,326	\$23,580	\$13,668	\$Nil	\$53,078

¹ During 2005, the Company entered into a sub-lease agreement, expiring in September 2010, on its head office lease at an annual rental of \$0.074 million. During 2006, the Company entered into a further sub-lease with its existing landlord for additional head office lease space at an annual triple net rental of \$0.029 million. The Company has also committed to two operating leases for office space in Mexico City, both on a month to month basis. The combined monthly lease is 16,800 Pesos (\$0.002 million).

² The Company has entered into numerous contracts regarding development of the Boleo Project. Total contractual obligations entered at March 31, 2009 are estimated to be \$13.889 million.

³ The Company has entered into several management consulting agreements with companies whose directors or officers are in common with the Company that contain future commitments for 2009 to 2010, aggregating \$ 0.848 million.

⁴ Included in the proceeds from the sale of 30% of the Company's interest in MMB, was an amount of US\$10 million which is refundable to the Consortium, should a decision be made not to produce manganese from the Boleo Project. The decision must be made by the Company on the later of the final economic completion of the Boleo Project or May 30, 2011.

⁵ On January 9, 2007 the Company issued three Special Warrants for an aggregate of 180,000 Common Shares of the Company. The Special Warrants will mature in each of February, 2009 (converted), 2010 and 2011, respectively. Each Special Warrant may be converted, in whole or in part, at any time prior to maturity into 60,000 Common Shares of the Company. In addition, the trustee of the Special Warrants can require the Company to repurchase any or all of the Special Warrants represented by a certificate at a price of US\$5.555 (total US\$1 million) per underlying Common Share at any time within 30 days of the Maturity Date of each such Special Warrant. The commitment per the table above is shown in Canadian dollars, applying the period-end exchange rate of Cdn\$1.2669/US\$1.00. As at March 31, 2009, the special warrants liability amounted to \$0.713 million of which \$0.378 million is payable within one year. The Company also recognized an asset retirement obligation of \$0.905 million and the Company expects to incur \$0.683 million of this total during 2009.

Capital Resources

The Company's primary capital asset is the Boleo Project, which is discussed in detail in the section entitled 'Overall Performance'. The Company has \$53.843 million in current assets, with working capital of \$45.583 million. The current assets include deposits, value added tax refunds and existing cash and short term deposits to fund the Company's share of the project expenses.

Due to the announced slow down in 2008, it is unclear how much capital funding can be obtained or will be required in the next twelve months. However, with the award of a new EPCM contractor in May 2009 and the delivery of an updated capital estimate and a revised construction schedule in the third quarter of 2009, the Company will be able to estimate the additional capital funding required. The Company has no revenue from

operations except interest income, and does not expect to generate any revenue from operations until completion of construction and commencement of operations, the timing of which are currently unknown due to the announced slow down and availability of construction financing. As discussed in the *Construction Financing Update*, the Company intends to pursue senior project loan facilities required to fund the construction costs, once market conditions improve.

In line with the decision to slow down development but delay certain construction activities at the Boleo Project, current available cash funds are being closely monitored, as key objectives for 2009 are pursued. The 2009 budgets include administrative expenses and anticipated project costs estimated prior to completion of financing. The Company has adequate funds to cover all 2009 budgeted costs.

Excluding the updated construction schedule and revised costs of the Boleo Project, currently under review, the Company anticipates or has committed to the following expenditures over the next 12 months:

- Permitting activities on the Boleo Project of approximately \$1.658 million;
- Project, engineering and site costs of approximately \$23.657 million;
- Wages, management fees and subcontracts of approximately \$5.955 million;
- General and administrative expenses, including travel, legal, accounting and finance costs of approximately \$4.106 million.

These expenditures will be made from existing cash, which includes significant project cash, and the Company has budgeted an additional Consortium funding requirement of approximately US\$4 million in 2009.

Environmental Action Plan

The Company currently is a single purpose company, that purpose being the development and operation of the Boleo Project, Baja California Sur, Mexico. The Boleo Project is an historic mine in Mexico and the project site has numerous mine workings including building foundations, underground portals, shafts and open pits. There are also the remnants of a former leach precipitation plant (the "LPF Plant"), where the Mexican mining agency "Fomento Minero" attempted to use a sulphuric acid leach process in the late 1950's and early 1960's to recover copper. In addition, there is a small (2 million tonnes) tailings dam from the LPF Plant and the skeleton of the original smelter, built in the 1920's to process run-of-mine ore by the French "Compagnie de Boleo". None of the LPF Plant, LPF tailings dam or the former smelter are on land owned or controlled by the Company, nor does the Company have any environmental responsibility or liability with respect to these sites.

The majority of the Boleo Project is located in the buffer zone of El Vizcaino Biosphere and, as discussed above and in Note 7 to the Company's consolidated financial statements for the year ended December 31, 2008, the Company has established a compensation arrangement with the Mexican Commission for Natural Protected Areas; under which it has deposited US\$0.1 million into a Compensation fund, as well as three special warrants totalling US\$1 million to partially fund the remedial work within El Vizcaino. This fund may be used in other areas of the Biosphere and not necessarily at the mine site where remediation will be part of the mines normal reclamation program.

Early work by the Company, prior to commencing construction activities, has included remediation of the existing uncontrolled landfill (garbage dump) utilized by the town to dispose of both community trash as well as waste from the local squid packing plants. Reclamation has been carried out under the Company's control and at its expense, with the cooperation of local and state authorities and with the guidance of the Company's environmental consultants. A temporary disposal facility has been developed, pending construction of a more permanent facility (on land owned by the Company located to the north of the project), which will be donated to the community. The cost of remediation to date has been approximately \$0.300 million and is included as part of preliminary costs leading to construction.

The mine, mill and tailings facilities will disturb approximately 568 hectares of land during the first six years, and more than 700 hectares over its initial 25 year mine life. A mine closure and reclamation plan has been prepared and submitted to SEMARNAT, the Mexican Federal Environmental Agency. The total cost of reclamation and closure costs over the life of mine are estimated to be US\$35 million (on an undiscounted basis). No financial reserve has yet been established in the Company's financial statements for reclamation. It is anticipated that a sinking fund will be established, once production commences, to provide a fund for reclamation.

The Company will, over the life of the Boleo Project, close approximately 33 mine portals. As portals are closed, in accordance with mine plans, the affected area will be remediated. Remedial costs for each portal site are currently estimated to be US\$0.01 million. Considering that the annual projected operating budget (once full operation is achieved) is of the order of US\$100 million per year, the cost of remediation is not considered material. Annual environmental monitoring costs are currently approximately US\$0.012 million and, as operations commence will increase to approximately US\$0.025 million/year. Again, in relation to the annual operating budget, this number is not considered material.

An area of potential concern after construction of the project facilities would be an unanticipated event, such as a dramatic decline in metal prices, or technical failure of the process metallurgy that requires early complete closure, in contrast to a temporary closure of the mine. Following the completion of the mine and the commencement of production, the expected cost of reclamation from an early closure (assuming a decision were to be made to permanently close the mine) is estimated at between US\$10 million and US\$15 million, depending on the amount of surface disturbance at the time and the cost of remediation of the plant site. In these circumstances, it is expected that the salvage value of the plant and equipment would adequately cover reclamation costs if the Company did not otherwise have available funds.

As part of the Company's Environmental Impact Manifest approval, the Company was required to identify local flora and fauna species that would be affected by its operation, and to preserve such species by relocation, or in the case of diseased flora, by taking genetic cuttings for re-growth of healthy species. The phase 1 removal and relocation program in the landfill and plant site areas has now been completed at an approximate cost of US\$0.135 million. Continuing effort in the preservation and protection of plants and animals at El Boleo has resulted in the salvage of more than 30 hectares of vegetation, the ongoing monitoring of wildlife populations, and two scientific reports on this cutting edge project for biotic resources in the southern Baja. Environmental protection training has also been incorporated in the safety and entrance program for employees and visitors at El Boleo.

Ongoing permitting, compliance, baseline inventory, and monitoring are being conducted to maintain the company in readiness to move forward.

Off-Balance Sheet Arrangements

The Company has no material off-balance sheet arrangement such as guarantee contracts, contingent interests in assets transferred to an entity, or derivative instruments obligations.

Transactions with Related Parties

During the quarter ended March 31, 2009, the Company paid \$0.185 million (\$0.168 million in 2008) in management fees to officers of the Company, and to companies controlled by officers of the Company. The Company also paid directors fees of \$0.018 million (\$0.021 million in 2008) during the same period.

During the quarter no additional loans were made, and the balance of loans from non-controlling interest amounts to US\$41.896 million (\$53.08 million). Certain of the loans have been discounted as they were

negotiated prior to the closing of the 30% sale of MMB. This discounting has the effect of significantly reducing the fair value and total loans outstanding, which are recorded at \$40.289 million.

The above transactions, and the consortium contributions post closing, occurring in the normal course of operations, are measured at the exchange amount, which is the fair value consideration established and agreed to by the related parties.

Financial instruments

The carrying value of the Company's financial instruments, which consist of cash and cash equivalents, accounts receivable, deposits, accounts payable and accrued liabilities, environmental liabilities and the refundable deposit, are recorded at their fair values. The Company has a concentration of credit risk, which it accepts, as the majority of its cash and cash equivalents are on deposit with one financial institution, Scotiabank.

The Company operates internationally, which gives rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. The Company does not enter into foreign currency contracts to hedge its risk against foreign currency fluctuations.

Share Capital information

Subsequent to the balance sheet date, the Company granted an additional 500,000 stock options, while 290,000 stock options were relinquished or cancelled and 20,000 were exercised for proceeds of \$0.007 million. Subsequent to the balance sheet date 5,891,015 warrants expired. To the date of this report, no additional stock options or warrants have been exercised nor were any new shares or warrants issued.

As at the date of this report, the Company had an unlimited amount of common shares authorized for issuance, with 143,084,337 issued and outstanding. The Company also had 11,320,000 outstanding stock options and 25,107,106 outstanding warrants available to be exercised.

Critical Accounting Estimates

These financial statements are presented in thousands of Canadian dollars and have been prepared in accordance with Canadian generally accepted accounting principles applicable to a going concern, which assume that the Company will realize its assets and discharge its liabilities in the normal course of business.

Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses during the reported periods. Actual results may differ from these estimates. Significant estimates critical to the Company include the recoverable amount of resources in mineral properties, foreign currency translations, provision for reclamation costs, and stock based compensation.

Resource interests

The Company is in the process of developing its mineral properties and has capitalized the acquisition costs for its property right, mining concessions, and its development costs since June 1, 2007. The Company has adopted the policy of expensing mineral exploration costs incurred prior to the completion of an economic feasibility study. As at June 1, 2007, following the announced DFS results, the Company began capitalizing development costs.

Capitalized costs for a producing mine are amortized on a unit-of-production method based on the actual production relative to the estimated ore reserves, while capitalized costs for prospects abandoned or impaired are written off.

Management reviews and evaluates the carrying value of its mineral properties for impairment when events or changes in circumstances indicate that the carrying amount of the related asset may not be recoverable. During the year 2008, events such as declining commodity prices, declining share price and change in business climate indicated that impairment may exist. If the total estimated future operating cash flows on an undiscounted basis are less than the carrying amount of the asset, an impairment loss is recognized and assets are written down to fair value, which is normally determined using the discounted value of future cash flows. Where estimates of future net cash flows are not available and where other conditions suggest impairment, management assesses whether carrying value can be recovered by considering alternative methods of determining fair value. When it is determined that a mineral property is impaired, it is written down to its estimated fair value.

Management spent a significant amount of time reviewing all its assets for possible impairment, and conducting relevant tests. As a result, Management is satisfied that, no impairment of its assets exists on the balance sheet date.

Ownership in mineral properties involves certain inherent risks due to the difficulties of determining and obtaining clear title to claims, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated ownership of its mineral properties and, to the best of its knowledge, ownership of its interests are in good standing.

Foreign currency

Foreign operations are integrated with the parent company and, consequently, the financial statements of foreign subsidiaries are translated into Canadian dollars using the temporal method. Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at rates of exchange in effect at the date of the balance sheet. Non-monetary assets, liabilities and other items are translated at historical rates. Revenue and expenses are translated at average rates of exchange prevailing during the year. Exchange gains or losses arising from these translations are included in income of the year.

Asset retirement and reclamation costs

The Company recognizes a liability for legal obligations relating to the retirement of property, plant and equipment, and obligations arising from the acquisition, construction, development, or normal operation of those assets. Such asset retirement costs are recognized at fair value, when a reasonable estimate of fair value can be made, in the period in which the liability is incurred. A corresponding increase to the carrying amount of the related asset, where one is identifiable, is recorded and amortized over the life of the asset. Where a related asset is not easily identifiable with a liability, the change in fair value over the course of the year is expensed. The amount of the liability is subject to re-measurement at each reporting period.

During the period, the Company assessed its obligation with regards to reclamation and decommissioning of assets at the Boleo Project. Accordingly, the Company estimated that, as at March 31, 2009, the undiscounted closure costs would amount to \$0.905 million, taking into account an estimated inflation rate of 5%. In assessing the carrying amount for the asset retirement obligation, the Company applied a credit-adjusted risk-free discount rate of 8% (LIBOR + 6%), resulting in an asset retirement obligation of \$0.843 million.

This estimate is based principally on legal and regulatory requirements. It is possible that the Company's estimate of its ultimate reclamation liabilities could change as a result of changes in contractual requirements,

laws or regulations, the extent of environmental remediation required or completed, the means of reclamation or changes in cost estimates. Changes in estimates are accounted for prospectively, commencing in the period the estimate is revised.

Stock based compensation

All stock-based awards made to employees and non-employees are measured and recognized using a fair-value-based method. Compensation costs attributable to share options granted to employees are measured at the fair value at the grant date and charged to operations or are deferred over the vesting period, depending upon the contractual arrangement. Options granted to non-employees are measured as the vesting conditions related to the options are met. The increase in contributed surplus as a result of each grant is transferred to share capital, along with the consideration paid by the option holder, at the time options are exercised, and is recorded as an increase to share capital.

Refundable deposit liability

The refundable deposit liability meets the definition of a financial liability and is recognized at fair value, when a reasonable estimate of fair value can be made, in the period in which the liability is incurred. As such, an effective interest rate and a repayment term must be established to discount the face value to fair value. The result is a reduction of the liability and a credit to contributed surplus. In subsequent periods, the liability is accreted back to the face value over the estimated term with a corresponding amortization expense as the liability relates to the Company's investigation of the potential to produce manganese at the project.

Historical expenditure funding, included in loans from non-controlling interests

During the negotiation of the sale of 30% of MMB to the Korean consortium, the principle of funding the Boleo project from development (June 1, 2007) was established. Baja and the Korean consortium agreed they would each fund MMB from development (June 1, 2007) forward based upon the same basis as their equity interest, 70%-Baja and 30%-Korean consortium. On closing, the Korean consortium was required to make a historical expenditure funding contribution to MMB for past funding by Baja. The terms of this amount were a non-interest bearing loan, repayable on demand but no sooner than 3 years after the completion of project financing repayment on the same terms as the Company's project funding. The Baja loans to MMB eliminate upon consolidation, but the Korean consortium loans remain as financial liabilities, with this initial loan treated as a financial liability at fair value, not face value, as it was not with a related party. Considerable judgement must be applied to the estimated term of the loan and the discount rate. The result is a reduction of the liability and a credit to contributed surplus. In subsequent periods, the liability is accreted back to the face value over the estimated term, with a corresponding increase to the carrying amount of the related asset, where one is identifiable and when the asset continues to meet the Canadian and US GAAP criteria for capitalization of costs, in which case the amortization is capitalized and amortized over the life of the asset. In the future, should the actual term of the loan change, the Company will prospectively adjust the amortization period.

Subsequent cash calls from the Korean consortium, included in loans from non-controlling interests

Subsequent to closing, the Korean consortium advanced loans to MMB related to cash calls, and Baja funded MMB on the same basis as their equity interest being, 70%-Baja and 30%-Korean consortium. The terms of these advances are non-interest bearing loans, repayable on demand but no sooner than 3 years after the completion of project financing repayment. These are identical terms as for loans between Invebaja and MMB. The Invebaja loans to MMB eliminate upon consolidation, but the Korean consortium loans remain as financial liabilities, with these loans treated as a financial liability at face value, because for Canadian GAAP purposes the Korean consortium is dealing with MMB as a related party at the time these loans were negotiated and advanced.

Accounting Changes –current year

Effective January 1, 2009, The Company has adopted the following CICA standards:

- i) CICA Handbook Section 3064, “Goodwill and Intangible Assets”, replaces Section 3062, “Goodwill and Intangible Assets,” and CICA Section 3450, “Research and Development Costs,” and EIC-27, “Revenues and Expenditures During the Pre-operating Period”. The new Section also caused amendments to Accounting Guideline (AcG) 11, “Enterprises in the Development Stage,” and CICA Section 1000, “Financial Statement Concepts.” The Standard reinforces the principle-based approach to the recognition of assets only in accordance with the definition of an asset and the criteria for asset recognition; and clarifies the application of the concept of matching revenues and expenses such that the current practice of recognizing assets that may not meet the definition and recognition criteria are eliminated. The standard also provides guidance for the recognition of internally developed intangible assets (including research and development activities), ensuring consistent treatment of all intangible assets, whether separately acquired or internally developed.

It was determined that the adoption of this standard did not have a material impact on the financial statements of the Company.

- ii) Emerging Issues Committee Abstract EIC 173, “Credit Risk and the Fair Value of Financial Assets and Liabilities” was adopted effective January 20, 2009. The EIC determines that counterparty credit risk and an entity’s own credit risk should be taken into account in estimating the fair value of financial assets and liabilities, including derivatives. It was determined that this Abstract did not have a material impact on the financial statements of the Company, as the previously recognized fair values of financial assets and liabilities reflected an appropriate measure of the parties’ credit risk.
- iii) Emerging Issues Committee Abstract EIC 174, “Impairment Testing of Mineral Exploration Properties” was adopted effective February 28, 2009. The EIC provides guidance on the appropriateness of capitalizing exploration costs prior to establishing mineral reserves, and also provides additional guidance to evaluating capitalized exploration costs for possible impairment. The adoption of this Abstract did not have any impact in the Company’s consolidated financial statements since it is the Company’s accounting policy to expense exploration costs incurred on any properties in the pre-feasibility stage.

International Financial Reporting Standards (“IFRS”) and update on plan to transition to IFRS

In 2006, the Canadian Accounting Standards Board (“AcSB”) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canadian GAAP. This date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. The Company is currently assessing the financial reporting impact of the transition to IFRS.

Management has begun assessing the implications of IFRS transitioning, and has completed a high-level diagnostic, identifying a number of significant GAAP differences that will impact the Company’s financial statements. The findings of the diagnostic have been included in the Company’s IFRS Transition Plan, which also addresses the following matters:

- The timeline for transition
- The impact of IFRS transition on Internal Controls over Financial Reporting
- The role of Corporate Governance in the transition process
- The impact of IFRS on information technology and data system requirements
- Training and professional development

Management has reviewed the IFRS resources available to the Company, and following the expansion of the accounting function during 2008, believes that the Company is well positioned to carry out the IFRS transition. The Company has appointed an IFRS project manager, and the members of the accounting function have adequate IFRS experience while also continuing subject-specific training both internally and externally.

Management intends performing an in-depth component evaluation during 2009 in order to facilitate the accounting policy choices available under IFRS at transition. Following the completion of the component evaluation, management expects to be able to quantify the impact of IFRS transition on the financial results. Management also anticipate preparing draft financial statements and disclosure information for each quarter in 2010, while it is expected that reporting under IFRS will commence in the first quarter of 2011.

Disclosure Controls and Procedures

The Company has established disclosure controls and procedures to ensure that information disclosed in this MD&A and the related financial statements was properly recorded, processed, summarized and reported to the Company’s Board and Audit Committee.

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company conducted an evaluation of the disclosure controls and procedures as required under U.S Securities and Exchange Commission and Canadian Securities Administration regulations, as at December 31, 2008.

Based on the evaluation, the Company’s CEO and CFO concluded that the disclosure controls and procedures were effective to a reasonable assurance standard to ensure that information required to be disclosed by the Company in reports that it files or submits under U.S and Canadian securities legislation was disclosed.

It should be noted that while the Company’s CEO and CFO believe that the Company’s disclosure controls and procedures provide a reasonable level of assurance and that they are effective, they do not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well

conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Internal Controls over Financial Reporting

The CEO and CFO of the Company acknowledge that they are responsible for designing internal controls over financial reporting, or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP.

During the recent quarter ended December 31, 2008, the Company was able to enhance its internal control design through additional segregation of duties resulting from the addition of a controller for the Company. This has allowed additional review of processes. We confirm there were no additional changes in these controls during the most recent interim period ending December 31, 2008.

Based upon the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) framework, management including the CEO and CFO, has evaluated the effectiveness of the Company’s internal controls over financial reporting. Based upon this assessment, management has concluded that as at December 31, 2008, the Company’s internal control over financial reporting was effective.

The internal controls over financial reporting were designed to ensure that testing and reliance could be achieved. Management and the Board of Directors work to mitigate the risk of a material misstatement in financial reporting; however, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.

Risk Factors

Readers should carefully consider the risks and uncertainties described below before deciding whether to invest in shares of the common stock of Baja.

Mineral exploration and development involves a high degree of risk, since few properties are developed into producing mines. There is no assurance that the Company’s mineral exploration and development activities will result in the discovery of resources that would be economical for commercial production. The commercial viability of the mineral deposits is dependent upon a number of factors which are beyond the Company’s control. Some of these factors are attributable to commodity prices, government policy and regulation, and environmental protection.

The calculation of reserves involves a degree of uncertainty. Resource estimates are dependent partially on statistical inferences drawn from drilling, sampling and other data. The indicated and inferred resource figures set forth by the Company are estimates, and there is no certainty that the level of resources will be realized. In addition, declines in the market prices for copper, zinc and cobalt may adversely affect the economics of a reserve, and may require the Company to reduce its estimates.

Mine developments are often based upon feasibility studies, which are used to determine the economic viability of a deposit and are utilized to justify Mine Development. However, many factors are involved in the determination of the economic viability of a deposit, including the achievement of satisfactory mineral reserve estimates, the level of estimated metallurgical recoveries, capital and operating estimates and the estimate of future commodity prices. Capital and operating cost estimates are based on many factors, including anticipated tonnage and grades of copper and other metal ores to be mined, the configuration of the ore body, ground and mining conditions, expected recovery rates of the copper and other metal ores and anticipated environmental and regulatory compliance costs. Each of these factors involves uncertainties and, as a result, the Company

cannot give any assurance that the estimates in the DFS will be correct or that the Boleo project will become a profitable operating mine. If a mine is developed, actual operating results may differ from those anticipated in the DFS. There can be no assurance that delays will not be experienced. Should there be any delays, such delays may result in an increase in capital requirements, costs and expenditures.

The market prices for copper and other metals are volatile and cannot be controlled. There is no assurance that if commercial quantities of copper and other metals are discovered, a profitable market may continue to exist for a production decision to be made or for the ultimate sale of the metals. As the Company is not currently in production, no sensitivity analysis for price changes has been provided or carried out.

Caution on Forward-Looking Information

The Management's Discussion and Analysis contains certain forward-looking statements concerning anticipated developments in Baja's operations in future periods. Forward-looking statements are frequently, but not always, identified by words such as "expects," "anticipates," "believes," "intends," "estimates," "potential," "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. These forward-looking statements are set forth principally under the heading "Outlook" and elsewhere in the Management's Discussion and Analysis, and may include statements regarding exploration results, mineral resource estimates, capital expenditures, timelines, strategic plans, market prices of base metals or other statements that are not statements of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of Baja may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors. Baja's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from Baja's expectations include uncertainties involved in fluctuations in copper and other commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results, and the geology, continuity and grade of mineral deposits; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and estimated economic return; the need for cooperation of government agencies and local groups in the exploration and development of the Boleo Project, and the issuance of required permits; the need to obtain additional financing to develop the property and uncertainty as to the availability and terms of future financing; the possibility of slowdown in the construction project and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; and other risks and uncertainties disclosed in Baja's Annual Information Form (filed as a form 20-F) for the year ended December 31, 2008, filed with the Canadian securities regulatory authorities, Baja's annual report on Form 20-F filed with the United States Securities and Exchange Commission, and other information released by Baja and filed with the appropriate regulatory agencies.

Cautionary Note Concerning Reserve and Resource Estimates

This Management's Discussion and Analysis and other information released by Baja Mining uses the terms "resources", "measured resources", "indicated resources" and "inferred resources". United States investors are advised that, while such terms are recognized and required by Canadian securities laws, the United States Securities and Exchange Commission (the "SEC") does not recognize them. Under United States standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

United States investors are cautioned not to assume that all or any part of measured or indicated resources will ever be converted into reserves. Inferred resources are in addition to measured and indicated resources and have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. It cannot be assumed that all or any part of the inferred resources will ever be upgraded to a

higher category. Therefore, United States investors are also cautioned not to assume that all or any part of the inferred resources exist, or that they can be mined legally or economically.

National Instrument 43-101 Standards of Disclosure for Mineral Projects (“NI 43-101”) is a rule developed by the Canadian Securities Administrators, which established standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. Unless otherwise indicated, all reserve and resource estimates contained in this disclosure or released by Baja Mining in the future, have been or will be prepared in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum Classification System. The requirements of NI 43-101 are not the same as those of the SEC; however, reserves reported by Baja Mining are in compliance with NI 43-101 and also qualify as reserves under the SEC’s standards.