

MANICOUAGAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
Form 51-102 F1
FOR THE YEAR ENDED DECEMBER 31, 2009
(Expressed in Canadian dollars)

This Management's Discussion and Analysis ("MD&A") is intended to supplement the financial statements and notes of Manicouagan Minerals Inc. (the "Company" or "Manicouagan") and compares the Company's 2009 fiscal year financial results with those of the preceding year. This MD&A should be read in conjunction with the Company's audited financial statements and accompanying notes for the year ended December 31, 2009, which have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). This MD&A covers the most recently completed financial year and the subsequent period up to April 8, 2010. The Company's public filings can be reviewed on the SEDAR website (www.sedar.com).

This MD&A contains certain forward-looking statements. Please see the cautionary language at the end of this MD&A.

OVERALL PERFORMANCE

Manicouagan is a Canadian-based exploration company which currently holds base and precious metal projects in the Provinces of Saskatchewan, Ontario and Quebec, Canada. The Company expects to acquire additional properties as attractive opportunities are identified. The Company does not have any projects that generate revenue at this time. The Company's ability to carry out its business plan in the future rests entirely on its ability to secure equity and other financings or realize cash from the sale of assets.

Exploration activities

Mineral Properties	Location	Current Interest (April 8, 2010)	Area
Pickle Lake	Ontario	On option (39 claims) and 100% (24 claims)	78 km ² 55 km ²
Brabant Lake	Saskatchewan	100% - mining lease (24 claims)	28 km ²
HPM/Forgues	Quebec	50% (39 claims) and 100% (145 claims)	11 km ² 74 km ²
Mouchalagane	Quebec	100% (208 claims)	110 km ²

Pickle Lake Properties – Trillium North Option / Joint Venture (Dorothy-Dobie Lake, Kasagiminnis, and Pickle Lake East) – Ontario (Gold)

On April 15, 2009, the Company entered into an agreement with Trillium North Minerals Ltd. ("Trillium North") pursuant to which it can earn up to a 70% interest in three gold exploration properties in the Pickle Lake Area, Ontario.

Manicouagan can earn a 51% interest in the Pickle Lake Properties by spending \$1,000,000 on the properties over the next three years of which a minimum of \$250,000 must be spent in first year of the agreement. After earning its 51% interest in the properties, Manicouagan can increase its interest from 51% to 70% by funding the next \$1,500,000 on the properties. As at December 31, 2009, the Company has incurred \$975,000 in exploration expenses on the Pickle Lake Properties optioned from Trillium North.

MANICOUAGAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS YEAR 2009

The Pickle Lake Properties consist of three non contiguous claim groups known as the Pickle Lake East Property, the Kasagiminnis Property and the Dorothy-Dobie Lake Property. Collectively, the properties cover an area of approximately 78 km². In addition, during the third quarter of 2009, the Company staked four claims (approximately 8 km²) with two claims filling a gap between the Dorothy-Dobie Lake Property and the Golden Patricia Mine patents held by Barrick Gold Corporation while the remaining two claims were acquired to cover the western extension of the Dorothy-Dobie Lake Property.

The three properties are located in the Pickle Lake Greenstone Belt, which is part of the prolific Uchi Geological Subprovince having historically produced over 30 million ounces of gold. The Pickle Lake area includes four past producing mines: Pickle Crow (1.45Moz at 16.1gpt), Central Patricia (0.65Moz at 12.0gpt), Golden Patricia (0.45Moz at 19.9 gpt Au) and Dona Lake (0.21Moz at 8.6gpt).

The Kasagiminnis and portions of the Dorothy-Dobie Lake properties are subject to underlying option agreements with a single vendor. To maintain the underlying option agreements in good standing, Manicouagan paid \$45,000 to the vendor. To maintain both the underlying agreements and the agreement with Trillium North in good standing, Manicouagan will have to make an additional payment of \$45,000 to the vendor on or before April 15, 2010.

The underlying option agreements also provide to the vendor on each property a 2% NSR of which one half can be acquired by payment of the sum of \$1,000,000 payable to the vendor. The Dorothy-Dobie Lake properties are each the subject of advance royalty payments of \$50,000 per year for three years commencing April 30, 2012.

Manicouagan has also agreed, subject to regulatory approval, to issue 250,000 common share purchase warrants to Trillium North concurrent with its next equity financing. In April 2010, the warrants will issue with the following terms: each warrant will entitle the holder to acquire one common share of Manicouagan for a period of 24 months from the date of issue at a price of \$0.10 per share for the first 12 months and \$0.12 per share for the second 12 months. The warrants will be subject to a four month hold period from the date of issuance.

In June 2009, the Company flew helicopter-borne magnetic surveys over the Kasagiminnis and Pickle Lake East Properties (the Dorothy Dobie Lake claims were flown by Trillium North in 2007). 1900 line kilometers were flown. Traverses were oriented north-south on the Kasagiminnis bloc with a spacing of 25 m while traverses were oriented N160E on the Pickle East Block with a spacing of 50 m. The work was carried out by Geodata Solutions GDS Inc.

Gold mineralization in the Pickle Lake area usually is often associated with magnetite bearing iron formations and major regional structures and/or associated subsidiary or splay structures. The detailed airborne geophysical program will assist in the identification of these important features and aid in the selection of drill targets for future field programs.

In November 2009, the Company completed its initial diamond drilling program on Dorothy-Dobie Lake Property. The drilling program tested the Dobie Zone as well as the Dorothy Main Zone located 8 and 15 km respectively along strike from the past producing Golden Patricia Mine. Sixteen holes were completed totalling 2,292 m. Seven holes were drilled on the Dorothy Main Zone (DOR-09-01 to 09-07) while nine holes were completed on the Dobie Zone (DOB-09-08 to 09-16).

On the Dorothy Main Zone, assessment records indicate that gold mineralization occurs within a zone of quartz-tourmaline veining within an altered and deformed diorite that has been traced by previous operators over a length of 700 m and remains open at depth and along strike. All seven of the diamond drill holes (DOR-09-01 to 09-07) completed during the drilling program intersected zones of quartz tourmaline veining within the altered diorite.

MANICOUAGAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS YEAR 2009

At the Dobie Zone, gold mineralization is associated with sulphide (pyrite) mineralization within an approximate 10 to 25 m wide zone of silicification hosted within mafic volcanics. All nine holes drilled by Manicouagan (DOB-09-08 to 09-16) encountered the favourable zone over a strike length of approximately 380 m and to a depth of 150 m. Unfortunately most of the historic drilling done on the Dobie Zone was not filed for assessment and is not publically available.

Significant results from the 2009 drill program are set out in the tables below.

Dorothy Main Zone Summary of Significant Intersections				
Hole	From (m)	To (m)	Length (m)	Au gpt
DOR-09-01	59.5	62.5	3.0	2.88
DOR-09-02	81.7	82.2	0.5	5.09
DOR-09-03	<i>no significant values</i>			
DOR-09-04	<i>no significant values</i>			
DOR-09-05	53.5	55.3	1.8	5.15
DOR-09-06	74.0	75.0	1.0	7.49
DOR-09-07	64.0	65.0	1.0	3.12
DOR-09-07	87.0	87.7	0.7	4.06

Dobie Zone Summary of Significant Intersections				
Hole	From (m)	To (m)	Length (m)	Au gpt
DOB-09-08	49.5	49.8	0.3	4.32
DOB-09-09	<i>no significant values</i>			
DOB-09-10	88.0	108.0	20.0	1.52
incl.	92.7	95.4	2.7	5.65
and	111.4	112.2	0.8	5.27
DOB-09-11	102.5	134.0	31.5	1.39
incl.	132.5	134.0	1.5	6.48
DOB-09-12	35.0	45.4	10.4	1.86
incl.	38.8	40.0	1.2	4.92
and	44.0	45.4	1.4	4.62
DOB-09-13	26.1	34.0	7.9	0.90
and	49.0	82.2	33.2	1.04
incl.	49.0	50.0	1.0	6.27
and	62.6	64.6	2.0	4.34
DOB-09-14	63.0	90.9	27.9	1.53
incl.	77.0	79.0	2.0	5.64
DOB-09-15	67.6	70.6	3.0	2.21
	74.0	77.0	3.0	1.89
DOB-09-16	101.0	109.5	8.5	2.00

note: true widths are currently estimated at 60-85% of drilled widths

Consultations continued with the First Nations in the Pickle Lake area (Mishkeegogamang, Slate Falls and Cat Lake) regarding the Company's exploration activities.

During 2009, the Company staked 4 additional claims at the Dorothy-Dobie Lake Property at a cost of \$8,535. These claims cover an area of 8 km² and are within the area of interest pursuant to the agreement with Trillium North.

Pickle Lake General

In May 2009, the Company contracted SRK Consulting to carry out a structural interpretation of the Pickle Lake Greenstone Belt. Geofine Exploration Consultants Ltd. was retained to provide geological input. The purpose of this work was to assist in the identification of new exploration targets.

The final results concluded that "the Pickle Lake Greenstone Belt displays many geological characteristics similar to the Red Lake belt" and that "potential exists (within the Pickle Lake Greenstone Belt) for shear zone hosted gold deposits including those in similar structural settings to the Red Lake camp". SRK Consulting recommended seventeen targets within the study area based on 1) proximity to major deformation zones; 2) areas of structural complexity and; 3) stratigraphic age (Balmer Group equivalents).

Geofine Exploration Consultants Ltd. outlined thirteen additional exploration targets (seven were coincident with targets outlined by SRK Consulting). Criteria for their selection included detailed aeromagnetic and electromagnetic signatures, intrusive associations and orthogonal structural fabrics.

Manicouagan already held claims over five of the thirty targets identified. After a review and analysis of the SRK and Geofine findings, eight additional targets were staked in seven non-contiguous claim groups.

During 2009, the Company staked 20 claims at a cost of \$51,195 covering an area of 47 km². These claims are known as the "Powerline claims" and the "Pickle Lake Gold General claims" and are fully owned by the Company.

Exploration expenditures on the Pickle Lake Properties totaled \$1,041,608 for the year ended December 31, 2009 (including \$172,611 on Pickle Lake East, \$72,676 on Kasagiminnis, \$729,714 on Dorothy-Dobie Lake). An additional \$66,607 was incurred on Pickle Lake General.

Brabant Lake Property – Saskatchewan (Zinc)

Manicouagan acquired a 100% interest in the property in June 2006 in return for a one-time payment of \$300,000 to Longyear Canada, ULC. The property is a mining lease consisting of 21 claims covering an area of 4 km². The property is not subject to any third party royalties.

Mineralization occurs in two main zones referred to as the Upper and Lower Zones. The zones strike northeast (grid north) and dip moderately to the northwest. They are typically less than 10 m in thickness and are sub-parallel. Manicouagan's drilling on the property has focused on the Lower Zone which is on average almost twice the grade of and 50% thicker than the Upper Zone.

The NI 43-101 resource estimate for the Brabant Lake Zinc deposit with an effective date of July 27, 2008 is set out below:

2008 MPH/P&E Resource Estimate ^{1,2,3,4}											
	Tonnes	Zn (%)	Cu (%)	Pb (%)	Ag (g/t)	Au (g/t)	Zn lbs millions	Cu lbs millions	Pb lbs millions	Ag millions ounces	Au ounces
Indicated	1,475,000	9.18	0.79	0.23	32.6	0.15	298.5	25.7	7.5	1.55	7,100
Inferred	2,975,000	5.55	0.55	0.13	13.9	0.10	364.0	36.1	8.5	1.33	9,600

MANICOUAGAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS YEAR 2009

- 1) The resource for the Brabant Lake Zinc deposit was estimated on the basis of June 30, 2008 approximate \$US three year trailing average metal prices of \$1.27/lb zinc, \$3.02/lb copper, \$0.86/lb lead, \$12.49/oz silver and \$663/oz gold, and a US dollar exchange rate of \$0.912. A NSR cut-off of CAD\$75/tonne for underground mining and milling was utilized to report the resource.
- 2) Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues.
- 3) The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.
- 4) Contained metals, expressed in pounds (lbs) and troy ounces (oz), presented in the table above are the product of resource tonnes multiplied by metal grades and are provided for information purposes only and are not meant to imply recoverable product as mineral resources which are not mineral reserves do not have demonstrated economic viability.

The mineral resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM"), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council on December 11, 2005.

Eugene Puritch, P.Eng. and Antoine Yassa, P.Geo of P&E, and Gerald Harron, P.Eng. of MPH are the authors of the Resource Estimate Technical Report on the Brabant Lake Zinc deposit which pertains to the 2008 MPH/P&E Resource Estimate and which was filed on September 12, 2008 with Manicouagan's filings on SEDAR. They are independent Qualified Persons in accordance with NI 43-101 – Standards of Disclosure for Mineral Projects.

In January 2010, Manicouagan acquired by staking 4 additional mining claims at a cost of \$8,859 to the north and south of the Mining Lease that hosts the Brabant Lake Zinc deposit. The land position now covers approximately 15 km of the favourable horizon which hosts the Brabant Lake Deposit. Approximately 24 km² were staked bringing the total land package now held by the Company in the Brabant Lake Area to about 28 km². Manicouagan holds a 100% interest in the Brabant Lake mining lease and the newly acquired claims (three issued and one pending).

The new ground that has been acquired came open for staking when the crown reserve established in 1994 that surrounded the Brabant Lake Zinc deposit, which was created pursuant to Saskatchewan's Treaty Land Entitlement Program.

Although no field work other than the staking was carried out on the Brabant Lake Property during the year, the Company continues to evaluate various options to advance the project including seeking a joint venture partner.

Expenses at Brabant Lake for the year ended December 31, 2009 were limited to maintenance costs of \$3,877.

HPM/Forgues Property – Quebec (Nickel/Copper/Cobalt)

In 2009, the Company conducted a brief ground prospecting and geological mapping program to inspect all remaining "high priority" airborne EM anomalies identified during 2008. Twenty man-days were spent prospecting, geological mapping and soil sampling of selected EM anomalies on the HPM as well as the Forgues Claim Blocks. The best result came from grab samples from a narrow zone of sulphide mineralization along strike of the historic Forgues showing which returned values of up to 6,206 ppm nickel.

MANICOUAGAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS YEAR 2009

The HPM/Forgues Property was optioned by the Company from Pure Nickel Inc. ("Pure Nickel") in November 2007 based on its significant potential for magmatic nickel-copper-cobalt deposits. On November 5, 2009, the Company made the option payment of \$25,000 to Pure Nickel pursuant to the option agreement dated November 6, 2007. Upon this payment, the Company earned a 50% interest in the optioned claims.

Expenditures for the year ended December 31, 2009 totaled \$143,197. The project consisted of 289 claims as at December 31, 2009.

Mouchalagane Property – Quebec (Nickel/Copper/PGE)

No field work has been done in 2009 on the Mouchalagane Property but the Company expects to carry a short field program in the summer of 2010.

Expenditures for the year ended December 31, 2009 totaled \$71,012 on the Mouchalagane Property. The project consisted of 208 claims as at December 31, 2009.

Winter House Property – Quebec (Gold)

No further work is currently planned for the Winter House Property and the property was written-off during the year. The Company still holds the claims (31) to the property which is available for joint venture.

Other

The Company continues to hold claims forming the Manicouagan (325) and Lac Mauge (26) properties and is continuing to seek joint venture partners to advance these projects.

All significant results from field work completed by the Company are available on the Company's website at www.manicouaganminerals.com.

Exploration programs at the Company's projects are being carried out under the supervision of Mr. Bruce W. Mackie P. Geo. Mr. Mackie, a professional geologist, has reviewed and verified the technical content of this section and qualifies under the definition of "Qualified Person" set out in National Instrument 43-101.

Outlook

In 2009, because of the favourable outlook for gold, Manicouagan acquired a strategic land package of over 132 km² in the Pickle Lake greenstone belt in northwestern Ontario. Initial drilling at the Dobie Zone returned encouraging results. Geophysical studies on the Pickle Lake East property have also been encouraging. In 2010, Manicouagan will continue to explore its Pickle Lake gold properties. As well, Manicouagan expects to complete a program of geological mapping on its Mouchalagane property and will also seek to fly an airborne geophysical survey of the additional claims that have been staked at Brabant Lake. In accordance with the recently completed financing Manicouagan will spend a minimum of \$1 million on exploration in 2010. Additional exploration expenditures over and above this amount will depend on the amounts that can be raised through additional financings or obtained through the sale or joint venture of properties.

The Company also continues to evaluate other gold properties and opportunities to add to its portfolio.

The Company will advance the process of consultation with the Cat Lake, Mishkeegogamang and Slate Falls First Nations in the vicinity of Pickle Lake, Ontario.

Selected Annual Information

The following table sets out financial performance highlights for the last three years and was prepared in accordance with Canadian GAAP.

	December 31, 2009	December 31, 2008	December 31, 2007
		As restated	As restated
Interest Income	\$27,353	\$82,430	\$167,682
Operating Expenses	\$2,085,104	\$3,998,621	\$5,144,542
Net Loss	\$2,057,751	\$3,937,448	\$5,014,148
Basic and Diluted loss per share	\$0.01	\$0.03	\$0.04
Total Assets	\$2,271,408	\$4,171,532	\$5,603,885
Long-Term Liability	\$46,836	\$58,545	\$37,288

The variation in interest income from year to year is a direct result of the available cash balance combined with interest rates at the time. The operating expenses include exploration costs and write-offs of mineral properties of \$1,303,083 in 2009, \$2,977,714 in 2008 and \$3,709,624 in 2007. It also includes non-cash items such as stock-based compensation costs of \$93,624, \$136,879 and \$215,278 respectively for 2009, 2008 and 2007 and a one-time tax expenses of \$191,633 in 2007. Excluding these expenses, the operating expenses related to administration for 2009, 2008 and 2007 are respectively \$688,397, \$884,028 and \$1,028,007. The 2009 reduction in operating expenses from 2008 and 2007 reflects the Company's efforts to reduce expenses in the economic environment facing the industry.

RESULTS OF OPERATIONS

For the year ended December 31, 2009, the Company incurred a net loss of \$2,057,751 compared to \$3,937,448 in 2008 for a total decrease of \$1,879,697. The net loss includes the exploration costs and the write-off of mineral properties of \$1,303,083 (2008 - \$2,977,714). The net loss also includes a non-cash item – stock-based compensation costs of \$93,624 (2008 - \$136,879). Other variances include: a decrease of \$71,779 in investor relations and promotion (\$56,691 versus \$128,470 in 2008); a decrease of \$29,445 in professional fees (\$88,003 versus \$117,448 in 2008); a decrease of \$28,567 in management fees (\$325,643 versus \$354,210 in 2008) and; a decrease of \$22,457 in shareholders' information (\$18,431 versus \$40,888 in 2008). These reductions were driven by Management's commitment to preserve cash in this economic environment by limiting discretionary expenses. Interest income was \$27,353 (2008 - \$82,430).

The Company incurred expenditures of \$1,248,556 in relation to exploration activities in 2009 (2008 - \$2,746,508). An amount of \$1,041,608 was incurred on the properties located in Ontario, \$247,426 (2008 - \$3,939,841) (before tax credits) on the properties located in Quebec, \$3,877 (2008 - \$478,535) on the Brabant Lake property located in Saskatchewan and the balance of \$19,053 on general exploration costs (2008 - \$58,199). The estimated tax credits (Quebec Government) of \$63,408 for the year ended December 31, 2009 (2008 - \$1,730,067) are included as a reduction of the Company's exploration costs. On July 22, 2009, the Company received its refundable tax credit for resources of 2008 for an amount of \$1,428,734. On March 19, 2010, the Company received its credit on duties refundable for losses of 2007 for an amount of \$174,531. Also, the Company paid \$147,548 (2008 - \$112,979) to acquire or keep in good standing its mineral properties during the year ended December 31, 2009.

The Company's current projects are all located in Canada and access to each of the properties is dependent on climate and weather conditions. Typically, all projects in Quebec can be accessed from January to September as weather limits the activities during other times of the year. The Brabant Lake deposit in Saskatchewan is accessible most of the year except during freeze-up (3 weeks) in the fall and spring thaw (4-5 weeks). Properties in Ontario are accessible all year round. Access to Pickle Lake East is via a network of bush roads while access to the Kasagiminnis and Dorothy-Dobie Properties is by float plane or helicopter.

SUMMARY OF QUARTERLY RESULTS

	Fourth Quarter 2009	Third Quarter 2009	Second Quarter 2009	First Quarter 2009
As restated				
Interest Income	\$2,846	\$3,853	\$8,825	\$11,829
Loss	\$971,560	\$378,238	\$434,707	\$273,246
Loss Per Share ⁽¹⁾	\$0.01	\$0.00	\$0.00	\$0.00

	Fourth Quarter 2008	Third Quarter 2008	Second Quarter 2008	First Quarter 2008
As restated				
Interest Income	\$16,901	\$29,000	\$11,093	\$25,436
Loss	\$313,504	\$1,533,370	\$893,480	\$1,197,094
Loss Per Share ⁽¹⁾	\$0.00	\$0.01	\$0.01	\$0.01

⁽¹⁾ Loss per share remains the same on a fully diluted basis

Due to the nature of the business, the cash balance and short-term investments generating interest income are subject to fluctuations from quarter to quarter. The timing of equity financing and ensuing exploration and operating expenses are the main factors affecting the level of funds invested from time to time. The variation in the interest rates also has an impact on the interest income.

For the quarter ended December 31, 2009, the Company incurred a net loss of \$971,560 compared to a net loss of \$313,504 for the comparative period in 2008. The variation of the net loss from quarter to quarter for 2009 and 2008 is mainly the result of the variation in the exploration activities (exploration costs and write-off of the mineral properties) and the stock-based compensation costs.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2009, the Company had no debt, cash and cash equivalents of \$963,453, and working capital of \$1,353,790 (\$1,548,162 and \$3,404,414 respectively - December 31, 2008). The Company's excess cash and cash equivalents are currently invested in an interest bearing account and flexible Guaranteed Investment Certificates with a major Canadian chartered bank.

As at December 31, 2009, the Company had amounts receivable totaling \$607,435 (\$1,988,920 - December 31, 2008) which consisted mostly of Credits on Duties Refundable for Losses (Quebec) of \$524,663 (\$499,570 - December 31, 2008). An amount of \$38,315 (\$1,428,734 - December 31, 2008) for Quebec Refundable Tax Credit for Resources is also part of the amounts receivable. These amounts are expected to be recovered in 2010 and 2011. The balance includes GST, QST and accrued interest receivable on investments. On July 22, 2009, the Company received its refundable tax credit for resources of 2008 of \$1,428,734 and on March 19, 2010, the Company received its credit on duties refundable for losses of 2007 of \$174,531.

Equity Financing

The Company's exploration projects are at an early stage and it has not yet been determined whether any of its properties contain economically recoverable ore. As a result, the Company has no current sources of revenue and has relied on the issuance of shares to generate the funds required to further its projects. Industry and market conditions have allowed the Company to raise gross proceeds of approximately \$20 million since 2005.

The Company's ability to successfully acquire mineral projects or recover amounts expended on mineral properties is conditional on its ability to secure financing when required. The Company expects to meet additional financing requirements through equity financing. The Company may seek other alternatives for financing in the future depending on market conditions and exploration results; however, there can be no assurance that such financing attempts will be successful. Although the global economy and financial markets are showing signs of recovery, the impact on our business and the cost and availability of financing remain uncertain and could affect our overall liquidity.

There were no financings during the year ended December 31, 2009.

In March 2010, the Company completed a private placement (in two tranches) for gross proceeds of \$1,000,000 through the sale of 20,000,000 flow-through units (each the "FT Unit") at \$0.05 each. Each FT Unit consists of one flow-through common share and one non flow-through common share purchase warrant. Each warrant entitles the holder to acquire one common share of Manicouagan for a period of 24 months at a price of \$0.10 per share for the first 12 months and \$0.12 per share for the second 12 months. If the common shares of Manicouagan trade at or above \$0.18 per common share for 21 consecutive trading days, then Manicouagan may accelerate the expiration of the warrants upon not less than 30 days written request.

In connection with this private placement, Manicouagan paid a cash finder's fee equal to 3% of the gross proceeds and to issue finder's fee options for units (each the "Option Unit") equal to 8% of the number of FT Units subscribed for, at the price of \$0.05 per Option Unit. Each Option Unit consists of one non flow-through common share and one non flow-through common share purchase warrant. Each warrant entitles the holder to acquire one common share of Manicouagan for a period of 24 months at a price of \$0.10 per share for the first 12 months and \$0.12 per share for the second 12 months. The finder's fee options have a term of 24 months. All securities issued in the private placement are subject to a four-month hold period from their distribution date.

On April 7, 2010, in conjunction with the March 2010 private placement and in accordance with the agreement of April 15, 2009 between the Company and Trillium North, Manicouagan issued 250,000 common share purchase warrants to Trillium North for a period of 24 months at an exercise price of \$0.10 per share for the first 12 months and \$0.12 per share for the second 12 months. The warrants are subject to a four-month hold period.

Also on April 7, 2010, the Company announced the closing of a private placement for gross proceeds of \$200,000 through the sale of 4,000,000 units at \$0.05 per unit to a director of the Company. Each unit consists of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one common share of the Company for a period of 24 months from the date of closing of the private placement at a price of \$0.10 per share for the first 12 months and \$0.12 per share for the second 12 months. If the common shares of the Company trade at or above \$0.18 per common share for 21 consecutive trading days, then the Company may accelerate the expiration of the warrants upon not less than 30 days written request.

In connection with the private placement, Manicouagan agreed to pay a cash commission equal to 3% of the gross proceeds and to issue finder's fee options of 320,000 units equal to 8% of the number of units subscribed for, at the price of \$0.05 per option unit, with each option unit consisting of one common share and one common share purchase warrant. Each such common share purchase warrant will entitle the holder to acquire one common share of Manicouagan for a period of 24 months from the date of closing of the private placement at a price of \$0.10 per share for the first 12 months and \$0.12 per share

MANICOUAGAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS YEAR 2009

for the second 12 months. The option units will have a term of 24 months. All securities issued in the private placement are subject to a four-month hold period from their distribution date.

Options & Warrants

No options or warrants were exercised during the year ended December 31, 2009.

On March 23, 2009, the Company extended the expiry dates of the 5,528,000 warrants exercisable at \$0.23 expiring on March 27, 2009 and 833,334 warrants also exercisable at \$0.23 expiring May 18, 2009 by 18 months to September 27, 2010 and November 18, 2010 respectively.

On June 18, 2009, directors, officers, employees and consultants of the Company were granted 2,090,000 stock options at an exercise price of \$0.10 per share for a period of five years. Vesting provisions for these options are as follows: 1,440,000 vest immediately and 650,000 vest equally over a three-year period from the date of grant. These options were valued at \$65,868 and will be amortized on accelerated method over their vesting period.

In March and April 2010, the Company issued 24,000,000 warrants, 1,920,000 broker warrants (Option Unit) and 250,000 warrants as described above.

Commitments

Leases

As at December 31, 2009, the Company was a party to a lease for office space which expires on January 31, 2011. The aggregate commitment under this lease is \$33,884, payable as follows: 2010 - \$31,274 and 2011 - \$2,610. Apart from the above lease arrangement, the Company is not a party to any other lease or short or long-term contractual obligations which could adversely affect its working capital.

The Company also subleases office space at \$1,100/month. This sublease can be cancelled upon issuing a 30 days written notice.

Flow-through exploration funds

As at December 31, 2009, the Company had fulfilled all of its flow-through obligations.

Memorandum of Understanding

In 2009, the Company initiated consultations with the Cat Lake, Mishkeegogamang and Slate Falls First Nations in the Pickle Lake Area regarding its exploration activities. While the consultations continue toward the completion of a memorandum of understanding ("MoU"), the financial implications, if any, of a MoU or several MoU's cannot be quantified at this time.

The Company has no long-term contractual obligations. The Company can terminate all option or joint venture agreements requiring minimum exploration expenses at any time without further financial obligations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

During the year ended December 31, 2009, the Company concluded transactions with an officer and businesses controlled by directors and/or officers totaling \$271,600 (2008 - \$370,688). These transactions relate to services rendered to the Company and were included in the following accounts: management fees \$271,600 (2008 - \$297,188) and exploration costs for \$0 (2008 - \$73,500). As at December 31, 2009, an amount of \$6,300 (2008 - \$0) was due to related parties.

On April 7, 2010, the Company announced the closing of a private placement for gross proceeds of \$200,000 through the sale of 4,000,000 units at \$0.05 per unit to a director of the Company. Each unit consists of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one common share of the Company for a period of 24 months from the date of closing of the private placement at a price of \$0.10 per share for the first 12 months and \$0.12 per share for the second 12 months. If the common shares of the Company trade at or above \$0.18 per common share for 21 consecutive trading days, then the Company may accelerate the expiration of the warrants upon not less than 30 days written request.

These transactions were in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the related parties and the Company. The amounts due to related parties are unsecured, non-interest bearing and repayable on demand.

FOURTH QUARTER

For the quarter ended December 31, 2009, the Company incurred a net loss of \$971,560 compared to a loss of \$313,504 in 2008. Expenses for the last quarter of 2009 include exploration costs for an amount of \$847,070 (2008 - \$54,650) and the write-off of the mineral properties (2008 - \$231,206). Other variances in administrative expenses include: an increase of \$14,092 in professional fees and a decrease of \$14,055 in interest income.

PROPOSED TRANSACTIONS

The Company continues to evaluate quality exploration projects and financing opportunities. There are no transactions currently pending.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as at the balance sheet date, and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates include the estimation of mineral resources, the determination of potential impairments of mineral property interest, the valuation of future income tax assets and liabilities, the rates of amortization of property, plant and equipment and the fair value of stock-based compensation and other stock-based payments. Actual amounts could differ from the estimates used and, accordingly, affect the results of operations.

Mineral Properties

The Company has not yet determined whether the projects contain economically recoverable reserves. The recoverability of the cost of mineral properties is dependent upon the ultimate confirmation of economically recoverable reserves, the Company's ability to obtain necessary permits, financing to complete the development and future profitable production therefrom or alternatively upon the Company's ability to dispose of its interests in the mineral properties on an advantageous basis.

Changes in future conditions could require material write-downs of the projects.

Credit on duties refundable for losses and refundable tax credit for resources

The Company is entitled to a credit on duties refundable for losses on mineral exploration expenses incurred in the Province of Quebec at the rate of 12%. This tax credit for 2009 (\$25,093) has been applied against the exploration costs incurred and is included in amounts receivable as at December 31, 2009. On March 19, 2010, the Company received its credit on duties refundable for losses of 2007 for an amount of \$174,531.

Also, the Company is entitled to the refundable tax credit for resources on qualified expenditures offered by the Quebec provincial government. The refundable tax credit may reach 35% or 38.75% of qualified expenditures incurred. This tax credit for 2009 (\$38,315) has been applied against the exploration costs incurred and is also included in amounts receivable as at December 31, 2009. On July 22, 2009, the Company received its refundable tax credit for resources of 2008 of \$1,428,734.

Income taxes

The Company provides for income taxes using the liability method of tax allocation. Under this method, future income tax assets and liabilities are determined based on deductible or taxable temporary differences between financial statement values and tax values of assets and liabilities using enacted or substantively enacted income tax rates expected to be in effect for the year in which the differences are expected to reverse.

As at December 31, 2009, the Company had long-term tax liabilities of \$46,836 (\$58,545 as at December 31, 2008) following the application of the Ontario tax harmonization.

As at December 31, 2009, the Company had non capital losses carried forward of \$7,128,906 and the future tax assets related to these non-capital losses and other items as described in note 17 of the December 31, 2009 financial statements have not been recorded in the accounts of the Company and accordingly, a valuation allowance has been recognized.

CHANGES IN ACCOUNTING POLICIES

Changes in accounting policies

Exploration costs

During the fourth quarter of 2009, the Company retrospectively changed its accounting policy for exploration costs by expensing the costs as incurred as it more accurately reflects the exploration industry. The change was effective on January 1, 2009 and applied retroactively. In the prior years, the Company capitalized all exploration costs relating to these interests and projects on the basis of specific claim blocks or areas of geological interest until the mineral properties to which they relate are placed into production, sold or abandoned.

MANICOUAGAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS YEAR 2009

Exploration costs are now charged to earnings as they are incurred until the mineral property reaches the development stage. When it has been established that a mineral deposit is commercially mineable and an economic analysis has been completed, the costs subsequently incurred to develop a mine on the property prior to start of mining operations are capitalized.

The impact of this change on the previously reported December 31, 2008 financial statements is as follows:

	As previously reported	Restatement	As restated
	\$	\$	\$
Mineral properties as at December 31, 2008	7,221,544	(6,662,618)	558,926
Future income taxes as at December 31, 2008	(1,166,780)	1,108,235	(58,545)
Share capital as at December 31, 2008	(17,742,618)	(3,551,526)	(21,294,144)
Contributed surplus as at December 31, 2008	(1,852,404)	(44,925)	(1,897,329)
Exploration costs for the year ended December 31, 2008	58,199	2,688,309	2,746,508
Stock-based compensation costs for the year ended December 31, 2008	121,999	14,880	136,879
Write off of mineral properties for the year ended December 31, 2008	1,058,612	(827,406)	231,206
Future income taxes for the year ended December 31, 2008	(437,382)	458,639	21,257
Net loss and comprehensive loss for the year ended December 31, 2008	(1,603,026)	(2,334,422)	(3,937,448)
Basic and diluted net loss par share for the year ended December 31, 2008	(0.01)	(0.02)	(0.03)
Deficit as at December 31, 2008	(11,425,293)	(9,150,834)	(20,576,127)
Deficit as at December 31, 2007	(9,822,267)	(6,816,412)	(16,638,679)

Property, plant and equipment amortization

The method of amortization for property, plant and equipment has been changed from declining balance to straight-line basis at the end of 2009. The impact of this change on the current and prior years' results are immaterial.

New accounting standards

Credit Risk and Fair Value of Financial Assets and Liabilities

The Canadian Institute of Chartered Accountants ("CICA") has issued Abstract EIC-173, which requires entities to take both counterparty credit risk and their own credit risk into account when measuring the fair value of financial assets and liabilities, including derivatives. EIC-173 is effective for interim and annual periods beginning on or after January 1, 2009.

Mining Exploration Costs

On March 27, 2009, the EIC issued Abstract EIC-174, "Mining Exploration Costs", to provide additional guidance for mining exploration enterprises on when an impairment test is required. This Abstract has been applied to financial statements issued after March 27, 2009.

The adoption of these abstracts had no impact on the financial statements of the Company.

Financial Instruments – Disclosures

In June 2009, the CICA issued amendments to CICA Handbook Section 3862 "Financial instruments - Disclosures", which requires enhanced disclosures on liquidity risk of financial instruments and new disclosures on fair value measurements of financial instruments.

The Company has included disclosures recommended by the new Handbook section in note 5 to these financial statements.

Financial Instruments

In June 2009, the CICA issued amendments to CICA Handbook Section 3855 "Financial instruments" to add guidance concerning the assessment of embedded derivatives upon reclassification of a financial asset out of the held-for-trading category and to clarify the application of the effective interest method after a debt instrument has been impaired. These amendments apply to reclassifications made on/after July 1, 2009.

This new standard has no significant impact on the financial statements of the Company.

Future accounting standards

Financial Instruments – Recognition and Measurement

In June 2009, the CICA issued amendments to CICA Handbook Section 3855 "Financial instruments – recognition and measurement" to clarify when an embedded prepayment option is separated from its host debt instrument for accounting purposes. Amendments apply to interim and annual financial statements relating to years beginning on/after January 1, 2011.

International Financial Reporting Standards ("IFRS")

The CICA's Accounting Standards Board ("AcSB") has confirmed that IFRS will replace current Canadian GAAP for publicly accountable enterprises, including the Company, effective for fiscal years beginning on or after January 1, 2011. Accordingly, the Company will report interim and annual financial statements in accordance with IFRS beginning with the quarter ending March 31, 2011 (with 2010 comparative).

The Company has completed the development of an IFRS implementation plan to prepare for this transition, and analyzed the key areas where changes to current accounting policies were expected as follows:

- Exploration and evaluation expenditures;
- Mineral Properties;
- Property, plant and equipment;
- Stock-based compensation; and
- Accounting for income taxes.

Other elements of our IFRS implementation plan will also be addressed, including financial statement note disclosures; internal controls; contractual arrangements; and employee training. The table below summarizes the timing of activities related to the Company's transition to IFRS.

MANICOUAGAN MINERALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS YEAR 2009

Initial analysis of key areas for which changes to accounting policies may be required	Completed
Detailed analysis of all relevant IFRS requirements and identification of areas requiring accounting policy changes or those with accounting policy alternatives	Completed
Assessment of first-time adoption (IFRS 1) requirements and alternatives	Completed and will be updated with IFRS changes over the time until December 31, 2011
Final determination of changes to accounting policies and choices to be made with respect to first-time adoption alternatives	Completed and will be updated with IFRS changes over the time until December 31, 2011
Quantification of the financial statement impact of changes in accounting policies	Completed and will be updated with IFRS changes over the time until December 31, 2011
Resolution of the accounting policy change implications on information technology, internal controls and contractual arrangements	In progress
Management and employee education and training	Throughout the transition process

Impact of Adopting IFRS on Manicouagan's Business

As part of its analysis of changes to significant accounting policies, Manicouagan is assessing what changes may be required to its accounting systems and business processes. Manicouagan believes that the changes identified to date are minimal and the systems and processes can accommodate the necessary changes.

Manicouagan is currently assessing the impact on contractual arrangements that may be affected by potential changes to significant accounting policies.

Manicouagan's staff involved in the preparation of financial statements are being trained on the relevant aspects of IFRS and the anticipated changes resulting from the adoption of IFRS.

The Board of Directors and Audit Committee have been regularly updated on the progress of the IFRS conversion plan, and made aware of the evaluation to date of the key aspects of IFRS affecting Manicouagan.

First-time adoption of IFRS

The adoption of IFRS requires the application of IFRS 1 *First-time Adoption of International Financial Reporting Standards* ("IFRS 1"), which provides guidance for an entity's initial adoption of IFRS. IFRS 1 generally requires retrospective application of IFRS as effective at the end of its first annual IFRS reporting period. However, IFRS 1 also provides certain optional exemptions and mandatory exceptions to this retrospective treatment.

IFRS 1 does not permit changes to estimates that have been made previously. Accordingly, estimates used in the preparation of Manicouagan's opening IFRS statement of financial position as at the Transition Date will be consistent with those made under current Canadian GAAP. Manicouagan does not expect any material adjustments at the transition date.

Impact of Adopting IFRS on Manicouagan's Financial Statements

The adoption of IFRS will result in some disclosure changes to Manicouagan's accounting policies that are applied in the recognition, measurement and disclosure of balances and transactions in its financial statements.

The following provides a summary of Manicouagan's evaluation to date of potential changes to accounting policies in key areas based on the current standards and guidance within IFRS. This is not intended to be a complete list of areas where the adoption of IFRS will require a change in accounting policies, but to highlight the areas Manicouagan has identified as having the most potential for a significant change. The International Accounting Standards Board has a number of ongoing projects, the outcome of which may have an effect on the changes required to Manicouagan's accounting policies upon the adoption of IFRS. At the present time however, Manicouagan is not aware of any significant expected changes prior to its adoption of IFRS that would affect the summary provided below.

1) Exploration and Evaluation Expenditures

IFRS currently allow an entity to retain its existing accounting policies related to the exploration and evaluation of mineral properties, subject to some restrictions.

Manicouagan expects to retain its current policy of expensing exploration and evaluation expenditures as incurred. Therefore Manicouagan does not expect that the adoption of IFRS will result in any significant change to the related line items within its financial statements.

2) Impairment of (Non-financial) Assets

IFRS require a write down of assets if the higher of the fair market value and the value in use of a group of assets is less than its carrying value.

Manicouagan's accounting policies related to impairment of assets is in line with IFRS. The carrying value of its Mineral Properties interest are reviewed quarterly. Manicouagan does not expect an impact to the carrying value of its assets. Manicouagan will perform impairment assessments as at the Transition Date in accordance with IFRS and in subsequent periods.

3) Share-based Payments

Under certain circumstances, IFRS require a different measurement of stock-based compensation related to stock options than current Canadian GAAP.

Manicouagan does not expect any changes to its accounting policies related to share-based payments that would result in a significant change to line items within its financial statements.

4) Property, Plant and Equipment

IFRS contain different guidance related to recognition and measurement of property, plant and equipment than current Canadian GAAP.

Manicouagan does not expect any changes to its accounting policies related to property, plant and equipment that would result in a significant change to line items within its financial statements.

5) Income Taxes

Under certain circumstances, IFRS contain different requirements related to recognition and measurement of future (deferred) income taxes.

Manicouagan does not expect any changes to its accounting policies related to income taxes that would result in a significant change to line items within its financial statements.

Subsequent Disclosures

Further disclosures of the IFRS transition process are expected as follows:

- Manicouagan's Management Discussion and Analysis for the 2010 interim periods and the year ended December 31, 2010 will include updates on the progress of the transition plan, and, to the extent known, further information regarding the impact of adopting IFRS on key line items in the annual financial statements.

Manicouagan's first financial statements prepared in accordance with IFRS will be the interim financial statements for the three months ending March 31, 2011, which will include notes disclosing transitional information and disclosure of new accounting policies under IFRS. The interim financial statements for the three months ending March 31, 2011 will also include 2010 financial statements for the comparative period, adjusted to comply with IFRS, and Manicouagan's transition date IFRS statement of financial position (as at January 1, 2010).

FINANCIAL INSTRUMENTS

Fair value

The fair value of interest receivable and accounts payable and accrued liabilities approximates their carrying value due to their short-term maturity. The Company has designated its cash and cash equivalents as held-for-trading, which are measured at fair value.

Interest rate risk

The Company has cash and cash equivalents. The Company's current policy is to invest excess cash in guaranteed investment certificates redeemable before maturity and/or in interest bearing accounts of a Canadian chartered bank. The Company periodically monitors its investments and is satisfied with the creditworthiness of its financial institutions. As at December 31, 2009, the Company had an interest-bearing account with a Canadian chartered bank.

As at December 31, 2009 and 2008, the Company's exposure to interest rate risk is summarized as follows:

Cash and cash equivalents	Variable interest rate
Interest receivable	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing

ADDITIONAL INFORMATION

Outstanding Shareholders' Equity Data

As of April 8, 2010, the following are outstanding:

- Common Shares 165,861,723
- Stock Options 7,305,000
- Warrants 30,361,334
- Broker Units* 1,920,000

* (Each Broker Unit entitles the holder to acquire one common share and one common share purchase warrant)

Uncertainties and Risk Factors

There are many risk factors facing companies involved in the mineral exploration industry. Risk management is an ongoing exercise upon which the Company spends a substantial amount of time. While it is not possible to eliminate all of the risks inherent to the industry, the Company strives to manage these risks, to the greatest extent possible. The following risks are those which are most applicable to the Company.

- *Industry and Mineral Exploration Risk*

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that the Company's exploration efforts will be successful. At present, the Company's projects do not contain any proven or probable reserves. Success in establishing reserves is a result of a number of factors, including the quality of management, as well as the level of geological and technical expertise and the quality of the project itself. Substantial expenditures are required to establish reserves or resources through drilling, to develop metallurgical processes and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Because of these uncertainties, no assurance can be given that planned exploration programs will result in the establishment of mineral resources or reserves.

The Company may be subject to risks which could not reasonably be predicted in advance. Events such as labour disputes, environmental issues, natural disasters or estimation errors are prime examples of industry related risks. The Company attempts to balance these risks through insurance programs where required and ongoing risk assessments conducted by its technical team.

- *Legislation*

In 2009, the legislature of Ontario introduced Bill 173 to promote mineral exploration and development by improving clarity and certainty of investment. Bill 173 proposes amendments to the Mining Act respecting the regulation of, among other things, prospecting land, staking mining claims, surface owners' rights, exploration work and most significantly, consultation with Aboriginal communities. Pursuant to the Bill, mining activities are encouraged in a manner consistent with the recognition and affirmation of existing Aboriginal and treaty rights in section 35 of the Constitution Act, 1982, including the duty to consult. The legislation received Royal Assent on October 28, 2009. Until the accompanying regulations are promulgated, the Company is unable to assess the overall impact that this legislation could have on its activities.

The Ontario legislature has also given First Reading to Bill 191, the proposed Far North Act. In announcing the legislation, the Government of Ontario indicated that to ensure proper planning and community input, new forestry and the opening of new mines in the Far North would require community land use plans supported by local Aboriginal communities. The proposed legislation also confirms the government's intention to establish "an interconnected network of protected areas" covering at least 225,000 square kilometres that would therefore amount to not less than 50 per cent of the Far North region. At the current time the Company is unable to assess the impact that this legislation could have on its activities.

The Company has initiated consultations with the First Nation communities in respect to its plans for its Ontario properties. There can be no assurance that agreements will be reached with these communities.

- *Commodity Prices*

The Company is in the business of metals exploration and as such, its prospects are largely dependent on fluctuations in the price of various metals. Prices fluctuate on a daily basis and are affected by a number of factors well beyond the Company's control. The mineral exploration industry in general is a competitive market and there is no assurance that, even if commercial quantities of proven and probable reserves are discovered, a profitable market may exist. Due to the current grassroots nature of its operations, the Company does not enter into price hedging programs.

- *Environmental*

Exploration projects or operations are subject to the environmental laws and applicable regulations of the jurisdiction in which the Company operates. Environmental standards continue to evolve and the trend is to a longer, more complex and rigid process. The Company reviews environmental matters on an ongoing basis. If and when appropriate, the Company will make provisions in its financial statements for any potential environmental liability.

- *Financial Capability and Additional Financing*

The Company has sufficient financial resources to undertake its presently planned exploration and development programs. However, the Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available for further exploration and development of its current projects. There can be no assurance that the Company will be able to obtain sufficient financing in the future to carry out exploration and development work. The Company's ability to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company. Failure to obtain sufficient financing may result in delaying or the indefinite postponement of exploration, development or production on any or all of the Company's properties or even a loss of property interest.

There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. Additional funds will be required for future exploration and development of the Company's properties.

If the Company raises additional funds through the sale of equity securities, shareholders may have their investments further diluted.

- *Resource Estimates*

The Company's planned mineral exploration and development activities will be subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development.

Many of the mineral rights and interests of the Company are subject to government approvals, licences and permits. The granting and enforcement of the terms of such approvals, licences and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licences and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those experiencing loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws and regulations governing operations or more stringent implementation thereof could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or development costs or a reduction in the levels of production at producing properties, if any, or require abandonment or delays in development of new mining properties.

- *Permits and Licences*

The operations of the Company may require licences and permits from various governmental authorities. Obtaining the necessary governmental permits is a complex and time-consuming process involving numerous jurisdictions. There can be no assurance that the Company will be able to obtain all necessary licences and permits that may be required to carry out exploration, development and mining operations at its projects.

- *Dependence on Key Employees*

The Company's future growth and its ability to develop depend, to a significant extent, on its ability to attract and retain highly qualified personnel. The Company is highly dependent on the principal members of its senior management group and the loss of their services might impede the Company's business strategy and growth.

- *Conflicts of Interest*

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other reporting companies or may have significant shareholdings in other reporting companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms.

- *Competition*

The mineral industry is intensely competitive in all its phases. Manicouagan competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements based on the Company's current expectations. Forward-looking information can often be identified by forward looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

These forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those presented in this document. Accordingly, the Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change, unless required by law. Readers are cautioned not to place undue reliance on forward-looking information.