MANO RIVER RESOURCES INC

Management's Discussion and Analysis
For the quarter ended March 31, 2009

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The following discussion is management's assessment and analysis of the results and financial condition of Mano River Resources Inc. (the "Company" or "Mano") based upon Canadian Generally Accepted Accounting Principles ("GAAP") and should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes for the three month period ended March 31, 2009. This management discussion and analysis has been prepared based on information available to Mano as at May 22, 2009. Unless otherwise indicated all amounts are in US dollars.

Additional information relating to the Company is available on SEDAR at www.sedar.com or on the Company's website at www.manoriver.com.

1. OVERVIEW

(a) DESCRIPTION OF BUSINESS

Mano is an exploration and development company with a prospective portfolio of gold and diamond projects and an investment in the Putu iron ore project in West Africa. Its fundamental strategy is to unlock the value of its exploration assets and increase shareholder value, by fast tracking these assets towards production. Through its subsidiaries, Mano holds interests in mineral properties in Liberia, Sierra Leone, Guinea and the Democratic Republic of Congo (DRC). Mano is listed on the TSX Venture Exchange (TSX-V) and the AIM Market of the London Stock Exchange.

(b) COMPANY HISTORY

Mano was formed in 1998 by a reverse takeover involving the sale of the interests of Mano River Resources Ltd into Zicor Mining Inc. and a subsequent change of name to Mano River Resources Inc.

Mano River Resources Ltd, a BVI registered company, was founded in 1996 by Guy Pas. Mano and its subsidiaries, at the time of the reverse takeover, had spent over $2.4M in establishing the in-country presence, acquiring, evaluating and exploring the properties.

Mano River Resources Ltd itself acquired upon its establishment in July 1996 the pre-existing assets of Golden Limbo Rock Resources Ltd in Guinea, of Golden Leo Resources Ltd in Sierra Leone, and exploration permits and extensive research in Liberia, for a total value of $5M paid in shares.

Golden Limbo Rock Resources Ltd had been actively exploring in Guinea since late 1994, and Golden Leo Resources Ltd researched Sierra Leone's potential in the course of 1995, subsequently applying for licences immediately following the election of 1996.

Licences were also obtained in Liberia where, in 1995, a Liberian geologist started assessing the geology.

(c) ON-GOING PROJECTS

Detailed below is a summary of the main on-going projects and their status:

Country	Project	Commodity	Current Status	Future Plans	Joint Venture Partner	Financial Statements
Liberia	Putu	Iron ore	Drilling in 2009	MDA(4) – 2009	Severstal 55.67% control	Associate(5)
Liberia	NLGM	Gold	Drilling in 2009	Feasibility study 2010	No partner	Subsidiary
Liberia	Weaju	Gold	Drilling in 2009	Further exploration	No partner	Subsidiary
Sierra Leone	Sonfon	Gold	Care & Maintenance(2)	GSR reviewing options	GSR near to earning 51%	Subsidiary
Sierra Leone	Kono	Diamonds	Care & Maintenance(3)	Full production	Petra 51%	Mano 59.6% interest(1)
Guinea	Mandala	Diamonds	Full production	Full production	No partner	Mano 59.6% interest(1)
Sierra Leonne	Tongo	Diamonds	Care & Maintenance	Further exploration	No partner	Mano 59.6% interest(1)
Guinea	Bouro	Diamonds	Care & Maintenance	Further exploration	No partner	Mano 59.6% interest(1)

(1) Held through Stellar Diamonds Ltd (Stellar) which is accounted for as a subsidiary.
(2) Golden Star Resources have advised us that they intend to drill in the second half of 2009.
(3) Temporarily on care and maintenance due to depressed diamond prices. See press release of May 21, 2009.
(4) Mineral Development Agreement.
(5) Mano holds a 44.33% interest in Severstal Liberia Iron Ore Ltd.

2. EXPLORATION PROJECTS

(a) IRON ORE

The Company is targeting a potential iron ore resource of more than 900M tonnes, which is in line with an independent technical report prepared by SRK Consulting (UK) Ltd in September 2007, at its 44.33% owned Putu Iron Ore Project ("Putu" – not NI 43-101 compliant) in southeastern Liberia. Putu is located in the centre of a 425 square kilometre exploration licence in Grand Gedeh County of eastern Liberia. The Putu project consists of two prominent ridges, namely Mt. Jideh and Mt. Ghi. Mt Jideh is the priority target and has a strike length of approximately 13km based on mapping, surface sampling and airborne magnetic data. In October 2008 the Government of Liberia granted the Company a two year extension to the Putu exploration licence, extending it to September 30, 2010.

The Company signed certain financing and development agreements with OAO SeverStal Resources (Severstal) on the 22 May 2008 and subsequently completed the transaction on 10 December 2008. On completion Severstal agreed to pay Mano a total consideration of $12.5M for a 25% share in African Iron Ore Group (renamed Severstal Liberia Iron Ore Ltd – SLIO) effectively valuing the project at $50M. Severstal paid Mano $8.3M in December 2008, with the balance of $4.2M deferred until December 2010. Upon payment of the balance owing, Mano's interest in the project holding company SLIO, will reduce to 38.5%. Severstal is committed to invest a further $30M in order to advance the project towards a definitive feasibility study.

A 3,960m core drilling programme for geological characterisation was completed at Putu in December 2008. Assays from nine out of eleven holes completed included best itabirite intersections in haematite mineralisation of 63m at an average grade of 63.5% iron and in magnetite mineralisation of 367m at an average grade of 39% iron. The drill results displayed excellent grade characteristics and indicate that the Putu project has significant iron ore potential.

SLIO is currently undertaking regional development and social programmes with the following initiatives already being implemented for the local community:

- Rehabilitation / replacement of drinking water pumps in 6 local villages
- Reconstruction of 18km of road linking local administrative centres
- Preparation for construction of a health post in the village where the exploration camp is located

The key priority is to substantially advance the resource drilling programme and metallurgical testing at Putu. In May 2009 geological consultants were engaged to advise on the design of the next exploration programme. The process to receive a 25 year Mineral Development Agreement (MDA), a more advanced form of mineral tenure, started in quarter one 2009 with the Liberian authorities. The planned airborne magnetic survey and drilling programme have been placed on hold until the MDA is awarded. During quarter one, 2009 geological sampling and mapping commenced together with stage one of the construction of the camp. The Putu project now has the financial and technical resources to take the project forward to feasibility conditional on obtaining the MDA.

Despite the current depressed commodity prices the outlook for iron ore is gradually improving. Management of the Company look forward to a very different market environment by late 2012, by which time Putu should be looking for development funding in advance of production targeted for 2015.

Mano's effective 44.33% interest in SLIO is recorded in the financial statements as an investment in associates whereas prior to the completion of the Severstal transaction on December 10, 2008 it was treated as an 80% owned subsidiary of the Company.

(b) GOLD

NLGM, Liberia

The key asset in the Gold division is the 100% owned New Liberty Gold Mine (NLGM) property, a feasibility stage project situated some 90km north of the capital city Monrovia in Liberia, where Mano has a NI43-101 compliant gold resource estimate of 1.38M contained ounces (13.533M tonnes of measured and indicated resources grading 3.18 g/t gold). The most recent drilling programme which was completed in quarter two, 2008 brings the total number of holes drilled at NLGM to 130, totaling 15,313m. The results received from the 2008 drilling programme confirm that there is potential to expand the current resource estimate through delineation of further resources at depth.

In September 2008 Mano received feedback from AMC Consultants (UK) Ltd ("AMC"), who undertook a conceptual mining study on the potential of NLGM for an underground mining operation. The consultants concluded that although there appeared to be potential for underground exploitation, additional infill drilling work is required to depths of up to 300 metres to re-evaluate the underground resource potential.

Mano plans to accelerate the development of NLGM in the second half of 2009. With this in mind Mano is reviewing candidates for the role of project manager responsible for overseeing this important development. Following on from the AMC report, more drilling is scheduled for later this year and a revised feasibility study for an underground mine, aiming for annual production greater than 100,000 oz, is expected to be completed by the end of 2010.

Weaju, Liberia

The other main gold asset in Liberia is Weaju which is situated 30km to the east north east of NLGM and is part of the Bea Mountains Mineral Development Agreement (MDA). Mineralisation is concentrated in shear zones, along a contact zone between granite and schist-belt lithologies, into which quartz-tourmaline veins and pegmatites have been intruded. A soil geochemical grid and geological mapping demonstrated a strike length of 1.5 km in an east north-east trend for the mineralisation, open to the east and west. Artisanal workings have confirmed the continuity of mineralisation and previous drilling intersections have included 19.63 g/t gold over 6m from a depth of 18m and 27.72 g/t gold over 6m from a depth of 47m. A resource definition drilling programme will commence in the second half of 2009.

Sonfon, Sierra Leone

The Sonfon project is under joint venture with Golden Star Resources (GSR) and Minerva Resources PLC (formerly Golden Prospect). Sonfon is considered to be Mano's most significant and highest potential gold prospect in Sierra Leone. GSR Mano's joint venture partner on the Sonfon Project has advised the Company that they are nearing the completion of stage three of the agreement by which they will vest a 51% joint venture interest. GSR has submitted its cumulative expenditure on the project and Mano is currently reviewing this data. Under the joint venture agreement, GSR must within 120 days of completing stage three elect to proceed to a feasibility study. Mano then has the right to elect to contribute pro-rata to the feasibility study to retain a 49% interest. If Mano decides not to elect to contribute (its share will dilute to 35%), GSR may sole fund the feasibility study to earn a further 14% interest, thereby taking its joint venture interest to 65%.

Upon completion of a positive feasibility study on Sonfon, GSR may elect to proceed to mine development. Mano has the right to contribute pro rata to any mine development to retain its interest or dilute to either a 15% or 29% free carried interest depending on its earlier elections to co-fund the feasibility study and mine construction. Mano will also retain a 2% net smelter royalty on production in excess of the first 1M ounces of gold from each project.

Under a separate agreement dated May 2002, the Sonfon licence was joint ventured by the Company and its partner Minerva Resources PLC on a 50:50 joint venture basis. Minerva retains a 50% interest in Mano's share of the project. As a result when GSR vests its 51% interest, Mano and Minerva will each hold a 24.5% interest.

GSR is the operator of the joint venture and completed a diamond and Rotary Air Blast (RAB) drilling programme in the second half of 2008 which intersected zones of sulfides with good gold grades. The project is currently on care and maintenance while GSR and Mano review the project. From discussions with GSR management it would appear that further exploration work, including drilling, is required before a decision can be made to undertake a feasibility study. A decision will be made by the parties on the future of the project during the second half of 2009.

(c) DIAMONDS

In 2007, the Company transferred its diamonds properties which had a book value of $8,276,081 to its subsidiary Stellar in exchange for 19,239,541 shares of Stellar. The exchange was recorded at book value as it was a transaction between companies under common control. In 2007, Stellar completed two private placements in order to raise funds to finance the development of its diamond interests. In the first placement 1,211,890 shares were issued at an effective price of £0.87 pence per share. 918,484 of those shares were issued for cash consideration, raising proceeds of £800,000 (US$1,571,438), while the remaining 293,406 shares were issued to the subscribers in consideration for forfeiture of certain rights as a result of the diamond reorganisation. In the second placement 4,822,044 shares were issued at a price of £0.871 pence per share for proceeds of £4,200,000 (US$8,611,361). In addition, Stellar issued 2,411,022 warrants in 2007 with a two year term and an exercise price of £1.20 per share as well as 260,390 adviser's options with a two year term and an exercise price of £0.871 pence per share. As a result of these share issues by Stellar, the Company recorded a dilution gain of $6,207,005 in the year ended December 31, 2007.

On March 31, 2008 Stellar issued 2,375,000 shares at a price of £1 per share for gross proceeds of £2,375,000 ($4,724,571). On December 19, 2008, Stellar issued a further 15,567,675 shares at a price of £0.20 pence per share for gross proceeds of $4,802,208 (£3,113,535). Mano purchased 6,920,000 of these shares for £1,384,044 ($2,134,701). At the same time Stellar settled debt of £622,356 ($1,194,766) owing to Mano through the issue of 3,111,781 shares at a price of £0.20 pence per share. As a result of these share issues, the Company recorded a dilution gain of $1,231,793 in 2008.

The intention of Mano was to list Stellar on AIM but due to the recent dramatic changes in the financial markets this has been postponed. During 2008 Mano's interest in Stellar reduced from 68.51% to 59.6%, as a result of a number of private equity financings identified above. In the quarter ended March 31, 2009 Stellar did not raise any further finance and did not issue any further shares. Due to the depressed state of the diamond market, the Kono project in Sierra Leone has been placed on care and maintenance. The immediate priority is to fast track production at the Mandala alluvial diamond project in Guinea.

Kono Project, Sierra Leone

On September 10, 2004, the Company and Petra Diamonds ("Petra") entered into a joint venture for the production of diamonds from the underground mining of diamond-bearing kimberlite dykes defined within Mano's three contiguous licence areas (Yengema, Njaiama and Nimini South) in the Kono diamond district in east Sierra Leone. This is in the heart of the renowned Kono diamond fields that has yielded some spectacular diamonds, including the third largest gem diamond ever found, the 972-carat Star of Sierra Leone. Under the terms of the agreement Petra has earned a 51% interest in Mano's 100% owned subsidiary, Basama Diamonds Ltd., by spending $3M over three years.

During 2008 underground trial mining and bulk sampling continued on the Pol-K and Bardu kimberlite fissures. Underground trial mining has produced a total of 4,400-carats of diamonds to date, with the three largest rough stones recovered being 11.95, 11.45 and 10.55 carats in weight and being of gem quality. In September 2008 it was decided to sell a small parcel of Pol-K and Bardu diamonds in order to test the market conditions. Some 811-carats of Pol-K diamonds were sold for an average of $152 per carat, whereas a parcel of 253 carats from Bardu realised an average value of $54 per carat. At the time, neither of these parcels were considered to be representative of what could be the future run of mine product. This was primarily due to the volumes being processed not allowing for the proper distribution of diamond sizes. In April 2009, 2697 carats from Kono were sold to further test market conditions. The sale realised $125,000 at an average of $46.35 per carat, significantly below the price achieved in September 2008 and reflecting the difficult market conditions faced by Stellar.

At the Pol-K shaft trial stope mining stopped between 30m to 65m depth, being designated Level 1. The kimberlite is on average 60cm in width with an in-situ grade of approximately 65 carats per hundred tonnes ("cpht"). When placed on care and maintenance the shaft at Pol-K was at 84m depth. The second stopes were planned to be opened up at a depth of 95m.

At Bardu the development drive at 45m depth continued in the south west direction. At a distance of 100m from the shaft the fissure opened up to a width of 3m. This swell was followed for a further 15m where it narrowed to a width of 1.6m. Processing of 103 tonnes of this swell kimberlite yielded 144 carats for a grade of 140 carats per hundred tonnes. The diamond quality from this new kimberlite swell is better than the previous samples from Bardu, with less coated and more gem quality, including 16 diamonds over 1 carat, the largest being 2.9 carats in size. Based on the diamond result, mineralogy and physical appearance it is clear that a different, higher grade and better quality kimberlite has been intersected in this development drive.

In January 2009, Stellar reached agreement with Petra Diamonds to assume management control of the Kono project for the duration of 2009. Stellar will sole fund the project and in December 2009 Petra will have the right to either reimburse Stellar 51% of the expenditure, or dilute its equity interest in the project.

Stellar takes a long term view on Kono and follows the strategy of developing the project to be Sierra Leone's first underground diamond mine. However, due to weak diamond prices in the rough diamond market, management have recently made the decision to suspend operations and place the project under temporary care and maintenance until rough diamond prices recover.

Mandala Project, Guinea

The Mandala alluvial diamond project is 85% owned by Stellar and comprises two alluvial mining concessions in the south east of Guinea. Local partners have a 15% net profit interest in the project, only once past capital and operating costs are recouped.

The Mandala project has an independently verified indicated diamond resource of 535,000 carats (NI 43-101 compliant). The in-situ grade of the gravel resource is considered high at 38cpht and before the recent downturn in the diamond market the diamond value was expected to be in excess of $65 per carat. However, even at half this diamond value Stellar expects the project to be cash positive due to forecast low operating costs.

Commissioning and initial production material has come from numerous areas within the mining concession as Stellar embarked on a large-scale bulk sampling programme in order to test the resource and the plant's capability to handle the material. This has led to the recovery of some 7,670 carats at an average grade of 0.88 carats per cubic metre (approximately 44 carats per hundred tonnes). The largest diamonds produced to date weigh 31.33ct, 12.94ct, 10.93ct, though these are not of good quality. However, some excellent quality gemstones of 4.66ct, 3.98ct, 3.73ct and 3.33ct have been recovered.

This project is expected to be important for Stellar to self-finance itself in the second half of 2009. The new 100 tonne per hour DMS processing plant at Mandala has been constructed and commissioned during April 2009. Mandala is forecast to produce on average 10,000 carats of diamonds per month for the period May to December 2009. Although this is a challenging target results to date are encouraging. The expected average price for 2009 is $40 per carat.

Other Diamond Projects

Stellar's Board has deemed it prudent to fully impair and write down its deferred exploration expenditure in Liberia, at the 100% owned MCA project and at the Kpo project where it has a 50:50 joint venture with Trans Hex Group. In February 2009 the Kpo project was reviewed in detail and the partners agreed to terminate the joint venture and relinquish the ground. This will not affect Mano's gold and iron ore development plans in Liberia. Other exploration projects including Tongo and Bouro in Guinea have been placed on care and maintenance until Stellar is generating cash revenues and is self-financed.

3. SUMMARY OF PERFORMANCE

(a) SUMMARY OF SELECTED ANNUAL FINANCIAL INFORMATION

The following table provides a summary of the annual audited consolidated financial information for the three most recently completed financial years as derived from the audited consolidated financial statements and is prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP").

US Dollars	Year ended December 31 2008	11 months ended December 31 2007 RESTATED	Year ended January 31 2007
Interest income	74,484	148,041	53,181
Administrative and office expenses	1,044,292	63,236	8,747
Project Impairment	11,250,591	-	-
Professional fees	1,938,650	958,629	408,080
Dilution gain	7,157,964	6,207,005	-
Stock option compensation expense	1,455,625	2,053,887	513,361
Gain on disposal of assets	7,762,899	-	-
Net income/(loss)	1,841,014	2,740,695	(959,609)
Basic and diluted income/(loss) per share	0.006	0.009	(0.004)
Working capital	6,939,955	2,868,877	428,368
Total assets	54,749,687	45,501,911	28,866,715
Exploration expenditure in the year	10,402,580	6,526,656	8,443,801
Deferred exploration costs	27,316,442	29,918,050	23,391,394
Long term liabilities – convertible debentures	2,048,638	2,260,738	-

(b) SUMMARY OF SELECTED QUARTERLY FINANCIAL INFORMATION

The following is the selected financial information of the Company for the last eight quarters: (unaudited)

US Dollars	March 31 2009	December 31 2008	September 30 2008	June 30 2008
Interest income	1,514	2,168	21,415	32,676
Dilution gain	-	5,327,344	-	442,840
Net income/(loss)	(611,080)	8,944,998	(5,362,222)	(996,109)
Basic and diluted income/(loss) per share	(0.002)	0.028	(0.017)	(0.003)
Total assets	53,661,289	54,749,687	47,082,223	51,393,067
US Dollars	March 31 2008	December 31 RESTATED 2007	October 31 2007	July 31 2007
Interest income	18,225	79,784	55,272	5,213
Dilution gain	1,387,780	6,207,005	-	-
Net income/(loss)	(745,653)	3,980,931	(466,135)	(496,668)
Basic income/(loss) per share	(0.002)	0.013	(0.002)	(0.002)
Diluted income/(loss) per share	(0.002)	0.012	(0.002)	(0.002)
Total assets	48,617,142	45,501,911	46,105,356	46,672,577

Mano's performance is not affected by seasonal trends. The Company is currently not a producer and therefore does not generate a positive cash flow from operating activities. As an explorer it has historically incurred losses, however, in the quarters ended December 31, 2007 and December 31, 2008 it recorded income of $3,980,931and $8,944,998 respectively. The income in these two quarters arose as a result of one-off transactions. In the quarter ending December 31, 2007 the main reason for the income was the dilution gain recorded on consolidation of Stellar of $6,207,005. In the quarter ending December 31, 2008 there were several one-off transactions which affected the income. These are outlined in detail in section c (i) below but in summary the main one-off transactions were: the dilution gains on Stellar and SLIO; the gain on the sale of shares in SLIO; and the higher impairment charge.

(c) RESULTS OF OPERATIONS

(i) INCOME STATEMENT

Review of three months ended March 31, 2009 (unaudited) compared to the three month period ended March 31, 2008 (unaudited).

The net loss for quarter one, 2009 of $611,080 is $134,573 below last year's loss. The main reasons for the favourable variance are detailed below:

(1) Directors fees at $68,556 are $84,471 below last year. Quarter one last year included fees that had not been accrued in period four 2008;
(2) Management fees at $105,789 are $52,540 below last year due mainly to the reduction in salary of the Executive Chairman when he became a Non-Executive Chairman, effective October 1, 2008;

(3) Professional fees at $55,853 are $504,074 below last year. The figure for quarter one, 2008 included $225,000 related to the planned listing of Stellar on London's Alternative Investment Market;
(4) Stock based compensation at $59,400 is $1,255,355 below last year. Last year there were significantly more options awarded and the value of the Company's shares last year was also significantly higher; and
(5) Depreciation at $11,089 is $140,657 below last year. The charge last year incorrectly assumed the plant and equipment in Guinea was "operational" where in fact it was "still under construction", and therefore should not have been depreciated.
(6) A gain on investment in associates of $86,200 was recorded in the period.

The above savings were to a large degree off-set by unfavourable variances on the following:

(7) Unrealised exchange gain on the convertible debentures of $39,559 is $270,251 lower than last year;
(8) There was no dilution gain on shares issued by Stellar in the period ending March 31, 2009. In the corresponding period last year there was a gain of $1,387,780.
(9) Interest on convertible debentures at $249,130 is $154,911 higher than last year. The figure in the 2008 March quarter of $94,219 did not include any adjustment for the accretion of the loan to its future value.

(ii) **BALANCE SHEET, LIQUIDITY AND CAPITAL RESOURCES**

Current assets amounted to $6,104,209 at March 31, 2009, $3,008,236 lower than last year. The reduction in current assets, and particularly cash and cash equivalents is mainly due to the deferred exploration expenditure incurred by the Company during quarter one 2009.

Investments of $8,179,975 increased by $86,200 over 2008, reflecting the Company's interest in the equity of SLIO. Equity increased in quarter one 2009 in the books of SLIO due to interest income earned on the loan SLIO made to a 100% owned subsidiary of Severstal, in December 2008.

Property, plant and equipment at $4,016,934 increased by $120,001 over December 31, 2008. This expenditure relates to the Mandala plant ($50,271) and vehicles and office equipment ($80,819).

There was no change in the value of resource properties detailed in section (vi). Deferred exploration expenditure of $29,030,079 at the end of March 2009, is $1,713,637 above the December 2008 figure. The majority of expenditure was incurred on Mandala ($616,346) and Kono ($717,980). Project costs written off in quarter one 2009 amounted to $21,916.

Total assets of $53,661,289 at March 31, 2009 reduced by $1,088,398 when compared with the December 31, 2008 figure.

At March 31, 2009 there were no commitments for capital expenditure.

Current liabilities of $1,604,754 at March 31, 2009 is $567,736 below the December 2008 level reflecting a reduction in accounts payable and accrued liabilities. The amount owing to joint venture partners at March 31, 2009 is $824,243 and remains unchanged versus the figure at the end of 2008. This balance includes $717,640 owing to Petra Diamonds which is due for repayment in December 2009 as agreed between the parties.

Working capital of $4,499,455 at the end of March 2009 is $2,440,500 lower than the December 2008 level and reflects the reduction in the cash holding at the end of March 2009 as a result of expenditure on exploration and corporate overheads.

At March 31, 2009 the Company has determined the amortised cost of the debt component of the convertible debentures to be $2,185,473 representing the present value of the loan liability.

The non-controlling interest in Stellar of $8,905,480 represents an equity interest of 40.4%, based on a carrying value of net equity of $22,099,299.

Shareholders' equity of $40,965,582 at March 31, 2009 reduced by $551,680 over the December 2008 level. Share capital remains unchanged. The only movements in equity were in the deficit for the period which increased by $611,080 and the increase in the contributed surplus arising from the award of share options in quarter one 2009.

Cash outflow from operating activities during the first three months of 2009 is $836,334 (2008: $974,857) after adjusting for non-cash activities. Cash outflow on investing activities amounted to $1,842,015 in the March 2009 quarter and included deferred exploration expenditure of $1,709,411. The comparative figure spent on investing activities during the three month period to March 31, 2008 was $1,480,641.

Cash out-flow from financing activities in the March 2009 quarter amounted to $176,291 compared to $3,540,277 for the corresponding period last year. In the March 2008 quarter net proceeds of $3,665,998 were raised by Stellar.

The net cash outflow during quarter one 2009 is $2,854,640 versus a net cash inflow in the March quarter 2008 of $1,088,753.

(d) OTHER INFORMATION

(i) Outstanding share data

The Company is authorised to issue an unlimited number of common shares without par value. As at May 22, 2009 there were 317,810,818 common shares outstanding.

Outstanding share options in the Company at March 31, 2009 are outlined below. This includes 5,200,000 share options awarded in January 2009. The fair value of the stock options granted in the year was determined to be $59,400 using the Black-Scholes option pricing model with the following assumptions: no dividends, a weighted average volatility of the Company's share price of 74% (based on the weighted average volatility from both AIM and TSX listings), a weighted average annual risk free rate of 3.5% and an expected life of five years. Options totalling 2,720,000 with an expiry date of March 23, 2009 lapsed in the period.

Number of stock options outstanding	Exercise price per share Cdn.$	Expiry date
2,620,000	0.22	July 25, 2010
2,755,000	0.23	July 31, 2011
600,000	0.23	March 16,2012
300,000	0.23	May 20, 2012
9,045,000	0.20	January 17, 2013
5,200,000	0.10	January 19, 2014
20,520,000		

Outstanding share options in Stellar at March 31, 2009 are outlined below:

Number of Common Shares	Exercise price Per share GBP£	Expiry date
2,600,000	0.87	March 26, 2013
400,000	1.00	April 21, 2013
3,000,000		

As at December 31, 2008, 20,000,000 share purchase warrants were outstanding in the the Company at an exercise price of £0.14 pence per share with an expiry date of November 29, 2009. These warrants were issued to Severstal as part of the private placement completed on May 29, 2008. In addition 18,679,456 warrants were granted by Stellar on December 19, 2008 at an exercise price of £0.25 pence, which are outstanding and exercisable at any time over a period of 18 months.

(ii) Convertible debentures

On September 27, 2007 the Company issued unsecured convertible debentures to raise £2.3M. The convertible debentures are repayable on August 1, 2010 and bear interest at 9% per annum. The principal amount is convertible by the holders into common shares of the Company (16,428,571 shares) at a conversion price of £0.14 pence per share at any time prior to maturity. If prior to the maturity date, the daily volume weighted average trading price of the Company's common shares on AIM, or such other stock exchange where the majority of the Company's trading volume occurs, is greater than £0.182 pence per share (or equivalent), for any period of 21 consecutive trading days, the Company shall have the right at its sole option to provide notice to the holder and thereafter the debentures will automatically be converted to common shares.

As the debentures are convertible into common shares at the option of the holder, they have been accounted for in their component parts. The fair value of the conversion option was based on using the Black-Scholes pricing model with the following assumptions: no dividends will be paid, a weighted average volatility of the Company's share price of 172%, a weighted average annual risk free rate of 4.64% and an expected life of three years. The residual was allocated to the debt component and subsequently carried at amortised cost using the effective interest rate of 44.1% to accrete the liability to the value of the consideration received.

During the period ended March 31, 2009 the Company incurred interest expense relating to the convertible debentures of $249,130 including the accretion of the loan to its future value. Interest has been paid up to February 1, 2009 and therefore an accrual of $49,040 is included at the end of quarter one 2009 representing two months accrued interest. Included in the income statement is $39,559 recognised as an unrealised foreign currency exchange rate gain in the period to March 31, 2009 (2008:$309,810 loss in quarter one 2008).

(iii) Off balance sheet arrangements

The Company does not have any off-balance sheet arrangements and does not contemplate having any in the foreseeable future.

(iv) Related party transactions

During the three months ended March 31, 2009 the Company incurred related party transactions of $190,757 for management fees and directors fees. There were no charges for consultancy or other professional services. The following table summarises the Company's related party transactions for the period:

The following table summarises the Company's related party transactions:

	March 31, 2009 $	December 31, 2008 $
Incurred management service fees with a company related by a director in common	**-**	150,000
Incurred management fees by directors	**122,201**	774,805
Incurred directors fees	**68,556**	297,356
Incurred professional fees and consultancy services by a director	**-**	83,818
	190,757	1,305,979

As at March 31, 2009 the amount due to related parties totaled $46,953 and relates mainly to Stellar non-executive fees not yet paid. These balances have no fixed terms of repayment and have arisen from the provision of services. These balances are incurred in the normal course of business and are repayable on demand.

At the end of March 2009, the amounts due to related entities are as follows:

	March 31, 2009 $	December 31, 2008 $
Directors' companies	**-**	-
Various directors	**46,953**	149,660
	46,953	149,660

(v) Property and Equipment

	Machinery & Equipment $	**Assets Under Construction** $	**Total** $
Cost			
At January 1, 2009	501,149	3,793,388	4,294,537
Additions	80,819	50,271	131,090
At March 31, 2009	**581,968**	**3,843,659**	**4,425,627**
Depreciation			
At January 1, 2009	397,604	-	397,604
Charge for the year	11,089	-	11,089
At March 31, 2009	**408,693**	**-**	**408,693**
Carrying amount			
At December 31, 2008	103,545	3,793,388	3,896,933
At March 31, 2009	**173,275**	**3,843,659**	**4,016,934**

Assets under construction refers to the plant and related equipment at the Mandala diamond operation in Guinea.

(vi) Acquisition and deferred exploration costs

	Mar. 31, 2009 $	Dec. 31, 2008 $
Acquisition costs:		
Liberia, West Africa:		
Bea	**210,000**	210,000
Sierra Leone, West Africa:		
Sonfon and Nimini	**1,186,500**	1,186,500
Mandala	**4,933,592**	4,933,592
	6,330,092	6,330,092
Deferred exploration costs:		
Liberia, West Africa:		
Bea – KGL	**14,031,786**	13,817,084
Weaju	**744,335**	742,268
Gondoja	**34,348**	34,348
	14,810,469	14,593,700
Sierra Leone, West Africa:		
Kono	**8,697,850**	7,979,870
Sonfon	**1,210,980**	1,190,080
Nimini	**134,574**	134,574
Tongo/Gola	**733,542**	682,836
	10,776,946	9,987,360
Guinea, West Africa		
Bouro	**280,594**	191,114
Druzhba	**149,170**	149,170
Mandala	**2,581,417**	1,965,071
	3,011,181	2,305,355
Democratic Republic of Congo		
REMEC	**431,483**	430,027
Closing balance	**29,030,079**	27,316,442

(vi) Acquisition and deferred exploration costs (continued)

	Three months ended March 31, 2009 $	Three months ended March 31, 2008 $
Deferred exploration expenditures		
Assays incl. shipment	**7,525**	32,292
Communications incl. equipment	**10,407**	32,543
Community relations	**38,405**	46,389
Consultants	**27,678**	104,069
Data, images, reports and maps	**3,400**	5,119
Drilling	**6,676**	353,497
Geologists' support	**-**	8,457
Infrastructure incl. roads and bridges	**116,541**	44,077
Licenses and permit fees	**(3,956)**	1,832
Project/field office costs, incl. field equip.	**99,002**	163,362
Salaries and wages	**427,108**	483,338
Subsistence	**7,241**	
Transportation incl. vehicles	**294,919**	118,466
Net Trans-Hex JV expenditure	**-**	281,204
Kono (Petra) joint venture	**700,607**	357,446
Transfer to Mifergui-Nimba investment	**-**	(46,500)
Net expenditure during the period	**1,732,553**	1,985,591
Impairment during the period	**(21,916)**	-
Balance, Beginning of period	**27,316,442**	29,918,050
Balance, End of period	**29,030,079**	31,903,641

(vii) Going Concern

The Company has prepared its consolidated financial statements on a going concern basis which assumes that the Company will be able to realise assets and discharge liabilities in the normal course of business. The Company's ability to continue on a going concern basis depends on its ability to successfully raise additional finance in the future. If the Company cannot obtain additional finance in the future it may be forced to realise its assets at amounts significantly lower than the current carrying value. At March 31, 2009 the Company had cash and cash equivalents of $6,023,266 sufficient to finance its planned exploration activities. In addition when the business combination with African Aura is completed it will significantly strengthen the Company's financial position with the addition of Cdn$5.9M (as at 30 March 2009). With Putu now financed up to and including the feasibility stage, Mano can now focus its resources on those projects that will add most to the value of the Company.

(viii) Recent accounting pronouncements

(a) Section 1400, General Standards of Financial Statement Presentation
In June 2007, the CICA amended Section 1400 to include requirements to assess an entity's ability to continue as a going concern and disclose any material uncertainties that cast doubt on its ability to continue as a going concern. This new requirement is effective January 1, 2008. The new disclosures resulting from this requirement are set out in note 2 of the Financial Statements.

(b) Financial instrument disclosures

As of January 1, 2008, the Company was required to adopt two new CICA standards, Section 3862, Financial Instruments - Disclosures, and Section 3863, Financial Instruments - Presentation, which replaced Section 3861, Financial Instruments - Disclosure and Presentation. The new disclosure standard increases the emphasis on the risks associated with both recognised and unrecognised financial instruments and how those risks are managed. The new presentation standard carries forward the former presentation requirements. The new financial instruments presentation and disclosure requirements were issued in December 2006.

(c) Capital disclosures

As of January 1, 2008, the Company was required to adopt CICA Section 1535, *Capital Disclosures,* which requires companies to disclose their objectives, policies and processes for managing capital. In addition, disclosures include whether companies have complied with externally imposed capital requirements. The new capital disclosure requirements were issued in December 2006. The new disclosures resulting from this requirement are set out in note 14 of the Financial Statements.

(d) Goodwill and intangible assets

In February 2008, the CICA issued Section 3064, Goodwill and Intangible Assets, replacing Section 3062, Goodwill and Other Intangible Assets, and Section 3450, Research and Development Costs. The new pronouncement establishes standards for the recognition, measurement, presentation, and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. This Section is effective in the first quarter of 2009, and the Company believes the adoption of this new Section on its consolidated financial statements will have no material affect.

(e) Business Combination, Consolidated Financial Statements and non-controlling interest

In January 2009, the CICA issued Handbook Sections 1582 – Business Combinations, 1601 – Consolidated Financial Statements and 1602 – Non-controlling Interests which replace CICA Handbook Sections 1581 – Business Combinations and 1600 – Consolidated Financial Statements. Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under International Financial Reporting Standards. Section 1582 is applicable for the Company's business combinations with acquisition dates on or after January 1, 2011. Early adoption of this Section is permitted. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. Section 1601 is applicable for the Company's interim and annual consolidated financial statements for its fiscal year beginning January 1, 2011. Early adoption of this Section is permitted. If the Company chooses to early adopt any one of these Sections, the other two sections must also be adopted at the same time.

(ix) International Financial Reporting Standards (IFRS)

In February 2008, the CICA Accounting Standards Board ("AcSB") confirmed that Canadian GAAP for publicly accountable enterprises will be converged with IFRS effective in calendar year 2011, with early adoption allowed starting in calendar year 2009. The conversion to IFRS will be required for the Company, for interim and annual financial statements beginning on January 1, 2011. IFRS uses a conceptual framework similar to Canadian GAAP, but there are significant differences in recognition, measurement and disclosures. In the period leading up to the conversion, the AcSB will continue to issue accounting standards that are converged with IFRS such as IAS 2, Inventories, and IAS 38, Intangible assets, thus mitigating the impact of adopting IFRS at the mandatory transition date.

The Company is currently evaluating the impact of the adoption of IFRS on its consolidated financial statements. In the transition to IFRS, the Company must apply "IFRS 1 - First Time Adoption of IFRS" which sets out the rules for first time adoption. In general, IFRS 1 requires an entity to comply with each IFRS effective at the reporting date for the entity's first IFRS financial statements. This requires that an entity apply IFRS to its opening IFRS balance sheet as at January 1, 2010 (i.e. the balance sheet prepared at the beginning of the earliest comparative period presented in the entity's first IFRS financial statements).

Within IFRS 1 there are exemptions, some of which are mandatory and some of which are elective. The exemptions provide relief for companies from certain requirements in specified areas when the cost of complying with the requirements is likely to exceed the resulting benefit to users of financial statements. IFRS 1 generally requires retrospective application of IFRSs on first-time adoptions, but prohibits such application in some areas, particularly when retrospective application would require judgments by management about past conditions after the outcome of a particular transaction is already known.

On transition, management must apply the mandatory exemptions and make the determination as to which elective exemptions will be made under IFRS 1. Management is currently preparing its timetable for transition and will undertake a high level analysis of the financial statement areas to determine which elections will be taken. After this high level analysis is completed Mano will be in a better position to assess the impact IFRS will have on the financial statements.

Management continues to assess the impact that IFRS will have on the aspects of the business including accounting policy, financial reporting, information technology and communications perspective. Given that the Company is currently in the development phase, accounting policy determinations that will be made leading in the Company's production phase, such as revenue recognition, deferred stripping and diamond inventory costing to name a few examples, will be made during or post transition to IFRS. Management is also currently reviewing accounting systems and assessing the changes that will be required and the strategies that will be employed. Communication and training strategies are also being developed by management.

(x) Subsequent Events

(a) AFRICAN AURA RESOURCES LTD BUSINESS COMBINATION

On April 15, 2009 Mano announced it had entered into a legally binding Letter of Intent ("LOI") to conclude a definitive agreement for a business combination (the "Combination") with TSX Venture Exchange listed African Aura Resources Ltd ("Africa Aura") pursuant to which Mano will offer 1.57 Mano shares for every one African Aura share outstanding, in order to acquire the entire issued share capital of African Aura. The obligation of Mano and African Aura to enter into a definitive agreement is subject to certain conditions being met, including the approval of the TSX Venture Exchange ("TSXV") and satisfactory completion of due diligence. The Combination is currently expected to be structured as a merger under the corporate laws of the British Virgin Islands (the "BVI") whereby, subject to the approval of a majority of the votes cast by the shareholders of African Aura at a shareholders meeting, a wholly-owned subsidiary of Mano will merge with African Aura and Mano will thereby acquire all of the outstanding shares of African Aura. The Combination will strengthen Mano's position in West Africa, creating a well capitalised iron ore, gold and diamond exploration and development company.

Summary of the Combination**:**

- All share transaction whereby African Aura shareholders will receive 1.57 common shares of Mano for each African Aura share held, representing a premium of 18.7% to African Aura's 60 day volume weighted average share price at market close on April 14, 2009 based on the closing price of Mano's common shares on the Alternative Investment Market ("AIM") of the London Stock Exchange on April 14, 2009 and an exchange rate of Cdn.$1.80 to £1.
- Combined entity to be renamed African Aura Mining Inc., or such other name as may be approved by the applicable regulatory authorities, which at completion, will be owned 75% by Mano shareholders and 25% by African Aura shareholders.
- Proposed Board of Directors:
  - Luis da Silva - President and CEO
  - David Netherway - Non-Executive Chairman
  - David Evans, Kirill Zimin, Guy Pas and Steven Poulton - Non-Executive Directors
- A proposed 1 for 8 Mano share consolidation (one new post-consolidation share for every 8 pre-consolidation shares).
- The share consolidation and the resulting name change will only proceed upon the completion of the Combination.
- The consent of the TSXV, on terms satisfactory to Mano, is a condition precedent to the entering into the Combination.

Strategic Rationale for the Combination:

- Strong operational synergies with prospective iron ore and gold assets in west Africa which will enhance Mano's presence in the region with the addition of the following projects wholly-owned by African Aura:
  - 12km long Nkout iron deposit in southern Cameroon.
  - Batouri gold project in western Cameroon.
- Significantly strengthens Mano's financial position with the addition of Cdn.$5.9M in cash held by African Aura (as at 30 March 2009).
- Geographic diversification and risk reduction by stepping out of Mano's traditional operating countries.
- The proposed Board of Directors of the combined company will be strengthened by drawing on the skills and expertise of key members of the African Aura management team.

On May 15, 2009 the Company announced that the deadline to conclude procedural and structural matters for the Combination had been extended, from May 15, 2009 to June 12, 2009 in respect of the proposed Combination with African Aura.

On May 19, 2009 Mano wrote to the TSXV requesting their acceptance of the Combination and confirmation that the TSXV will not impose a shareholder approval requirement on the Company in respect of the Combination. The Company has not, as at May 29, 2009 received a response from the TSXV.

(b) BOARD APPOINTMENT

On May 13, 2009 the Company announced the appointment of Mr. Kirill S. Zimin to the Board of Directors. Following the completion of the deal with Severstal in December 2008, and in accordance with the agreement signed on 22 May 2008, Mr. Zimin has been elected as the chosen representative of Severstal Resources to complement the existing Board and oversee the 6.29% strategic investment in Mano as well Severstal's 61.5% interest in the Putu Range iron ore project. Mr. Zimin joined ZAO Severstal Resources in 2006 and is Senior Manager for Strategy and Corporate Development. In this capacity he is also Head of Business Development for Africa. Previously Mr Zimin was Deputy Director General at OAO Kuzbassugol Coal Company where he joined from OAO SUAL Holding having worked for over three years as a specialist in corporate governance. Mr Zimin graduated from the Moscow State University with a Law degree.

4. FORWARD-LOOKING STATEMENTS

Certain information included in this document may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied. Factors that could cause actual results or events to differ materially from current expectations include but are not limited to: the grade and recovery of ore which is mined varying from estimates; estimates of future production, mine development costs, timing of commencement of operations; changes in exchange rates; access to capital; fluctuations in commodity prices; and adverse political and economic developments in the countries in which we operate. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward-looking statements are not guarantees of future performance and accordingly undue reliance should not be put on such statements due to the inherent uncertainty therein.

5. TRENDS

The current world financial crisis has seen demand for commodities fall and in turn a significant fall in commodity prices has taken place. With access to capital more difficult, fewer companies are now listing on stock markets. The Company's majority owned subsidiary Stellar has decided to postpone its listing on London's AIM market due to the difficult market conditions for raising finance. However, Stellar has still been able to access finance to progress its most advanced projects. Although there is limited funding available, companies with highly prospective projects can still attract investment. Mano was able to attract investment from Severstal for the Putu iron ore project in Liberia, concluding agreements in December 2008. The financial crisis has negatively impacted the market value of exploration and mining companies on world markets. Many companies have reacted to the shortage of finance by placing projects on care and maintenance and reducing wherever possible their operating costs and capital expenditure. This does mean there are attractive opportunities at both company and project level for companies with available cash.

6. RISKS AND UNCERTAINTIES

The Company is subject to a number of risk factors due to the fundamental nature of the exploration business in which it is engaged, the countries in which it primarily operates and not least adverse movements in commodity prices. In recent months the fall in commodity prices has affected the economics of both existing and potential mines. Mano seeks to counter exploration risk as far as possible by selecting exploration areas on the basis of their recognised geological potential to host high grade gold, diamond and iron ore deposits. The under-explored Archaean terrain on which the Company focuses in West Africa is also subject to a second significant risk, namely, political. While the region has suffered serious civil unrest and armed conflict in the past (which is the basic reason why it remained under-explored), conditions have improved markedly in recent years. The following risk factors should be given special consideration when evaluating an investment in the Company's shares:

(a) Exploration, development and operating risk

The Company is engaged in the exploration of mineral properties, an inherently risky business, and there is no assurance that an economic mineral deposit will be discovered. In fact most exploration projects do not result in the discovery of commercially mineable ore deposits. The focus of the Company is on areas in which the geological setting is well understood by management. The technological tools employed by the Company are regularly updated to better focus our exploration efforts.

(b) Reserve and resource estimates

The estimation of mineral resources and reserves is in part an interpretive process and the accuracy of any such estimates is a function of the quality of available data, and of engineering and geological interpretation and judgement. No assurances can be given that the volume and grade of reserves recovered, and rates of production achieved, will not be less than anticipated. The Company contracts the services of independent professional experts to prepare resource and reserve estimates.

(c) Political and country risks

The political risk in sub-Saharan Africa is significant due to prolonged periods of economic and political instability in the area. However, in recent years there has been considerable progress in rebuilding the government institutions and economy in the three key countries in which we operate, namely Liberia, Guinea and Sierra Leone. These countries will continue to need the support of the international community for security and economic assistance to ensure they are successful in creating a prosperous future for their citizens.

(d) Mineral prices

The price of gold is affected by numerous factors totally beyond the control of the Company, including central bank sales, producer hedging activities, the exchange rate of the U.S. dollar relative to other major currencies, demand, political and economic conditions and production levels. In addition, the price of gold has been volatile over short periods of time due to speculative activities. The prices of diamonds, iron ore and other minerals that the Company may explore for, also have the same or similar price risk factors.

(e) Cash flows and additional funding requirements

Mano currently has no revenues from operations although revenue from diamond production is expected to be recognised in 2009 from the Mandala project in Guinea. The Company has historically entered into joint venture agreements with partners to share the risks and the associated costs of exploration. In addition the Company has raised finance through the sale of equity capital and the placement of unsecured convertible debentures. Although Mano has been successful in the past in obtaining finance, there is no assurance that it will be able to obtain adequate finance in the future or that such finance will be on terms advantageous to the Company.

(f) Exchange rate fluctuations

Fluctuations in currency exchange rates can significantly impact cash flows. The U.S. dollar exchange rate in particular has varied substantially over time. The U.S. dollar has strengthened considerably vis-à-vis the UK pound during the second half of 2008. While the Company has historically raised a large proportion of its equity financing in UK pounds most of the Company's exploration costs, are denominated in U.S. dollars. Fluctuations in exchange rates may give rise to foreign currency exposure, either favourable or unfavourable, which may impact financial results. Mano did not engage in currency hedging to offset the risk of exchange rate fluctuation during 2008. However, the Board has decided to enter into currency forward contracts in 2009 to hedge part of its exposure to the UK pound.

(g) Environmental

Mano's exploration and development activities are subject to extensive laws and regulations governing environmental protection. The Company is also subject to various reclamation-related requirements. The Company takes extremely seriously its commitment towards the local communities and the environment in which it operates. The Company's policy is to meet all applicable environmental regulations. A failure to comply may result in enforcement actions causing operations to cease or be curtailed, the imposition of fines and penalties, and may include corrective measures requiring significant capital expenditures. In addition, certain types of operations require the submission and approval of environmental impact assessments. As far as the Company is aware it has complied with all environmental regulations in relation to the licences it holds.

(h) Laws and regulations

Mano's exploration activities are subject to local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change and can become more stringent, and compliance can therefore become more costly. The Company applies the expertise of its management, its advisors, its employees and contractors to ensure compliance with current laws.

(i) Title to mineral properties

While the Company has undertaken all the customary due diligence in the verification of title to its mineral properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

(j) Competition

There is constant competition from other mineral exploration companies, with operations similar to those of the Company. Many of the mining companies with which the Company competes have operations and financial resources substantially greater than those of Mano.

(k) Dependence on management

Mano relies heavily on the business and technical expertise of its management team and there is little possibility that this dependence will decrease in the near term. In 2008 the financial management of the Company was strengthened with the appointment of a CFO for Mano, a Finance Director for Stellar and a Group Financial Controller. It should be noted that Mano has no key-man insurance.

(l) Economic environment

As discussed under section 5 above the current financial crisis has seen the demand for commodities fall and in turn a significant fall in commodity prices. This has created a lot of uncertainty in the financial markets leading to a fall in the share prices of many companies. Obtaining debt and equity finance has become more difficult leading to an increase in company failures. Mano is confident it has the projects and resources at its disposal to increase the value of the business to its shareholders.

7. MANAGEMENTS RESPONSIBILITY FOR FINANCIAL REPORTING AND CONTROLS

The unaudited consolidated financial statements of the Company for the three months ended March 31, 2009 have been prepared by management in accordance with Canadian Generally Accepted Accounting Principles (GAAP) and have been approved by the Company's Audit Committee and Board of Directors.

Management is responsible for establishing and maintaining a system of controls and procedures over the public disclosure of financial and non-financial information regarding the Company. Management is also responsible for the design and maintenance of effective internal control over financial reporting to provide reasonable assurance regarding the integrity and reliability of the Company's financial information and the preparation of its financial statements in accordance with Canadian GAAP.

Management maintains appropriate information systems, procedures and controls to ensure the integrity of the financial statements and that information used internally and disclosed externally is complete and reliable.

Management of the Company, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosure controls and internal control procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Mano have been detected.

However, given the nature of the business and geographical displacement, management is committed to continuously mitigate any risks and systematically improve operating controls where and when possible in a cost effective manner.

Management recognises the limitation of segregation of duties due to the size of the organisation and is committed to mitigating such risks by introducing compensatory controls.

The Board is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control. The Board carries out this responsibility principally through its Audit Committee. The Audit Committee is appointed by the Board and meets periodically with management and the external auditor to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its duties and responsibilities and to review the Consolidated Financial Statements.

8. OUTLOOK

The outlook for the Company in 2009 is very promising despite the difficult trading conditions in the financial markets. The Company is well positioned in its chosen commodities.

Putu is financed through to the feasibility stage and the immediate priorities are to secure a Mineral Development Agreement (MDA) and significantly increase the resource drilling programme with 27,000m of core drilling.

The gold focus is on strengthening Mano's portfolio of properties and expanding the Company's gold resources. The drilling programme planned at NLGM in 2009 is another step towards completing a feasibility study on the project targeted for end 2010.

Despite difficult trading conditions in the diamond market, Stellar is focused on delivering cash flow at its Mandala operation in 2009.

The key operational priorities for Mano in 2009 are summarised below:

(a) Secure a 25 year MDA for Putu;
(b) Undertake the required airborne magnetic survey over the entire licence area;
(c) Advance the resource drilling programme and metallurgical testing at Putu;
(d) Infill core drilling programme at NLGM;
(e) Resource definition drilling programme at Weaju;
(f) Close the recently announced business combination with African Aura; and
(g) Ensure the cash flow from Mandala provides the means for Stellar to become self-funding and autonomous.

On Behalf of the Board,
MANO RIVER RESOURCES INC.

(Signed)LUIS G. CABRITA da SILVA

LUIS G. CABRITA da SILVA
President and CEO