

# Notice of Annual and Special Meeting of Shareholders

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting of Shareholders of **MANO RIVER RESOURCES INC.** (hereinafter called the "Company") will be held at the offices of Pelham Public Relations, No. 1 Cornhill, London, EC3V 3ND, UK, on Wednesday, the 11th day of June, 2008, at 11:00 a.m. (London, UK time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal period ended December 31, 2007 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors thereon;
2. To determine the number of directors at five;
3. To elect directors;
4. To appoint auditors and to authorise the directors to fix their remuneration;
5. To consider, and if thought fit, to pass an ordinary resolution to ratify, confirm and approve the Company's stock option plan, as more particularly described in the accompanying Information Circular;
6. To consider, and if thought fit, to pass again a special resolution to consolidate the Company's share capital (the "Share Consolidation") on the basis of one (1) new common share without par value for every six (6) existing common shares without par value, as more particularly described in the accompanying Information Circular, subject to the approval of the TSX Venture Exchange;
7. To consider, and if thought fit, conditional upon the Share Consolidation becoming effective, to pass again a special resolution to change the name of the Company to "Manovo Mining Inc." or such other name as may be acceptable to the Board of Directors of the Company, the TSX Venture Exchange and the British Columbia Registrar of Companies, as more particularly described in the accompanying Information Circular; and
8. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Information Circular, a Form of Proxy and a Request for Financial Statements Form. The Information Circular provides information relating to the matters to be addressed at this meeting.

Shareholders are entitled to vote at the meeting either in person or by proxy. Those who are unable to attend the meeting are requested to read, complete, sign and mail the enclosed Form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice. Please advise the Company of any change in your mailing address.

DATED at Vancouver, British Columbia, this 5th day of May, 2008.

BY ORDER OF THE BOARD



Luis Guilherme Cabrita da Silva  
President and Chief Executive Officer

# Information Circular

(Containing information as at May 5, 2008 unless indicated otherwise)

## Solicitation of proxies

This Information Circular is furnished in connection with the solicitation of proxies by the management of MANO RIVER RESOURCES INC. (the "Company") for use at the Annual and Special Meeting (the "Meeting") of Shareholders of the Company (and any adjournment thereof) to be held at the offices of Pelham Public Relations, No. 1 Cornhill, London, EC3V 3ND, UK, on Wednesday, June 11, 2008, at 11:00 a.m. (London, UK time) for the purposes set forth in the accompanying Notice of Meeting.

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

## Appointment and revocation of proxies

The individuals named in the accompanying Form of Proxy are the Executive Chairman and the President and CEO of the Company, respectively. A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A PROXY WILL NOT BE VALID UNLESS THE COMPLETED FORM OF PROXY IS RECEIVED BY COMPUTERSHARE INVESTOR SERVICES INC., PO BOX 82, THE PAVILIONS, BRIDGEWATER ROAD, BRISTOL BS99 7NH, UNITED KINGDOM, IN THE CASE OF SHAREHOLDERS WHOSE SHARES ARE REGISTERED IN THE UNITED KINGDOM, OR COMPUTERSHARE TRUST COMPANY OF CANADA, OF 9TH FLOOR, 100 UNIVERSITY AVENUE, TORONTO, ONTARIO, M5J 2Y1, IN THE CASE OF SHAREHOLDERS WHOSE SHARES ARE REGISTERED IN CANADA, NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME FOR HOLDING THE MEETING OR ANY ADJOURNMENT THEREOF, OR DELIVERED TO THE CHAIRMAN OF THE MEETING PRIOR TO THE COMMENCEMENT OF THE MEETING.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney authorised in writing or, where the Shareholder is a Corporation, by a duly

authorised officer or attorney of the corporation, and delivered to the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., The Pavilions, Bridgewater Road, Bristol BS99 7NH, United Kingdom, in the case of Shareholders whose shares are registered in the United Kingdom, or Computershare Investor Services Inc., 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9, in the case of Shareholders whose shares are registered in Canada, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

## Advice to beneficial Shareholders

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shareholders who do not hold their shares in their own name (referred to herein as "Beneficial Shareholders") are advised that only proxies from Shareholders of record can be recognised and voted at the Meeting. Beneficial Shareholders who complete and return an instrument of proxy must indicate thereon the person (usually a brokerage house) who holds their shares as a registered Shareholder. Every intermediary (broker) has its own mailing procedure, and provides its own return instructions, which should be carefully followed. The instrument of proxy supplied to Beneficial Shareholders is identical to that provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder.

If common shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in such Shareholder's name on the records of the Company. Such shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which company acts as nominee and custodian for many Canadian brokerage firms). Common shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of the Company do not know for whose benefit the common shares registered in the name of CDS & Co. are held.

In accordance with National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Form of Proxy to the clearing agencies and intermediaries for onward distribution to non-registered Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings unless the Beneficial Shareholders have waived the right to receive Meeting materials. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the Form of Proxy supplied to a Beneficial Shareholder by its broker is identical to the Form of Proxy provided by the Company to the registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder should a non-registered Shareholder receiving such a form wish to vote at the Meeting, the non-registered Shareholder should strike out the names of the Management Proxyholders named in the form and insert the non-registered Shareholder's name in the blank provided. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. A Beneficial Shareholder receiving a proxy with a Broadridge sticker on it cannot use that proxy to vote common shares directly at the Meeting – the proxy must be returned to Broadridge well in advance of the Meeting in order to have the common shares voted. All references to Shareholders in this Information Circular and the accompanying Form of Proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

### Voting of proxies

SHARES REPRESENTED BY PROPERLY EXECUTED PROXIES IN FAVOUR OF PERSONS DESIGNATED IN THE ENCLOSED FORM OF PROXY WILL BE VOTED FOR THE ELECTION OF DIRECTORS AND THE APPOINTMENT OF AUDITORS AS STATED UNDER THOSE HEADINGS IN THIS INFORMATION CIRCULAR OR WITHHELD FROM VOTING IF SO INDICATED ON THE FORM OF PROXY.

The shares represented by proxies will, on any poll where a choice with respect to any matter to be acted upon has been specified in the Form of Proxy, be voted in accordance with the specification made. SUCH SHARES WILL ON A POLL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED BY THE SHAREHOLDER.

The enclosed Form of Proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed Form of Proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

### Voting shares and principal holders thereof

Authorised Capital: an unlimited number of common shares without par value  
Issued and Outstanding: 297,810,818<sup>(1)</sup> common shares without par value

(1) As at May 5, 2008.

Only Shareholders of record at the close of business on Monday, May 5, 2008, (the "Record Date") who either personally attend the Meeting or who have completed and delivered a Form of Proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meeting.

On a show of hands, every individual who is present as a Shareholder or as a representative of one or more corporate shareholders, or who is holding a Form of Proxy on behalf of a Shareholder who is not present at the Meeting, will have one vote, and on a poll every Shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share registered in his name on the list of shareholders, which is available for inspection during normal business hours at Computershare Investor Services Inc., The Pavilions, Bridgewater Road, Bristol BS99 7NH, United Kingdom,

## Information Circular (continued)

in the case of Shareholders whose shares are registered in the United Kingdom, and Computershare Investor Services Inc., 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9, in the case of Shareholders whose shares are registered in Canada and will be available at the Meeting.

To the knowledge of the directors and officers of the Company, there are no persons or companies who beneficially own, directly or indirectly or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

### Election of Directors

The Board of Directors presently consists of five directors. It is intended to determine the number of directors at five and to elect five directors for the ensuing year.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election

at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or with the provisions of the British Columbia **Business Corporations Act** ("BCBCA").

The following table sets out the names of management's nominees for election as directors, the province or state and country in which each is ordinarily resident, all offices of the Company now held by each of them, if any, their principal occupation or employment during the past five years if such nominee is not presently an elected director, the period of time for which each has been a director of the Company, and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name, Province or State, Resident Country, Position(s) with Company <sup>(1)</sup>	Principal Occupation and, if not at Present an Elected Director, Employment For Last Five Years <sup>(1)</sup>	Date(s) Served as a Director	Number of Shares Held <sup>(1)</sup>
<b>PAS</b> , Guido E. <sup>(2)(4)</sup> Pregny-Chambesey, Switzerland Director	Current principal occupation is Financier.	Since September 16, 1998	25,754,519 <sup>(3)</sup>
<b>ELDER</b> , Tom <sup>(4)</sup> Wantage, United Kingdom Director	Current principal occupation is Consultant.	Since June 23, 1999	1,131,250
<b>BURNE</b> , Malcolm <sup>(2)(4)</sup> Surrey, United Kingdom Director	Executive Chairman and director of Golden Prospect Mining Plc., a public mineral exploration company listed on the London AIM market.	Since June 19, 2002	Nil
<b>da SILVA</b> , Luis <sup>(2)</sup> Kent, United Kingdom President, Chief Executive Officer and Director	President and Chief Executive Officer of the Company from October 1, 2007 to present.	Since February 27, 2007	35,000
<b>EVANS</b> , David County Wexford, Ireland Chairman and Director	Chairman of the Company from October 1, 2007 to present. Director of Tianshan Goldfields Ltd from 2005 to date; Director of Exterra Consulting from 1997 to 2005; Director of Tarapaca Resources Ltd (Bermuda); Director of Boynton Platinum Ltd from 2002 to 2003.	Since October 1, 2007	900,000

(1) The information as to province or state and country of residence and principal occupation and number of shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) not being within the knowledge of the Company, has been furnished by the respective directors individually.

(2) Denotes member of Audit Committee.

(3) 23,554,519 of these shares are held by Eastbound Resources Limited, a private company controlled by Guido E. Pas.

(4) Denotes member of Remuneration and Corporate Governance Committee.

The Company's Board of Directors does not contemplate that any of its nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed above before the Meeting, then the proxyholders named in the accompanying Form of Proxy intend to exercise discretionary authority to vote the shares represented by proxy for the election of any other persons as directors.

#### **Corporate Cease Trade Orders and Bankruptcies**

No director of the Company is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Company:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

No director of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a director.

#### **Statement of executive compensation**

Set out below are particulars of compensation paid to the following persons (the "Named Executive Officers"):

- (a) the Company's chief executive officer ("CEO");
- (b) the Company's chief financial officer ("CFO");
- (c) each of the Company's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds Cdn.\$150,000 per year, and
- (d) any additional individuals for whom disclosure would have been provided under (c) but for the fact that the individual was not serving as an officer of the Company at the end of the most recently completed fiscal year.

As at December 31, 2007, the end of the most recently completed fiscal year of the Company, the Company had the following "Named Executive Officers", David Evans, Executive Chairman, Luis da Silva, President, Chief Executive Officer and Chief Financial Officer, Tom Elder, former President and Chief Executive Officer and Guido E. Pas, former Chairman and Chief Financial Officer.

# Information Circular (continued)

## Summary of Compensation

The following table is a summary of compensation paid to the Named Executive Officers of the Company for each of the three most recently completed fiscal years.

Name and Principal Position	Year	Annual Compensation			Long Term Compensation			All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards		Payouts	
					Securities Under Options/SARs Granted <sup>(1)</sup>	Shares or Units Subject to Resale Restrictions (\$)	LTIP <sup>(2)</sup> Payouts (\$)	
Luis da Silva <sup>(3)</sup> President and Chief Executive Officer	2007	US\$180,400	Nil	Nil	600,000/0	N/A	N/A	US\$3,500 <sup>(6)</sup>
Tom Elder <sup>(4)</sup> Former President and Chief Executive Officer	2007	US\$102,500	Nil	Nil	500,000/0	N/A	N/A	US\$3,500 <sup>(6)</sup>
	2006	US\$111,510	Nil	US\$9,290 <sup>(5)</sup>	500,000/0	N/A	N/A	US\$4,000 <sup>(6)</sup>
	2005	US\$102,400	Nil	US\$20,000 <sup>(5)</sup>	500,000/0	N/A	N/A	US\$3,500 <sup>(6)</sup>
Guido E. Pas <sup>(7)</sup> Former Chairman and Chief Financial Officer	2007	N/A	Nil	US\$105,500 <sup>(8)</sup>	500,000/0	N/A	N/A	US\$4,000 <sup>(6)</sup>
	2006	N/A	Nil	US\$111,000 <sup>(8)</sup>	500,000/0	N/A	N/A	US\$4,000 <sup>(6)</sup>
	2005	N/A	Nil	US\$99,000 <sup>(8)</sup>	500,000/0	N/A	N/A	US\$2,500 <sup>(6)</sup>
David Evans Executive Chairman <sup>(9)</sup>	2007	US\$61,500	Nil	Nil	Nil	N/A	N/A	Nil

(1) "SAR" or "stock appreciation right" means a right granted by the Company, as compensation for services rendered, to receive a payment of cash or an issue or transfer of securities based wholly or in part on changes in the trading price of publicly traded securities of the Company.

(2) "LTIP" or "long term incentive plan" means any plan that provides compensation intended to motivate performance to occur over a period greater than one fiscal year, but does not include option or stock appreciation right plans or plans to compensation through restricted shares or restricted share units.

(3) Mr. da Silva was appointed Chief Financial Officer on February 1, 2007. Mr. da Silva was subsequently appointed President and Chief Executive Officer on October 1, 2007.

(4) Mr. Elder resigned as President and Chief Executive Officer on October 1, 2007.

(5) Although the Company does not have a pension plan for its employees, these amounts represent payments to Mr. Elder's personal pension scheme pursuant to his employment agreement. By mutual agreement, the Company's obligation to further contribute to Mr. Elder's pension plan scheme was terminated during the fiscal year ended January 31, 2006.

(6) Directors' fees accrued and outstanding.

(7) Mr. Pas resigned as Chief Financial Officer on February 1, 2007 and as Chairman on October 1, 2007.

(8) Management fees incurred with a company controlled by Mr. Pas.

(9) Mr. Evans was appointed Executive Chairman on October 1, 2007.

### Long Term Incentive Plans – Awards in Most Recently Completed Fiscal Year.

The Company has no long-term incentive plans in place and therefore there were no awards made under any long-term incentive plan to the Named Executive Officers during the Company's most recently completed financial year. A "Long-Term Incentive Plan" is a plan under which awards are made based on performance over a period longer than one fiscal year, other than a plan for options.

### Options Granted During Most Recently Completed Last Fiscal Year

During the most recently completed fiscal year ended December 31, 2007, the following incentive stock options were granted to the Named Executive Officers.

Name	Date of Grant	Securities Under Options Granted	% of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (\$/Security) <sup>(1)</sup>	Expiration Date
Luis da Silva President and Chief Executive Officer	March 16, 2007	600,000	66.66%	Cdn,\$023	Cdn.\$120,000	March 16, 2012

(1) Calculated as the closing price of the Company's common shares on the TSX Venture Exchange ("TSXV") on the date of grant.

### Aggregated Option Exercised During 2007 and Financial Year-End Option Values

The following table sets forth details of the exercises of stock options during the fiscal year ended December 31, 2007 by the Named Executive Officers, and the fiscal year-end value of unexercised stock options still held by the Named Executive Officers on an aggregated basis:

Name	Securities Acquired on Exercise	Aggregate Value Realised	Unexercised Options at Fiscal Year-End Exercisable/Unexercisable	Value of Unexercised In-the-Money Options at Fiscal Year-End (\$) Exercisable/Unexercisable
Luis da Silva President and Chief Executive Officer <sup>(1)</sup>	Nil	N/A	600,000/Nil	Nil/N/A
Tom Elder, Former President and Chief Executive Officer <sup>(2)</sup>	200,000	Cdn\$20,000	1,500,000/Nil	Nil/N/A
Guido E. Pas Former Chairman <sup>(3)</sup> and Chief Financial Officer	2,100,000	Cdn.\$190,000	1,500,000/Nil	Nil/N/A

(1) Based on the closing price of Cdn.\$0.20 for the common shares of the Company on the TSXV on December 31, 2007, the net aggregate value of the unexercised stock options was Cdn.\$120,000.

(2) Based on the closing price of Cdn.\$0.20 for the common shares of the Company on the TSXV on December 31, 2007, the net aggregate value of the unexercised stock options was Cdn.\$300,000.

(3) Based on the closing price of Cdn.\$0.20 for the common shares of the Company on the TSXV on December 31, 2007, the net aggregate value of the unexercised stock options was Cdn.\$300,000.

# Information Circular (continued)

## Pension Plans

The Company does not generally provide retirement benefits for directors or officers.

## Termination of Employment, Change in Responsibilities and Employment Contracts

The Company entered into an Employment Agreement effective February 1, 2007, and amended October 1, 2007, with Mr. da Silva, a director and senior officer of the Company, whereby Mr. da Silva is paid an annual salary of €105,000 per annum as the President and Chief Executive Officer. The agreement further provides for Mr. da Silva to receive an aggregate of 1,200,000 share options at various exercise prices and subject to certain vesting conditions and to receive certain benefits, including travel insurance and medical evacuation cover in accordance with the policies of the Company. In the event of "a change in control" the President and Chief Executive Officer will

be entitled to a termination payment of up to twenty four months salary, which amount is dependent on the years of service Mr. da Silva has accrued at the time of termination. The contract is for a term of twelve months, extendible by mutual agreement. The notice period is six months for Mr. da Silva and twelve months notice for the Company. The Company entered into an Employment Agreement effective October 1, 2007 with Mr. Evans, a director and senior officer of the Company, whereby Mr. Evans is paid an annual salary of €120,000 as Executive Chairman. The agreement further provides for Mr. Evans to receive an aggregate of 2,000,000 share options at various exercise prices and subject to certain vesting conditions. In the event of "a change of control" the Executive Chairman will receive compensation equivalent to 12 months salary. The contract is for a term of twelve months, extendible by mutual agreement. The notice period is six months for Mr. Evan's and twelve months notice for the Company.

## Compensation of Directors

The following stock options were granted to the Company's directors who are not Named Executive Officers during the fiscal year ended December 31, 2007:

Name	Securities Under Options Granted	% of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (\$/Security) <sup>(1)</sup>	Expiration Date
Directors who are not Named Executive Officers (1 person)	300,000	33.33%	Cdn\$0.23	Cdn\$0.225	May 31, 2012

(1) Calculated as the closing price of the Company's common shares on the TSXV on the date of grant.

The following table sets forth details of the exercises of stock options during the fiscal year ended December 31, 2007 by directors who are not the Named Executive Officers of the Company, as a group, and the fiscal year-end value of unexercised options on an aggregated basis:

Name	Securities Acquired on Exercise	Aggregate Value Realised(\$) <sup>(1)</sup>	Unexercised Options at Fiscal Year-End Exercisable/Unexercisable	Value of Unexercised in-the-Money Options at Fiscal Year-End <sup>(2)</sup> Exercisable/Unexercisable
Directors who are not Named Executive Officers (3 persons)	2,160,000	Cdn.\$200,000	2,700,000/Nil	Cdn.\$12,250 /Nil

(1) Aggregate Value Realised is the difference between the market price of the Company's common shares on the date of exercise price and the option exercise price, multiplied by the number of common shares acquired.

(2) Value of unexercised options is equal to the difference between the closing price of the common shares of the Company on the TSXV on December 31, 2007 of Cdn.\$0.20 and the exercise prices of options outstanding, multiplied by the number of common shares which may be acquired under such options.

Pursuant to the Company's remuneration policy, the directors of the Company were compensated US\$500 per day on days that a Board of Directors meeting was held and which they attended. This practice ceased effective October 1, 2007. With effect from October 1, 2007 non-executive directors receive fees of £16,000 per annum for holding office. In addition, directors are reimbursed for any expenses incurred in connection with their services provided to the Company.

During the most recently completed fiscal year ended December 31, 2007, directors received compensation for services provided to the Company in their capacities as directors and/or consultants and/or experts as follows:

#### Compensation Table

Name of Director	Year	Annual Compensation – Directors fees	Aggregate No. Securities under option	All other compensation
P. Anthony Rhatigan <sup>(1)</sup>	2007	US\$3,500	400,000	US\$33,000 <sup>(2)</sup>
Rod C. McKeen <sup>(3)</sup>	2007	Nil	100,000	\$89,923 <sup>(4)</sup>
Guido E. Pas	2007	US\$3,500	1,500,000	Nil
Tom Elder	2007	US\$3,500	1,500,000	Nil
Malcolm Burne	2007	US\$3,500	500,000	US\$26,463 <sup>(5)</sup>
Jonathan Challis <sup>(6)</sup>	2007	Nil	400,000	Nil
Karl Smithson <sup>(7)</sup>	2007	US\$2,500	1,000,000	Nil
Luis da Silva <sup>(8)</sup>	2007	US\$3,000	600,000	Nil
Steven Poulton <sup>(9)</sup>	2007	US\$2,500	700,000	Nil
David Evans <sup>(10)</sup>	2007	Nil	Nil	Nil

(1) Mr. Rhatigan resigned as a director of the Company on December 21, 2007.

(2) Includes audit committee fees and reimbursement of legal expenses.

(3) Mr. McKeen resigned as a director of the Company on December 21, 2007.

(4) Legal fees paid to a law firm of which the director is a principal.

(5) Includes audit committee fees.

(6) Mr. Challis resigned as a director of the Company on February 27, 2007.

(7) Mr. Smithson resigned as a director of the Company on December 21, 2007.

(8) Mr. da Silva was appointed a director of the Company on February 27, 2007.

(9) Mr. Poulton resigned as a director of the Company on December 21, 2007.

(10) Mr. Evans was appointed a director of the Company on October 1, 2007. He received no options during the period.

During the fiscal year ended December 31, 2007 the Company incurred:

(a) Professional fees of US\$89,923 with a law firm in which Mr. McKeen is a principal, for legal services and expenses; and

(b) Salary of £50,000 (US\$102,500) to Tom Elder in his capacity as the President and Chief Executive Officer of the Company. Mr. Elder resigned as President and Chief Executive Officer on October 1, 2007.

(c) Directors and audit committee fees of \$81,463 to various directors.

# Information Circular (continued)

## Securities authorised for issuance under equity compensation plans

The following table sets forth as at the end of the fiscal year ended December 31, 2007 the number of securities authorised for issuance under the Company's Stock Option Plan which was approved by the shareholders of the Company on July 12, 2007:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by securityholders	9,900,000	\$0.21	19,881,081 <sup>(1)</sup>
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>9,900,000</b>		<b>19,881,081</b>

(1) Based on 10% (29,781,081) of the 297,810,818 common shares of the Company issued and outstanding at the fiscal year ended December 31, 2007 less the 9,900,000 common shares from column (a).

## Statement of Corporate Governance Practices

In accordance with the requirements of National Instrument 58-101 Disclosure of Corporate Governance Practices ("NI 58-101") and National Policy 58-201 Corporate Governance Guidelines, the Company is required to give full and complete disclosure of its systems of corporate governance. The Company is a Tier 1 listed company which has its common shares traded on the TSX Venture Exchange and the London Stock Exchange's AIM. The following describes the Company's approach to corporate governance.

### Board of Directors

The Board of Directors of the Company (the "Board") currently consists of five directors, Luis da Silva, President and Chief Executive Officer, David Evans, Executive Chairman, and non-executive directors, Guido E. Pas, Tom Elder, and Malcolm Burne. NI 58-101 distinguishes independent and non-independent directors. For the purposes of NI 58-101, Messrs. da Silva and Evans do not qualify as independent directors as they are executive officers of the Company. Messrs. Pas and Elder are not independent as they were executive offices of the Company within the last three years. Mr Burne is an independent director pursuant to NI 58-101. The Board of Directors is responsible for the conduct of the Company's affairs and the success of the business. The main functions and responsibilities of the Board are detailed below:

1. Identifying and monitoring the principal risks facing the business and where-ever possible to mitigate the impact of these risks;
2. Stewardship of the financial affairs of the Company;
3. Ensuring effective communication with all stakeholders including shareholders, employees, the public and other interested parties; and
4. Approving the Company's strategy and objectives, operating plans, key transactions and budgets as presented by management.

The CEO and the Board have not, to date, developed formal, documented position descriptions for the CEO and the Board defining the limits of management's responsibilities. The Board is currently of the view that the respective corporate governance roles of the Board and management are clear and that the limits to management's responsibility and authority are reasonably well-defined.

The Board is responsible for approving operating plans recommended by management. Board consideration and approval is also required for all material contracts and business transactions and all debt and equity financing proposals.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating

new business opportunities, recruiting staff and complying with applicable regulatory requirements.

The Board believes that its current composition is sufficient to ensure that it can function independently of management. The Board does not have, and does not consider it necessary to have, any other formal structures or procedures in place to ensure that the Board can function independently of management. In the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with his fiduciary obligations as a director of the Company, disclose the nature and extent of his interest to the meeting and abstain from voting on or against the approval of such participation.

#### Directorships

The following directors of the Company are also directors of other publicly traded corporations as set out below:

Name of Director	Name of Reporting Corporation
David Evans	Tianshan Goldfields Ltd
Malcolm Burne	Golden Prospect Precious Metals Plc; Jubilee Platinum Plc
Tom Elder	Centamin Egypt Limited; Angus & Ross Plc
Guido E. Pas	Afren Plc; Africa West Minerals Corp.

The following is the attendance record of each director for all Board meetings held during the Company's fiscal year ended December 31, 2007:

Name of Director	Board Meetings Attended
P. Anthony Rhatigan <sup>(1)</sup>	7 of 7
Rod C. McKeen <sup>(2)</sup>	6 of 7
Guido E. Pas	7 of 7
Tom Elder	7 of 7
Malcolm Burne	7 of 7
Karl Smithson <sup>(3)</sup>	4 of 7
Luis da Silva <sup>(5)</sup>	6 of 7
Steven Poulton <sup>(6)</sup>	4 of 7

(1) Mr. Rhatigan resigned as a director of the Company on December 21, 2007.

(2) Mr. McKeen resigned as a director of the Company on December 21, 2007.

(3) Mr. Smithson resigned as a director of the Company on December 21, 2007.

(4) Mr. Challis resigned as a director of the Company on February 27, 2007.

(5) Mr. da Silva was appointed a director of the Company on February 27, 2007.

(6) Mr. Poulton was appointed a director of the Company on May 8, 2007 and resigned on December 21, 2007.

#### Orientation and Continuing Education

At present, the Company does not provide a formal orientation and education program for new directors. However, new directors are given the opportunity to familiarize themselves with the Company, the current directors and members of management. The Company currently has no specific policy regarding continuing education for directors, and requests for continuing education are encouraged, and dealt with on an ad hoc basis.

#### Ethical Business Conduct

The primary step taken by the Company to encourage and promote a culture of ethical business conduct is to conduct appropriate due diligence on proposed directors, and ensure that proposed directors, along with current directors, are of the highest ethical standards. The Company does not currently have a written code of ethics.

#### Nomination of Directors

Once a decision has been made to add or replace a director, the task of identifying new candidates falls on the Board and management. Proposals are put forth by the Board and management and considered and discussed. If a candidate looks promising, the Board and management will conduct due diligence on the candidate and if the results are satisfactory, the candidate is invited to join the Board.

#### Compensation

The CEO's compensation is determined by the Board (excluding the CEO). Directors' compensation is currently determined by the entire Board and in accordance with industry norms.

#### Other Board Committees

The Company has a Remuneration and Corporate Governance Committee and a Finance and Budget Committee however neither committee was active in the last fiscal year.

#### Assessments

At present, the Board does not have a formal process for assessing whether the Board, its committees and individual directors are performing effectively. The Board is of the view that the Company's shareholders are the most important assessors of Board performance and that they provide the most effective, objective assessment of the Board's performance.

# Information Circular (continued)

## Indebtedness of Directors, Executive Officers and Officers

At any time during the Company's last completed fiscal year, no director, executive officer or officer of the Company, proposed management nominee for election as a director of the Company or any associate or affiliate of any such director, executive or officer or proposed nominee is or has been indebted to the Company or any of its subsidiaries or is and has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

## Interest of insiders in material transactions

Except as disclosed above, other than as set forth above and elsewhere in this Information Circular and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors or officers of the Company, any Shareholder beneficially owning shares carrying more than 10% of the voting rights attached to the shares of the Company nor an associate or affiliate of any of the foregoing persons had since January 1, 2007 (being the commencement of the Company's last completed fiscal year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

## Appointment of Auditors

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the reappointment of Deloitte & Touche LLP, Chartered Accountants, as auditors of the Company and to authorise the directors to fix their remuneration.

## Management Contracts

Except as disclosed elsewhere in this Information Circular, the Company is not a party to any management contracts and no persons provide significant management functions to the Company other than the directors and executive officers of the Company.

## Interest of certain persons in matters to be acted upon

No person who has been a director or officer of the Company at any time since the beginning of the last fiscal year, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors and the approval of the stock option plan.

## Audit Committee

Pursuant to the provisions of section 224 of the **Business Corporations Act** (British Columbia) the Company is required to have an Audit Committee, which, at the present time, is comprised of Messrs. Guy Pas (financially literate and independent director), Malcolm Burne (financially literate and an independent director) and Luis da Silva (financially literate).

The Company must also, pursuant to the provisions of National Instrument 52-110 **Audit Committees** ("NI 52-110"), which came into force on March 17, 2008, have a written charter which sets out the duties and responsibilities of its audit committee.

## Audit Committee Charter

The Company's Audit Committee Charter's attached to the Company's Information Circular dated June 5, 2007 prepared for the Annual and Special Meeting of Shareholders held on July 12, 2007 and is available under the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com). There has been no change to the charter during the period.

## Relevant Education and Experience

Mr. Malcolm Burne is an independent businessman and corporate director. He has been involved in a number of public resource companies.

Mr. Luis da Silva is a graduate mining engineer involved in both public and private businesses. He has gained extensive international experience in an internal audit capacity after reading for his MBA.

Mr. Guido E. Pas is an independent financier and corporate director. He has been involved in a number of start-up and early-stage resource ventures.

As a result of their respective business experience, each member of the audit committee (i) has an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) has the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves, (iii) has experience in analysing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to that that can reasonably be expected to be raised by the Company's financial statements, and (iv) has an understanding of internal controls and procedures for financial reporting.

### Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

### Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

### External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two financial years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees <sup>1</sup>	Tax Fees <sup>2</sup>	All Other Fees <sup>3</sup>
2007	\$45,000	N/A	\$72,000	\$100,000
2006	\$40,000	N/A	Nil	Nil

(1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".

(2) Fees charged for tax compliance, tax advice and tax planning services. \$42,000 relates to Stellar Diamonds.

(3) Fees for services other than disclosed in any other column. This relates to Stellar Diamonds Ltd.

### Exemption

The Company is relying on the exemption in Section 6.1 of NI 52-110 which exempts venture issuers, as defined in National Instrument 51-102 from the requirements to comply with the restrictions on the composition of its audit committee and the disclosure requirements of its audit committee in an annual information form if filed, as prescribed by NI 52-110.

### Particulars of matters to be acted upon

#### Ratification of Approved Stock Option Plan

At the Annual and Special Meeting of Shareholders held on July 12, 2007, the Shareholders ratified, confirmed and approved the Company's Stock Option Plan which was originally approved by Shareholder on July 16, 2003 (the "Stock Option Plan") which makes a total of 10% of the issued and outstanding shares of the Company at the date of grant

available for issuance pursuant to stock options granted thereunder. The TSX Venture Exchange ("TSXV") requires all TSXV listed companies who have adopted a stock option plan which reserves a rolling maximum of 10% of the number of common shares of the Company issued and outstanding on the applicable date of grant, to obtain shareholder ratification to the Stock Option Plan on an annual basis. As at May 5, 2008, the Company had 297,810,818 common shares issued and outstanding so that a maximum of 29,781,081 common shares would be available for issuance pursuant to the stock options granted under the Stock Option Plan. Currently there are 9,900,000 stock options outstanding under the Stock Option Plan, leaving 19,881,081 common shares available for grant of further options. The Company considers that the Stock Option Plan is critical to its efforts to attract and retain qualified personnel in a very competitive environment. Accordingly, the Company requests that the Shareholders ratify and approve the Stock Option Plan.

The rules of the TSXV require that the Stock Option Plan be approved by the affirmative vote of a majority of the votes cast at the Meeting. Accordingly, the Shareholders will be asked at the Meeting to pass the following ordinary resolution:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Stock Option Plan, in the form approved by the Shareholders of Mano River Resources Inc. (the "Company") at the Annual and Special Meeting held on July 12, 2007, is hereby ratified, confirmed and approved;
2. the Company is authorised to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan entitling all of the optionholders in aggregate to purchase up to such number of common shares of the Company as is equal to 10% of the number of common shares of the Company issued and outstanding on the applicable grant date; and
3. the Board or any committee created pursuant to the Stock Option Plan is authorised to make such amendments to the Stock Option Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Stock Option Plan, the shareholders."

An ordinary resolution is a resolution passed by a majority of at least 50% of the votes cast by those Shareholders, who being entitled to do so, vote in person or by proxy in respect of that resolution at the Meeting.

# Information Circular (continued)

A complete copy of the Stock Option Plan is attached to the Company's Information Circular dated June 16, 2003 prepared for the Annual and Special Meeting of Shareholders held on July 16, 2003 and is available under the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Management of the Company recommends that Shareholders vote in favour of the foregoing resolution, and the persons named in the enclosed form of proxy intend to vote for the approval of the foregoing resolution at the Meeting unless otherwise directed by the Shareholders appointing them.

## Share Consolidation

At the Annual and Special Meetings of Shareholders held on July 12, 2006 and July 12, 2007, the Shareholders approved a special resolution to consolidate its share capital on the basis of one (1) new common share without par value for every six (6) existing common shares without par value. Management did not effect the share consolidation in the ensuing year for various strategic reasons and now wishes to again obtain shareholder approval for the share consolidation, although not legally required to do so. Accordingly, management proposes to present to the shareholders at the Meeting a special resolution to consolidate its share capital on the basis of one (1) new common share without par value for every six (6) existing common shares without par value. The completion of the share consolidation is subject to TSX Venture Exchange ("TSXV") approval. Management of the Company believes that the large number of common shares that are currently issued and listed on the TSXV and AIM may hinder the ability of the Company to raise the funds it requires to finance its business activities and fund the exploration and development of its properties. It accordingly wishes to reduce the number of common shares outstanding by a factor of six (6). A smaller number of common shares trading at potentially a higher price would be expected to make the Company more attractive to potential investors.

## Shareholder Approval of the Share Consolidation

Under the *Business Corporations Act* (British Columbia), a share consolidation requires approval by a special resolution of the shareholders at a meeting called to consider the resolution. The shareholders of the Company will be requested at the Meeting to approve the share consolidation by passing the following special resolution, which requires approval of a majority of not less than two-thirds (2/3) of the votes cast by shareholders who vote, in person or by proxy on the special resolution, at the Meeting:

"IT IS HEREBY RESOLVED, AS A SPECIAL RESOLUTION, THAT

1. the unlimited number of common shares without par value in the capital of the Company, of which 297,810,818 are issued and outstanding, be consolidated into an unlimited number of common shares without par value, of which approximately 49,635,136 common shares without par value will be issued and outstanding, every six (6) of such common shares before consolidation being consolidated into one (1) common share;
2. any fractional shares resulting from the consolidation will be rounded down to the next whole number;
3. the Company be authorised to abandon or terminate all or any part of the share consolidation if the Board of Directors of the Company deems it appropriate and in the best interests of the Company to do so; and
4. any one or more of the directors and officers of the Company be authorised and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution."

## Director Discretion

The directors of the Company reserve the right to abandon the transaction contemplated in the "Share Consolidation" resolution should they deem it appropriate and in the best interests of the Company to do so.

Management of the Company recommends that shareholders vote in favour of the foregoing resolution, and the persons named in the enclosed Form of Proxy intend to vote for the approval of the foregoing resolution at the Meeting unless otherwise directed by the shareholders appointing them.

## Name Change

At the Annual and Special Meetings of Shareholders held on July 12, 2006 and July 12, 2007, the Shareholders also approved a special resolution, conditional upon the share consolidation becoming effective, to change the name of the Company to "Manovo Mining Inc." or such other name as may be acceptable to the Board of Directors of the Company, the TSXV and the British Columbia Registrar of Companies. Management did not implement the name change as the share consolidation was not effected and management again wishes to obtain shareholder approval to the name change. Accordingly, in the event the Company completes the share consolidation, it will be required to change its name and, in this regard, shareholders

are being asked to approve with or without amendment a special resolution in the form set out below to authorise the amendment of the Company's Notice of Articles to change the Company's name to "Manovo Mining Inc." or such other name as may be acceptable to the Board of Directors of the Company, the TSXV and the British Columbia Registrar of Companies ("Registrar").

The implementation of the special resolution approving the change of name of the Company is conditional upon the share consolidation being completed and the Company obtaining the consent of the Registrar and the TSXV to such name change, which will become effective concurrently with the share consolidation being completed. The special resolution authorising the name change authorises the Board of Directors of the Company to abandon the implementation of the name change resolution, without further approval of the shareholders, at any time prior to the issue of a certificate of name change giving effect thereto if the required consent of the Registrar and the TSXV is not obtained or if such implementation is otherwise considered not desirable by the Board of Directors of the Company.

#### Shareholder Approval of the Name Change

Under the **Business Corporations Act** (British Columbia), a name change requires approval by a special resolution of the shareholders at a meeting called to consider the resolution. The shareholders of the Company will be requested at the Meeting to approve the name change by passing the following special resolution, which requires approval of a majority of not less than two-thirds (2/3) of the votes cast by shareholders who vote, in person or by proxy on the special resolution, at the Meeting:

"IT IS HEREBY RESOLVED, AS A SPECIAL RESOLUTION, CONDITIONAL UPON THE SHARE CONSOLIDATION OF THE COMPANY BECOMING EFFECTIVE AND SUBJECT TO THE RECEIPT OF REGULATORY APPROVAL, THAT

1. the name of the Company be changed to "Manovo Mining Inc." and that the Notice of Articles of the Company be amended accordingly;
2. if the name in paragraph (1) above is not acceptable to the TSX Venture Exchange, or is otherwise not suitable to achieve the Company's objectives, the Board of Directors of the Company is hereby authorised to change the name, to a name acceptable to the Board of Directors of the Company, the British Columbia Registrar of Companies and the TSX Venture Exchange, and upon such determination by the Board of Directors of the Company, the resolution in paragraph (1) above shall be deemed to be amended accordingly;

3. the Company be authorised to abandon or terminate the name change if the Board of Directors of the Company deems it appropriate and in the best interests of the Company to do so; and
4. any one or more of the directors and officers of the Company be authorised and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings as may be required to give effect to the true intent of this resolution."

#### Director Discretion

The directors of the Company reserve the right to abandon the transaction contemplated in the "Name Change" resolution should they deem it appropriate and in the best interest of the Company to do so.

Management of the Company recommends that Shareholders vote in favour of the foregoing resolution, and the persons named in the enclosed Form of Proxy intend to vote for the approval of the foregoing resolution at the Meeting unless otherwise directed by the Shareholders appointing them.

#### Any other matters

Management of the Company knows of no matters to come before the meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

#### Additional Information

Additional information relating to the Company can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com). Financial information concerning the Company is also provided in the Company's accompanying comparative financial statements and management discussion and analysis for the most recently completed financial year.

BY ORDER OF THE BOARD OF MANO RIVER RESOURCES INC.  
DATED: May 5, 2008.



Luis Guilherme Cabrita da Silva,  
President and  
Chief Executive Officer



Bevan John Metcalf,  
Chief Financial Officer

