

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Mano River Resources Inc. (“**Mano**”)
Suite 600 - 890 West Pender Street
Vancouver, British Columbia
V6C 1J9

Item 2. Date of Material Change

June 12, 2009

Item 3. News Release

A news release with respect to the material change referred to in this report was issued by Mano on June 12, 2009 and was disseminated through Marketwire.

Item 4. Summary of Material Change

On April 15, 2009, Mano and African Aura Resources Limited (“**Aura**”) entered into an agreement (the “**Agreement**”) with respect to the proposed business combination of Mano and Aura. A definitive agreement setting out, among other things, the mechanics for completing the transaction (the “**Transaction Agreement**”) is to be entered into. Pursuant to an amendment to the Agreement, the parties agreed to extend the deadline to enter into the Transaction Agreement from May 15, 2009 to June 12, 2009. Pursuant to a further amendment to the Agreement, the parties agreed to further extend the deadline to enter into the Transaction Agreement from June 12, 2009 to June 30, 2009.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On April 15, 2009, Mano and African Aura Resources Limited (“**Aura**”) entered into an agreement (the “**Agreement**”) with respect to the proposed business combination of Mano and Aura. A definitive agreement setting out, among other things, the mechanics for completing the transaction (the “**Transaction Agreement**”) is to be entered into. Pursuant to an amendment to the Agreement, the parties agreed to extend the deadline to enter into the Transaction Agreement from May 15, 2009 to June 12, 2009. Pursuant to a further amendment to the Agreement, the parties agreed to further extend the deadline to enter into the Transaction Agreement from June 12, 2009 to June 30, 2009.

5.2 Disclosure for Restructuring Transactions

Not Applicable

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable

Item 7. Omitted Information

Not Applicable

Item 8. Executive Officer

Luis da Silva
President and Chief Executive Officer
Mano River Resources Inc.
Tel: +44(0)207 299 4212

Item 9. Date of Report

Dated as of June 12, 2009.