

## **MAJESCOR RESOURCES INC.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEARS ENDED FEBRUARY 28, 2009 AND FEBRUARY 29, 2008.**

The following Management Discussion and Analysis ("MD&A") of the operating results, financial condition and future prospects of Majescor Resources Inc. (the "Company" or "Majescor"), current as of June 18, 2009 should be read in conjunction with the audited consolidated financial statements of the Company and notes to the consolidated financial statements for the fiscal years ended February 28, 2009 and February 29, 2008. Said financial statements were prepared in accordance with Canadian generally accepted accounting principles. The reporting currency is in Canadian dollars. Unless specified as \$US, references in this MD&A to dollars are to Canadian dollars.

This MD&A contains certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address future exploration drilling activities and events or developments that the Company expects, are forward-looking statements. Such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration successes, continued availability of capital and financing and general economic, market or business conditions.

#### **Nature of Business**

Majescor Resources Inc. (the "Company" or "Majescor") is a Canadian mineral exploration and development company incorporated under the *Canada Business Corporations Act*. The Company is engaged in the acquisition, exploration and development of mineral properties in Canada, Haiti and Madagascar, with the aim of discovering commercially exploitable deposits of minerals which can either be placed into production by the Company or disposed of for a profit to companies that wish to place such deposits into commercial production. It has not yet determined whether its properties contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for mining properties is dependent on the existence of economically recoverable reserves, of the Company's ability to obtain necessary financing to complete the exploration and development of its properties, and upon the future profitable production or proceeds from the disposal of properties. The Company will periodically have to raise additional funds to continue operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Common shares of the Company are listed for trading on the TSX-V under the symbol "MJX". Majescor's head office is in Montreal, Quebec.

#### **Business Development Highlights**

Majescor is a junior mining company with a ten-year long tradition of exploring emerging mineral districts, both in Canada and abroad. Starting in 2006, the Company diversified from diamonds and into uranium and gold and base metals, acquiring or optioning into, over a two-year period, five uranium properties and one gold and base metal property in Canada, along with four gold and base metal properties in Madagascar. In the process, Majescor sold its interest in three diamond properties (Brauna and Tres Marias, Brazil; Banks Island, N.W.T.), concluded four acquisition and four new partnership agreements and delivered promising early-phase exploration results on seven properties (Mistassini-uranium, South Rae-uranium and West Minto-uranium, Quebec; Besakoa and Daraina-gold and base metals Madagascar; Mirabelli-gold and base, Quebec; Baker Lake-uranium, Nunavut). Despite these achievements, the global economic recession of 2008 compromised the Company's ability to continue with its programs and projects into 2009 and attract new partners for recently acquired properties.

In November and December of 2008, the Management and Board of Majescor implemented a series of corporate initiatives aimed at bringing the Company into line with the new global realities of the mineral commodities market and render it more attractive to new potential investors. The Company streamlined its administrative structure and technical operations to finish the year with 5 out of 8 projects in its portfolio remaining active, all under the hands of partners (Mistassini-uranium (100% Majescor; under option to Strateco Resources Inc.); Lac Laparre-uranium (100% Majescor; under option to Santoy Resources Inc.); Madagascar-gold and base metals (100% Majescor: under option to Sunridge Gold Corp.). At the same time, the Management and Board of Majescor started to review potential value-added opportunities in the Canadian and overseas junior mining sector.

Majescor's business development strategy continues to focus on assembling a portfolio of quality properties in emerging mineral districts and establishing new partnerships to share expertise and investment risk. In April of 2009, the Company signed an agreement with SIMACT Alliance Copper Gold Inc. ("SIMACT") and its principal shareholders whereby Majescor will acquire a 10% interest in SIMACT, as well an option to acquire the remaining 90% interest. SIMACT, through its 66.4%-owned Haitian affiliate mining company, Société Minière du Nord-Est S.A. ("SOMINE"), controls a property with both gold and copper potential, located in the North-East mineral district of Haiti. The SOMINE Property lies within a highly prospective volcanic arc environment, host to numerous epithermal gold and porphyry copper occurrences in Haiti, as well as the World-Class Pueblo Viejo gold deposit in the adjacent Dominican Republic. The property holds the historical Blondin and Douvray copper-gold prospects; the historical Faille-B gold prospect; along with a number of recently-discovered copper-gold showings.

### **Corporate Restructuring and Financing**

At a special meeting held on December 1, 2008, shareholders approved Management's proposal to consolidate the Company's common shares at a rate of one (1) new common share for each tranche of ten (10) outstanding common shares. The common shares of Majescor started trading on a post-consolidated basis on December 4, 2008 under the new symbol "MJX".

In February of 2009, the Company completed a non-brokered private placement of 2,000,000 units at a price of \$0.10 each for gross proceeds of \$200,000. Each unit consisted of one common share of the Company and one common share purchase warrant, which entitles the holder to acquire one additional common share of the Company at a price of \$0.12 until February 13, 2011. The funds raised pursuant to private placement were used to fund the Company's general working capital. Directors and officers of the Company participated in the private placement for approximately \$15,000.

In March of 2009, the Company completed a second non-brokered private placement for gross proceeds of \$50,000. The private placement consisted of the issuance of 500,000 units at a price of \$0.10 per Unit. Each unit consisted of one common share of the Company and one common share purchase warrant which entitles the holder to acquire one additional common share of the Company at a price of \$0.13 until March 20, 2011. Directors of the Company participated in the private placement subscribing for 300,000 units for \$30,000.

### **Exploration**

Majescor's exploration activities cover four geographic regions of interest. In addition to the SOMINE property in Haiti (under option from SIMACT), Majescor's project portfolio includes the Mistassini-uranium property (100%-owned; under option to Strateco Resources Inc.), the Lac Laparre-uranium property (100%-owned; under option to Santoy Resources Inc.), and the Mirabelli gold and base metal property, all located in the James Bay territory of northern Quebec. In Nunavut, the Company holds 100% mineral rights to the Baker Lake uranium property. Finally, In Madagascar, Majescor owns 100% mineral rights to four gold and base metal properties (under option to Sunridge Gold Corp.).

Over the last 12 months, six (6) properties saw active exploration work, namely airborne geophysical surveying (Mistassini, Quebec); geophysical data reprocessing and analysis (Baker Lake, Nunavut; Besakoa, Madagascar); geochemical data compilation and analysis (Lac Laparre, Quebec); prospecting, ground mapping and surface rock sampling (West Minto and South Rae, Quebec) and core drilling (South Rae, Quebec);

Deferred exploration expenses for the year (after contributions from partners) totalled \$1,378,421 (\$2,915,087 for 2008). The level of expenditures incurred is approximately 53% lower in 2009 comparing to 2008.

**SOMINE property, North-East Haiti (Copper-Gold): Optioned from SIMACT Alliance Copper Gold Inc.**

In April of 2009, Majescor signed an agreement with SIMACT Alliance Copper Gold Inc. ("SIMACT") and its principal shareholders whereby Majescor will acquire a 10% interest in SIMACT, as well an option to acquire the remaining 90% interest. SIMACT, through its 66.4%-owned Haitian affiliate mining company, Société Minière du Nord-Est S.A. ("SOMINE"), controls a property with both gold and copper potential, located in the North-East mineral district of Haiti.

The SOMINE Property lies within a highly prospective volcanic arc environment, host to numerous epithermal gold and porphyry copper occurrences in Haiti, as well as the World-Class Pueblo Viejo gold deposit in the adjacent Dominican Republic. The property holds the historical Blondin and Douvray copper-gold prospects; the historical Faille-B gold prospect; along with a number of recently-discovered copper-gold showings that have not yet been drill tested.

The terms of the Agreement with SIMACT and the Principals are summarized in the subsequent events.

SIMACT is the operator of the SOMINE Property exploration program. The 2009 exploration program, which started in May 2009, calls for additional ground prospecting, mapping and surface geochemical sampling on the property along with core drilling of one or more of the historical prospects, as well as of a number of the recently outlined geological targets and surface gold and copper showings.

**Mistassini, Otish Mountains, Quebec (Uranium): Uranium rights optioned to Strateco Resources Inc.**

In November 2008, Majescor and Strateco Resources Inc. ("Strateco") executed a definitive Option Agreement for the Company's Mistassini uranium property located in the Otish Mountains uranium district of northern Quebec. Under the terms of the agreement, Strateco can earn a 60% interest in Majescor's uranium rights on the property by incurring \$1.3 million in exploration expenditures over three years, including a firm \$500,000 commitment in Year 1. The Mistassini uranium property, for the purpose of the Agreement, is comprised of 171 map-designated claims with a total surface area of 91.15 km<sup>2</sup>. During the option period, Strateco will be the sole operator for all uranium exploration and will have full and exclusive access to the property. Northern Superior Resources Inc., which holds 100% of the rights for diamonds and 50.5% of the rights for all mineral substances other than diamonds and uranium, is entitled to a 2.0% Yellow Cake Royalty on the Property.

Strateco also announced it was planning an exploration program for the property in winter of 2008 with the aim of outlining by core drilling the strike and dip extensions of the Lac Mantouchiche uranium prospect (**18.5-metre grading 0.215% U<sub>3</sub>O<sub>8</sub>**). As a precursor to the drilling campaign, Strateco planned to complete a 1,000 line-kilometre helicopter-borne geophysical survey over the Property before the end of 2008. The objective of the survey is to collect horizontal gradient magnetic and frequency domain electromagnetic data which will be used to resolve any faults/fractures which may be controlling structures for uranium mineralization both in the area of the Lac Mantouchiche showing and elsewhere on the property.

In January of 2009, Strateco advised Majescor that logistical constraints had warranted a change in the design of the airborne geophysical survey underway on the property. The change involved flight-line spacing and timing of the survey. The revised, 1,869 line-km airborne geophysical survey was completed on January 21, 2009.

In February of 2009, Strateco announced plans to implement a drill campaign at the Mistassini property as part of a broader 30,000-metre drilling program targeting Strateco's Matoush uranium prospect and other targets in the Otish Mountains of Quebec.

Strateco's exploration commitment for the Mistassini property in 2009 is approximately \$ 400,000. Additional expenditures on the property could be warranted depending on the results of the first phase of core drilling, planned for this summer.

#### **Lac Laparre, Otish Mountains, Quebec (Uranium): Uranium rights optioned to Santoy Resources Ltd.**

In September of 2008, Majescor and the 50/50 Joint Venture ("JV") formed by Santoy Resources Ltd. ("Santoy") and Otish Energy Inc. ("Santoy-Otish Energy JV") relinquished 55 claims at the Company's Lac Laparre property, located in the northern portion of the Otish sedimentary basin of northern Quebec. The claims, which lie within the limits of the Témiscamie River State Land Reserve, were subject to special exploration restrictions, including the definition by January of 2009 of inferred mineral resources, as defined by the Canadian Institute of Mining, Metallurgy and Petroleum.

A further 201 claims scheduled for renewal in March of 2009 were also relinquished as they fall within Land reserved to the State. As of the reporting date, the Lac Laparre property is comprised of a contiguous block of 221 claims.

In March of 2009, Santoy and Otish Energy announced the termination of their uranium JV covering the Otish Mountains. Otish Energy's 50% rights in the Lac Laparre property JV with Majescor have been transferred to Santoy.

Santoy is currently in the process of planning follow-up investigations on the Lac Laparre property for the summer 2009 field season. Exploration work conducted on the property in 2008 comprised of: a 180 line-km airborne radiometric-magnetic survey over the northeast property block (NTS 23-D5, D6), and systematic ground radiometric prospecting and geochemical sampling. Survey results are pending; and a high density lake bottom sediment and water radon sampling survey (324 lake bottom sediment samples and 157 lake water samples).

Under the terms of the option agreement with Majescor, Santoy must incur \$2.5 million in exploration work expenditures by February of 2012 to secure a 66 2/3% interest in the uranium rights on the Lac Laparre property.

#### **Baker Lake, East Thelon Basin Area, Nunavut (Uranium): 100% Majescor**

In June of 2008, Majescor announced that it has acquired the remaining mineral rights from De Beers Canada Inc ("De Beers") for the Baker Lake property. The Company now holds 100% of the mineral rights on the property. In consideration for the acquisition of the mineral claims and mineral rights, Majescor issued 36,231 common shares at a price of \$1.38 to De Beers for an aggregate value of \$50,000. The Baker Lake property lies 30 km to the South of the Kiggavik group of uranium deposits held predominantly by Areva Resources Canada Inc. The property hosts 12 historical uranium showings in bedrock, ranging from grab sample assays as high as **14.07% U<sub>3</sub>O<sub>8</sub>** and chip sample sections of up to **0.13% U<sub>3</sub>O<sub>8</sub>** over **6.71 m** (JB/79 showing).

In August of 2008, the Company reported encouraging results from the reprocessing of proprietary geophysical data from a 6,302 line-km airborne magnetic, electromagnetic and gamma-ray spectrometric survey flown across portions of the property in 2006. A total of **2,394 discrete radiometric anomalies** ranging up to **11.95 ppm U** and forming **74 clusters of anomalies** are defined over four survey blocks. "High-Priority" uranium radiometric anomalies have been outlined in all four blocks. The strongest of these are recorded in the South block, host to nine out of ten of the property's historical uranium in bedrock showings, including the JB/79 showing. Of particular interest, only two of the known uranium showings have a corresponding airborne radiometric anomaly, suggesting potential for a number of additional uranium discoveries. Based on government surficial sediment distribution maps, a large proportion of the high-priority anomalies are interpreted to lie on bedrock-dominated terrain.

Plans for a limited ground follow-up program for the Baker Lake property during the fall of 2008 were suspended in September of 2008. The collapse of the junior mining sector at that time forced to the Company to suspend a previously announced proposed private placement offering, part of the proceeds of which were earmarked for the Baker Lake property exploration program.

Majescor is currently seeking a partner to explore the Baker Lake property for uranium.

#### **Madagascar gold and base metal properties: Optioned to Sunridge Gold Corp.**

On September 15, 2008, Majescor, its Malagasy affiliate company Daraina Exploration S.A.R.L ("Daraina"), and Sunridge Gold Corp. ("Sunridge") executed a definitive option agreement by which Sunridge can acquire up to a 100% interest in the Company's 100% owned Malagasy subsidiary Daraina. Under the terms of the agreement, Sunridge can earn 50% interest by spending \$2.0 million in qualifying expenditures over 2 years and issuing 500,000 common shares. Within 90 days following its initial obligations, Sunridge can obtain an additional 25% by expending an additional \$2,500,000 by the end of the third anniversary of the Agreement and by issuing an additional 500,000 common shares. Within one year following all of its obligations, Sunridge can obtain the remaining undivided 25% interest in Daraina by paying to Majescor the fair market value of the 25% interest in Daraina.

In October 2008, Sunridge announced it has acquired airborne electromagnetic and magnetic data for the Besakoa gold and base metal property in southern Madagascar. The survey shows numerous conductors which cross the property, several of which are kilometers in length. Sunridge exploration plans for 2009 call for geological mapping and prospecting, together with ground gravity and electromagnetic surveying focussing on high-priority airborne geophysical targets coincident with gossan showings.

The exploration program for the Malagasy gold and base metal properties, scheduled to start in April, has been postponed temporarily as Madagascar is currently undergoing a period of political uncertainty.

#### **South Rae and West Minto, Nunavik, Quebec (uranium); Option from Azimut Exploration Inc.**

Following a review of 2007 and 2008 exploration results and remaining financial obligations as per the 2007 option agreements with Azimut Exploration Inc. ("Azimut"), and in light of continued deteriorating market conditions for junior explorers and slumping mineral prices, Majescor advised Azimut on January 12, 2009, that it was withdrawing from the South Rae and West Minto property agreements.

#### **Qualified person**

The above technical information was confirmed and/or reviewed by Marc-André Bernier, M.Sc., P.Geo., President of Majescor Resources Inc., a qualified person under NI 43-101.

## **Financial Information**

The following selected financial data is derived from the audited annual consolidated financial statements of the Company that were prepared in accordance with Canadian generally accepted principles:

### **Selected Consolidated Financial Information**

	February 28, 2009	February 29, 2008	February 28, 2007
	\$	\$	\$
<b>Operations</b>			(As restated)
Net loss	7,199,070	1,371,338	1,777,975
Write-down of mineral exploration properties and deferred exploration expenses	4,477,061	2,515,656	1,434,560
Gain on sale of mineral properties	-	3,053,344	-
Loss (gain) on sale of marketable securities	1,431,577	(294,535)	-
Basic and diluted net loss per common share	0.72	0.14	0.25
Weighted average number of common shares outstanding	10,063,522	9,763,613	7,242,257
<b>Deferred Exploration Expenses</b>			
Deferred exploration expenses after contributions from partners	1,378,421	2,915,087	2,262,734
<b>Cash Flows</b>			
Cash flows used in operating activities	329,240	1,413,503	953,328
Cash flows used in investing activities	593,039	753,771	2,253,184
Cash flows from financing activities	193,097	688,137	4,621,366
Increase (decrease) in cash and cash equivalents	(729,182)	(1,479,137)	1,414,854
<b>Balance Sheet</b>			
Cash and cash equivalents	355,694	1,084,874	2,564,011
Marketable securities	42,695	1,590,382	-
Mineral exploration properties	284,817	1,110,082	1,028,848
Deferred exploration expenses	1,127,025	3,821,581	5,172,144
Total assets	2,695,729	8,866,962	9,822,780
Long term liabilities	136,290	123,139	112,776
Shareholders' equity	2,172,715	8,291,931	8,910,249

Since its incorporation, the Company has not paid any cash dividends on its outstanding common shares. Any future dividend payment will depend on the Company's financial needs to fund its exploration programs and its future growth, and any other factor that the board may deem necessary to consider. It is highly unlikely that any dividends will be paid in the near future.

### **Results of Operations**

Net loss for the year is \$7,199,070 as compared to \$1,371,338 for 2008 and \$1,777,975 for 2007. The increase in 2009 is mostly attributable to higher write-downs of mineral exploration properties and deferred exploration expenses during the year (\$4,477,061 in 2009, \$2,515,656 in 2008 and \$1,434,560 in 2007). The increase is also due to the loss on sale of marketable securities during the year (\$1,431,577 in 2009 as compared to a gain of \$294,535 in 2008 and \$Nil in 2007). In 2008, the Company realized a gain on sale of mining properties for \$3,053,344 (\$Nil in 2009 and 2007) and had paid \$505,657 in foreign income tax (\$7,914 in 2009 and \$Nil in 2007).

### **Quarterly information**

The following selected financial data is derived from the unaudited consolidated interim financial statements of the Company, which were prepared in accordance with Canadian generally accepted accounting principles.

Quarter Ended	Other Income	Net Earnings (Loss)	Basic and diluted Net Earnings (Loss) per common share
	\$	\$	\$
28/02/2009	558	(4,169,928)	(0.40)
30/11/2008	1,899	(535,967)	(0.06)
31/08/2008	4,401	(2,160,796)	(0.22)
31/05/2008	7,042	(332,379)	(0.04)
29/02/2008	11,182	(1,731,844)	(0.18)
30/11/2007	372	(910,410)	(0.09)
31/08/2007	423	107,292	0.01
31/05/2007	75	1,163,624	0.12

Net loss was higher during the quarters ended February 28, 2009, August 31, 2008 and February 29, 2008, due to higher write-downs of mining properties and deferred exploration expenses which were \$3,914,366, \$508,961 and \$1,274,637 respectively, and also the recognition of a loss on sale of marketable securities for \$1,339,292 during the period ended August 31, 2008.

During the quarters ended May 31, 2007 and August 31, 2007, the Company realized net earnings of respectively \$107,292 and \$1,163,624 due to the sale of its 40% interest in the Brauna property and its 50% interest in the Banks property.

### **Liquidity, Capital Resources and Going Concern**

The Company's working capital stands at \$761,927 as at February 28, 2009, as compared to \$3,368,526 at February 29, 2008. This decrease is mostly due to the advancement of the Company in its exploration program during 2008 for approximately \$1.5 million and the recognition of a loss of approximately \$1.4 million on the sale of marketable securities during the year.

The Company has an unsecured convertible debenture presented in the financial statements in its liability component for \$136,290 and in its equity component for \$39,525.

At February 28, 2009, the Company had a working capital of \$761,927 and \$355,694 in cash and cash equivalents and together with the proceeds from the non-brokered private placements completed subsequent to year-end for an amount of \$650,000 (refer to subsequent events) and the expected receipt of provincial tax credits later in 2009, it anticipates having sufficient cash to meet its current obligations, undertake a portion of the exploration work on the SOMINE property in Haiti (subsequent events) and meet its corporate administrative expense for several months. However, the Company will require additional financing, through various means including but not limited to equity financing, to complete the initial exploration program on the SOMINE property, to undertake exploration programs on its properties and/or to acquire additional exploration properties and to meet all of its general and administrative costs. There is no assurance that the Company will be successful in raising the additional required funds. For more details, refer to the going concern assumption note in the financial statements.

### **Off Balance Sheet Arrangements**

As of February 28, 2009, the Company has no off balance sheet arrangements.

### **Related Party Transactions**

Under an agreement between the Company and Everton Resources Inc., the Company reimburses the cost of shared salaries and benefits, rent and office expenses paid by Everton Resources Inc. (which shares common management). During the year, the cost of shared salaries and benefits were \$102,534 (\$155,792 in 2008) and rent and office expenses were \$42,400 (\$36,987 in 2008). Included in Amount due to related party is \$43,006 due to Everton Resources Inc. (nil as at February 29, 2008).

Under a joint venture agreement between the Company and Uranium World Energy Inc (in which the Company retains a participation and shares a common director and CFO), the Company is the operator for Uranium project. All exploration expenditures incurred on the project and paid by the Company were invoiced to Uranium World Energy Inc., in addition to a 10% management fee. As at February 29, 2008, the Company recorded a 100% allowance for bad debt related to an amount due from Uranium World Energy Inc. to the Company, and during the year ended February 28, 2009, the Company recovered \$16,334 of the amount receivable, and reversed the allowance for the same amount.

These transactions were measured at the exchange amount, that is the amount established and accepted by the parties and were conducted in the normal course of business.

The amounts due from (to) related parties are without interest and terms of repayment.

### **Mining Property Book Values**

At the end of each quarter, management reviews the carrying value of its resource properties to determine whether any write-downs are necessary. Following this analysis, during the year, the Company recorded a write-down of \$4,477,061 (\$2,515,656 in 2008 and \$1,434,560 in 2007) further to the abandonment of important claims of the Mirabelli and Portage properties, the termination of the option agreements with respect to the West Minto and South Rae properties and the devaluation of Madagascar properties carrying value.

### **Critical Accounting Policies and Estimates**

The preparation of the Company's consolidated financial statements in accordance with Canadian Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect amounts reported in the consolidated financial statements and accompanying notes. The Company's significant accounting policies and estimates are fully described in note 4 to the annual consolidated financial statements for the years ended February 28, 2009 and February 29, 2008.

### **Changes in Accounting Policies**

Effective March 1, 2008, in accordance with the applicable transitional provisions, the Company adopted the new recommendations of the Canadian Institute of Chartered Accountants (CICA) related to going concern, capital disclosures and financial instruments. These accounting policy changes were adopted on a prospective basis with no restatement of prior period financial statements. Also, the Emerging Issues Committee ("EIC") issued Abstract EIC-173, Credit Risk and the Fair Value of Financial Assets and Liabilities, and EIC-174, Mining exploration costs regarding the capitalization and impairment of exploration costs. The Company has taken into account the consensus reached in these abstracts in preparing its 2009 consolidated financial statements. These changes are fully described in Note 3 to the audited consolidated financial statements.

### **Future Accounting and Reporting Changes**

#### Goodwill and Intangible Assets (Section 3064)

In February 2008, the CICA published new section 3064, "Goodwill and Intangible assets", to replace Section 3062, "Goodwill and Other Intangible Assets". Publication of this new section resulted in the withdrawal of Section 3450, "Research and Development Costs", and consequential amendments to certain recommendations in the CICA Handbook. The new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets by profit-oriented enterprises. This new section is effective for fiscal years beginning on or after October 1, 2008 and the Company implemented it as of March 1, 2009.

#### International Financing Reporting Standards

The Accounting Standards Board of the CICA requires all public companies to adopt International Financial Reporting Standards ("IFRS") for interim and annual financial statements for fiscal years beginning on or after January 1, 2011. Companies will be required to provide IFRS comparative information for the previous fiscal period. The transition from Canadian Generally Accepted Accounting Principles to IFRS will be applicable for the Company's first quarter of fiscal 2012.

The adoption of IFRS will impact the consolidated financial statements of the Company. The Company is assessing the impact of implementing IFRS and is developing plans to facilitate a timely conversion.

### **Outstanding Share Data**

Common shares and convertible securities outstanding at June 18, 2009 are as follows:

<b>Securities</b>	<b>Expiry date</b>	<b>Exercise price</b>	<b>Securities outstanding</b>
Common shares	-	-	17,492,417
Warrants	Up to August 15, 2010	\$0.12 to \$2	6,400,116
Options	Up to May 26, 2014	\$0.15 to \$2.8	926,016

### **Subsequent events**

#### *Non-brokered private placements*

On March 20, 2009, the Company completed a non-brokered private placement offering for gross proceeds of \$50,000. The financing consisted of the issuance of 500,000 units at a price of \$0.10 per unit. Each unit consists of one common share of the Company and one common share purchase warrant which entitles the holder to acquire one additional common share of the Company at a price of \$0.13 until March 20, 2011. The funds raised will be used to fund the Company's general working capital requirements. Directors of the Company participated in the private placement subscribing for 300,000 units for \$30,000.

On June 17, 2009, the Company completed a non-brokered private placement for gross proceeds of \$600,000. The financing consisted of the issuance of 3,000,000 units at a price of \$0.20 per unit. Each unit consists of one common share of the Company and one common share purchase warrant, which entitles the holder to acquire one additional common share of the Company at a price of \$0.30 until June 17, 2010 or if the trading price of the common shares has been equal to or greater than \$0.40 for a period of 10 consecutive trading days commencing after October 17, 2009. An insider of the Company subscribed for 450,000 Units for \$90,000.

### *Acquisition agreement with SIMACT Alliance Copper Gold Inc.*

On April 23, 2009, the Company signed an agreement (the "Agreement") with SIMACT Alliance Copper Gold Inc. ("SIMACT") (in which Andre Audet, Chairman of Majescor, is also a shareholder and director of SIMACT) and its principal shareholders (the "Principals") whereby the Company will acquire a 10% interest in SIMACT, as well an option to acquire all of the remaining outstanding shares of SIMACT. SIMACT, through its 66.4%-owned Haitian affiliate mining company, Société Minière du Nord-Est S.A. ("SOMINE"), controls a gold and copper-bearing mineral exploration property, (the "SOMINE Property") located in the North-East mineral district of Haiti and whose mineral rights and obligations have been assigned under a mining convention with the State of Haiti on May 5, 2005 renewable on May 5, 2010. The terms of the Agreement with SIMACT and the Principals can be summarized as follows:

- (1) The initial acquisition by Majescor of a 10% interest in SIMACT for a cash payment of \$200,000 and the issuance of 2,000,000 common shares of Majescor is subject to, among other things: (1) a satisfactory technical and legal due diligence on SIMACT, SOMINE and the SOMINE Property, (2) all SIMACT shareholders accepting to be bound by the terms of the Agreement and (3), all legal and regulatory approvals.
- (2) Concurrently with the initial acquisition, Majescor was granted an option ("the Option") in consideration of the carrying out by Majescor of \$600,000 in exploration work on the SOMINE Property within 8 months following the execution of the Agreement, to purchase the remaining 90% interest in SIMACT in consideration for the issuance of 10,000,000 common shares of Majescor. This Option, which is also subject to complete and satisfactory due diligence, may be exercised by Majescor within 12 months from the date hereof.
- (3) Furthermore, in the event that within a period of two years following the exercise of the Option, a NI 43-101 technical report determines indicated mineral resources on the SOMINE Property to be between 1,000,000 and 2,000,000 ounces of gold, or its equivalent in copper, Majescor shall, within 30 days of the report, issue an additional 3,000,000 common shares to SIMACT. In the event that the indicated mineral resources on the SOMINE Property are determined by the Report to be equal to or greater than 2,000,000 ounces of gold or its equivalent in copper, Majescor shall, within 30 days of the Report issue another 3,000,000 common shares to SIMACT. These additional issuances of common shares will also be subject to all required corporate and regulatory approvals.

On June 18, 2009, the Board of Directors approved the grant of an additional consideration of \$200,000 to Simact in order to finance its administrative expenses.

### *Grant of options*

On May 26, 2009, the Company granted 385,000 stock options to Officers, Directors, Employees and Consultants. Each stock option entitles the holder to subscribe for one common share of Majescor at a price of \$0.15 per share.

### *Sunridge agreement*

On May 11, 2009, the Company granted one additional year to Sunridge to complete its \$500,000 work commitment on the Company's four properties in Madagascar in consideration for the issuance of 200,000 common shares of Sunridge to the Company. Under this amendment, Sunridge has until August 8, 2010 to fulfill its work commitment and accordingly all other dates in the agreement are postponed by one year.

### **Risk and uncertainties**

Exploration of minerals and development of mineral properties involve significant risks, many of which are outside of the Company's control. In addition to the normal and usual risks of exploration and mining, the Company often works in remote locations that lack the benefit of infrastructure and easy access.

#### *Financial risk*

The Company is considered to be in the exploration stage, that it is dependant on obtaining regular financing in order to continue exploration. Despite previous success in acquiring this financing, there is no guarantee of obtaining any future financing, or that it will be available on acceptable terms.

The prices of metals fluctuate widely and are affected by many factors outside of the Company's control. The relative prices of metals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and mining exploration companies.

#### *Foreign exchange risk*

Some of the Company's expenditures are in US dollars or in MGA (Magalasy Ariary). Movement in the Canadian dollar against these currencies therefore has a direct impact on the Company's cost base. The Company does not use derivative instruments to reduce its exposure to foreign exchange risks.

#### *Risk on the uncertainty of title*

Although the Company has taken steps to verify title to mining properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title.

#### *Environmental risk*

The Company is subject to various environmental incidents that can occur during exploration work. The Company maintains an environmental management system including operational plans and practices.

### **Additional information and continuous disclosure**

This Management's Discussion and Analysis has been prepared as of June 18, 2009. Additional information on the company is available through regular filings of press releases, financial statements and its annual information form on SEDAR ([www.sedar.com](http://www.sedar.com)).

(s) Marc-André Bernier

Marc-André Bernier, Chief Executive Officer

(s) "Khadija Abounaim"

Khadija Abounaim, Chief Financial Officer