

MACARTHUR MINERALS LIMITED
ACN 103 011 436

Management Discussion and Analysis
(Form 51-102F1)
For the Quarter ended December 31, 2009

Information as of February 25, 2010 unless otherwise stated

Note to Reader

The following management discussion and analysis of the financial condition and results of operations of Macarthur Minerals Limited (Macarthur or the Company) should be read in conjunction with the Company's annual audited financial statements for the year ended March 31, 2009, together with the notes thereto, as well as the Company's previous quarterly financial and MD&A reports throughout the year. The material herein, as of February 25, 2010 updates the information as of September 30, 2009 contained in the MD&A of that report. The annual audited financial statements have been prepared in accordance with Canadian generally accepted accounting principles.

Forward-Looking Information

This discussion includes certain statements that may be deemed "forward-looking statements." All statements in this discussion, other than statements of historical facts, which address future production, reserve potential, exploration drilling, exploration activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes that expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. The material factors or assumptions used to develop forward-looking information include prevailing and projected market prices, exploitation and exploration estimates and results, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Overall Performance

Macarthur is a mineral exploration company that has focused its exploration activities in Western Australia. All exploration activities are focused on its Lake Giles project owned by its 100% owned subsidiary Internickel Australia Pty Ltd (IAPL). The Company has now completed seven separate drilling programs and has completed 47 holes for 9,028 metres of the Stage 7 program which completes Stage 7. The Company is seeking development opportunity for the Lake Giles project. The Company is in a sound cash position and is committed to finding a long term partner for the development of its Lake Giles project. Much of this is dependent on delineating a direct shipping hematite resource in the Q1 2010 Drill Program.

An updated independent estimate completed by CSA Global Pty Ltd (CSA) in early February, 2009 had increased the Inferred Mineral Resource estimate from 790 million tonnes to 1,117 million tonnes (refer Table 1).

Table 1: Lake Giles Inferred Mineral Resource Estimate

Deposit	Million Tonnes	Fe %
Snark	75.0	27.7
Clark Hill North	130.0	25.8
Sandalwood	335.0	31.1
Clark Hill South	66.5	30.3
Moonshine	511.0	27.8
Total	1,117	28.7

(rounding errors may occur)

Overall Performance (Cont'd ...)

Macarthur considers that the Lake Giles project has the potential to deliver further tonnage increases and extend this one billion tonnes. Geological mapping of the Moonshine North prospect has similar outcropping geometry and strike lengths to that of the Moonshine deposit. The 2010 Magnetite exploration program will focus on the moonshine region with the goal of increasing tonnage, raising the average Fe% and increasing the JORC category beyond inferred.

The Company has carried out further geological mapping and targeting work during the quarter. This work has culminated in the three prospective hematite targets. Geological modelling using specialised software has also been carried out to assist prioritising targets with drilling to commence in February 2010.

A flora survey has been completed.

Corporate Update

In December, the Company completed acquisition of a 20% interest in Internickel Australia Pty Ltd. (IAPL) from Minmetals Mining Corporation Limited (MMCL), a Hong Kong incorporated entity, in exchange for the issuance of 3,144,654 common shares in the Company at a deemed price of C\$2.12 per common share. The transaction forms a part of the Company's reacquisition of a 30% interest in IAPL, as previously disclosed in the Company's press releases of June 3, 2009 and August 14, 2009 and December 3, 2009. MMS now holds a 100% interest in IAPL and the Lakes Giles project.

Results from operations

Exploration Expenses

Expensed and capitalized exploration costs, for the Lake Giles Project are as follows:

Australian \$	Quarter to December 31, 2009	Quarter to December 31, 2008	9 months to December 31, 2009	9 months to December 31, 2008
Expenses	-	-	-	-
Capitalized expenses	782,446	1,198,693	4,181,357	4,311,216

For the last quarter ended December 31, 2009 the Company expended \$782,446 on exploration activities. This compares with \$1,198,693 for the corresponding quarter ended December 31, 2008.

For the nine months ended December 31, 2009, the Company expended \$4,181,357 on exploration activities compared with \$4,311,216 for the nine months ended December 31, 2008. Exploration costs for the nine months ended December 31, 2009 were broadly similar to that of the corresponding quarter ended December 31, 2008.

Administrative Expenses

For the quarter ended December 31, 2009 the Company incurred administrative expenses of \$984,407, compared to \$492,199 for the quarter ended December 31, 2008.

The largest elements of administrative expenses for the quarter ended December 31, 2009 was professional fees of \$164,291 and stock based compensation of \$686,750. Compared to the corresponding quarter ended December 31, 2008, administrative expenses approximately doubled resulting from the issue of 1,025,000 employee stock options on December 3, 2009.

For the nine months ended December 31, 2009 the Company incurred administrative expenses of \$1,848,092, compared to \$1,005,341 for the nine months ended December 31, 2008. Compared to the

Results from operations (Cont'd...)

corresponding nine months ended December 31, 2008, again, administrative costs increased mainly as a result of the issue of the 1,025,000 employee stock options.

Income

Income is normally comprised of interest income and rent received. For the quarter ended December 31, 2009 the Company earned income from interest \$21,930, compared to income of \$120,308 from interest and rent for the quarter ended December 31, 2008. Compared to the corresponding quarter ended December 31, 2008, income in the last quarter mainly decreased due to reduced interest earned on a reduced cash balance.

For the nine months ended December 31, 2009, the Company earned income of \$102,167, compared to \$476,928 for the nine months ended December 31, 2008. Compared to the corresponding quarter ended

December 31, 2008, income in the last nine months decreased significantly due to reduced interest income.

Interest income is dependent upon interest rates and the amount of financing raised each year by the Company. Interest rates will vary due to market conditions and the Company has no control over the fluctuation of rates.

Income Taxes

For the quarter ended December 31, 2009, the Company had an income tax gain of \$82,654 compared to that in the previous quarter ended December 31, 2008 of \$434,177. For the nine months ended December 31, 2009, the Company had an income tax gain of \$258,354 compared to that in the previous nine months ended December 31, 2008 of \$1,623,338. The income tax gains relate to future tax benefits accruing on tax losses.

Net Losses

The net loss for the quarter ended December 31, 2009 was \$1,730,410, compared with the net profit for the corresponding quarter ended December 31, 2008 of \$81,681. The net loss for the quarter ended December 31, 2009 resulted mainly from increased administrative costs and a dilution loss of \$850,587 resulting from the Company reacquiring the 20% shareholding in IAPL from MMCL.

The net loss for the nine months ended December 31, 2009 was \$2,784,134, compared with the net profit for the corresponding nine months ended December 31, 2008 of \$7,564,562. The net loss for the nine months ended December 31, 2009 was mainly due to the dilution loss of \$1,296,563 resulting from the Company reacquiring the 30% shareholding in IAPL from MMCL and LPD, as well as increased administrative expenses. The large net profit for the corresponding nine months ended December 31, 2008 was due to the dilution gain of \$6,974,084 resulting from the initial sale of the 30% shareholding in IAPL to LPD.

Change in Financial Position

At December 31, 2009 the Company had net assets of \$17,810,295 compared to \$14,135,326 at March 31, 2009. The increase in net assets is mainly attributable to an increase in the value of mineral properties from \$9,867,204 to \$14,048,561 over the last 9 months resulting from increased capitalized exploration expenditure. The amount of current liabilities has remained relatively the same for the last 9 months compared to the corresponding 9 months ended December 31, 2008. The Company had a cash balance of \$2,623,074 at December 31, 2009 compared to a cash balance of \$5,698,196 at March 31, 2009.

At December 31, 2009 the Company had net working capital of \$2,368,126 compared with net working capital of \$5,392,131 at March 31, 2009. The decrease in the net working capital results mainly from increased exploration expenditure and increased accounts payable.

RISKS AND UNCERTAINTIES

The Company is subject to a number of risk factors due to the nature of its business and the present stage of development. The following risk factors should be considered:

General

The Company is an Australian mineral exploration company listed on the TSX Venture Exchange and engaged in the exploration and development of mineral properties located at Lake Giles in Western Australia.

It has not yet determined whether all of its properties contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for resource assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposition of the properties. The Company's ability to continue its operations is dependent on its ability to secure additional financing, and while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future. In order to continue developing its mineral properties, management is actively pursuing such additional sources of financing that may be required.

The Financial Statements and discussion and analysis of the financial condition, changes in financial condition and results of operations of the Company for the quarter ended December 31, 2009 do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

The amount of the Company's administrative expenditures is related to the level of financing and exploration activities that are being conducted, which in turn may depend on the Company's recent exploration experience and prospects, as well as the general market conditions relating to the availability of funding for exploration-stage resource companies. Consequently, the Company does not acquire properties or conduct exploration work on them on a pre-determined basis and as a result there may not be predictable or observable trends in the Company's business activities and comparisons of financial operating results with prior years may not be meaningful.

Trends

The Company's financial success is dependent upon the discovery of commercial mineral resources on the Lake Giles prospect which could be economically viable to develop. Such development could take several years to complete and the resulting income, if any, is difficult to determine at this time, until the resource estimate on its magnetite prospect and scoping study is included. The sales value of any mineralization discovered by the Company is largely dependent upon factors beyond the Company's control, such as the market value of the products produced. Other than as disclosed herein, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on the Company's sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

Competitive Conditions

The resource industry is intensively competitive in all of its phases, and a number of other magnetite deposits have been developed in Western Australia. The Company competes with other mining companies for the acquisition of mineral claims and other mining interests as well as for the recruitment and retention of qualified employees and contractors.

The Company competes with many other companies that have substantially greater financial resources than the Company and our ability to compete is dependent of being able to raise additional funds as and when required.

Environmental Factors and Protection Requirements

The Company currently conducts exploration and development activities in Western Australia. All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it

RISKS AND UNCERTAINTIES (Cont'd...)

operates. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. There is no assurance that regulatory and environmental approvals will be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or to preclude entirely the economic development of a property. Environmental hazards may exist on the properties which are unknown to the Company at present which have been caused by previous or existing owners or operators of the properties. The Company is currently engaged in exploration with minimal environmental impact.

Mineral Exploration and Development

The Company's Lake Giles Project is in the exploration stage. Development of the Company's properties will only proceed upon obtaining satisfactory exploration results. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that mineral exploration and development activities will result in the discovery of a body of commercial minerals on any of the Company's properties. Several years may pass between the discovery of a deposit and its exploitation. Most exploration projects do not result in the discovery of commercially mineralized deposits.

Operating Hazards and Risks

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in the operation of mines and the conduct of exploration programs. Although the Company will, when appropriate, secure liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liability and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

Economics of Developing Mineral Properties

Substantial expenditures are required to establish reserves through drilling, to develop processes to extract minerals and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. Depending on the price of minerals produced, the Company may determine that it is impractical to commence commercial production.

Commodity Prices

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of minerals or interests related thereto. The price of various minerals have fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic, financial and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumptive patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production

RISKS AND UNCERTAINTIES (Cont'd...)

methods, availability and costs of mineral substitutes, mineral stock levels maintained by producers and others and inventory carrying costs. The effect of these factors on the price of various minerals, and therefore the economic viability of the Company's operations cannot accurately be predicted.

Currency Risk

The Company's revenues and expenses will be incurred in Australian dollars, though its financings are completed in Canadian dollars. Although the Company has taken certain steps to help mitigate foreign currency fluctuations, there is no assurance that the activities or products are or will continue to be effective. Accordingly, the inability of the Company to obtain or to put in place effective hedges could materially increase exposure to fluctuations in the value of the Canadian dollar relative to the Australian dollar. This could adversely affect the Company's financial position and operating results.

Title

There is no guarantee that title to properties in which the Company has a material interest will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects. No native title claims were lodged by the due date, which has enabled the Company to apply for mining leases.

Governmental Regulation

Operations, development and exploration on the Company's properties are affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) mining law reform; (iii) restrictions on production, price controls, and tax increases; (iv) maintenance of claims; (v) tenure; and (vi) expropriation of property. There is no assurance that future changes in such regulations, if any, will not adversely affect the Company's operations. Changes in such regulations could result in additional expenses and capital expenditures, availability of capital, competition, reserve uncertainty, potential conflicts of interest, title risks, dilution, and restrictions and delays in operations, the extent of which cannot be predicted. If any of the Company's projects are advanced to the development stage, those operations will also be subject to various laws and regulations concerning development, production, taxes, labour standards, environmental protection, mine safety and other matters. In addition, new laws or regulations governing operations and activities of mining companies could have a material adverse impact on any project in the mine development stage that the Company may possess.

Management and Directors

The Company is dependent on a relatively small number of directors and officers:

- Alan Phillips – Chairman, President/CEO and Managing Director
- David Taplin – CFO and Company Secretary
- Simon Hickey – Director
- John Toigo – Director
- Andrew Spinks – Consultant and Qualified Person as defined in National Instrument 43-101.

David Barwick and James Canning-Ure were not re-elected at the company's annual general meeting on August 31, 2009.

The Company does not maintain key person insurance on any of its management.

Conflicts of Interest

Certain officers and directors of the Company are officers and/or directors of, or are associated with, other natural resource companies that acquire interests in mineral properties. Such associations may give rise to conflicts of interest from time to time. The directors are required by law, however, to act honestly and in good faith with a view to the best interests of the Company and its shareholders and to disclose any personal interest which they may have in any material transaction which is proposed to be entered into with the Company and to abstain from voting as a director for the approval of any such transaction.

RISKS AND UNCERTAINTIES (Cont'd...)

Limited Operating History:

The Company has experienced losses in previous years of its operations. There can be no assurance that the Company will operate profitably in the future, if at all. As at December 31, 2009 the Company's deficit was \$12,075,708.

Price Fluctuations: Share Price Volatility

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many mineral exploration companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. In particular, during the quarter ended December 31, 2009, the per share price of the Company's shares fluctuated from a low of \$0.75 to a high of \$1.00. There can be no assurance that continual fluctuations in price will not occur.

As at December 31, 2009, there were 2,230,000 stock options and 2,000,000 warrants outstanding.

Market Conditions

Global Economy

The global recovery is off to a stronger start than anticipated earlier but is proceeding at different speeds in the various regions. Following the deepest global downturn in recent history, economic growth solidified and broadened to advanced economies in the second half of 2009. In 2010, world output is expected to rise by 4 percent. This represents an upward revision of ¾ percentage point from the October 2009 World Economic Outlook. In most advanced economies, the recovery is expected to remain sluggish by past standards, whereas in many emerging and developing economies, activity is expected to be relatively vigorous, largely driven by buoyant internal demand. Policies need to foster a rebalancing of global demand, remaining supportive where recoveries are not yet well sustained.

(Source: IMF World Economic Outlook Update, January, 2009 www.imf.org)

RELATED PARTY TRANSACTIONS

The following persons and entities are related parties during the period.

- David Barwick – Chairman, President/CEO Managing Director
- James Canning-Ure – Director/CFO
- Simon Hickey – Director
- Alan Phillips – Director
- Nick Revell – Director
- Central Iron Ore Ltd, an entity of which Nick Revell and Alan Phillips were directors during all or part of the reporting period.
- Strategic Capital Pty Ltd, an entity associated with Alan Phillips and of which he is a director.
- Phillips Exploration Pty Ltd, an entity associated with Alan Phillips and of which he is a director.
- Chivas Group Pty Ltd, an entity associated with David Barwick and of which he is a director.
- Cadan Resources Corporation, an entity of which Alan Phillips is a director.
- Ruby Rich Pty Ltd, an entity associated with Nick Revell and of which he is a director.

The Company entered into the following transactions with related parties during the quarter:

- a) Paid or accrued nil (2008: \$125,725) for geological services provided by Central Iron Ore Ltd, an entity associated with directors Alan Phillips and Nick Revell (resigned 6 February 2009).
- b) Paid or accrued \$88,306 (2008: \$196,935) in directors fees and management fees to directors and an officer of the Company.

RELATED PARTY TRANSACTIONS (Cont'd ...)

- c) Paid or accrued \$26,592 (2008: \$538) for office rental provided by Strategic Capital Pty Ltd a company of which Alan Phillips is a director.
- d) The Company received \$NIL (2008: \$31,427) in rent from Cadan Resources Corporation, a company of which Alan Phillips is a director, for offices sub-let by the Company in Vancouver.

These transactions were in the normal course of operations and, in management's opinion, were undertaken with the same terms and conditions as transactions with unrelated parties.

ACCOUNTING POLICIES

Accounting policies are listed in Note 2 to the Financial Statements for December 31, 2009.

SUMMARY OF QUARTERLY INFORMATION

The following table sets forth a comparison of revenues and earnings for the previous eight quarters ending with December 31, 2009. Financial information is prepared according to GAAP and is reported in Canadian \$.

	Mar 31 2008	Jun 30 2008	Sep 30 2008	Dec 31 2008	Mar 31 2009	Jun 30 2009	Sept 30 2009	Dec 31 2009
Interest and rent Income	\$62,590	\$185,082	\$171,538	\$120,308	\$49,903	\$39,279	\$40,958	21,930
Net profit/(loss)	\$460,471	\$6,350,057	\$1,132,824	\$81,681	\$(2,225,973)	\$(147,829)	\$(905,895)	\$(1,730,410)
Net profit/(loss) per share	\$0.03	\$0.343	\$0.06	\$0.01	\$(0.08)	\$(0.80)	\$(0.05)	\$(0.08)

The Company has not recognized any revenue or incurred any loss from discontinued operations or extraordinary items since becoming a reporting issuer.

During the last 8 quarters, the Company has consistently reported net losses apart from the quarters ended March 31, 2008, December 31, 2008 and December 31, 2008, when it realized profits resulting mostly from income tax gains in those quarters. The most significant factor affecting quarterly losses during the last 8 quarters is continuing administrative expenses.

Income is predominantly derived from interest income and rent received. Interest income is dependent upon interest rates and the amount of financing raised each year by the Company. Interest rates will vary due to market conditions and the Company has no control over the fluctuation of rates.

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares. The Company anticipates that all available funds will be invested to finance the growth of its business.

LIQUIDITY AND CAPITAL RESOURCES

The Company has limited financial resources and there is no assurance that additional funding will be available to allow the Company to acquire, explore and develop mineral properties. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration. The Company may, in the future, be unable to meet its obligations under agreements to which it is a party and the Company may consequently have its interest in the properties subject to such agreements jeopardized. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the cost required to complete recommended programs.

Liquidity And Capital Resources (Cont'd ...)

The Company is dependent on raising funds by the issuance of shares or disposing of interests in its mineral properties (by options, joint ventures or outright sales) in order to finance further acquisitions, undertake exploration and development of mineral properties and meet general and administrative expenses in the immediate and long term. There can be no assurance that the Company will be successful in raising their required financing.

Apart from the initiatives discussed above, the Company is not aware of any trends, commitments or events that may affect its liquidity in the foreseeable future. The Company has not made any commitments for capital expenditures. Material increases or decreases in the Company's liquidity will be substantially determined by the success or failure of raising additional funds through private placements and its planned exploration programs.

At December 31, 2009, the Company has net working capital of \$2,368,126.

Over the next 4 quarters (12-months), the Company anticipates that it will have on-going quarterly cash expenditure requirements consistent with the quarter ended December, 2009.

COMMITMENTS

At balance sheet date the Company had commitments to pay \$261,356 for an equipment and vehicle lease.

Certain future exploration expenditures are required to be undertaken by the Company as a minimum retention for exploration permits. These expenditures were set out in Note 15 to the Annual Financial Statements for March 31, 2009.

Apart from the above, the Company has no other material commitments at this time.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not engaged in any off-balance sheet arrangements such as obligations under guarantee contracts, a retained or contingent interest in assets transferred to an unconsolidated entity, any obligation under derivative instruments or any obligation under a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to the Company or engages in leasing, hedging or research and development services with the Company.

ACCOUNTING POLICIES

Accounting policies are listed in Note 2 to the Financial Statements for December 31, 2009.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's size and the number of staff impact the Company's internal controls. Due to the limited number of staff, it is not possible to achieve complete segregation of duties. Similarly, the Company must engage accounting assistance with respect to complex, non-routine accounting issues, Canadian GAAP matters, tax compliance and reporting for its international operations.

Notwithstanding these weaknesses, the Company's internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements and that information is timely and accurately disclosed consistent with Canadian securities laws and regulations.

ACCOUNTING POLICIES (Cont'd ...)

Although the identified weaknesses may be considered to increase the risk that a material misstatement in the Company's financial statements would not be prevented or detected, neither has resulted in a material misstatement in the financial statements.

The CEO and the CFO oversee all material transactions and related accounting records. The audit committee of the Company, with management, reviews the financial statements of the Company, on a quarterly basis.

While management and the board of directors of the Company work to mitigate the risk of a material misstatement in the Company's financial reporting, the Company's control system, no matter how well designed or implemented, can only provide reasonable, but not absolute, assurance of detecting, preventing and deterring errors and fraud.

FINANCIAL INSTRUMENTS

Fair value estimates of financial instruments are made at a specific point of time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matter of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of cash, sundry receivables, and accounts payable and accrued liabilities and amounts due to related parties approximate their fair market value because of the short-term nature of these instruments.

OUTSTANDING SHARE DATA AS OF FEBRUARY 25, 2010:

Authorized and issued share capital:

Class	Par Value	Authorized Common shares (No par value)	Issued
Common	No par value	Unlimited	23,755,630

As at February 25, 2010 there were 2,230,000 stock options and 2,000,000 warrants outstanding.

OTHER INFORMATION

The Company's website address is www.macarthurminerals.com. Other information relating to the Company may be found on SEDAR at www.sedar.com.

COMPETENT PERSON'S STATEMENT

Technical aspects of this MD&A were prepared and verified by Mr Andrew Spinks, B.App.Sc, Grad.Dip (Mining), a member of the AusIMM. He is the qualified person as required by National Instrument 43-101, and is the technical person responsible for this MD&A. The qualified person has verified the data disclosed in this MD&A.

BY ORDER OF THE BOARD

"Alan Phillips"

Alan Phillips
Chairman President and CEO

"John Toigo"

John Toigo
Director