

**Management Discussion and Analysis  
For  
Indicator Minerals Inc. (“Indicator” or “IME” or “the Company”)**

Containing information up to and including March 27, 2009.

**Note to Reader**

The following information should be read in conjunction with the Company’s audited financial statements for the year ended November 30, 2008, together with the notes thereto, prepared by management in accordance with Canadian generally accepted accounting principles and expressed in Canadian Dollars.

**Forward-Looking Information**

When used in this document, words like “anticipate”, “believe”, “estimate”, “expect” and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management’s future plans, objects and goals for the Company and therefore, involve inherent risks and uncertainties. The reader is cautioned that actual results, performance, or achievements may be materially different from those implied or expressed in such statements.

**Overall Performance**

Indicator is a diamond exploration (exploration stage) company involved in the acquisition and exploration of resource properties mainly in Canada. The Company is exploring for diamonds on more than 2.5 million acres of ground in the Eastern Arctic of Canada. The Company does not have any producing resource properties at this time. The Company is a reporting issuer in British Columbia and Alberta. The Company trades on the TSX Venture Exchange under the symbol IME.

Highlights of the Company’s activities during the year ended November 30, 2008:

***Financing and Corporate***

- Completion of non-brokered private placements consisting of 1,525,000 flow-through units at a price of \$0.20 per unit for total gross proceeds of \$305,000. Each flow-through unit consists of one flow-through common share and one-half of one transferable share purchase warrant entitling the holder to purchase one common share at \$0.30 per share until for a period of 24 months. Agent’s fees relating to the issuance of certain of the units were paid in cash totalling \$21,000 and 105,000 agents warrants were issued. The agents warrants entitle the holder to purchase one common share at \$0.25 for a period of 24 months.
- Completion of a non-brokered private placement consisting of 2,500,000 units at a price of \$0.29 per unit, for total gross proceeds of \$725,000. Each unit consists of one common share and one non-transferable share purchase warrant entitling the holder to purchase one common share at \$0.36 per share until May 17, 2010.
- Over \$3,100,000 in resource property spending on the Company’s properties.

### ***Property Agreements***

Indicator did not enter into any new Property Agreements in the 2008 Fiscal Year.

### ***Exploration***

The highlights of Indicator's diamond exploration activities during the fiscal 2008 fiscal year are as follows:

- An airborne magnetic survey was conducted on the Borden Project, part of the Committee Bay properties, over an area believed to contain the sources of kimberlite indicator minerals recovered in previous heavy mineral sampling campaigns. Several high priority targets were identified in the preliminary data. A field geologist was dispatched to the project to prospect and collect heavy mineral samples immediately down-ice of the targets. Kimberlite boulders were discovered while investigating one of the targets, greatly increasing the confidence that kimberlites exist on the property. The Company in conjunction with its partner Committee Bay has converted 58,000 acres of permits to claims.
- Exploration on the Darby Project was initiated by partner, Teck Cominco Limited. A 16,000 line-km airborne survey was conducted on the project, completing coverage of the property with detailed Magnetic and Electromagnetic data. Three separate kimberlite boulder occurrences in two spatially separate areas were discovered by Teck Cominco while following-up geophysical targets identified in the preliminary airborne data. These discoveries significantly increased the size of the Darby kimberlite field and prompted Teck Cominco to increase the budget on the project from \$2.1 million to \$2.5 million.
- In August Indicator initiated an airborne survey of an area of the Grail Project, part of the Hunter properties, thought to host the sources of the kimberlite indicator minerals recovered on the property. Numerous kimberlite targets were identified in the preliminary data and the project is now considered ready for drilling.
- The Company mounted a late season drill program on the Nanuq North Project with partner Peregrine Diamonds Ltd. Five airborne geophysical targets were tested resulting in the discovery of the first kimberlite on the property. The kimberlite, NQN-001, is estimated to have a minimum surface area of 4.2 hectares. 850kg of kimberlite was recovered and 150kg were sent to the laboratory for diamond analysis.
- On March 12, 2008 the Company signed an agreement with Munic Gems N.V. ("Munic Gems") under which Munic Gems will use its best efforts to bring project opportunities to the Company for review with a particular focus on India and Brazil. Munic Gems will retain the following rights on certain projects that they have brought to the Company:
  - The right to act as agent on the sale of 50% of Indicator's share of diamond production at a commission of 5%
  - A Net Profits Interest (NPI) of 5%

The Company will continue to generate and acquire projects through its own efforts. Munic Gems will have the following rights on these projects as long as it earns and maintains a 9.9% ownership interest in the common shares of the Company:

- The right to act as agent on 20% of the Company's share of diamond production at a commission of 5%
- The first right-of-offer to underwrite 100% of the Company's share of debt financing for capital costs incurred after the completion of a bankable feasibility study. In exchange, Munic Gems will have the right to market 100% of the

Company's share of diamond production for the term of the debt at a commission of 5%

Under the terms of the Agreement, Munic Gems is required to earn a 9.9% ownership interest in the Company through Private Placement financings at the Company's discretion, beginning with the purchase of 2.5 million units of the Company within 60 days of the Agreement being signed. This initial financing was completed in May 2008 and each unit consisted of one common share and one warrant to purchase one common share. Each unit in the initial financing was priced at \$0.29, and with the exercise price of each warrant being \$0.36.

Once Munic Gems has earned a 9.9% interest in the Company it will maintain that ownership through the exercise of an anti-dilution right on subsequent financings. Munic Gems will maintain the anti-dilution right so long as it does not skip more than three financings in total and does not skip two consecutively.

**Subsequent to the year ended November 30, 2008:**

- The NQN-001 kimberlite yielded 206 diamonds from 152.75kg of material. The largest stone measured 0.97mm x 0.7mm x 0.7mm and was described as colourless with no inclusions.
- Diamond analysis of kimberlite boulders recovered by Teck Cominco Limited from the Darby Project yielded insignificant quantities of diamond.
- 162,000 acres of Prospecting Permits in Nunavut Territory were awarded to Indicator in February 2009. The land expands the Dorset Project, part of the Indicator properties, to include more than 407,000 acres and was acquired to ensure that Indicator captured the sources of the kimberlite indicator minerals recovered on the property.

The Company's net loss for the year ended November 30, 2008, totalled \$516,823 or \$0.01 per share as compared to a net loss of \$1,614,024, or \$0.03 per share in 2007. The net loss is after a provision for future income tax recovery of \$1,134,000 (2007 - \$382,173), resulting from the utilization of the Company's future income tax assets to offset future tax liabilities arising as a result of the renunciation of flow through exploration expenditures. Total assets decreased from \$12,259,279 as at November 30, 2007 to \$11,488,723 as at November 30, 2008. Capitalized resource property costs increased from \$7,178,510 as at November 30, 2007 to \$9,998,812 as at November 30, 2008. The Company's cash and cash equivalents decreased from \$2,938,090 as at November 30, 2007 to \$96,402 as at November 30, 2008, due to the Company's 2008 exploration program. At November 30, 2008 there were cash calls receivable of \$38,676 (2007 - \$447,096) and permit bonds receivable of \$643,073 (2007 - nil).

The Company is an exploration stage company and engages principally in the acquisition, exploration and development of resource properties. The Company capitalizes all acquisition and exploration costs until the property to which those costs are related is placed into production, sold, or abandoned. The decision to abandon a property is largely determined from exploration results and the amount and timing of the Company's write-offs of capitalized resource property costs will vary in a fiscal period from one year to the next and typically cannot be predicted in advance. During the year ended November 30, 2008, a total of \$3,185,650 of resource property costs were capitalized before the write off of \$365,348 (2007 - \$2,093,631 resource property costs were capitalized and \$391,577 resource property costs were written-off). Details of the cost break-down are contained in the Schedule of Resource Property Costs in the financial statements.

## Results of Operations

As Indicator is in the exploration phase and its current properties are in the early stages of exploration, none of the Company's current properties are in production. Therefore, mineral exploration expenditures are capitalized and losses are incurred as a result of administrative expenses relating to the operation of the Company's business. Consequently, the Company's net income is not a meaningful indicator of its performance or potential.

The key performance driver for the Company is the acquisition and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Company increases its chances of finding and developing an economic deposit.

At this time, the Company is not anticipating profit from operations. Until such time as the Company is able to realize profits from the production and marketing of commodities from its mineral interest, the Company will report an annual deficit and will rely on its ability to obtain equity/or debt financing to fund on-going operations.

Additional financing is required for new exploration and promotional initiatives. Due to the inherent nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities, as well as its share of obligations relating to mineral properties.

### Year Ended November 30, 2008

Net loss for the year ended November 30, 2008 was \$516,823 as compared to \$1,614,024 in 2007. The 2008 loss was reflective of future income tax recovery of \$1,134,000 (2007 - \$392,172) resulting from the recognition of future income tax assets to offset future income tax liabilities arising on renunciation of flow through exploration expenditures. The net loss before income taxes for the year ended November 30, 2008 was \$1,650,823, a decrease of 17% from \$1,926,197 in the preceding year. Significant variances include:

- Operating expenses for the year ended November 30, 2008 totalled \$1,353,161 (2007 - \$1,780,285). The decrease in operating expenses, after excluding stock-based compensation expenses of \$35,905 (2007: \$381,411) was 6% of the 2007 expenses, resulting primarily from decreased spending by the Company regarding attendance at investor conferences, the use of investor relations staff and consultants and the development and printing of investor materials. Significant operating expenditures are as follows:
  - Wages and consulting fees of \$486,135 for the year ended November 30, 2008 (2007 - \$489,468) were consistent with the preceding year.
  - Conference and meetings expenses of \$244,361 (2007 - \$330,699). As a result of market conditions, the Company decreased its efforts to expand its profile by not having personnel attend as many investor events in Vancouver, Toronto, New York, San Francisco and Nunavut.
  - Advertising and promotions of \$72,531 (2007 - \$141,628). Based on the Company's focus to preserve its capital, the advertising and promotions expenditures were curtailed.
  - Professional fees of \$165,369 (2007 - \$129,315) increased as a result of ongoing legal and accounting fees incurred in the day to day operations of the Company.
  - Office and administration of \$93,926 (2007 - \$102,770) has decreased due to the Company's reduction in overhead costs in order to preserve capital.

- Rent of \$79,511 (2007 - \$56,265) has increased as the Company moved office space during the year, and as a result had to pay rent on two offices for most of the year.
- Stock-based compensation of \$35,905 (2007 - \$381,411) has decreased as the Company issued fewer options during the year to directors, officers, employees and consultants.
- All other operating costs, excluding amortization during the year ended November 30, 2008, were comparable to the 2007 year in aggregate.
- Other income and expenses is primarily composed of the write-off resource property costs (2008 - \$365,348; 2007 - \$391,577); interest income (2008 - \$65,839; 2007 - \$101,312); and administration fee income (2008 - \$997; 2007 - \$74353).
  - The amount written off with respect to resource property costs will vary from year to year depending on the exploration results and the Company's plans and intentions. Costs written off in 2008 and 2007 relate to properties where the Company chose not to renew the permits on certain claims.
  - Interest income has decreased by \$35,473 as a result of lower cash and short term investment balances in 2008 and lower interest rates.
  - The decrease in administration fee income of \$73,354 is the result of the Company not being the operator of the Darby project during the year.

#### **Fourth Quarter**

Included in the Company's results for the fourth quarter, the Company's net loss for the period totalled \$946,884 which resulted from the loss from operations of \$294,942. The loss from operations included \$5,405 of stock based compensation expense. During the period the Company also wrote down mineral properties in the amount of \$365,348 and recorded an adjustment to its future income tax recovery of \$299,040.

## Selected Annual Financial Information

Selected audited financial data for annual operations of Indicator during the years ended November 30, 2008, 2007, 2006 and 2005:	Nov 2008	Nov 2007	Nov 2006	Nov 2005
Current assets	\$ 922,925	\$ 4,628,447	\$ 2,874,123	\$ 1,182,849
Resource properties	\$ 9,998,812	\$ 7,178,510	\$ 5,476,456	\$ 4,801,385
Property and equipment	\$ 155,552	\$ 120,298	\$ 103,882	\$ 45,196
Total Assets	\$ 11,488,723	\$12,259,279	\$ 8,796,215	\$ 6,590,125
Current liabilities	\$ 174,765	\$ 311,903	\$ 909,998	\$ 450,785
Total revenue	\$ 0	\$ 0	\$ 0	\$ 0
Net loss	\$ (516,823)	\$(1,614,024)	\$(3,057,286)	\$(2,500,772)
Basic loss per share	\$ (0.01)	\$ (0.03)	\$ (0.06)	\$ (0.09)
Weighted Avg. shares	62,186,154	53,575,880	44,739,380	28,555,625

## Summary of Quarterly Results

Quarterly results fluctuate depending on the timing of the granting and vesting of stock options, the write-off of resources property costs, and future income tax recoveries resulting from the renunciation of flow through exploration expenditures.

The following table summarizes selected financial data reported by the Company for the quarter ended November 30, 2008 and the previous seven quarters.

	Nov 30 08	Aug 31 08	May 31 08	Feb 29 08	Nov 30 07	Aug 31 07	May 31 07	Feb 28 07
Current assets	\$ 922,925	\$1,742,905	\$2,568,134	\$3,245,299	\$4,628,447	\$6,238,495	\$2,025,929	\$2,303,467
Resource properties and permits	10,410,196	10,735,078	9,211,303	7,983,485	7,510,534	5,971,250	5,576,892	5,113,167
Current liabilities	174,765	1,054,940	281,351	59,339	311,903	419,460	304,268	256,718
Loss from operations	(294,942)	(325,798)	(373,640)	(358,781)	(614,400)	(332,259)	(498,672)	(334,954)
Write-off of mineral interest	(365,348)	-	-	-	(19,661)	(326,025)	(28,844)	(17,047)
Net income (loss)	(946,884)	(313,786)	(362,173)	1,106,020	(566,571)	(598,038)	(494,856)	45,441
Basic income (loss) per share	(0.01)	(0.01)	(0.01)	0.02	(0.01)	(0.01)	(0.01)	0.00
Weighted Avg. Shares	63,936,482	62,524,854	60,322,137	59,941,702	53,575,880	55,299,195	49,590,330	49,036,665

## Liquidity and Capital Resources

The Company is in the exploration stage and therefore has no regular cash flow. At November 30, 2008, the Company had working capital of \$748,160 (2007- \$4,316,544).

Cash and cash equivalents totalled \$96,402 as at November 30, 2008 (2007 – \$2,938,090)

### Year ended November 30, 2008

Cash and cash equivalents decreased by \$2,841,688 during the year ended November 30, 2008 from \$2,938,090 as at November 30, 2007 to \$96,402.

Cash utilized in operating activities during the year ended November 30, 2008 was \$1,196,905 (2007 – \$1,183,471) before any changes in non-cash working. After adjusting for cash flows applied to non-cash working capital, cash used in operating activities was \$497,759 for 2008 (2007 - \$2,329,553).

Cash used for investing activities during the year ended November 30, 2008 was \$3,352,929 (2007 - \$1,272,829). The investing activities were as follows: acquisition and exploration of resource properties of \$3,185,650 (2007 - \$1,894,273), \$87,919 for the purchase of equipment (2007 - \$56,154), net decrease from prospecting deposits of \$79,365 (2007 - \$9,730) and recovery of resource property costs of \$0 (2007 – 667,868).

During the year ended November 30, 2008, the Company's cash flows from financing activities, being net proceeds from non-brokered private placements in 2008 totalled \$1,009,000. Financing activities for the year ended November 30, 2007 comprised net proceeds from a brokered private placement and the exercise of stock options and warrants totalling \$5,692,445.

At November 30, 2008, the Company's investment in resource properties aggregated \$9,998,812 (2007 - \$7,178,510), prospecting permits totalled \$411,384 (2007 - \$332,024) and equipment, net of amortization, was \$155,552 (2007 - \$120,298). The Company continues to file the appropriate reports with the Territorial authorities, which reports may result in a refund of amounts paid by the Company for prospecting permits. Any such proceeds will be used to reduce the amount on the Company's books with any non-refunded amounts being transferred to resource property costs.

At November 30, 2008, share capital of \$17,080,540 comprised of 63,966,702 issued and outstanding common shares (November 30, 2007 - \$17,355,633, comprising of 59,941,702 outstanding). Contributed Surplus which arises from the recognition of the estimated fair value of stock options and warrants was \$3,787,107 (2007 - \$3,601,109).

As a result of the net loss for the year of \$516,823, the deficit at November 30, 2008 increased to \$9,531,189 from \$9,014,366 at November 30, 2007. At November 30, 2008, the accumulated other comprehensive loss resulting from the write-down of available for-sale marketable securities was \$22,500 as compared to accumulated other comprehensive income of \$5,000 at November 30, 2007. Accordingly, shareholders equity was \$11,313,958 as compared to \$11,947,376 at November 30, 2007.

At present, the Company's operations do not generate cash flow and its financial success is dependant on management's ability to discover economically viable diamond deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. See "Risks and Uncertainties".

The Company currently has sufficient working capital to meet its administrative overhead expenses and its required exploration expenditures for at least the next twelve months and is confident that it can raise additional funds to undertake its planned exploration activities.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company will be required to raise money through either equity sales, the exercise of convertible securities and/or from the optioning of its resource properties. Many factors influence the Company's ability to raise funds, including the strength of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control.

## **Exploration Update**

### **Darby Project – Hunter Property**

The Darby Project is comprised of approximately 687,000 acres of mineral claims. The property is located approximately 200 kilometres south of the hamlet of Taloyoak and 120 kilometres southwest of the hamlet of Kugaaruk, both in the Nunavut Territory.

Over the course of the first two field seasons, Indicator identified kimberlite indicator minerals with diamond inclusion chemistry in heavy mineral samples collected on the property. In 2005, the Company conducted a high resolution airborne geophysical survey over approximately 40,000 acres (or 10% of the original 415,000 acre project), in the area where the highest concentration of kimberlite indicator minerals had been recovered. Interpretation of the airborne data resulted in the identification of more than 30 targets, several of which were considered high priority.

In May 2006, Indicator entered an agreement ("the option agreement") with Teck Cominco granting it the option to earn an interest in the Project. The agreement allows Teck Cominco the option to earn a 51% interest in the project by spending \$14 million before June 2010. Once Teck Cominco has earned its interest a joint venture will be formed and the following terms will apply:

- While Teck Cominco owns at least a 51% interest in the Darby Project, it will be obliged to carry Indicator's remaining 29% share of exploration expenses through to mine production on a project loan basis. Indicator will be required to repay the loan only in the event of cash flow from the Project
- Teck Cominco will propose a minimum program of \$2.5 million per year to advance the Project
- Indicator will have the right to purchase Teck Cominco's interest in the Project, under certain circumstances, if Teck Cominco elects not to develop a mine

The signing of the option agreement with Teck Cominco was quickly followed with the beginning of the exploration program at Darby. Five geophysical anomalies were drill tested during the 2006 exploration program and five kimberlites were discovered. Two of the kimberlites proved to be diamond bearing.

In addition to the drilling conducted on the property in 2006, the airborne geophysical survey area was expanded to cover an additional 30% of the original 415,000 acre property. An interpretation of the data identified 23 untested, high-priority targets as well as a number of lower priority anomalies. The high-priority targets have surface areas up to 7 hectares in size.

Prospecting conducted on the property in 2006 led to the discovery of 95 kimberlite float occurrences. Many of these float occurrences are associated with geophysical anomalies and form distinct "trains" parallel to the last direction of glacial ice. One float train was identified outside of the area where airborne geophysical surveying has been conducted, suggesting that kimberlites are widely distributed across the property.

Kimberlites occur in clusters or fields and the anomalies tested to date represent a fraction of the targets identified in the existing airborne geophysical data. In addition, the drill results are

suggestive of the region's potential for kimberlite bodies with large surface areas and substantial tonnage. This led to the decision to expand the Project with the acquisition of mineral claims totalling more than 272,000 acres, which brings the Project to its present size of 687,000 acres.

In 2007, Teck Cominco set the exploration budget for the field season at \$8.5 million. The main focus of the program was to expand the airborne geophysical coverage to areas where kimberlite indicator minerals and float were recovered in 2006 and to mount an aggressive drilling campaign, testing a minimum of 30 new targets on the property. Heavy mineral sampling and prospecting was also planned for the mineral claims that were acquired in 2006 and incorporated into the option agreement.

The drilling program was conducted over the course of three months and tested a total of 32 new geophysical targets. This led to the discovery of four new kimberlite bodies on the property, bringing the total to nine. The discoveries made have expanded the breadth of the kimberlite field on the property and reinforced the belief that there are many more kimberlites to be discovered at Darby. Samples of the new kimberlites were shipped to an independent laboratory for diamond analysis and results were received in November 2007. Thirteen diamonds were recovered from a 171.6 kg sample of the DR042 kimberlite with the two largest stones greater than 0.15mm in two dimensions. A 278.7 kg sample from the DR034 kimberlite produced two diamonds and one diamond was recovered from a 66.9 kg of the DR093 kimberlite. No diamonds were recovered from a 109.4 kg sample of the DR036 kimberlite. Finally, a 411.8 kg sample from a previously untested portion of the 11 hectare Iceberg kimberlite yielded 10 diamonds, with the largest stone exceeding 0.3 mm in two dimensions.

In January of 2008, partner Teck Cominco announced that it had set a budget of \$2.1 million for the Darby Project for the year. In June the Company was notified that work had commenced with a 16,000 line-km detailed helicopter-borne survey that extends geophysical coverage to the western mineral claims and completes the coverage of the entire Darby property.

In July 2008, boulders of kimberlite were discovered in two separate locations while prospecting in the vicinity of coincident geophysical and kimberlite indicator mineral anomalies. Analysis of the boulders showed that they were insignificantly diamondiferous; however, their discovery is significant since the area over which kimberlite has been discovered has increased from 100km<sup>2</sup> to 1,200km<sup>2</sup>, implying a much larger field. Furthermore, the boulders may represent two new clusters of kimberlites within the larger field.

It is estimated that in 2008, partner Teck Cominco Limited surpassed the \$14,000,000 in aggregate exploration spending required for it to earn an undivided 51% interest in the Darby Project; however, no accounting of expenditures has been received by the Company for review and no interest in the project has been assigned to Teck Cominco Limited. In late February, 2009 Teck Cominco Limited informed the Company that it would not mount an exploration program at Darby this year due to the current economic climate and its need to preserve capital. At the time of writing, Indicator does not contemplate initiating its own exploration program at Darby in 2009.

Indicator Minerals and Teck Cominco Limited are currently discussing options for advancing the Darby Project. It is important to note that the core mineral claims at Darby will remain in good standing well into 2011; so, there is no concern that valuable land will lapse while the partnership evaluates the options for proceeding in the future.

### **Barrow Project – Hunter Property**

The Barrow Project is comprised of 110,000 acres of mineral claims located approximately 15km south of the hamlet of Kugaaruk. Results from heavy mineral sampling in 2004 have confirmed the presence of kimberlite indicator minerals with diamond inclusion chemistry on the property. In March 2005, the Company completed a detailed airborne geophysical survey over the property. Several high priority targets located up-ice from the kimberlite indicator minerals were identified in a review of the airborne data.

The 2005 field program at Barrow was designed to increase the level of confidence in the geophysical anomalies with prospecting as well as target specific heavy mineral and mobile metal ion samples. During the course of investigating one geophysical anomaly, a single occurrence of kimberlite float was discovered.

A 6.8kg sample of the kimberlite float was submitted to an independent laboratory for rock type classification and indicator mineral analysis. During the extraction of the indicator minerals a macro diamond was recovered. This is considered important since the extraction process is not designed specifically for the recovery of mineral grains less than 0.33mm - or more significantly - the detection of diamonds.

Subsequently, a 25.5kg sample of kimberlite float from the occurrence was submitted for micro diamond analysis using caustic fusion. A total of 171 micro diamonds and five macro diamonds were recovered. Indicator is confident that the kimberlite float originated on its property; however, drilling is required to determine this.

A ground geophysical crew mobilised to the property in early May 2007. Surveys were conducted over 27 airborne geophysical targets and eleven high-priority targets and numerous lower priority targets were identified. Based on these results, a multi-phase drill program was planned with the first phase testing land-based targets in 2007 and the second phase testing a combination of land and lake based targets in early 2008.

The first phase of drilling commenced in mid-September 2007 and was completed in early October. During the program, five targets were tested but no kimberlites were discovered. The Company remains confident that there are diamond bearing kimberlites on the property and committed to a second phase of drilling in 2008.

Indicator set a \$1.3 million budget for the Barrow Project for 2008. The program was designed to include the collection of detailed magnetic data over selected areas of the property. In addition, a two stage drill program was contemplated. The first stage of spring drilling was designed to test previously identified targets located within lakes which must be drilled from ice. The second stage of drilling focused on following up land based targets identified in the detailed airborne magnetic survey conducted in 2007.

The Company commenced field operations at Barrow in early May 2008 with the spring drilling program. Five lake based kimberlite targets were tested with a drill rig capable of retrieving core samples. No kimberlites were discovered and the spring drilling campaign was terminated in early June.

In late June 2008, airborne magnetic survey equipment was deployed to the Barrow Project. This highly sensitive helicopter-borne system developed for the US military flew selected areas of the property where evidence of local kimberlite bodies has been recovered. Targets identified in the magnetic survey may be tested in a subsequent drilling program.

### **Grail Project – Hunter Property**

The Grail Project (a combination of the Sanagak and Mayo Projects) is located on the Boothia Peninsula and includes approximately 1.1 million acres of prospecting permits. In 2004, heavy mineral samples were collected on the project on a 3km by 3km grid. Kimberlite indicator minerals have been recovered in five spatially separate locations.

One of the five areas where high chrome, low calcium G10 pyrope garnet was recovered is adjacent to the eastern boundary of the prospecting permits. Heavy mineral samples were collected on the open ground to the east of the Grail Project early in the 2005 exploration season. These samples were expedited to the laboratory where processing began immediately. Results

were received in time to initiate a staking campaign that captured over 100,000 acres where indicator minerals with diamond inclusion chemistry were recovered.

In 2006 additional heavy mineral samples were collected in areas where kimberlite indicator minerals had been identified in previous sampling campaigns. Results from work carried out in 2005 isolated an area where the company believes kimberlite sources may exist.

The 2007 exploration program included a detailed airborne geophysical survey over a small portion of the project thought to be the source area for one of the indicator mineral anomalies. Several anomalies were selected from the preliminary airborne data to be surveyed with ground geophysics. Finally, a summer program of heavy mineral sampling was conducted to further delineate the areas where kimberlite indicator minerals have been recovered.

In August 2008 Indicator initiated an airborne survey of an area of the Grail Project thought to host the sources of the kimberlite indicator minerals recovered on the property. Numerous kimberlite targets were identified in the preliminary data and the project is now considered ready for drilling.

#### **Nanuq North Project – Hunter Property**

The Nanuq North Project is located south of Wager Bay in Nunavut Territory and includes approximately 81,684 acres of mineral claims. Indicator has a 40% interest in the Nanuq North Project.

In late August 2008, the Company mounted a drill program on the Nanuq North Project with partner Peregrine Diamonds Ltd. Five airborne geophysical targets were tested resulting in the discovery of the first kimberlite on the property. The kimberlite, NQN-001, is estimated to have a minimum surface area of 4.2 hectares based on ground geophysical data. The drill hole was inclined at -58° and collared into kimberlite 8.8m and terminated in kimberlite at 86.5m.

A total of 206 diamonds were recovered from 153kg of kimberlite submitted to the Saskatchewan Research Council Geoanalytical Laboratory for analysis using caustic fusion. The largest diamond measured 0.97mm x 0.7mm x 0.7mm and was described as colourless and without inclusions. Furthermore, the diamond results coupled with geologic information suggest that two phases of kimberlite were intersected. Both phases are significantly diamondiferous; however, the second phase, intersected in the last 13.7m of the drill hole, is exceptionally diamondiferous.

The results from the NQN-001 kimberlite are very compelling and the Company has begun planning a core drilling program that will help to delineate the body. In addition, numerous geophysical targets and multiple kimberlite indicator mineral trains have been identified at Nanuq North and remain to be tested.

#### **Borden Project – Committee Bay Property**

The Borden Project is located on the Borden Peninsula of Baffin Island and includes approximately 389,000 acres of prospecting permits. Indicator acquired an option on Borden in 2004 from Committee Bay Resources Ltd. and can earn up to 70% of the diamond rights to the project.

High interest kimberlite indicator minerals were identified on the property through heavy minerals sampling programs in 2004 and 2005. Subsequent sampling programs conducted in 2006 and 2007 have isolated an area on the property believed to contain the kimberlite sources.

In 2008, an airborne magnetic survey was conducted on the Borden Project over an area believed to contain the sources of kimberlite indicator minerals recovered in previous heavy mineral sampling campaigns. Several high priority targets were identified in the preliminary data. A field geologist was dispatched to the project to prospect and collect heavy mineral samples

immediately down-ice of the targets. Kimberlite boulders were discovered while investigating one of the targets, greatly increasing the confidence that kimberlites exist on the property.

### **Nunavut Regional Projects – Indicator Property**

Indicator acquired two new regional projects in Nunavut in 2007 and 2008. The Dorset Project is located on the Foxe Peninsula of Baffin Island. Dorset is composed of 24 prospecting permits obtained in February 2007 and 2008. Regional samples were collected on the permits issued in 2007 and the recovery of kimberlite indicator minerals prompted the acquisition of the additional permits in February 2008.

The second regional project, Indigo, was acquired in February 2008 and is located approximately 200km south west of the Darby Project. The permits were selected by Indicator's technical team based on generative work carried out in 2007. The Indigo property is composed of thirty-two contiguous permits, totalling 1.22 million acres.

Indicator mounted a heavy mineral sampling program that saw samples collected on all of its regional projects, including Dorset and Indigo. Results from this sampling program will determine the scope of exploration work contemplated for 2009.

## **Risks and Uncertainties**

### ***Exploration Stage Company***

Indicator is engaged in the business of acquiring and exploring mineral properties in the hope of locating economic deposits of minerals. All of its properties are in the early stages of exploration and are without known deposits of diamonds. Development of Indicator's properties will only follow upon obtaining satisfactory exploration results. There can be no assurance that Indicator's existing or future exploration programs will result in the discovery of commercially viable mineral deposits. Further, there can be no assurance that even if an economic deposit of minerals is located, that it can be commercially mined.

### ***Mineral Exploration and Development***

The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mineral deposit or orebody may result in significant rewards, few properties which are explored are ultimately developed into producing mines. Substantial expenses are required to establish ore reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof, cannot be accurately predicted but could have an adverse impact on Indicator.

### ***Mining Operations and Insurance***

Mining operations generally involve a high degree of risk. Indicator's operations are subject to all of the hazards and risks normally encountered in mineral exploration and development. Such risks include unusual and unexpected geological formations, seismic activity, rock bursts, cave-ins, flowing and other conditions involved in the drilling and removal of material, environmental hazards, industrial accidents, periodic interruptions due to adverse weather conditions, labour disputes, political unrest and in the case of diamonds, theft of production. The occurrence of any of the foregoing could result in damage to, or destruction of, mineral properties or interests, production facilities, personal injury, damage to life or property, environmental damage, delays or interruption of operations, increases in costs, monetary losses, legal liability and adverse government action. Indicator does not currently carry insurance against these risks and there is no assurance that such insurance will be available in the future, or if available, at economically feasible premiums or acceptable terms. The potential costs associated with liabilities not covered by insurance or excess insurance coverage may cause substantial delays and require significant capital outlays.

### ***No Operating History and Financial Resources***

Indicator does not have an operating history and has no operating revenues and is unlikely to generate any in the foreseeable future. It anticipates that its existing cash resources following the private placements will be sufficient to cover its projected funding requirements for the ensuing year. If its exploration program is successful, additional funds will be required for further exploration to prove economic deposits and to bring such deposits to production. Additional funds will also be required for Indicator to acquire and explore other mineral interests. Indicator has limited financial resources and there is no assurance that sufficient additional funding will be available to it fulfill its obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause Indicator to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

### ***Government Regulation***

The current or future operations of Indicator, including exploration and development activities and the commencement and continuation of commercial production, require licenses, permits or other approvals from various foreign federal, state and local governmental authorities and such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, land claims of indigenous people and other matters. There can be no assurance, however, that Indicator will obtain on reasonable terms, or at all, the permits and approvals, and the renewals thereof, which it may require for the conduct of its current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any mining project which Indicator may undertake. Possible future environmental and mineral tax legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays to Indicator's planned exploration and operations, the extent of which cannot be predicted.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

### ***Competition***

The mineral exploration and mining business is competitive in all of its phases. Indicator will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. Indicator's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that Indicator will be able to compete successfully with others in acquiring such prospects.

### ***Title to Property***

Many of Indicator's properties are held in the names of others. Indicator has taken precautions to ensure that legal titles to its property interests are properly recorded. There can be no assurance that Indicator will be able to secure the grant or the renewal of exploration permits or other tenures on terms satisfactory to it, or that governments in the jurisdictions in which the properties are situated will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. Third parties may have valid claims underlying portions of Indicator's interests and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that Indicator may lose all or part of its interest in the properties to which such defects relate.

### ***Environmental Risks and Hazards***

All phases of Indicator's operations will be subject to environmental regulation in the jurisdictions in which it intends to operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of such regulation may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require 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. The cost of compliance with changes in governmental regulations has a potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which Indicator holds interests or on properties that will be acquired which are unknown to Indicator at present and which have been caused by previous or existing owners or operators of the properties.

### ***Commodity Prices***

The price of Indicator's securities, its financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of precious or base minerals. Precious or base minerals prices fluctuate widely and are affected by numerous factors beyond Indicator's control such as the sale or purchase of precious or base metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand; production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection and international political and economic trends, conditions and events. The price of precious or base metals has fluctuated widely in recent years, and future serious price declines could cause continued development of Indicator's properties to be impracticable.

Further, reserve calculations and life-of-mine plans using significantly lower precious or base minerals prices could result in material write-downs of Indicator's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

#### ***Price Volatility and Lack of Active Market***

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for Indicator's securities will be subject to such market trends and that the value of such securities may be affected accordingly. There is currently no market through which the securities of Indicator can be sold and there can be no assurance that one will develop or be sustained. If an active market does not develop, the liquidity of the investment may be limited and the market price of such securities may decline below the subscription price under a private placement.

#### ***Key Executives***

Indicator will be dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of Indicator are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of Indicator, the loss of these persons or Indicator's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. Indicator does not currently carry any keyman life insurance on any of its executives. The directors and officers of Indicator will only devote part of their time to the affairs of Indicator.

#### ***Potential Conflicts of Interest***

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

#### ***Dividends***

Indicator has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of Indicator and will depend on Indicator's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of Indicator deem relevant.

### ***Nature of the Securities***

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in Company's securities should not constitute a major portion of an investor's portfolio.

### **Proposed Transactions**

At the present time, there are no proposed transactions that are required to be disclosed.

### **Additional Disclosure for Venture Issuers without Significant Revenue**

Additional disclosure concerning Indicator's general and administrative expenses and resource property costs is provided in the Company's Statement of Loss and Comprehensive Loss and Note 8a in its audited Financial Statements for November 30, 2008 that is available on Indicator's website at [www.indicatorminerals.com](http://www.indicatorminerals.com) or on its SEDAR Page Site accessed through [www.sedar.com](http://www.sedar.com).

## Outstanding Share Data

Indicator's authorized capital is unlimited common shares without par value. As at March 27, 2009, the following common shares, options and share purchase warrants were outstanding:

	# of Shares	Exercise Price	Expiry Date
Issued and Outstanding Common Shares at March 27, 2009	63,966,702		
Warrants			
Share purchase warrants	2,500,000	\$0.36	May 10, 2010
	637,500	\$0.30	August 25, 2010
	125,000	\$0.30	September 10, 2010
Agents Warrants	87,500	\$0.25	August 25, 2010
	17,500	\$0.25	September 10, 2010
Employee Stock Options			
	1,149,500	\$0.58	April 19, 2009
	180,000	\$0.355	April 19, 2009
	495,000	\$0.355	Nov. 16, 2009
	225,000	\$0.23	April 25, 2010
	805,000	\$0.32	October 23, 2010
	100,000	\$0.275	December 19, 2010
	360,000	\$0.58	April 11, 2011
	837,500	\$0.75	August 2, 2011
	25,000	\$0.79	October 1, 2011
	150,000	\$0.40	November 20, 2011
	175,000	\$0.45	March 13, 2012
	955,000	\$0.45	September 17, 2012
	200,000	\$0.25	February 28, 2013
	575,000	\$0.10	November 12, 2013
Fully Diluted at March 27, 2009	<b>73,566,202</b>		

## Transactions with Related Parties

The Company had the following transactions with the corresponding related parties:

Relationship	Nature of Transaction	2008	2007
Company of which the Director and VP Exploration is the majority shareholder	Geological Services	\$ 125,700	\$ 144,202
Company of which the Director and President and CEO is major shareholder	Management Services	-	55,650
Director is a major shareholder	Geological Services	93,537	120,623
Company of which an independent Director is a shareholder	Marketing	36,726	76,473

Of these amounts \$10,354 was unpaid at November 30, 2008 (2007 – \$nil) and included in accounts payable and accrued liabilities.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

## Commitments:

### a) Lease Commitment:

On October 5, 2007 the Company entered into a sub-lease agreement for office premises to be effective December 1, 2007, for 16 months. The remaining monthly lease payments including rent, operating costs and property taxes to March 31, 2009 are \$19,385.

Subsequent to the sublease expiring, the Company has signed a lease for a period of 44 months for the same office premises effective April 1, 2009 as follows:

Remainder of 2009	\$42,225
2010	63,338
2011	64,812
2012	66,244

## Changes in Accounting Policies and Adoption of New Standards:

Effective December 1, 2008, the Company adopted the following new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA"). These new standards have been adopted on a retrospective basis with no restatement to prior period financial statements.

### (a) Newly Adopted Accounting Standards

#### (i) Section 1535 – Capital Disclosures

This standard requires disclosure of an entity's objectives, policies and processes for managing capital, quantitative data about what the entity regards as capital and whether the entity has complied with any externally imposed capital requirements and, if it has not complied, the consequences of such non-compliance.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to explore and develop its projects for the benefit of its shareholders and other stakeholders. The Company considers the components of shareholders' equity, and debt (if any), as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. Since the Company is in the exploration stage, the Company may issue new shares through private placements in order to maintain or adjust the capital structure.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Company currently has sufficient working capital to meet its corporate overhead expenses and required exploration expenditures through the end of 2009.

There were no changes to the Company's approach to capital management during the year ended November 30, 2008. The Company is not subject to externally imposed capital requirements as at November 30, 2008.

#### (ii) Financial Instruments – Disclosure (Section 3862) and Presentation (Section 3863)

These standards replace CICA 3861, Financial Instruments – Disclosure and Presentation. They increase the disclosures previously required and enable users of the financial statements to evaluate the significance of financial instruments to an entity's financial position and performance, including disclosures about fair value. In addition, disclosure is required of qualitative and quantitative information about exposure to risks

arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and market risk. The quantitative disclosures must provide information about the extent to which the entity is exposed to risk, based on information provided internally to the entity's key management personnel.

The carrying value of the Company's cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, due to/from related parties and term loan approximate their fair value.

(iii) Amendments to Section 1400 – Going Concern

CICA Handbook Section 1400, "General Standards of Financial Statement Presentation", was amended to include requirements to assess and disclose an entity's ability to continue as a going concern.

(b) Accounting Policies Not Yet Adopted

(i) International Financial Reporting Standards ("IFRS")

In 2006, the Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to apply IFRS. The changeover is effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company's transition date of December 1, 2011 will require the restatement of comparative amounts reported by the Company for the year ending November 30, 2011. While the Company has begun assessing the potential impact of the adoption of IFRS in 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

## Recent Developments and Outlook

The Company expects to obtain financing in the future primarily through further equity financing, as well as through joint venturing and/or optioning out the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its resource properties.

## Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents, short-term investments, cash calls receivable, marketable securities, GST recoverable, permit bonds receivable, and accounts payable and accrued liabilities. It is management's opinion that Indicator is not exposed to significant interest, foreign exchange or credit risks arising from financial instruments. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these investments and/or the ability for prompt liquidation.

## Critical Accounting Estimates

The Company's accounting policies are presented in note 3 of the November 30, 2008 audited financial statements. The preparation of financial statements in accordance with generally accepted accounting principles requires management to select accounting policies and make estimates. Such estimates may have a significant impact on the financial statements. Actual

amounts could differ materially from the estimates used and, accordingly, affect the results of the operations. Significant estimates include:

- the carrying values of mineral properties;
- the valuation of stock-based compensation expense; and
- the determination of valuation allowances for future income tax assets

### ***Mineral properties and deferred exploration costs***

The Company records its interest in mineral properties at cost. Resource exploration and development costs are capitalized on an individual area of interest basis until such time as an economic resource body is defined or the prospect is abandoned. Costs for a producing prospect are amortized on a unit-of-production method based on the estimated life of the reserves, while costs for the prospects abandoned are written off.

Management of the Company reviews and evaluates the carrying value of each mineral property for impairment when events or changes in circumstances indicate that the carrying amounts of the related asset may not be recoverable. When it is determined that a mineral property is impaired, it is written down to its estimated fair value.

Management's estimates of mineral prices, mineral resources, and operating, capital and reclamation costs are subject to certain risks and uncertainties that may affect the recoverability of deferred mineral property costs. Although management has made its best estimate of these factors, it is possible that material changes could occur which may adversely affect management's estimate of the net cash flows expected to be generated from its properties.

The recoverability of amounts shown for mineral properties and related deferred costs is dependent upon the discovery of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain necessary financing to continue operations and to complete the development and upon future profitable production or proceeds from the disposition thereof. The discovery or establishment of adequate reserves is dependent on successful exploration. Competition for exploration resources at all levels is currently very intense, particularly affecting availability of manpower, drill rigs and helicopters. As a result of this, and other factors inherent in exploration, the Company has uncertainty that it will be able to carry out its planned exploration programs.

### ***Stock-based compensation expense***

From time to time, the Company may grant share purchase options to directors, employees, and service providers. The Company uses the Black-Scholes option pricing model to estimate a value for these options. This model, and other models which are used to value options, require inputs such as expected volatility, expected life to exercise, and interest rates. Changes in any of these inputs could cause a significant change in the stock-based compensation recorded in a period.

### **Disclosure Controls and Procedures**

Management has designed disclosure controls and procedures, or has caused them to be designed under its supervision, to provide reasonable assurance that material information relating to the Company, is made known to management by others within the Company, particularly during the period in which the annual filings are being prepared and that such information is properly recorded or disclosed in the financial statements. Management has also designed such internal control over financial reporting, or caused it to be designed under management's supervision, to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements for the year ended November 30, 2008 in accordance with Canadian Generally Accepted Accounting Principles. There has been no change in the Company's disclosure controls and procedures or in the Company's internal control over financial

reporting that occurred during the most recently completed quarter that has materially affected, or is reasonably likely to materially affect, the Company's disclosure controls and procedures or internal control over financial reporting.

The Chief Executive Officer and Chief Financial Officer of the Company have evaluated the effectiveness of the Company's disclosure controls and procedures in place as at November 30, 2008. Based on this evaluation, it was determined that certain weaknesses existed in internal controls over financial reporting. As is indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is compensated for by senior management monitoring which exists. The Company is continually taking steps to augment and improve the design of procedure and controls impacting these areas of weakness over internal control over financial reporting.

## Approval

The Board of Directors of Indicator has approved the disclosure contained in this annual MD&A. A copy of this annual MD&A will be provided to anyone who requests it.

## Additional Information

Additional Information relating to Indicator is on SEDAR at [www.sedar.com](http://www.sedar.com) or by contacting:

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Attention: Bruce Counts, President and Chief Executive Officer

/s/ "Bruce Counts"  
Bruce Counts  
President and Chief Executive Officer

/s/ "Louis Blom"  
Louis Blom  
Chief Financial Officer