UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F

(Mark One)

[ ] REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR (15d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended March 31, 2008

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

[ ] SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of event requiring this shell company report……..

For the transition period from _____ to _____

Commission file number 000-27322

MOUNTAIN PROVINCE DIAMONDS INC.
(Exact name of Registrant as specified in its charter)

Not Applicable
(Translation of Registrant's name into English)

Ontario
(Jurisdiction of incorporation or organization)

401 Bay Street, Suite 2700, PO Box 152, Toronto, Ontario Canada M5H 2Y4
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
None	Not Applicable

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Common shares without par value
(Title of Class)

_____
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None
(Title of Class)

Indicate the number of outstanding shares of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. 59,870,881

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

[ ] Yes [X] No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

[ ] Yes [X] No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

[X] Yes [ ] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ] Accelerated filer [X] Non-accelerated filer [ ]

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP [ ] International Financial Reporting Standards as issued by the International Accounting Standards Board [ ] Other [X]

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

[X]Item 17 [ ] Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

[ ] Yes [X] No

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

[ ] Yes [ ] No

Not Applicable

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GLOSSARY

Affiliate has the meaning given to affiliated bodies corporate under *the Ontario Business Corporations Act ;*

AK Property means the claims known as the "AK claims" held by the Gahcho Kué Project;

AK-CJ Properties means, collectively, the AK Property and CJ Property Claims;

AMEC means AMEC E&C Services Ltd.

CJ Property means the claims known as the "CJ claims", which have now lapsed, previously held by MPV;

Arrangement means the arrangement between the Company and Glenmore which was effected as of June 30, 2000;

Arrangement Agreement means the Arrangement Agreement dated as of May 10, 2000, and made between MPV and Glenmore, including the Schedules to that Agreement;

Business Corporations Act [Ontario] means the R.S.O. 1990, CHAPTER B.16, as amended from time to time;

CDNX means the Canadian Venture Exchange Inc, formerly the Vancouver Stock Exchange, and now known as the TSX Venture Exchange;

Camphor means Camphor Ventures Inc.;

Canadian National Instrument 43-101 means the *National Instrument 43-101 (Standards of Disclosure for Mineral Projects)* adopted by the Canadian Securities Administrators;

Code means the United States *Internal Revenue Code of 1986*, as amended;

Company, MPV or ***Registrant*** means Mountain Province Diamonds Inc.;

De Beers means De Beers Consolidated Mines Ltd.;

De Beers Canada or ***Monopros*** means De Beers Canada Inc., formerly known as De Beers Canada Exploration Inc. and before that as Monopros Limited, a wholly-owned subsidiary of De Beers;

Desktop Study means the preliminary technical assessment of the Gahcho Kué resource conducted by De Beers Consolidated Mines Ltd. in 2000 (updated in 2003), which considered an 18 million tonne mineable resource. AMEC provided an Independent Qualified Persons' review of the Desktop Study. Although the Desktop Study incorporates "inferred mineral resources that are considered too speculative geologically" to be categorized as "mineral reserves", AMEC's assessment supports the financial model for the project developed by De Beers. The capital and operating cost estimates are considered to be at scoping level, with an expected range of accuracy of +/- 30 percent.

Exchange Act means the U.S. *Securities Exchange Act* of 1934;

Gahcho Kué Joint Venture Agreement means the joint venture agreement entered into by Mountain Province Diamonds Inc., Camphor Ventures Inc., and De Beers Canada Exploration Inc. on October 24, 2002, but which took effect from January 1, 2002.

Gahcho Kué Project, located at Kennady Lake, is the aboriginal name for the Kennady Lake Project involving the diamondiferous kimberlite bodies in Kennady Lake located on the AK leased claims;

Glenmore means Glenmore Highlands Inc., a company incorporated under the *Business Corporations Act (Alberta)* and which, pursuant to the Arrangement, has amalgamated with the Company's wholly-owned subsidiary, Mountain Glen Mining Inc., to form an amalgamated company, also known as Mountain Glen Mining Inc.;

Glenmore Shares means the common shares of Glenmore, as the same existed before the Arrangement took effect and "Glenmore Share" means any of them;

Glenmore Shareholder means a holder of Glenmore Shares;

Joint Information Circular means the joint information circular of the Company and Glenmore dated May 10, 2000 for the Extraordinary General Meeting and Special Meeting of the Company and Glenmore respectively to approve the Arrangement;

Letter Agreement means the letter agreement dated March 6, 1997 among Mountain Province Mining Inc., Camphor Ventures Inc., Glenmore Highlands Inc., 444965 B.C. Ltd. and Monopros as amended or supplemented by: an agreement dated April 10, 1997 among Mountain Province Mining Inc., Camphor Ventures Inc., Glenmore Highlands Inc., 444965 B.C. Ltd. and Monopros, an assurance given to De Beers by the other parties., dated July, 1997, an agreement given to De Beers by the other parties dated November 1, 1997 and two agreements each dated December 17, 1999 among the parties.

Monopros or ***De Beers Canada*** means De Beers Canada Exploration Inc., formerly known as Monopros Limited, a wholly-owned subsidiary of De Beers;

Mountain Glen means Mountain Glen Mining Inc., a wholly-owned subsidiary (now dissolved) of the Company;

MPV, Mountain Province, Company or ***Registrant*** means Mountain Province Diamonds Inc.;

MPV Shares means the common shares of MPV, and "MPV Share" means any of them;

Nasdaq means the National Association of Securities Dealers Automatic Quotation System;

Old MPV means MPV prior to its amalgamation with 444965 B.C. Ltd.;

OTCBB means the National Association of Securities Dealers over-the-counter bulletin board;

PFIC means Passive Foreign Investment Company under the Code;

Qualified Person as defined by Canadian National Instrument 43-101 (Standards of Disclosure for Mineral Projects), means an individual who

(a) is an engineer or geoscientist with a least five years experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these;

(b) has experience relevant to the subject matter of the mineral project and the technical report; and

(c) is a member in good standing of a professional association (as that term is defined in Canadian National Instrument 43-101);

Registrant, Company or ***MPV*** means Mountain Province Diamonds Inc.;

Sight means an invitation to purchase a certain amount of rough diamonds ten times a year from the De Beers' Diamond Trading Company in London;

Sightholder means a diamantaire who purchases rough diamonds directly from the De Beers' Diamond Trading Company;

TSX means the Toronto Stock Exchange; and

VSE means the Vancouver Stock Exchange, subsequently renamed the Canadian Venture Exchange, and now known as the TSX Venture Exchange.

GLOSSARY OF TECHNICAL TERMS

Adit — A horizontal or nearly horizontal passage driven from the surface for the working of a mine.

Archean — The earliest eon of geological history or the corresponding system of rocks.

Area of Interest — A geographic area surrounding a specific mineral property in which more than one party has an interest and within which new acquisitions must be offered to the other party or which become subject automatically to the terms and conditions of the existing agreement between the parties. Typically, the area of interest is expressed in terms of a radius of a finite number of kilometers from each point on the outside boundary of the original mineral property.

Bulk Sample — Evaluation program of a diamondiferous kimberlite pipe in which a large amount of kimberlite (at least 100 tonnes) is recovered from a pipe.

Carat — A unit of weight for diamonds, pearls, and other gems. The metric carat, equal to 0.2 gram or 200 milligram, is standard in the principal diamond-producing countries of the world.

Caustic Fusion — An analytical process for diamonds by which rocks are dissolved at temperatures between 450-600° C. Diamonds remain undissolved by this process and are recovered from the residue that remains.

Craton — A stable relatively immobile area of the earth's crust that forms the nuclear mass of a continent or the central basin in an ocean.

Diabase — A fine-grained rock of the composition of gabbro but with an ophitic texture.

Dyke — A body of igneous rock, tabular in form, formed through the injection of magma.

Feasibility Study — As defined by Canadian National Instrument 43-101, means a comprehensive study of a deposit in which all geological, engineering, operating, economic and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production.

Gneiss — A banded rock formed during high grade regional metamorphism. It includes a number of different rock types having different origins. It commonly has alternating bands of schistose and granulose material.

Indicator mineral — Minerals such as garnet, ilmenite, chromite and chrome diopside, which are used in exploration to indicate the presence of kimberlites.

Jurassic — The period of the Mesozoic era between the Triassic and the Cretaceous or the corresponding system of rocks marked by the presence of dinosaurs and the first appearance of birds.

Kimberlite A dark-colored intrusive biotite-peridotite igneous rock that can contain diamonds. It contains the diamonds known to occur in the rock matrix where they originally formed (more than 100 km deep in the earth).

Macrodiamond A diamond, two dimensions of which exceed 0.5 millimeters.

Microdiamond Generally refers to diamonds smaller than approximately 0.5mm, which are recovered from acid dissolution of kimberlite rock.

Mineral Reserve Means the economically mineable part of a Measured Mineral Resource or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined.

THE TERMS "MINERAL RESERVE," "PROVEN MINERAL RESERVE" AND "PROBABLE MINERAL RESERVE" USED IN THIS REPORT ARE CANADIAN MINING TERMS AS DEFINED IN ACCORDANCE WITH NATIONAL INSTRUMENT 43-101 - STANDARDS OF DISCLOSURE FOR MINERAL PROJECTS WHICH INCORPORATES THE DEFINITIONS AND GUIDELINES SET OUT IN THE CANADIAN INSTITUTE OF MINING, METALLURGY AND PETROLEUM (THE "CIM") STANDARDS ON MINERAL RESOURCES AND MINERAL RESERVES DEFINITIONS AND GUIDELINES ADOPTED BY THE CIM COUNCIL ON AUGUST 20, 2000. IN THE UNITED STATES, A MINERAL RESERVE IS DEFINED AS A PART OF A MINERAL DEPOSIT WHICH COULD BE ECONOMICALLY AND LEGALLY EXTRACTED OR PRODUCED AT THE TIME THE MINERAL RESERVE DETERMINATION IS MADE.

Under United States standards:

"Reserve" means that part of a mineral deposit which can be economically and legally extracted or produced at the time of the reserve determination.

"Economically," as used in the definition of reserve, implies that profitable extraction or production has been established or analytically demonstrated to be viable and justifiable under reasonable investment and market assumptions.

"Legally," as used in the definition of reserve, does not imply that all permits needed for mining and processing have been obtained or that other legal issues have been completely resolved. However, for a reserve to exist,

there should be a reasonable certainty based on applicable laws and regulations that issuance of permits or resolution of legal issues can be accomplished in a timely manner.

Mineral Reserves are categorized as follows on the basis of the degree of confidence in the estimate of the quantity and grade of the deposit.

"Proven Mineral Reserve" means, in accordance with CIM Standards, the economically viable part of a Measured Mineral Resource demonstrated by at least a Preliminary Feasibility study. This Study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate at the time of reporting, that economic extraction is justified.

The definition for "proven mineral reserves" under Canadian standards differs from the standards in the United States, where proven or measured reserves are defined as reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; grade and/or quality are computed from the results of detailed sampling and (b) the sites for inspection, sampling and measurement are spaced so closely and the geographic character is so well defined that size, shape, depth and mineral content of reserves are well established.

"Probable Mineral Reserve" means, in accordance with CIM Standards, the economically mineable part of an Indicated, and in some circumstances a Measured Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

The definition for "probable mineral reserves" under Canadian standards differs from the standards in the United States, where probable reserves are defined as reserves for which quantity and grade and/or quality are computed from information similar to that of proven reserves (under United States standards), but the sites for inspection, sampling, and measurement are further apart or are otherwise less adequately spaced. The degree of assurance, although lower than that for proven reserves, is high enough to assume continuity between points of observation.

Mineral Resource

Under CIM Standards, Mineral Resource is a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge.

THE TERMS "MINERAL RESOURCE", "MEASURED MINERAL RESOURCE", "INDICATED MINERAL RESOURCE", "INFERRED MINERAL RESOURCE" USED IN THIS REPORT ARE CANADIAN MINING TERMS AS DEFINED IN ACCORDANCE WITH NATIONAL INSTRUMENT 43-101 - STANDARDS OF DISCLOSURE FOR MINERAL PROJECTS UNDER THE GUIDELINES SET OUT IN THE CIM STANDARDS. THE COMPANY ADVISES U.S. INVESTORS THAT WHILE SUCH TERMS ARE RECOGNIZED AND PERMITTED UNDER CANADIAN REGULATIONS, THE U.S. SECURITIES AND EXCHANGE COMMISSION DOES NOT RECOGNIZE THEM. THESE ARE NOT DEFINED TERMS UNDER THE UNITED STATES STANDARDS AND MAY NOT GENERALLY BE USED IN DOCUMENTS FILED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION BY U.S. COMPANIES. AS SUCH, INFORMATION CONTAINED IN

THIS REPORT CONCERNING DESCRIPTIONS OF MINERALIZATION AND RESOURCES MAY NOT BE COMPARABLE TO INFORMATION MADE PUBLIC BY U.S. COMPANIES SUBJECT TO THE REPORTING AND DISCLOSURE REQUIREMENTS OF THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION.

"Inferred Mineral Resource" means, under CIM Standards, that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. U.S. INVESTORS ARE CAUTIONED NOT TO ASSUME THAT ANY PART OR ALL OF AN INFERRED RESOURCE EXISTS, OR IS ECONOMICALLY OR LEGALLY MINEABLE.

"Indicated Mineral Resource" means, under CIM Standards, that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed. U.S. INVESTORS ARE CAUTIONED NOT TO ASSUME THAT ANY PART OR ALL OF THE MINERAL DEPOSITS IN THIS CATEGORY WILL EVER BE CONVERTED INTO RESERVES.

"Measured Mineral Resource" means, under CIM standards that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drillholes that are spaced closely enough to confirm both geological and grade continuity. U.S. INVESTORS ARE CAUTIONED NOT TO ASSUME THAT ANY PART OR ALL OF THE MINERAL DEPOSITS IN THIS CATEGORY WILL EVER BE CONVERTED INTO RESERVES.

Operator The party in a joint venture which carries out the operations of the joint venture subject at all times to the direction and control of the management committee.

Ordovician The period between the Cambrian and the Silurian or the corresponding system of rocks.

Overburden A general term for any material covering or obscuring rocks from view.

Paleozoic	An era of geological history that extends from the beginning of the Cambrian to the close of the Permian and is marked by the culmination of nearly all classes of invertebrates except the insects and in the later epochs by the appearance of terrestrial plants, amphibians, and reptiles.
Pipe	A kimberlite deposit that is usually, but not necessarily, carrot-shaped.
Preliminary Feasibility Study	Under the CIM Standards, means a comprehensive study of the viability of a mineral project that has advanced to a stage where the mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, has been established, and which, if an effective method of mineral processing has been determined, includes a financial analysis based on reasonable assumptions of technical, engineering, operating, economic factors and the evaluation of other relevant factors which are sufficient for a Qualified Person acting reasonably, to determine if all or part of the Mineral Resource may be classified as a Mineral Reserve.
Proterozoic	The eon of geologic time or the corresponding system of rocks that includes the interval between the Archean and Phanerozoic eons, perhaps exceeds in length all of subsequent geological time, and is marked by rocks that contain fossils indicating the first appearance of eukaryotic organisms (as algae).
Reverse Circulation Drill	A rotary percussion drill in which the drilling mud and cuttings return to the surface through the drill pipe.
Sill	Tabular intrusion which is sandwiched between layers in the host rock.
Stringers	The narrow veins or veinlets, often parallel to each other, and often found in a shear zone.
Tertiary	The Tertiary period or system of rocks.
Till Sample	A sample of soil taken as part of a regional exploration program and examined for indicator minerals.
Xenolith	A foreign inclusion in an igneous rock.

NOTE REGARDING FORWARD LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 concerning the Company's exploration, operations, planned acquisitions and other matters. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the property is developed, and based on certain assumptions that the mineral deposit can be economically exploited. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be "forward-looking statements." Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation:

- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits;
- results of initial feasibility, pre-feasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations;
- mining exploration risks, including risks related to accidents, equipment breakdowns or other unanticipated difficulties with or interruptions in production;
- the potential for delays in exploration activities or the completion of feasibility studies;
- risks related to the inherent uncertainty of exploration and cost estimates and the potential for unexpected costs and expenses;
- risks related to commodity price fluctuations;
- the uncertainty of profitability based upon the Company's history of losses;
- risks related to failure to obtain adequate financing on a timely basis and on acceptable terms;
- risks related to environmental regulation and liability;
- political and regulatory risks associated with mining and exploration; and
- other risks and uncertainties related to the Company's prospects, properties and business strategy.

Some of the important risks and uncertainties that could affect forward looking statements are described further in this Annual Report under the headings "Risk Factors", "History and Development of Company," "Business Overview," "Property, plants and equipment," and "Operating and Financial Review and Prospects". Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Forward looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

NOTE REGARDING FINANCIAL STATEMENTS AND EXHIBITS

The financial statements and exhibits referred to herein are filed with this report on Form 20-F in the United States. This report is also filed in Canada as an Annual Information Form and the Canadian filing does not include the financial statements and exhibits listed herein. Canadian investors should refer to the annual financial statements of the Company as at March 31, 2008, which are incorporated by reference herewith, as filed with the applicable Canadian Securities regulators on SEDAR (the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval) under "Audited Annual Financial Statements - English".

METRIC EQUIVALENTS

For ease of reference, the following factors for converting metric measurements into imperial equivalents are provided:

To Convert From Metric	To Imperial	Multiply by
Hectares	Acres	2.471
Metres	Feet (ft.)	3.281
Kilometres (km.)	Miles	0.621
Tonnes	Tons (2000 pounds)	1.102
Grams/tonne	Ounces (troy/ton)	0.029

PART I

Item 1. Identity of Directors, Senior Management and Advisors

Not Applicable

Item 2. Offer Statistics and Expected Timetable

Not Applicable

Item 3. Key Information

A. *Selected financial data.*

The selected financial data set forth below should be read in conjunction with "Item 5 - Operating and Financial Review and Prospects", and in conjunction with the consolidated financial statements and related notes of the Company included under "Item 17, Financial Statements." The Company's consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. Material measurement differences between accounting principles generally accepted in Canada and the United States, applicable to the Company, are described in Note 9 to the consolidated financial statements. The Company's financial statements are set forth in Canadian dollars.

The following chart summarizes certain selected financial information for the Company as at and for its fiscal years ended March 31, 2008, 2007, 2006, 2005, and 2004. Except as otherwise indicated, dollar amounts presented are equivalent under Canadian and United States generally accepted accounting principles.

	12 Months Ended March 31,				
All in CDN$1,000's except Earnings (loss) per Share and Number of Common Shares	**2008**	**2007**	**2006**	**2005**	**2004**
Operating Revenue	nil	nil	nil	nil	nil
Interest Revenue	62	24	12	13	12
Working Capital	1,567	180	808	1,041	701
Net Earnings (loss) -					
Under Canadian GAAP:	166	(1,961)	(2,200)	1,531	(1,813)
Under U.S. GAAP: (restated)	152	(2,049)	(1,948)	1,836	(1,223)
Basic and diluted earnings (loss) per share -					
Under Canadian GAAP:	-	(0.04)	(0.04)	0.03	(0.04)
Under U.S. GAAP: (restated)	-	(0.05)	(0.04)	0.04	(0.02)
Total Assets -					
Under Canadian GAAP:	66,764	41,616	34,874	36,038	33,514
Under U.S. GAAP (restated)	35,733	10,925	4,971	3,683	1,030
Total Liabilities	6,122	419	181	95	273
Share Capital					
Under Canadian GAAP:	85,582	66,579	58,253	57,608	56,595
Under U.S. GAAP:	85,515	66,559	58,233	57,587	56,595
Net Assets -					
Under Canadian GAAP:	60,642	41,197	34,693	35,943	33,241
Under U.S. GAAP (restated)	29,611	10,506	4,790	3,588	757
Number of Common Shares issued	59,870,881	55,670,715	53,075,847	52,610,847	*51,202,111

*The 16,015,696 shares held by Mountain Glen, were cancelled and returned to treasury on March 30, 2004.

Restated figures include 2006 and prior years' amounts under U.S. GAAP for the following: Net Earnings (loss) for 2004 and; Basic and diluted earnings (loss) per share for 2004, 2005, and 2006; Total Assets under U.S. GAAP for 2004, 2005, and 2006; and Net Assets under U.S. GAAP for 2004, 2005, and 2006. These restatements are as a result of an accounting error for U.S. GAAP purposes. Please see the audited consolidated financial statements of the Company for the year ended March 31, 2007 for more information.

No dividends have been declared in any of the years presented above.

Currency and Exchange Rates

All dollar amounts set forth in this report are in Canadian dollars, except where otherwise indicated. The following tables set forth, for the five most recent financial years, (i) the average rate (the "Average Rate") of exchange for the Canadian dollar, expressed in U.S. dollars, calculated by using the average of the exchange rates on the last day for which data is available for each month during such periods; and (ii) the high and low exchange rate during the previous six months, in each case based on the noon buying rate in New York City for cable transfers in Canadian dollars as certified for customs purposes by the Federal Reserve Bank of New York.

The Average Rate is set out for each of the periods indicated in the table below.

2008	2007	2006	2005	2004
US$1.0327	US$0.8785	US$0.8376	US$0.7842	US$0.7412

The high and low exchange rates for each month during the previous six months are as follows:

Month	High	Low
December 2007	1.0216	0.9784
January 2008	1.0294	0.9905
February 2008	1.0188	0.9717
March 2008	1.0275	0.9841
April 2008	1.0268	1.0021
May 2008	1.0187	0.9840

On June 27, 2008, the noon buying rate in New York City for cable transfer in Canadian dollars as certified for customer purposes by the Federal Reserve Bank of New York (the "Exchange Rate") was $1 Canadian = US$1.012.

B. ***Capitalization and indebtedness.***

Not Applicable

C. ***Reasons for the offer and use of proceeds.***

Not Applicable

D. ***Risk factors.***

Risks of Exploration and Development

The Company, and thus the securities of the Company, should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in this Annual Report prior to making an investment in the Company. In addition to the other information presented in this Annual Report, the following risk factors should be given special consideration when evaluating an investment in any of the Company's securities.

(a) The Company's limited operating history makes it difficult to evaluate the Company's current business and forecast future results.

The Company has only a limited operating history on which to base an evaluation of the Company's current business and prospects, each of which should be considered in light of the risks, expenses and problems frequently encountered in the early stages of development of all companies. This limited operating history leads the Company to believe that period-to-period comparisons of its operating results may not be meaningful and that the results for any particular period should not be relied upon as an indication of future performance.

(b) Speculative business

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. Diamonds acquired or discovered by the Company may be required to be sold to The Diamond Trading Co., a wholly-owned subsidiary of De Beers, as per the Gahcho Kué Joint Venture Agreement (see "Item 4D - Property, plant and equipment - Principal Properties - The AK Property"), at a price which is reflective of the market at that time.

(c) The Company has no significant source of operating cash flow and failure to generate revenues in the future could cause the Company to go out of business.

The Company currently has no significant source of operating cash flow. The Company has limited financial resources. The Company's ability to achieve and maintain profitability and positive cash flow is dependent upon the Company's ability to generate revenues.

(d) Exploration and Development

The Company's properties are primarily in the advanced exploration and permitting stage. Drilling of the 5034, Hearne and Tuzo kimberlite pipes has been extensive and has now been completed.. There are no estimates of reserves. Estimates of mineral deposits, development plans and production costs, when made, can be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of diamonds ultimately discovered may differ from that indicated by bulk sampling results. Mine plans and processing concepts developed under the scoping and pre-feasibility studies are preliminary in nature. The estimated capital and operating costs developed under scoping and pre-feasibility studies are also preliminary in nature. Historically, pre-feasibility studies have tended to underestimate capital and operating costs.

(e) Process Testing

Process testing is limited to small scale testing based on a number of laboratory test programs, trade-off studies and design evaluations conducted in 2002 and 2004. Ore dressing study technical investigations were performed on kimberlite from the 5034 and Hearne pipes. A database of operating information developed during the 1999/2000 bulk sample processing of 2,000 tonnes of kimberlite was used to supplement the ore dressing study data. Limited processing data is available for the Tuzo and Telsa kimberlites. Process plant studies were conducted during the course of 2005. There can be no assurance that diamonds recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale. Difficulties may be experienced in obtaining the expected diamond recoveries when scaling up to a production scale process plant.

(f) Project Funding

De Beers Canada is now paying for all exploration of the AK Property, and can be called on to pay all development costs of the AK Property and, with regard to that property, there is currently no risk to the Company in respect of the further exploration, permitting and development costs. Any separate and additional exploration done by the Company on its other properties may not result in discovery of any diamondiferous kimberlite.

(g) History of Losses or Earnings

The Company has a history of losses and may continue to incur losses for the foreseeable future. During the years ended March 31, 2008, 2007, and 2006, the Company incurred net losses or earnings during each of the following periods:

- $0.166 million net earnings for the year ended March 31, 2008.
- $1.961 million net loss for the year ended March 31, 2007.
- $2.200 million net loss for the year ended March 31, 2006.

As of March 31, 2008, the Company had an accumulated deficit of $25.9 million. There can be no assurance that the Company will ever be profitable.

None of the Company's properties have advanced to the commercial production stage, and the Company has no history of earnings or cash flow from operations and, as an exploration company, has only a history of losses. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future.

(h) Recoverability of capitalized mineral property costs

The recoverability of the amounts capitalized for mineral properties in the Company's consolidated financial statements, prepared in accordance with Canadian generally accepted accounting principles, is dependent upon the ability of the Company to complete exploration and development, the discovery of economically recoverable reserves, and, if warranted, upon future profitable production or proceeds from disposition of some or all of the Company's mineral properties.

(i) Additional Funding Requirements

As of March 31, 2008, the Company had cash and term deposits of approximately $1.582 million and working capital of approximately $1.567 million. During the past three fiscal years ended March 31, 2008, the Company has used approximately $2.9 million in cash flows in operating activities including approximately $1.230 million during the fiscal year ended March 31, 2008, $0.978 million during the fiscal year ended March 31, 2007, and $0.727 million during the fiscal year ended March 31, 2006.

The Company's administrative and other expenses are expected to be approximately $1.3 million for the next year. The Company has sufficient working capital for administrative purposes for the next year, but may be required to raise additional capital through equity and/or debt financings on terms that may be dilutive to its shareholders' interests in the Company and to the value of their common shares. The Company may consider debt financing, joint ventures, production sharing arrangements, disposing of properties or other arrangements to meet its capital requirements in the future. Such arrangements may have a material adverse affect on the Company's business or results of operations.

(j) No Proven Reserves

The properties in which the Company has an interest are all in the advanced exploratory and permitting stage and at this point, there are only indicated and inferred resources in four kimberlite bodies in Kennady Lake. See “Item 4D - Property, plants and equipment - Principal Properties”. The Company has not yet determined

whether its mineral properties contain mineral reserves that are economically recoverable. Failure to discover economically recoverable reserves will require the Company to write-off costs capitalized in its financial statements.

(k) Title Matters

While the Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties and properties in which it has the right to acquire or earn an interest are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

(l) Diamond Prices

The market for rough diamonds is subject to strong influence from the world's largest diamond producing company, De Beers, of South Africa, and from The Diamond Trading Co., (formerly known as the Central Selling Organization), a marketing agency controlled by De Beers. The price of diamonds dropped sharply after September 11, 2001 and has now recovered, but future prices cannot be predicted. , Between 2003 and 2006 diamond prices increased on average by approximately 15%. In 2007 rough diamond prices increased by an average of 25 % and in the first five months of 2008 by a further 11 percent. Current trends suggest an over demand for rough diamonds in the near to mid-term.

(m) Compliance with Environmental and Government Regulation

The current and anticipated future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, territorial and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Company's exploration activities and its potential mining and processing operations in Canada are subject to various Canadian Federal and Territorial laws governing land use, the protection of the environment, prospecting, development, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under these laws by governmental agencies and may require that the Company obtain permits from various governmental agencies. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations, or that new legislation or modifications to existing legislation, would not have an adverse effect on any exploration or mining project which the Company might undertake.

Further detail on governmental regulation may be found in Item 4 - Business Review - Government Regulation, below.

Failure to comply with applicable laws, regulations and permit 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 violation of applicable laws or regulations. The amount of funds required to comply with all environmental regulations and to pay for compensation in the event of a breach of such laws may exceed the Company's ability to pay such amount.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

(n) Climate and Transportation

The AK Property is subject to climate and transportation risks because of its remote northern location. Such factors can add to the cost of exploration, development and operation, thereby affecting costs and profitability.

(o) Joint Venture Partner

The Company, and the success of the AK Property, is dependent on the efforts, expertise and capital resources of joint venture partner De Beers Canada and its parent De Beers. De Beers Canada is the project operator and is responsible for exploring, permitting, developing and operating the AK Property. The Company is dependent on De Beers Canada for accurate information about the AK Property and the proper and timely progress of exploration, permitting and development.

(p) Operating Hazards and Risks

Diamond exploration involves many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. 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, damage to property and possible environmental damage. The Company maintains insurance policies relating to directors and officers liability, but can give no guarantees that such insurance will be sufficient to protect the Company from losses.

(q) Numerous factors beyond the control of the Company affect the marketability of any diamonds discovered.

Factors beyond the control of the Company may affect the marketability of any diamonds produced. Significant price movements over short periods of time may be affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to the Canadian dollar and other currencies), interest rates and global or regional consumption patterns. The effect of these factors on the prices of diamonds and therefore the economic viability of any of the Company's projects cannot accurately be predicted.

(r) The Company's expectations reflected in forward looking statements may prove to be incorrect.

This Form 20-F includes "forward looking statements". A shareholder or prospective shareholder should bear this in mind when assessing the Company's business. All statements, other than statements of historical facts, included in this annual report, including, without limitation, the statements under and located elsewhere herein regarding industry prospects and the Company's financial position are forward-looking statements. Although the Company believes that the expectations reflected in such forward looking statements are reasonable, such expectations may prove to be incorrect.

(s) Competition

The resource industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire suitable producing properties or prospects for exploration in the future. The Company may be required under the Gahcho Kué Joint Venture Agreement (see "Item 4B - Information on the Company - Business Overview") to sell its rough diamonds at a price that is reflective of the market price, to The Diamond Trading Co., a wholly-owned subsidiary of De Beers, which controls approximately 50% of the diamond market. There may therefore be no competition for diamonds produced from the Company's properties. The Company only competes in the acquisition of new properties.

(t) Financing Risks

The Company's current operations do not generate any cash flow. If the Company seeks additional equity financing, the issuance of additional shares will dilute the interests of the Company's current shareholders. The amount of the dilution would depend on the number of new shares issued and the price at which they are issued. The Company has successfully raised funds in recent years through share, option and warrant issuances. As at June 27, 2008, the Company had approximately $1.4 million in cash. The Company's annual operating costs are approximately $1.3 million, and in twelve months, it intends to raise capital to finance its operations through the private placement of shares.

(u) Dilution from Outstanding Securities

As at June 27, 2008, there were 400,000 options outstanding at exercise prices ranging from $1.96 to $4.50 (expiring at various dates), and no warrants outstanding. The stock options, if fully exercised, would increase the number of shares outstanding by 400,000. Such options, if fully exercised, would constitute less than 1% (out of 60,332,381 shares (59,932,381 issued and outstanding, plus total options) respectively) of the Company's resulting share capital as at June 27, 2008. It is unlikely that options would be exercised unless the market price of the Company's common shares exceeds the exercise price at the date of exercise. The exercise of such options and the subsequent resale of such Common shares in the public market could adversely affect the prevailing market price and the Company's ability to raise equity capital in the future at a time and price which it deems appropriate. The Company may also enter into commitments in the future which would require the issuance of additional common shares and the Company may grant new share purchase warrants and stock options. Any share issuances from the Company's treasury will result in immediate dilution to existing shareholders.

(v) Conflicts of Interest

At the present time, except to the extent that Patrick Evans and Jennifer Dawson have Consulting Agreements with the Company (see "Item 6C - Board Practices"), none of the officers and directors are in a position of conflict of interest. However, certain officers and directors of the Company 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 of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict is required to disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the director will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

(w) Dependence on Key Management Employees

The nature of the Company's business, its ability to continue its exploration and development activities and to thereby develop a competitive edge in its marketplace depends, in large part, on its ability to attract and maintain qualified key management personnel. Competition for such personnel is intense, and there can be no assurance that the Company will be able to attract and retain such personnel. The Company's development to date has depended, and in the future will continue to depend, on the efforts of Patrick Evans. See "Item 7B -Related party transactions", "Item 6C - Board Practices", and "Item 10C- Material Contracts". Loss of the key person could have a material adverse effect on the Company. The Company does not maintain key-man life insurance on Patrick Evans.

(x) Fluctuations in Company Stock Prices

Prices for the Company's shares on the TSX and on the Amex, have been extremely volatile. The price for the Company's common shares on the TSX ranged from $3.79 (low) and $5.93 (high) during the fiscal year ended March 31, 2008, and from $3.05 (low) to $5.05 (high) during the fiscal year ended March 31, 2007.

The price on the Amex ranged from $3.54 US (low) and $5.49 US (high) during the fiscal year ended March 31, 2008, and from $2.70 US (low) to $4.40 US (high) during the fiscal year ended March 31, 2007. Any investment in the Company's securities is therefore subject to considerable fluctuations in value.

(w) Currency Rate Fluctuations

Feasibility and other studies conducted to evaluate the Company's properties are denominated in U.S. dollars, and the Company conducts a significant portion of its operations and incurs a significant portion of its administrative and operating costs in Canadian dollars. The exchange rate for converting U.S. dollars into Canadian dollars has fluctuated in recent years. Accordingly, the Company is subject to fluctuations in the rates of currency exchange between the U.S. dollar and the Canadian dollar, and these fluctuations in the rates of currency exchange may materially affect the Company's financial position, results of operations and timing of the development of its properties. In particular, the recent strong increase in the value of the Canadian dollar compared to the U.S. dollar should be expected to have a material impact on projected future capital and operating costs, which could impact on the economic viability of the Gahcho Kué Project.

(y) The Mineral Resources Industry is intensely competitive and the Company competes with many companies that have greater financial means and technical facilities.

The mineral resources industry is intensely competitive and the Company competes with many companies that have greater financial means and technical facilities. Significant competition exists for the limited number of mineral acquisition opportunities available. As a result of this competition, the Company's ability to acquire additional attractive mining properties, should it decide to do so in the future, on terms it considers acceptable, may be adversely affected.

(z) De Beers Support

The exploration of the AK Property has been primarily funded by De Beers, and De Beers Canada has made an equity investment in the Company. However, there is no assurance that the level of support provided by De Beers will continue in the future.

General

As the Company is a Canadian company, it may be difficult for U.S. shareholders of the Company to effect service of process on the Company or to realize on judgments obtained against the Company in the United States. Some of its directors and officers are residents of Canada and a significant part of its assets are, or will be, located outside of the United States. As a result, it may be difficult for shareholders resident in the United States to effect service of process within the United States upon the Company, directors, officers or experts who are not residents of the United States, or to realize in the United States judgments of courts of the United States predicated upon civil liability of any of the Company, directors or officers under the United States federal securities laws. If a judgment is obtained in the U.S. courts based on civil liability provisions of the U.S. federal securities laws against the Company or its directors or officers it will be difficult to enforce the judgment in the Canadian courts against the Company and any of the Company's non-U.S. resident executive officers or directors. Accordingly, United States shareholders may be forced to bring actions against the Company and its respective directors and officers under Canadian law and in Canadian courts in order to enforce any claims that they may have against the Company or its directors and officers. Subject to necessary registration, as an extra provincial company, under applicable provincial corporate statutes in the case of a corporate shareholder, Canadian courts do not restrict the ability of non-resident persons to sue in their courts. Nevertheless it may be difficult for United States shareholders to bring an original action in the Canadian courts to enforce liabilities based on the U.S. federal securities laws against the Company and any of the Company's Canadian executive officers or directors.

Item 4. Information on the Company

A. *History and development of the company.*

The Corporate Organization

Mountain Province Diamonds Inc., formerly Mountain Province Mining Inc., was formed on November 1, 1997 by the amalgamation (the "MPV Amalgamation") of Mountain Province Mining Inc. ("Old MPV") and 444965 B.C. Ltd. ("444965") pursuant to an amalgamation agreement (the "MPV Amalgamation Agreement") dated as of August 21, 1997.

Under the terms of the MPV Amalgamation Agreement, as at November 1, 1997, each Old MPV share was exchanged for one MPV Share and each 444965 share was exchanged for approximately 0.80 of one MPV Share. The conversion ratios reflect the respective interests of Old MPV and 444965 in the AK-CJ Properties prior to the date of the MPV Amalgamation.

Old MPV was incorporated under the laws of British Columbia on December 2, 1986 under the British Columbia *Company Act* (the "Old Act") and was engaged in the exploration of precious and base mineral resource properties until the date of the MPV Amalgamation. Prior to the date of the MPV Amalgamation, Old MPV held an undivided 50% interest in the AK-CJ Properties and an interest in each of the other properties which are currently held by MPV, as described below.

444965, a wholly-owned subsidiary of Glenmore Highlands Inc., (Glenmore being a former controlling shareholder of the Company as defined under the *Securities Act*, British Columbia) prior to the MPV Amalgamation, was incorporated under the laws of British Columbia on August 20, 1993. Prior to the MPV Amalgamation, 444965's only material asset consisted of a 40% undivided interest in the AK-CJ Properties.

As of March 31, 2000, the Company had one wholly-owned subsidiary, Mountain Province Mining Corp. (USA), which has since been voluntarily dissolved.

On April 4, 2000, the Company incorporated a wholly-owned subsidiary, Mountain Glen Mining Inc. in Alberta. Pursuant to an arrangement agreement (the "Arrangement Agreement") with Glenmore dated May 10, 2000, Glenmore was amalgamated with Mountain Glen effective as of June 30, 2000 to form a wholly-owned subsidiary (also known as "Mountain Glen Mining Inc.") of the Company. All Glenmore Shares were exchanged for common shares in the Company on the basis of 0.5734401 MPV Shares to one Glenmore Share, and Glenmore Shares were concurrently cancelled. All of the assets of Glenmore became assets of Mountain Glen, including 16,015,696 MPV Shares previously held by Glenmore.

Glenmore had two wholly-owned subsidiaries, Baltic Minerals BV, incorporated in the Netherlands, and Baltic Minerals Finland OY, incorporated in Finland. Pursuant to the Arrangement Agreement, these companies became wholly-owned subsidiaries of the Company.

The Company changed its name from Mountain Province Mining Inc. to Mountain Province Diamonds Inc. effective October 16, 2000. It commenced trading under its new name on the TSX on October 25, 2000.

Pursuant to an Assignment and Assumption Agreement dated March 25, 2004 between the Company and Mountain Glen, Mountain Glen distributed its property and assets *in specie* to the Company with the object of winding up the affairs of Mountain Glen. The property transferred included Mountain Glen's shares in Baltic Minerals BV and the 16,015,696 MPV Shares. On March 30, 2004, the 16,015,696 MPV Shares were cancelled and returned to treasury.

Mountain Glen was voluntarily dissolved on August 4, 2004.

Pursuant to the repeal of the British Columbia *Company Act* and its replacement by the British Columbia *Business Corporations Act* (the "New Act"), the Company transitioned to the New Act and adopted new Articles of Incorporation. On September 20, 2005, the Company's shareholders approved a special resolution for the continuance of the Company into Ontario, and the Company amended its articles and continued

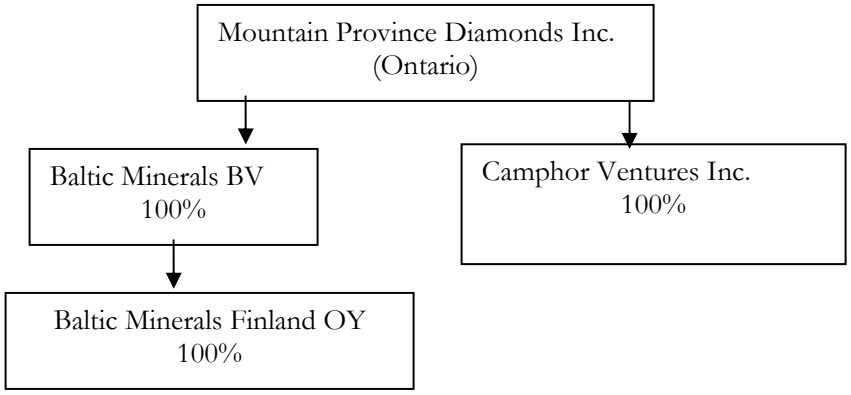
incorporation under the Ontario Business Corporation Act, transferring from the Company Act (British Columbia).

The Company is domiciled in Canada.

The names of the Company's subsidiaries, their dates of incorporation and the jurisdictions in which they were incorporated as at the date of filing of this Annual Report, are as follows:

Name of Subsidiary	Date of Incorporation	Juridiction of Incorporation
Baltic Minerals BV	January 26, 1996	The Netherlands
Baltic Minerals Finland OY	May 18, 1994	Finland
Camphor Ventures Inc.	May 9, 1986 (as Sierra Madre Resources Inc.)	British Columbia, Canada

The subsidiaries of the Company, represented diagrammatically, are as follows:



The Company's registered, records and executive office is at 401 Bay Street, Suite 2700, PO Box 152, Toronto, Ontario, Canada M5H 2Y4. The Company's administrative and executive office is at 401 Bay Street, Suite 2700, PO Box 152, Toronto, Ontario, Canada M5H 2Y4, the telephone number is (416) 361-3562, and the fax number is (416) 603-8565.

The Company's initial public offering on the Vancouver Stock Exchange ("VSE") was pursuant to a prospectus dated July 28, 1988 and was only offered to investors in British Columbia. The Company listed its shares on the Toronto Stock Exchange ("TSX") (Trading Symbol "MPV") on January 22, 1999 and on the Nasdaq Smallcap Market (Trading Symbol "MPVIF") on May 1, 1996. Its shares were delisted from the Vancouver Stock Exchange (now known as the TSX Venture Exchange and prior to that, as the Canadian Venture Exchange ("CDNX")) on January 31, 2000 and from the Nasdaq Smallcap Market on September 29, 2000. Presently, the Company's shares trade on the TSX under the symbol "MPV" and also on the Amex under the symbol MDM. Prior to April 4, 2005, the Company's shares traded on the OTCBB under the symbol "MPVI". The Company is also registered extra-provincially in the Northwest Territories, and is a reporting issuer in British Columbia, Ontario and Alberta. The Company files reports in the United States pursuant to Section 13 of the Securities Exchange Act.

Principal Capital Expenditures and Divestitures

There are no principal capital expenditures and divestitures currently in progress.

Takeover offers

There were no public takeover offers by third parties in respect of the Company's shares or by the Company in respect of other companies' shares during the last and current financial year, except as discussed under "Acquisitions and Dispositions" relating to Camphor Ventures.

Acquisitions and Dispositions

On October 10, 2002, the Company granted an option for the acquisition by Vision Gate Ventures Limited (now known as Northern Lion Gold Corp.) of a 70% interest in its Haveri Gold Property, which was not considered to be a property that was material to the Company. On October 4, 2004, the Company agreed to exchange the Company's 30% interest in the Haveri Gold Property for 4,000,000 common shares of Northern Lion Gold Corp. The shares were subject to a two-year hold period and there were volume restrictions on re-sale thereafter. The 4,000,000 common shares of Northern Lion Gold Corp. were sold in July 2007.

On July 5, 2006, the Company announced that it had entered into an agreement with certain Camphor Ventures Inc. ("Camphor" or "Camphor Ventures") shareholders to acquire approximately 33.5 percent of the issued and outstanding shares of Camphor through a private agreement exempt share exchange on the basis of 0.3975 Mountain Province shares for each Camphor share. The acquisition was completed on July 24, 2006.

On January 19, 2007, the Company announced that Camphor had accepted an offer letter from the Company in terms of which the Company offered, subject to certain conditions, to acquire all of the outstanding securities of Camphor Ventures on the basis of 0.41 Mountain Province common shares, options or warrants (as the case may be) per Camphor common share, option, or warrant. Offering documents and the Camphor Directors' Circular were mailed to Camphor shareholders on February 23, 2007, and the offer remained open until March 30, 2007, following which Mountain Province took up the Camphor shares tendered into the offer increasing the Company's interest in Camphor to over 90 percent. The offer was subsequently extended until April 16, 2007, following which the Company's interest in Camphor increased to 96% percent on a fully diluted basis. On April 19, 2007, the Company issued a Notice of Compulsory Acquisition to acquire the balance of the outstanding shares of Camphor. The Notice expired June 19, 2007 and the Company took up the balance of the Camphor shares. Camphor Ventures has been de-listed and is now a wholly owned subsidiary of Mountain Province.

B. *Business overview.*

1.1 Introduction

The Company is a natural resource property exploration and development company. The Company has interests in several natural resource properties, the most significant and principal property being a 49% interest (including the 4.9% interest of Camphor) in the AK Property located in the Northwest Territories. See "Item 4D - Property, plants and equipment".

The Company, as yet, does not have any commercially viable resource properties. Permitting, bulk sampling and drilling continues on the AK Property.

1.2 Historical Corporate Development

AK-CJ Properties

In August 1992, the Company acquired a 100% interest in the AK-CJ Properties that encompassed approximately 520,000 acres. Pursuant to an agreement dated November 18, 1993 (as amended), the Company optioned 40% of its interest in the AK-CJ Claims to 444965, a subsidiary of Glenmore.

Pursuant to an agreement dated August 16, 1994 (as amended), the Company also optioned 10% of its interest in the AK-CJ Claims to Camphor. Following the merger of the Company with 444965, the Company held a 90% interest in the AK-CJ Claims, and Camphor, the remaining 10%. Exploration work in the form of

soil sampling, aerial geophysical surveys and geochemical and geophysical analysis were undertaken on these properties during the period from 1992 to 1995.

During fiscal 1995, the Company focused the majority of its attention on the AK Property. In February 1995, a diamondiferous kimberlite was discovered (the "5034" kimberlite pipe) and a program of delineation drilling was undertaken. Activity during this period on the Company's other properties was minimal because of the focus on the AK Property.

During 1996, the Company completed a 104-tonne mini-bulk sample from the 5034 kimberlite pipe. The results indicated an average grade of 2.48 carats per tonne. During 1997, the Company concluded a joint venture agreement (the "Letter Agreement") with Monopros, a wholly-owned subsidiary of De Beers now known as De Beers Canada Inc., Camphor Ventures Inc., and other parties, and further amended it (as the Gahcho Kué Joint Venture Agreement) in 2002, to develop the AK-CJ Properties. The Letter Agreement granted De Beers the sole and exclusive right and option to acquire a 51% ownership interest in the Property in consideration of incurring certain expenditures.

During the 1997 exploration season, De Beers Canada discovered three new kimberlite pipes on the AK property: Tesla, Tuzo and Hearne. All are diamondiferous.

During the spring of 1998, De Beers Canada conducted mini-bulk sampling on the three new pipes as well as the 5034 kimberlite pipe, the original pipe discovery on the AK Property. The results were positive enough for De Beers to commit to a major bulk sample in 1999.

During 1999, De Beers Canada completed a major bulk sample of the four major pipes. For the 5034 kimberlite pipe, a total of 1044 carats were recovered from 609 tonnes of kimberlite. For the Hearne pipe, a total of 856 carats were recovered from 469 tonnes of kimberlite. For the Tuzo pipe, a total of 533 carats were recovered from 523 tonnes of kimberlite. For the Tesla pipe, 64 carats were recovered from 184 tonnes of kimberlite. The Tesla pipe was too low grade to be considered as part of a mine plan.

On March 8, 2000, the Company agreed to extend the feasibility study decision date, and De Beers Canada agreed to carry all exploration, development and other project costs.

On August 4, 2000, De Beers Canada presented the desktop study to the Company. Upon presentation, De Beers Canada was deemed to earn a 51% interest in the AK-CJ Properties. Consequently, the Company was left with a 44.1% interest and Camphor with a 4.9% interest in the AK-CJ Properties. The main conclusion of the desktop study was that only a 15 percent increase in diamond revenues was needed for De Beers Canada to proceed to the feasibility stage.

On May 4, 2001, De Beers Canada completed the bulk sample program of the Hearne and 5034 pipes. A total of approximately 307 tonnes and 550 tonnes of kimberlite were recovered from the Hearne and 5034 pipes respectively. The modeled values of the diamonds recovered from the Hearne and 5034 pipes were reported on December 18, 2001 and the results were encouraging enough for De Beers to commit to another bulk sample during the winter of 2002. The main purpose was to recover more high quality, top color diamonds, like the 9.9-carat diamond recovered in the 2001 program.

The CJ Property claims substantially lapsed in November 2001 and the remaining CJ Property claims lapsed on August 17, 2002.

During 2002, the Company concluded a new joint venture agreement (the "Gahcho Kué Joint Venture Agreement") among Mountain Province Diamonds Inc., Camphor Ventures Inc., and De Beers Canada Exploration Inc. (now De Beers Canada Inc.). This agreement provides that De Beers Canada could earn up to a 55% interest in the project by funding and completing a positive definitive feasibility study. The agreement also provides that De Beers Canada could earn up to a 60% interest in the project by funding development and construction of a commercial-scale mine.

The winter 2002 bulk sample program of the 5034 and Hearne pipes was completed on April 20, 2002. The modeled grades and values per carat for both pipes were used to update the desktop study. De Beers

Canada's 2003 updated desktop study showed that, due to the decrease in diamond prices since September 11, 2001 and a lower U.S. dollar against the Canadian dollar, the projected return on the project would be slightly less than that obtained previously. As a result of the indicated Internal Rate of Return, well below the agreed hurdle rate of 15%, De Beers decided to postpone a pre-feasibility decision until the next year when the desktop study would be updated again.

At the end of July 2003, De Beers notified the Company that they had started work on a detailed cost estimate of a pre-feasibility study of the Kennady Lake diamond deposits. They based their decision on the improving geo-political and economic conditions which supported confidence in longer-term diamond price projections. In November 2003, the Joint Venture Management Committee approved a budget of approximately $25 million for a pre-feasibility study which started in January 2004.

The pre-feasibility study was completed in mid-2005. The projected profitability levels were sufficiently encouraging to support the Joint Venture's decision to proceed to the next phase of permitting and advanced exploration to improve the resource confidence and input data for mine design to support a definitive feasibility study. On July 11, 2005, De Beers reported an increase in the modeled value of the diamonds for the Gahcho Kué Project with the modeled values increasing by approximately 6, 7 and 8 percent for the Tuzo, Hearne and 5034 pipes respectively.

During 2006, 2007 and the winter of 2008, advanced exploration and permitting work continued on the AK Project. For further particulars, reference should be made to "Item 4D - Property, plants and equipment - Principal Properties - Resource Properties".

Other Properties

As of June 30, 2000, the Company, through the amalgamation of its wholly-owned subsidiary, Mountain Glen, with Glenmore, acquired the principal properties of Glenmore, namely, the Haveri and Sirkka gold properties, which are located in Finland, and indirect interests in the Telegraph and Springtime Property located the United States. The Sirkka, Telegraph and Springtime claims all lapsed in 2002/2003. The Company's interests in the Ketza River Property and Molanosa Projects have also lapsed. The Company has a 50% interest (acquired pursuant to an option/joint venture agreement with Opus Minerals Inc., now known as First Strike Diamonds Inc. on July 13, 1998) in claims held by Opus Minerals Inc. in the northern end of the Baffin Island. The property values for these claims have been written off and the Baffin Island property is no longer of interest to the Company. The Company also acquired a group of seven claims in northeastern Manitoba on March 20, 2001. Five of the seven claims lapsed in 2003, and the remaining two, in 2004. The Company does not regard the properties, other than the AK Property, as material, and they are only briefly discussed in this annual report. The Haveri property was joint-ventured with Northern Lion Gold Corp. (formerly known as Vision Gate Ventures Limited) and in October 2004, the Company's remaining 30% interest in the Haveri property was exchanged with Northern Lion Gold Corp. for 4,000,000 of the latter's common shares. For further particulars, reference should be made to "Item 4D - Property, plants and equipment - Other Properties".

Acquisition of Camphor Ventures Inc.

On July 5, 2006 the Company announced that it had entered into an agreement with certain Camphor shareholders to acquire approximately 33.5 percent of the issued and outstanding shares of Camphor through a private agreement exempt share exchange on the basis of 0.3975 Mountain Province shares for each Camphor share. The acquisition was completed on July 24, 2006.

On January 19, 2007, the Company announced that Camphor had accepted an offer letter from the Company in terms of which Mountain Province offered, subject to certain conditions, to acquire all of the outstanding securities of Camphor on the basis of 0.41 Mountain Province common shares, options or warrants (as the case may be) per Camphor common share, option, or warrant. Offering documents and the Camphor Directors' Circular were mailed to Camphor shareholders on February 23, 2007, and the offer remained open until March 30, 2007, following which Mountain Province took up the Camphor shares tendered into the offer increasing the Company's interest in Camphor to over 90 percent. The offer was subsequently extended until April 16, 2007, following which the Company's interest in Camphor increased to 96% percent on a fully

diluted basis. On April 19, 2007, the Company issued a Notice of Compulsory Acquisition to acquire the balance of the outstanding shares of Camphor. The Notice expired June 19, 2007, and the Company took up the rest of the shares. Camphor Ventures has been de-listed and is now a wholly owned subsidiary of Mountain Province.

Foreign Assets

Until the Arrangement with Glenmore Highlands Inc., with the exception of the Maris Project (which has been dropped because the claims have lapsed), all of the Company's assets were located in Canada (see Item 4D - Property, plants and equipment - Principal Properties). Since the Arrangement, the Company has not generated any revenue from operations. Pursuant to the Arrangement, the assets of Glenmore, including properties in Finland, were acquired by Mountain Glen, and are now held by the Company, pursuant to the winding up of Mountain Glen's affairs. The Haveri Gold Property in Finland has now been transferred to Northern Lion Gold Corp.. See "Item 4A - History and development of the Company - Acquisitions and Dispositions".

Competition

Competition exists from other mining exploration and development companies in respect of the acquisition of new natural resource properties. Many of the mining companies with which the Company competes have operations and financial strength many times that of the Company. Competition could adversely affect the Company's ability to acquire suitable properties or prospects for exploration in the future.

The Company may be bound to sell its diamonds from the AK-CJ Properties to The Diamond Trading Co., pursuant to the terms of the Gahcho Kué Joint Venture Agreement (see "Item 4B - Business Overview - Description of Business - Historic Corporate Development"). The Diamond Trading Company in turn sells its rough diamonds to their customers.

On October 17, 2007, the Company entered into an agreement with the Government of the Northwest Territories pursuant to which it agreed to make available 10% of its share of the diamonds from the Gahcho Kué Project to the Northwest Territories diamond cutting and polishing facilities.

Government Regulation

The current and anticipated future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, territorial and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Company's exploration activities and its potential mining and processing operations in Canada are subject to various laws governing land use, the protection of the environment, prospecting, development, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, mine safety and other matters.

In most jurisdictions, mining is regulated by conservation laws and regulations. In the Northwest Territories, the mining industry operates primarily under Canadian federal law because the ownership of water, fisheries, and surface and sub-surface rights to land are vested in the federal government. Accordingly, federal legislation governs prospecting, development, production, environmental protection, exports, and collective bargaining. Matters of a purely local or territorial nature, such as mine safety standards, the establishment of a minimum wage, education and local health services are matters for the Territorial government. With respect to environmental matters, the Company's properties are subject to federal regulation under, *inter alia,* the *Canadian Environmental Protection Act*, the *Fisheries Act*, the *Northwest Territories Waters Act,* the *Arctic Waters Pollution Prevention Act*, the *Navigable Waters Protection Act*, the *Mackenzie Valley Resource Management Act* and the *Mackenzie Valley Land Use Regulations.* Territorial environmental legislation may also apply for some purposes. The Mackenzie Valley Land and Water Board established under the federal *Mackenzie Valley Resource*

Management Act has the responsibility to receive and to process applications for water licenses under the *Northwest Territories Waters Act* in most areas of the Northwest Territories. These licenses outline the volume of water the mine may use, how tailings will be treated, the quality and types of waste that my be deposited into the receiving environment and how the quality and types of waste may be monitored and contain requirements regarding the restoration of the tailings disposal and other affected areas. The Mackenzie Valley Land and Water Board also issues land use permits applicable to most areas of the Northwest Territories under the *Mackenzie Valley Land Use Regulations*. Such permits govern the manner in which various development activities on federal Crown and other lands may be undertaken. Applicable territorial legislation and regulations include the *Apprentice and Trade Certification Regulations*, *Boilers and Pressure Vessels Regulations, Business Licence Fire Regulations, Civil Emergency Measures Act, Environmental Protection Act, Environmental Rights Act, Explosives Use Act, Explosives Regulations, Fire Prevention Act, Fire Prevention Regulations, Labour Standards Act, Mine Health and Safety Act, Mine Health and Safety Regulations, Public Health Act, Wildlife Act* and *Workers Compensation Act*.

The *Fisheries Act, Northwest Territories Waters Act, Territorial Lands Act, Mackenzie Valley Land Use Regulations*, *Transportation of Dangerous Goods Act,* and the *Canada Mining Regulations* are federal legislation or regulations. Failure to comply with territorial and/or federal legislation or regulations may result in cease work orders and/or fines.

The Company's operations and exploration activities are also subject to substantial regulation under these laws by governmental agencies. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations, or that new legislation or modifications to existing legislation, would not have an adverse effect on any exploration or mining project which the Company might undertake.

Portions of the Northwest Territories will also be subject to the jurisdiction of the Tli Cho Government, a First Nations government which will have certain powers of regulation in respect of "Tli Cho Lands" under the "Tli Cho Agreement", a land claim agreement entered into between the Tli Cho First Nation and the federal and territorial governments.

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 violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

C. *Organizational structure.*

See “Item 4A - History and development of the Company - The Corporate Organization”.

D. Property, plants and equipment.

<u>Principal Properties</u>

In this section on "Principal Properties", the reader should note that where disclosures pertaining to mineral resources are made, these are not mineral reserves and do not have demonstrated economic viability. The Company has only one principal property, the AK Property also known as the Gahcho Kué project, which is located in the Canada’s Northwest Territories, which is in the permitting and

advanced exploration stage, and there are no reserve estimates at this time. All other estimates have been made by De Beers and De Beers Canada.

A "mineral resource" as defined under the Canadian Institute of Mining and Metallurgy Guidelines (the "CIM Guidelines"), which are different from the SEC guidelines (the "SEC Guidelines") set forth in Guide 7 under Item 802 of Regulation S-K, means a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. See "Glossary of Technical Terms" in this Report.

In this Annual Report, because the Company is a Canadian company with mining properties in Canada, the definitions and disclosures are made in accordance with the Canadian Standards as required by Canadian law for disclosure of material facts.

It should be noted that the SEC Guidelines define "reserve" to mean "that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination". No such reserves, as defined in the SEC Guidelines or as defined in the CIM Guidelines, have been determined to exist at the present time.

Unless otherwise stated, the technical information in this section is based upon Independent Qualified Person's Review and Technical Report dated as of June 16, 2003 (the "Technical Report") entitled "Gahcho Kué, Northwest Territories, Canada" prepared for the Company by Malcolm L. Thurston, Ph.D., M.Ausimm, which Technical Report is incorporated herewith by reference. The Technical Report has been filed with the Securities Exchange Commission in the United States and filed with the relevant Securities Commissions in Canada on SEDAR. Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. Reference should be made to the full text of the Technical Report.

Description of Property

Administrative Offices

The Company's administrative office is located at 401 Bay Street, Suite 2700, PO Box 152, Toronto, Ontario, Canada M5H 2Y4. The Company considers these premises suitable for current needs.

Mineral Properties

Of the Company's properties, the AK Property or Gahcho Kué project is currently under the most intense development because of the discovery of the Kennady Lake Kimberlite Field and is considered to be the Company's only principal property. The summary of the Gahcho Kué project, provided below, is from Malcolm L. Thurston's 2003 Technical Report. Disclosure of more recent work on the project follows after the summary.

Mountain Province Diamonds Inc. ("MPV") engaged AMEC E&C Services Ltd. ("AMEC") to provide an independent Qualified Persons' review of the 2003 Mineral Resource estimate and Preliminary Assessment of the Gahcho Kué project, as reported by MPV in the news release dated 15 April 2003. Located in the Northwest Territories of Canada, Gahcho Kué is a joint venture of De Beers Canada Exploration Inc. ("DBCEI" – formerly Monopros Ltd.), the wholly owned exploration arm of De Beers Consolidated Mines Limited ("De Beers"), Mountain Province Diamonds Inc., and Camphor Ventures Inc.. The work entailed the preparation of a Technical Report as defined in National Instrument 43-101, *Standards of Disclosure for Mineral Projects*, and in compliance with Form 43-101F1 (the "Technical Reports"). Dr. Malcolm Thurston, an employee of AMEC, served as the Qualified Person responsible for preparing this Technical Report. Dr. Thurston visited the project site between 10 and 16 February 1999.

The Gahcho Kué project consists of four main diamondiferous kimberlite pipes: 5034, Hearne, Tuzo, and Tesla. Only the first three pipes contain sufficient diamond content to allow the estimation of mineral

resources. The project is located at Kennady Lake, approximately 300 km east-northeast of Yellowknife in the District of Mackenzie, Northwest Territories, Canada. The property is 150 km south-southeast of the main Dia Met Minerals Ltd. and BHP Diamonds Inc. discoveries at Lac de Gras and 80 km east-southeast of the Snap Lake deposit. The Gahcho Kué project falls within the AK group (AK Property) of 21-year mining leases and mineral claims. The total area under tenure is 30,528 ha (74,128 acres). Except for the northernmost part of 5034, the main kimberlite pipes lie beneath Kennady Lake.

Acquisition – Joint Venture Agreement

Interest in the Gahcho Kué project is governed by the updated and expanded JV Agreement signed October 24, 2002 where DBCEI agreed to fund all ongoing exploration, development and other project costs, and would earn a 51% interest upon completion of a desktop study. On August 4, 2000, the initial desktop study was presented to MPV, and DBCEI was deemed to earn a 51% interest in the project. Consequently, MPV was left with a 44.1% interest and Camphor Ventures Inc. with a 4.9% interest.

Regional Geological Setting

The Gahcho Kué project kimberlite cluster occurs in the southeast Slave Craton, a small Archean nucleus within the North American Craton. Granite is the dominant lithology in the region. The project area is interpreted as being characterized by a granite-gneiss terrain intruded by a series of dykes. Along the eastern edge of the area, a clear geological boundary is interpreted to represent contact with meta-sediments that extend eastwards. The central portion is a structurally complex zone of folding and possible shears. The 5034, Hearne, Tuzo, and Tesla kimberlites all occur at the eastern edge of an interpreted south-closing fold-nose that has developed a radial fold-nose cleavage. The apparent south-closing fold is interpreted to open to the north-northeast; the dip direction is not known. The core of the fold is composed of granite and minor granodiorite. Northeast-trending axial-planar foliation associated with the fold is developed in gneiss.

Detailed Geological Setting

The Gahcho Kué kimberlite pipes are characterized by contrasting external pipe shapes and infill. The external shapes and internal geology of each body were modelled in three dimensions using commercial mine planning software (Gemcom). The variations in textures within the Gahcho Kué kimberlite pipe infills are important and thus are used to describe the rocks. The different textures result from different processes during the emplacement of the kimberlite magmas. The contrasting physical properties of the rocks correlate with the different textures and are reflected in various aspects of the project, ranging from DMS concentrates weights to clay content to country rock dilution. It is important to note that the textures can vary both within a single phase of kimberlite as well as between different phases of kimberlite.

Two textural end members dominate the pipe infills: hypabyssal kimberlite (HK) and tuffisitic kimberlite breccia (TKB). Each of the pipes also contains a significant amount of kimberlite displaying textures that are gradational between the end members. The textural gradation has been subdivided into four types: TKB, TKtB, HKt, and HK (t = transitional). The kimberlites grade from TKB to HK with increasing depth, within single phases of kimberlite.

The three main pipes at Gahcho Kué, 5034, Hearne and Tuzo, have contrasting pipe shapes. Tuzo has a circular plan view shape and a surface area of about 1.4 ha. The body is characterized by smooth, steep-sided pipe walls and is dominantly infilled with tuffisitic kimberlite breccia. Hearne consists of two bodies. Hearne South is a roughly circular pipe and is smaller than Hearne North, which is a narrow elongate pipe. The total surface area for the two bodies is about 1.5 ha. Both pipes have steep, smooth sidewalls. Hearne South is dominantly infilled with TKB and Hearne North with approximately equal amounts of hypabyssal kimberlite (HK) and TKB. The 5034 kimberlite has a very complex plan view shape and sub-surface structure with irregular pipe walls. Three lobes are exposed at the present surface, and the fourth, northern lobe is overlain by approximately 80 m of in situ country rock. The total surface area of 5034 is about 1.95 ha. The 5034 pipe is dominantly infilled with HK.

The composite geological model of the Gahcho Kué kimberlite pipes, as well as the shape and infill of the individual kimberlite pipes, is similar to that of the kimberlites in the Kimberley area of South Africa, but extremely different from many other Canadian kimberlites such as those found at Fort à la Corne, Attawapiskat, and Lac de Gras. The Gahcho Kué pipes are considered to be root-to-diatreme transition zones and therefore must have undergone significant erosion.

Drilling at Gahcho Kué served two purposes: kimberlite delineation and bulk sampling. Delineation work consisted of core drilling, generally NQ to HQ size, whereas bulk sampling was conducted by large-diameter reverse circulation drilling.

Work History

Since 1997, a total of 24 core holes have been drilled to delineate the Hearne kimberlite: 17 in Hearne North, six in Hearne South, and one that intersected both pipes. Two of these holes did not intersect kimberlite. In 1998, 19 reverse circulation (RC) test holes (140 mm diameter) were drilled into Hearne to collect a mini-bulk sample. Of these, 16 were located in Hearne North, one in Hearne South, and two holes intersected only granite. In 1999, another eight large-diameter (311 mm) holes were drilled into Hearne North and two into Hearne South. In 2001, three large-diameter (610 mm) holes were drilled into the northern half of Hearne North, and five more 610 mm holes tested Hearne North in 2002.

In 1995 and 1996, Canamera Geological Ltd. drilled 69 core holes and 43 PQ holes into 5034. A further 11 core holes and 17 RC holes were drilled by DBCEI between 1997 and 2002. Bulk sampling, using large diameter drilling, was carried out by DBCEI between 1998 and 2002. In 1998, seventeen holes (140 mm diameter) were drilled. Pipe coverage for these holes was good over the Centre Lobe only. In 1999, another thirteen holes (311 mm diameter) were drilled to a maximum depth of 300 m. These holes were drilled in a narrow corridor over the main part of the pipe. In 2001, three large-diameter holes (610 mm) were drilled in the East Lobe and one in the west neck of the Centre Lobe. In 2002, another six large-diameter holes were drilled located very close to 1999 holes.

Eight core holes were drilled between 1997 and 1999 at Tuzo. All of these were angled holes that were collared outside the kimberlite body. In 2002, seven vertical core holes were drilled into the pipe. Bulk sampling drilling took place in 1998 and 1999. Seventeen RC holes were drilled in 1998 to a maximum depth of 166 m and 11 large-diameter holes were drilled in 1999 to a maximum depth of 300 m. Since 1999, holes were surveyed by geophysical methods (calliper, magnetic susceptibility, and natural gamma). Confirmatory surveys of selected core and large-diameter drill holes of select boreholes were done by "Wellnav" gyroscopic surveying in 2002.

Diamond deposit grade and value are evaluated by their microdiamond and macrodiamond data. Microdiamond samples are collected from core drilling. Macrodiamond data are recovered from bulk samples from large-diameter drilling (LDD). The macrodiamond data are more critical. Key quality assurance and control steps implemented during the LDD work (1999, 2001, and 2002) consisted of caliper surveyed drill holes (for volume determination), geological reference samples taken at 1 m intervals, head feed granulometry samples collected and processed on site, underflow samples collected at regular intervals, and LDDH locations preceded by NQ core holes (2002 program only). A reverse-flood, airlift-assist drilling method employing nominal 610 mm diameter tricones was used in the 2001 and 2002 bulk sampling evaluation programs. This process greatly reduced diamond breakage during sample recovery in the LDD programs.

In creating the resource model, diamond drilling is used to outline the 3-D shape of the kimberlites, and large-diameter drilling (LDD) is used to assess grade. Where insufficient or no LDD has been carried out, the grade is estimated globally by rock type using microdiamond results from diamond drilling. Grade is estimated in carats per cubic metre (ct/m^3) and then converted to cpht by applying a density value. For the West, Centre, and East lobes of 5034, local block estimates were created within the 3-D block model using the results of the LDD. A single estimate, based on microdiamond sampling, was made for the North Lobe, North Pipe, and South Pipe. Large-diameter drilling was used at Hearne. For Tuzo, an average grade per rock type was created using the results from microdiamond sampling. The diamond size distribution is obtained by

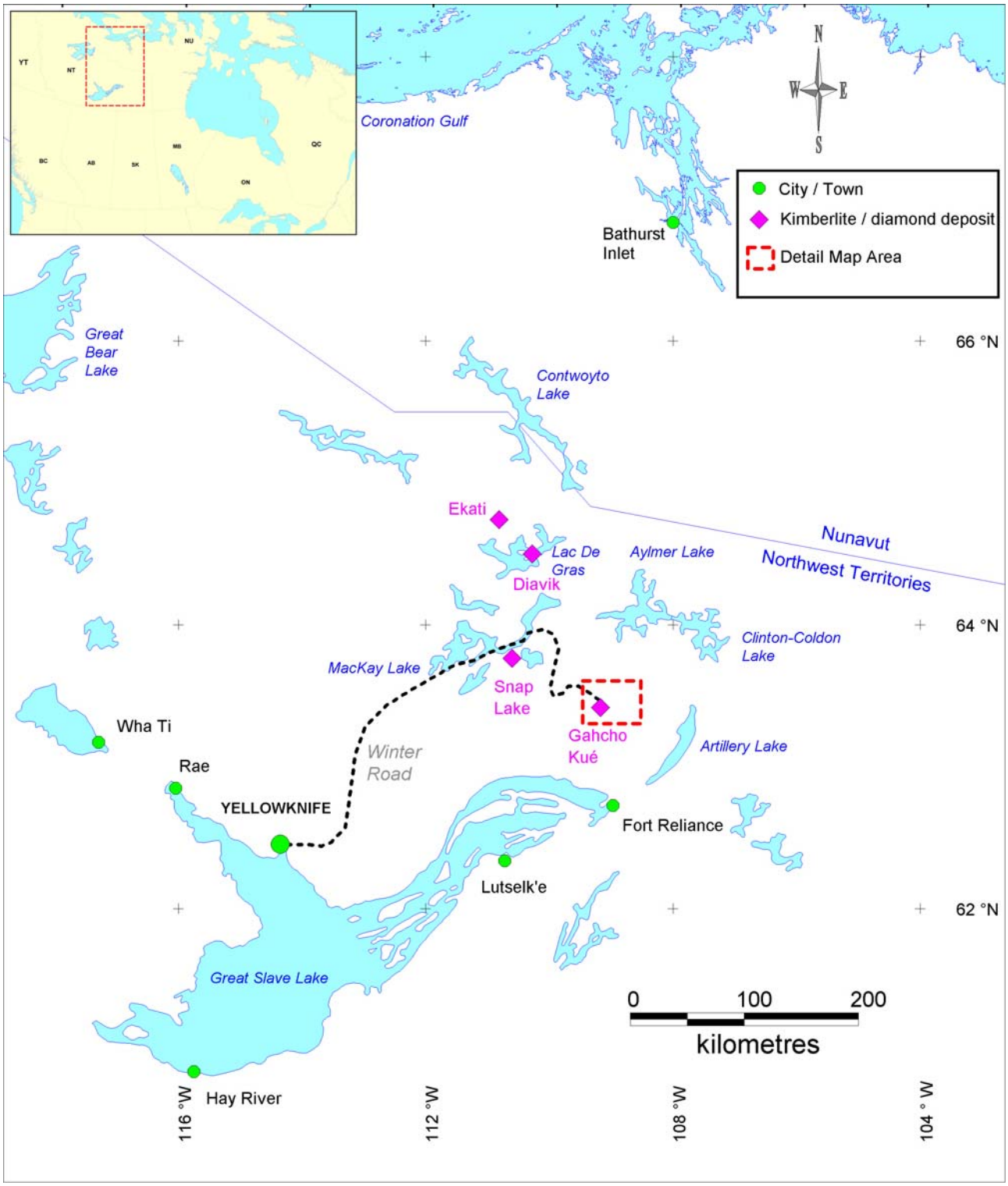
modelling the micro and macrodiamonds from the pipes. This approach for resource estimation is consistent with accepted industry practice and is appropriate for the purposes of declaring a resource and reserve at Gahcho Kué.

Resource Estimate

The mineral resource at Gahcho Kué is classified according to the CIM definitions referred to in National Instrument 43-101 and conforms to the guidelines for "Reporting of Diamond Exploration Results, Identified Mineral Resources and Ore Reserves," published by the Association of Professional Engineers, Geologists and Geophysicists of the Northwest Territories (NAPEGG). In classifying the resource, qualitative levels of confidence in volume estimation, sample quality, sample representivity, and estimation technique were considered.

The mineralization of the Gahcho Kué project as of March 2003 is classified as Indicated and Inferred mineral resources. The resources are shown by pipe in Table 1-1. The Gahcho Kué resources are summarized to an elevation of 110 masl. The resource grades are based on a 1.5 mm bottom cutoff.

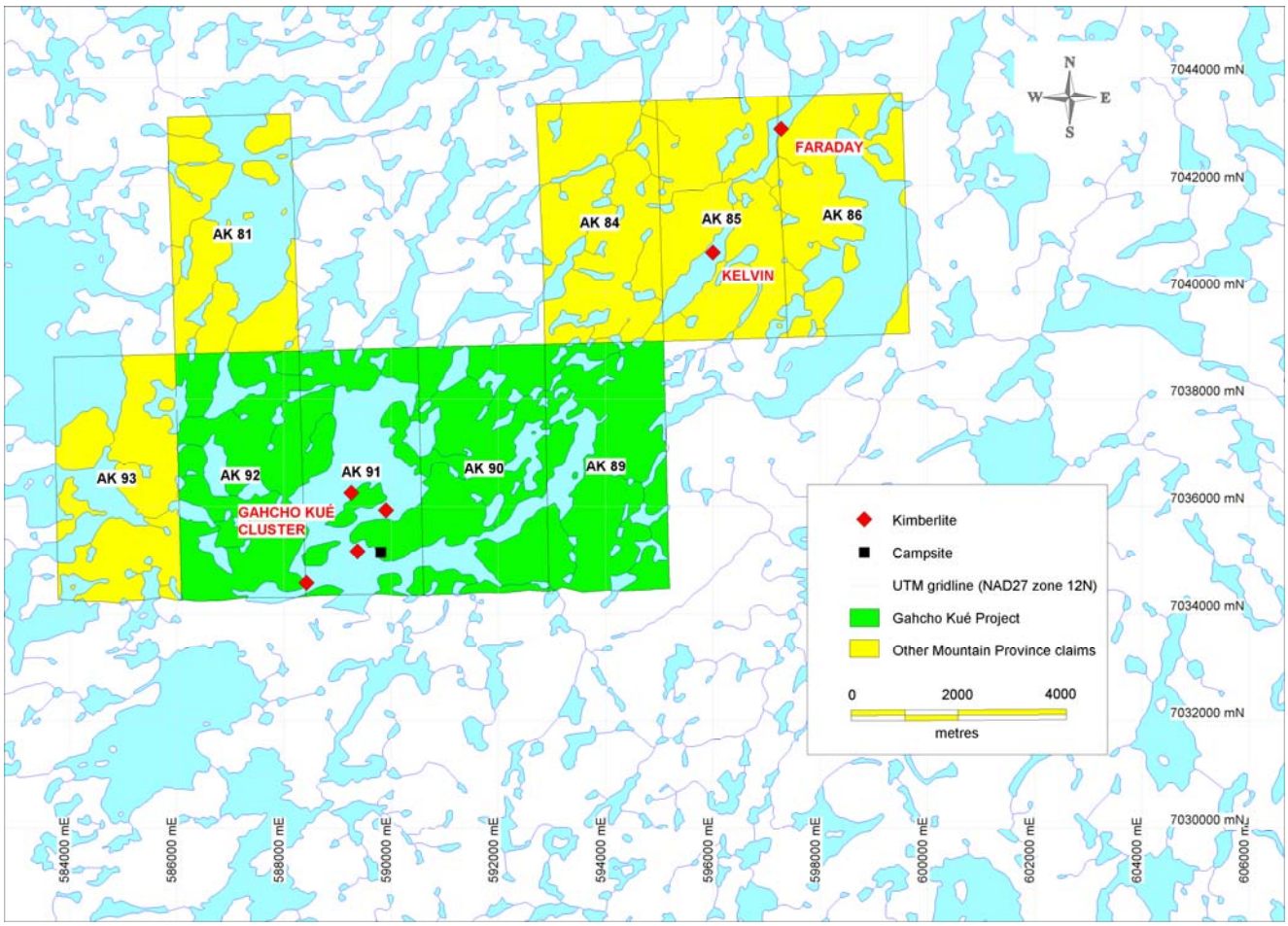
GAHCHO KUÉ PROJECT LOCATION MAP (2007)



In August 2002, De Beers took 30 of the AK claims to lease. These claims contain all the kimberlite discoveries at and in Kennady Lake, MZ Lake and in the Kelvin-Faraday area. In 2005, the Joint Venture decided to retain four leases for the development of the Gahcho Kué Project; the Company decided to retain five leases for future exploration; and 21 leases were transferred to GGL Diamond Corp. in exchange for a 1.5 percent royalty. The four leases retained for the development of the Gahcho Kué Project are lease

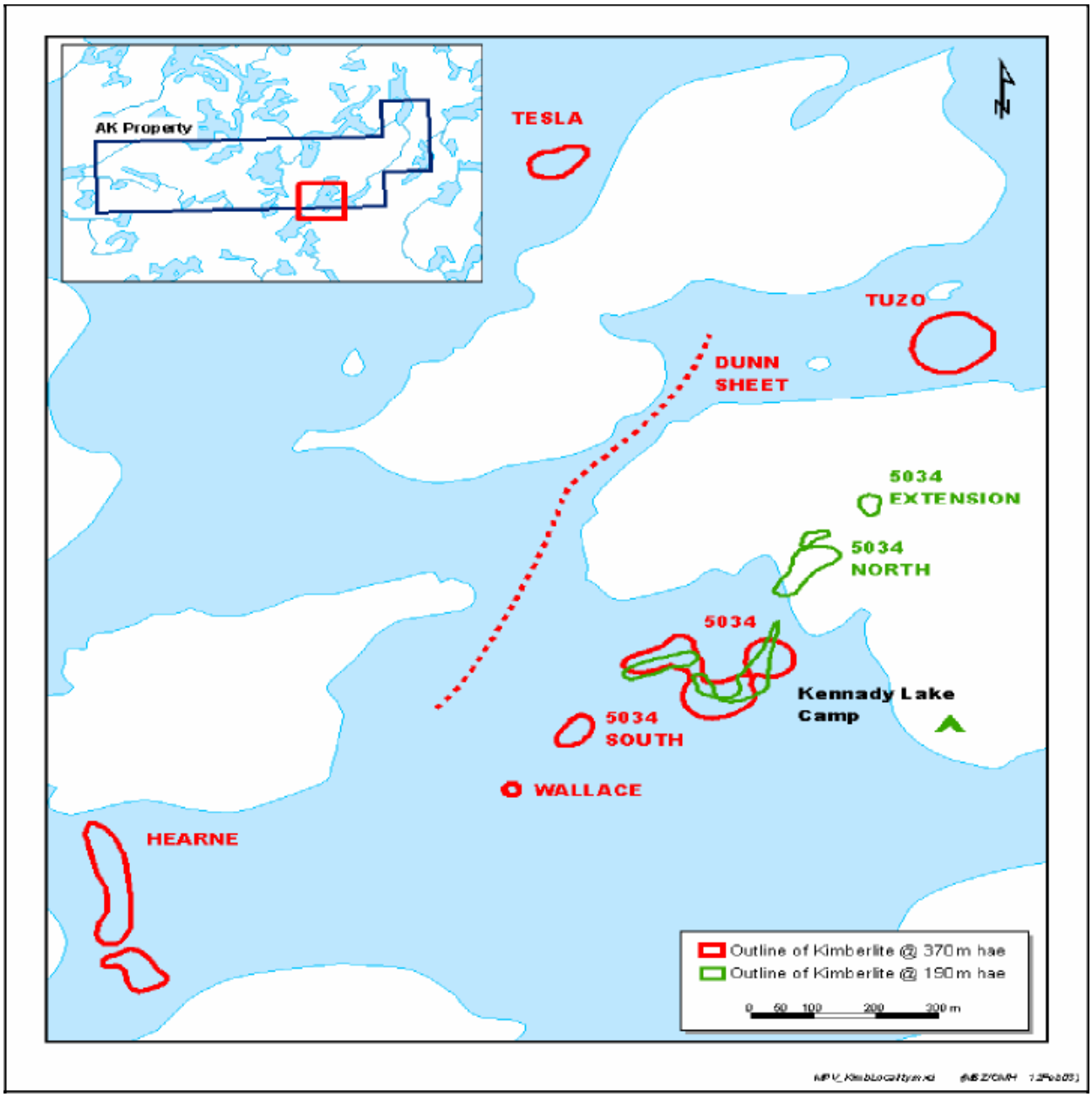
numbers 4341, 4199, 4200, and 4201. These represent, respectively, claim numbers AK 89, AK 90, AK 91, and AK 92. These four claims represent about 10,295 acres.

Gahcho Kué Project and Mountain Province Diamonds Claims



Mountain Province (outside of the Joint Venture with De Beers) has the following five claims with their respective claim numbers – AK 81, AK 84, AK 85, AK 86 and AK 93. These five claims represent about 12,555 acres.

MAP – LOCATION OF PIPES



At the end of July 2003, De Beers notified the Company that they had started work on a detailed cost estimate of a pre-feasibility study of the Kennady Lake diamond deposits. They based their decision on the improving geo-political and economic conditions which supported confidence in longer-term diamond price projections. In November 2003, the De Beers board approved a budget of approximately $25 million for a pre-feasibility study which started in January 2004.

The pre-feasibility study was completed in mid-2005. The projected profitability levels were sufficiently encouraging to support the Joint Venture's decision to proceed to the next phase of permitting and advanced exploration to improve the resource confidence and input data for mine design to support a definitive feasibility study.

The Company has issued press releases commenting upon recent results and activities at the Gahcho Kué project. Such disclosure has been prepared under the supervision of Carl G. Verley, P.Geo. who serves as the Qualified Person in relation to such disclosure.

As originally reported by the Company in a news release dated November 16, 2005 titled "Mountain Province Diamonds Inc. Appoints New President and CEO", De Beers Canada, operator of the Gahcho Kué Project, has provided the following summary of the Gahcho Kué Project:

> **Cautionary Note to U.S. Investors concerning estimates of Indicated and Inferred Resources.** This section uses the terms "indicated" and "inferred resources." We advise U.S. investors that while those terms are recognized and required by Canadian regulations, the U.S. Securities and Exchange Commission does not recognize them. "Inferred resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or pre-feasibility studies, except in. rare cases.
>
> **U.S. investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves.**
>
> **U.S. investors are cautioned not to assume that part or all of an inferred resource exists, or is economically or legally minable.**

Table 1-1 (updated) - 2005 GAHCHO KUÉ RESOURCE STATEMENT

Pipe Resource	Category	Tonnes	Carats	Grade (cpht)[1]
5034	Indicated	8,715,000	13,943,000	160
	Inferred	4,921,000	8,366,000	170
Hearne	Indicated	5,678,000	9,676,000	170
	Inferred	1,546,000	2,373,000	153
Tuzo	Inferred	10,550,000	12,152,000	115
Summary	**Indicated**	**14,392,000**	**23,619,000**	**164**
	Inferred	**17,017,000**	**22,890,000**	**135**

[1] Resource cutoff is 1.5 mm

On July 25, 2005, the Joint Venture announced that De Beers had approved a budget of $38.5 million for the environmental assessment and permitting process and for an advanced exploration program.

2006 Advanced Exploration Program – Bulk Sampling at Tuzo and 5034 North Lobe; Core Drilling at Tuzo

On January 12, 2006, the Company announced details of the advanced exploration program at the Gahcho Kué project which commenced in February 2006 and was completed by May 2006. Inadequacies on the part of the casing drill contractor resulted in the failure of the 2006 bulk sampling programs at Tuzo and the 5034 North Lobe. The 2006 core drilling program was successful and laid the groundwork for an extended core drilling program at Tuzo during the summer of 2006. The 2006 core drilling program confirmed the presence of flaring of the Tuzo kimberlite to depth. The program also confirmed the presence of kimberlite between the 5034 South Lobe and the Wallace Anomaly and also between the 5034 South Lobe and the 5034 West Lobe.

2006 Independent Diamond Valuation

Mountain Province contracted WWW International Diamond Consultants to perform an independent analysis of the bulk sample diamonds. The WWW report, which was prepared in June 2006, indicated an average price of US$83 per carat for the entire parcel. Mountain Province continues to use this WWW valuation of the diamonds as the valuation of the Gahcho Kué diamonds. Although Mountain Province has

not updated its valuation of the Gahcho Kué diamonds since June 2006, it has been noted by independent analysts that average rough diamond prices increased by 25% during 2007 and by a further 11% during the first five months of 2008.

2007 Advance Exploration Program – Tuzo Core Drilling, Review of 2005 Pre-feasibility Study, Advancement of Permitting

On December 19, 2006, the Company announced the details of a $30.8 million 2007 work program designed to conduct extensive core drilling over the Tuzo kimberlite pipe; complete a review of the 2005 pre-feasibility study; and advance the permitting for the Gahcho Kué Project.

The Joint Venture undertook an extensive core drilling program at the Tuzo kimberlite over the winter of 2006/2007 as part of the $30.8 million 2007 budget for the Gahcho Kué Project. The Tuzo core drilling program, which comprised 26 drill holes over 8,576 meters broadly covering a 35 meter grid pattern over the Tuzo kimberlite pipe, was designed to more fully define the volume, geology, dilution, density and grade of the Tuzo pipe and also to upgrade the Tuzo resource. Twenty core holes were drilled to 300 meter depths and six holes were drilled to 400 meter depths. The results from the core drilling program are expected to be adequate to upgrade the Tuzo geological model during 2008.

The 2007 Tuzo winter core drilling program was completed in mid-April 2007, and was considered to be successful. Preliminary results of the drill program indicate substantial flaring to depth of the Tuzo kimberlite. In addition, four of six deep (400 meter) drill holes terminated in kimberlite confirming substantial flaring and continuity of the Tuzo kimberlite to depth.

In addition, a five-hole core drilling program between the North and East lobes of the 5034 kimberlite was also completed successfully confirming the continuity of the kimberlite between the two lobes. According to De Beers Canada, confirmation of the kimberlite continuity provides sufficient confidence to be able to extrapolate the diamond revenue modeling from the 5034 East Lobe, which is in the indicated mineral resource category, to the North Lobe with a much reduced diamond parcel from the North Lobe.

2007 Summer Bulk Sampling Program of 5034 North Lobe

On June 1, 2007, the Company announced details of an $8.0 million 2007 summer bulk sampling program, approved by the Joint Venture in May 2007. Under this program, a land-based large diameter (5.75 inches) core drilling program at the 5034 North Lobe was undertaken. This program was to be used to extract approximately 100 carats to confirm micro to macro relationships being used to evaluate the 5034 North Lobe. Indications were that five large diameter core holes over 1,500 meters would be sufficient to recover the approximate 60 tonnes required for recovery of the 100 carat sample. In addition, geochemical analysis and thin section work was to be completed on the five holes drilled into the East Lobe during the 2007 winter core drill program. This analysis would be used to confirm continuity between the two lobes. Confirmation of the kimberlite continuity allowed the extrapolation of diamond revenue data from the 5034 East Lobe to the North Lobe. The results of the above work were to be used with existing data to raise the resource confidence of the North Lobe from Inferred to Indicated.

On November 6, 2007, the Company announced, by way of a news release titled "Mountain Province Diamonds provides Gahcho Kué Diamond Project Update", that the 2007 large diameter core drilling at the 5034 North Lobe concluded at the end of October 2007. Five of the originally planned six large diameter core holes were completed, recovering approximately 33 tonnes of kimberlite. Despite the smaller than expected recovery of kimberlite, the project operator believes that sufficient diamonds were recovered to enable revenue modeling of the 5034 North Lobe to be completed to support the upgrade of the 5034 North Lobe to the "indicated mineral resource" category.

Based on the results of the 2007 core drilling program, announced by the Company on November 6, 2007, the project operator has provided the following kimberlite volume update for the Gahcho Kué Project:

Kimberlite	2005 Volume Estimate ('000's cubic meters)	2007 Volume Estimate ('000's cubic meters)	Difference
5034			
Indicated	3,301	3,183	-4%
Inferred	1,934	2,192	+13%
Hearne			
Indicated	2,262	2,262	-
Inferred	594	594	-
Tuzo			
Inferred	4,337	5,080	+17%

- Reported above 121 masl
- Excludes 5034 kimberlite south-west corridor

2008 Tuzo Large-Diameter Drilling Bulk Sampling Program

On December 17, 2007, the Company announced that the 2008 Tuzo large-diameter drilling bulk sampling program had commenced. The program used two 24-inch drill rigs, and was to drill a total of nine large-diameter holes to recover a diamond parcel of approximately 1,500 carats. Seven of the holes were to be drilled to depths of approximately 100 meters and the remaining two holes to depths of approximately 300 meters. The drilling commenced in late January 2008 and was expected to be completed within 60 days.

On March 19, 2008, the Company announced that the 2008 Tuzo large-diameter drilling bulk sampling program concluded successfully ahead of schedule, and that a total of nine holes had been drilled, with four holes to depths of approximately 100 meters, three holes to depths of approximately 125 meters, and two holes to depths of approximately 300 meters. The Company also announced that the processing of the drill core at De Beers' Grand Prairie facility commenced on February 23, 2008 and was expected to be completed by May 2008, at which point the concentrated kimberlite will then be processed to recover macro diamonds which, with the approximate 600 carats recovered from the prior year's exploration, should provide a sufficiently large sample of approximately 2,000 carats to enable the Joint Venture to do accurate diamond revenue modelling for the Tuzo kimberlite.

Geology and Resource Models of Tuzo, 5034, and Hearne Kimberlites

While the Company announced on December 17, 2007 that De Beers Canada, the Gahcho Kué Project operator, had advised that the geology and resource models for Tuzo, 5034 and Hearne kimberlites would be released early in the second quarter of 2008, the Company announced on May 13, 2008 that the project operator had advised the Joint Venture that work on the updated geological and resource models is ongoing, and when the work is complete, it will be considered "interim" and will not be compliant with National Instrument 43-101 ("NI 43-101"), and thus in a form which will permit public disclosure to the Company's shareholders. Once the updated geological and resource models are available, the Company will consult with Mr. Carl Verley (the Company's qualified person under NI 43-101 and the Ontario Securities Commission to establish what further work is required in order for the results of these updates to be made available to the Company's shareholders.

On May 13, 2008, the Company announced that the project operator, De Beers, had advised that the concentration of the bulk sample had been completed ahead of schedule and that diamond recovery from the Tuzo bulk sample is taking place at De Beers' GEMDL facility in South Africa, following which the entire

Tuzo diamond parcel will be sent to the Diamond Trading Company (DTC) in London for cleaning and valuation. Results from this program will be released as soon as they are available.

Conceptual Study Update

In mid-2006, the project Operator, De Beers, advised the Joint Venture that it would be conducting a review of the 2005 Study Report with a view to reducing the projected capital and operating costs. This review is ongoing.

On December 17, 2007, Mountain Province announced that it had been advised by De Beers that the update of the 2006 Gahcho Kué conceptual study would be completed by the second quarter of 2008. De Beers advised the Joint Venture in April 2008 that work on the updated study is ongoing. De Beers has also advised the Company that the updated study to be provided by the project operator will not be compliant with NI 43-101. Once the updated study is available, Mountain Province will address this issue with the Company's technical advisors, JDS Mining, and the Ontario Securities Commission to establish what further work is required in order for the results of the update to be made available to Mountain Province shareholders.

Permitting

In November 2005, De Beers Canada, as operator of the Gahcho Kué Project, applied to the Mackenzie Valley Land and Water Board for a Land Use Permit and Water License to undertake the development of the Gahcho Kué diamond mine. On December 22, 2005, Environment Canada referred the applications to the Mackenzie Valley Environmental Impact Review Board ("MVEIRB"), which commenced an Environmental Assessment ("EA"). On June 12, 2006, the MVEIRB ordered that an Environment Impact Review ("EIR") of the applications should be conducted.

In July 2006, De Beers Canada filed an application for a judicial review of the referral. De Beers Canada brought the application for judicial review of the MVEIRB decision to the Supreme Court of the NWT. On April 2, 2007, the Supreme Court of the Northwest Territories dismissed De Beers Canada's application and upheld the decision by the MVEIRB.

Following the decision of the Supreme Court of the NWT, the MVIERB has now commenced the EIR. The MVEIRB published draft Terms of Reference and a draft Work Plan for the Gahcho Kué Project in June 2007, and called for comments from interested parties by July 11, 2007. The EIR is designed to identify all of the key environmental issues that will be impacted by the development of the Gahcho Kué diamond mine and to facilitate participation by key stakeholders in addressing these issues. The draft Work Plan anticipated that the EIR of the Gahcho Kué Project will be completed by mid-2009, although the MVEIRB emphasized that the dates reported are target dates only, and the schedule is subject to change. On June 14, 2007, the Company announced its attendance at the first of two work plan meetings in Yellowknife on June 11, 2007, conducted by the MVEIRB, where an overview of the draft Terms of Reference for the Environmental Impact Study and draft Work Plan for the EIR were discussed. The impact of the EIR on the project's development schedule is not yet known.

On December 17, 2007, the Company announced that the MVEIRB published the final terms of reference for the Gahcho Kué Environment Impact Statement ("EIS") on October 5, 2007. On May 9, 2008, the project operator, De Beers, advised the MVEIRB that the Joint Venture deferred the filing of the EIS, and now expects to file the EIS in late fall 2008.

On May 9, 2008, the project Operator, De Beers, addressed a letter to the MVEIRB stating: "In our letter of December, 2007, De Beers Canada Inc. anticipated that the Environmental Impact Statement (EIS) for the Environmental Impact Review of the Gahcho Kué Project would be filed in June 2008. Since that time the Gahcho Kué team has been focused on preparing an EIS that meets the Terms of Reference. The preparation of a draft EIS is nearing completion. However, the Joint Venture has taken the decision to defer filing of the EIS at this time. To assist with planning the Panel's activities, we will notify the Board in advance of the expected filing date in the late fall of 2008."

Project Costs to Date

The following table outlines the costs to date and their source of funding.

Period of Time	Amount [1]
January 1, 1997 to December 31, 2005	$ 80,097,784
Expenses January 1, 2006 to December 31, 2006	33,409,897
Expenses January 1, 2007 to December 31, 2007	38,372,876
Approved Budget January 1, 2008 to December 31, 2008	38,081,012

1) information provided by project operator, De Beers Canada Inc., and other disclosures

Other Properties

No work has been done on the Baffin Island Joint Venture since 2001 and the property was written off in fiscal 2004.

Pursuant to the amalgamation of Mountain Glen and Glenmore, the Company's wholly-owned subsidiary, Mountain Glen, acquired mineral properties in Finland. These mineral properties were transferred to the Company when Mountain Glen wound up its affairs.

The Company had one non-material property in Finland, the Haveri Gold Property. An option was granted on October 10, 2002 to Northern Lion Gold Corp. (formerly Vision Gate Ventures Limited) for the acquisition of a 70% interest in the Haveri Property. On October 4, 2004, the Company agreed to exchange its remaining 30% interest in the Haveri Property for 4,000,000 shares of Northern Lion Gold Corp.

Item 4A. Unresolved Staff Comments

None.

Item 5. Operating and Financial Review and Prospects

A. *Operating results.*

The following discussion of the financial condition and operating results of the Company should be read in conjunction with the consolidated financial statements and related notes to the financial statements which have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Discussion and analysis set forth below covers the results obtained under GAAP in Canada. A significant difference between Canadian and U.S. GAAP exists with respect to accounting for mineral property acquisition and exploration costs which have been capitalized under Canadian GAAP but are required to be expensed under U.S. GAAP when incurred until such time as commercially mineable deposits are determined to exist within a particular property. Material measurement differences between accounting principles generally accepted in Canada and the United States, applicable to the Company, are described in Note 9 to the consolidated financial statements.

Fiscal Year ended March 31, 2008 compared to Fiscal Year ended March 31, 2007

The Company's net income for the year ended March 31, 2008 was $165,531, compared with a net loss of $1,961,263 or $0.04 per share, for the year ended March 31, 2007. Before the Company's tax recovery of $222,166, the net loss was $56,635. The net loss for the year ended March 31, 2008 includes the Company's gain on sale of its 4,000,000 common shares of Northern Lion of $1,075,400. Without the gain on sale, the Company had a net loss for the year (before tax recovery) of $1,132,055, or $0.02 per share.

Operating expenses were $1,194,210 for the year ended March 31, 2008 compared to $1,361,937 for the prior year.

Professional fees at $202,245 for the year ended March 31, 2008 include audit and tax preparation accruals, and legal expenses, compared to $198,628 in the prior year.

In the year ended March 31, 2008, the Company incurred Promotion and investor relations expenses in the amount of $86,380 compared to $124,467 for March 31, 2007 yearend. The March 31, 2007 amount includes approximately $53,000 as retainer for the Company's investor relations firm in 2006. The investor relations retainer was terminated in November 2006.

During the year ended March 31, 2007, the Company recognized $186,321 of stock-based compensation expense related to options granted in November 2005 and January 2006, each vesting 50% immediately, and 50% at the one-year anniversary of their granting. All options are exercisable and there is no stock-based compensation for the current year.

Other expenses have generally increased over the prior year primarily due to increased management and oversight activities undertaken with respect to the Company's investment in the Gahcho Kué Project, particularly during the third quarter.

Fiscal Year ended March 31, 2007 compared to Fiscal Year ended March 31, 2006

The Company had a loss of $ 1,961,263 (or $0.04 per share) for the fiscal year ended March 31, 2007, compared to a loss of $2,199,888 (or $0.04 per share) for the same period ended March 31, 2006.

$480,000 of the loss was due to the Company's write down of its long term investment related to Northern Lion Gold Corp. in the quarter ending December 31, 2006, and $143,266 represents the Company's approximately 33.8% share of the loss of Camphor.

Operating expenses were $1,361,937 for the year ended March 31, 2007 compared to $1,132,061 for the same period ended March 31, 2006.

Increased consulting fees for the year (2007 - $476,754; 2006 - $309,217) include fees paid to Patrick Evans as President & CEO for the year of $150,000, and to Jennifer Dawson as CFO and Corporate Secretary of $94,200, as well as fees associated with consulting by third parties for the Gahcho Kué Project, consulting support services, and for regulatory requirements. The consulting fees for the year ended March 31, 2006 included fees paid to the former President & CEO Jan Vandersande until November 2005 ($102,100, including $17,200 of medical benefits paid), to Patrick Evans for his part-year service as the new President & CEO ($56,100), for recruiting for the President position ($45,000), to Elizabeth Kirkwood, the Chair of the Board, CFO and a director for consulting ($12,000), for other consulting support services ($11,200), and for consulting by third parties for the Gahcho Kué Project ($81,400).

The incremental professional fees of $198,628 for the year ended March 31, 2007 compared to $166,150 for the same period of the prior year included audit and tax fee accruals and payments of $81,700 (2006 - $74,600), legal costs for general corporate matters and the acquisition of approximately 33.5% of common shares of Camphor Ventures in July 2006 in the amount of about $83,700 (2006 - $75,000), and approximately $30,000 for outsourced accounting services (2006 - $16,550).

Also contributing to the net loss for March 31, 2007 is stock-based compensation expense of $186,921 (2006 - $314,879) as a result of options granted in November 2005 and January 2006 which vested during the year.

Directors' fees and benefits of $56,101 for the year ended March 31, 2007 include directors' fees of $37,500, net of an overaccrual of the year ending March 31, 2006 of $12,917, related payroll costs, as well as medical and dental benefits paid on behalf of the former President & CEO in the amount of $23,750. The $37,500 for the year ended March 31, 2006 was an accrual for directors' fees for the year.

Promotion and investor relations expense has increased from March 31, 2006's level of $108,184 to $124,467 for the year ended March 31, 2007 as a result of the retainer paid until mid-November 2006 to an investor relations firm ($53,000), printing and mailing costs for the annual general meeting materials (approximately $48,000), and non-recurring charges for website development and other investor relations work for approximately $24,000.

Transfer agent and regulatory fees for the year ended March 31, 2007 are greater than those of March 31, 2006 (2007 - $190,121; 2006 - $99,794) as a result of increased TSX ($14,100) and Amex fees ($45,000) associated with the issuance of Company shares in exchange for Camphor shares in July 2006, as well as increased charges for increased communications in the form of press releases ($32,723), and generally increase filing services and fees over the prior year.

Office and miscellaneous expenses (2007 - $80,998; 2006 - $54,053) reflect the increased cost of rent for premises in the amount of approximately $12,000 for the Company's head office starting in December 2006, increased insurance costs, and other general increases in costs associated with increased activity.

B. ***Liquidity and capital resources.***

Since inception, the Company's capital resources have been limited. The Company has had to rely upon the sale of equity securities to fund property acquisitions, exploration, capital investments and administrative expenses, among other things.

The Company reported working capital of $1,566,948 at March 31, 2008 ($179,550 as at March 31, 2007), and cash and term deposits of $1,582,127 ($454,970 at March 31, 2007). The Company had no long-term debt at either March 31, 2008 or March 31, 2007. The Company does not currently incur any direct costs in connection with the Gahcho Kué Project as these costs are currently being funded by De Beers Canada without recourse to the Company.

The Company has sufficient capital to finance its operations for the next twelve months, after which it will be required to raise capital for future operations through the private placement of shares which may include an equity stock financing.

During the year, the Company received $141,048 by issuing 147,350 shares upon the exercise of various stock options (2007 - $888,450 issuing 650,000 shares upon the exercise of options).

The Company expects to continue incurring annual losses until it receives revenue from production on the Gahcho Kué Project, if placed into production. There is no assurance that the property will be developed or placed into production.

It is anticipated that the cash and term deposits on March 31, 2008 provide the Company with sufficient funds until mid-2009. Although the Company has received funds from the exercise of stock options and warrants in the past, and the exercise of some outstanding options, which are currently in the money, could conceivably extend that date, there is no assurance that such stock options will be exercised in which case the Company will consider undertaking an equity financing. It follows that there can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. If the Company is unable to receive additional funds through the issuance of its shares, it may be required to suspend operations.

As at June 27, 2008, the Company has 400,000 stock options outstanding which are exercisable at prices between $1.96 and $4.50 per share. If all of the stock options were exercised, the Company would receive proceeds of $1.105 million**,** but there is no assurance that these will be exercised and such exercise cannot be considered to be part of the Company's financing strategy. If all of the options were exercised, to which no assurance can be given that all or any will be exercised, these funds would be available to the Company as working capital.

C. ***Research and development, patents and licenses, etc.***

The Company does not engage in any research and development activities and has no patents or licenses.

D. ***Trend information.***

There are no major trends which are anticipated to have a material effect on the Company's financial condition and results of operations in the near future. The reduction of expenses has been achieved in most areas. Management will continue its efforts to reduce other expenses.

E. *Off-balance sheet arrangements.*

The Company has no off balance sheet arrangements.

F. *Tabular disclosure of contractual obligations.*

The Company has no contractual obligations relating to debt or lease obligations as at March 31, 2008.

Critical Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates and assumptions are used in determining the application of the going concern concept, the continual deferral of costs incurred for mineral properties and deferred exploration, assumptions used to determine the fair value of stock-based compensation, and impairment of long-term investment. The Company evaluates its estimates on an ongoing basis and bases them on various assumptions that are believed to be reasonable under the circumstances. The Company's estimates form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company believes the policies for going concern, mineral properties and deferred exploration are critical accounting policies that affect the significant judgments and estimates used in the preparation of the Company's financial statements.

The Company considers that its mineral properties have the characteristics of property, plant and equipment, and, accordingly defers acquisition and exploration costs under Canadian generally accepted accounting principles. The recoverability of mineral property acquisition and deferred exploration expenditures is dependent upon the discovery of economically recoverable reserves and on the future profitable production, or proceeds from disposition, of the Company's properties. The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain mineral reserves that are economically recoverable. Development of any property may take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty. 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 diamonds recovered.

Changes in circumstances in the future, many of which are outside of management's control, will impact on the Company's estimates of future recoverability of net amounts to be realized from their assets. Such factors include, but are not limited to, the availability of financing, the identification of economically recoverable reserves, co-venturer decisions and developments, market prices of minerals, the Company's plans and intentions with respect to its assets, and other industry and competitor developments.

While the Company believes that economically recoverable reserves will be identified, there is no assurance that this will occur. Failure to discover economically recoverable reserves will require the Company to write-off costs capitalized to date and will result in further reported losses.

The consolidated financial statements have been prepared on a going concern basis in accordance with Canadian generally accepted accounting principles, which assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company believes that it has the ability to obtain the necessary financing to meet commitments and liabilities as they become payable and that economically recoverable reserves will be discovered. The costs of further exploration of the AK Property claims are being borne by De Beers Canada.

The Company uses the Black-Scholes option pricing model to determine the fair value of stock-based compensation recognized. Estimates and assumptions are required under the model, including those related to the Company's stock volatility, expected life of options granted, and the risk free interest rate. The Company believes that its estimates used in arriving at stock-based compensation are reasonable under the circumstances.

Effect of Inflation

In the Company's view, at no time during any of the last three fiscal years have inflation or changing prices had a material impact on the Company's sales, earnings or losses from operations, or net earnings.

U.S. Generally Accepted Accounting Principles

U.S. GAAP differs in some respects from Canadian GAAP, as applied to the Company. Reference should be made to Item 3A - Selected Financial Data, and Note 9 to the Consolidated Financial Statements of the Company for a description and quantification of material measurement differences between Canadian GAAP and U.S. GAAP.

Item 6. Directors, Senior Management and Employees

A. *Directors and senior management.*

The following table lists, as of June 27, 2008, the names of the directors and senior management of the Company. The directors and senior management have served in their respective capacities since their election and/or appointment and will serve until the next Annual General Meeting of Shareholders or until a successor is duly elected, unless the office is vacated in accordance with the Company's Articles or unless there is a prior resignation or termination.

Name	Position with Company	Date of First Appointment	Age
Jonathan Comerford	Chairman and Director(2)(3)	Chairman of the Company since May 11, 2006 and Director since September 21, 2001.	36
Patrick Evans	President, Chief Executive Officer and Director	President and director of the Company since November 15, 2005.	53
Jennifer Dawson	Chief Financial Officer	Chief Financial Officer since May 11, 2006.	47
D. Harry W. Dobson	Director	Director since November 1, 1997	60
Elizabeth J. Kirkwood	Director(1)	Director since September 21, 2001.	58
Peeyush Varshney	Director(2)	Director since April 13, 2007.	41
Carl Verley	Director(1)(3)	Director of Old MPV since December 2, 1986 and Director of the Company since November 1, 1997.	58
David E. Whittle	Director(1)(2)(3)	Director since November 1, 1997	44

(1) Member of the Company's Corporate Governance Committee.
(2) Member of the Company's Audit Committee.
(3) Member of the Company's Compensation Committee.

The following is a description of the Company's directors and senior management. The information provided is not within the knowledge of the management of the Company and has been provided by the respective directors and senior officers.

Jonathan Christopher James Comerford, B.A. (Econ.), M.B.S. (Finance)

A director of the Company since September, 2001 and Chairman since April 2006. Mr. Comerford is resident in Dublin, Ireland. Mr. Comerford obtained his Masters in Business from the Michael Smurfit Business School in 1993 and his Bachelor of Economics from University College, Dublin, in 1992. Mr. Comerford is

Investment Manager at IIU Limited (since August, 1995). Jonathan Comerford represents the Company's largest shareholder, Bottin (International) Investments Ltd., on the Company's board.

Patrick C. Evans, B.A., B.Sc.

President, CEO and a director of the Company since November 2005. He is a resident of Arizona, USA. Mr. Evans is a graduate of the University of Cape Town where he received his Bachelor of Arts degree in 1977 and Bachelor of Science degree in 1978. He was a career diplomat from 1979 to 1998. In 1999, he was appointed a Vice President of Placer Dome Inc. and a non-executive director of SouthernEra Resources Ltd. In 2001 he was appointed President and CEO of SouthernEra Resources Ltd. and Messina Limited. In 2004, he was appointed President, CEO and a director of Southern Platinum Corp, which was acquired by Lonmin ***Plc*** in June 2005. In September 2005, he was appointed President, CEO and a director of Weda Bay Minerals Inc., which was acquired by Eramet S.A. in May 2006. Mr. Evans is also the CEO and a director of Norsemont Mining Inc. and a non-executive director of First Uranium Corp.

Jennifer M. Dawson, B.B.A.

Chief Financial Officer and Corporate Secretary since May 2006. She is a resident of Ontario, Canada. Ms. Dawson is a graduate of St. Francis Xavier University where she received her Bachelor of Business Administration in 1984. Her work experience includes public accounting experience with Touche Ross & Co. (now Deloitte), and financial management experience with CCH Canadian Limited and Genesis Media Inc. She provided financial support to SouthernEra Resources Ltd. in its corporate reorganization in 2004, and ongoing financial support to both SouthernEra Diamonds Inc. and to Southern Platinum Corp. after the reorganization. In addition to her CFO and Corporate Secretary roles with the Company, she provides financial and administrative services to Arizona Star Resource Corp. (now owned 100% by Barrick Gold Corporation) and to Blacksands Petroleum, Inc. and it's subsidiary, Access Energy Inc.

D. Harry W. Dobson

A director of the Company since November 1997. He is a resident of Monaco. Mr. Dobson was the founder and chairman of American Pacific Mining Company Inc. and a director of Breakwater Resources Ltd. until 1991. Subsequent to 1991, Mr. Dobson served as Deputy Chairman of the Board and a director of Lytton Minerals Limited. He is a former officer and director of 444965 B.C. Ltd., and served as a director and Chairman of Glenmore Highlands Inc. Since October 2001, he has been a director and officer of Kirkland Lake Gold Inc.

Elizabeth J. Kirkwood

Ms. Elizabeth J. Kirkwood has been a director of the Company since September, 2001 and was past Chairman of the Board of the Company from January 2003 until April 2006. She was also Chief Financial Officer of the Company from September 2003 until May 2006, and Corporate Secretary from November 2003 until May 2006. She is resident in Ontario, Canada, and a member of the Prospectors and Developers Association of Canada. Ms. Kirkwood was the President and CEO of First Nickel Inc. (November 2003 to June 2006). She is also a director of Everbright Capital Corporation (since June 2005). She has been a past director of Canadian Shield Resources Inc. (June 2005-June 2007), Intrepid Minerals Corporation (April 1999 – July 2006), Investor Links.com (March 1993-May 2001), Canada's Choice Spring Water (July 1996-August 1999), Stroud Resources Ltd. (August, 2000 - March 2002), and a past director and officer of O.S.E Corp. (formerly Oil Springs Energy Corp. (July, 1993- June 2005), Hucamp Mines Limited (May 2001-May 2002), and First Strike Diamonds Inc. (October 1995 – March 2004).

Peeyush Varshney, LL.B.

Mr. Varshney has been actively involved in the capital markets since 1996 and is a principal of Varshney Capital Corp., a private merchant banking, venture capital and corporate advisory firm. He is currently a director or officer of several public companies listed on the TSX Venture Exchange and the Toronto Stock Exchange, including Chief Executive Officer and Director of Mantle Resources Inc. He is also a director of The Varshney Family Charitable Foundation and is a member of the Business Families Center Advisory

Board at the Sauder School of Business at UBC. Mr. Varshney obtained a Bachelor of Commerce Degree (Finance) in 1989 and a Bachelor of Laws in 1993, both from the University of British Columbia (UBC). He then articled at Farris, Vaughan, Wills & Murphy, of Vancouver, British Columbia, from 1993 to 1994 and has been a member of the Law Society of British Columbia since September 1994.

Carl G. Verley, B.Sc., P. Geo.

A director of Old MPV since December 1986 and a director of the Company since November 1997. He is a resident of British Columbia, Canada. Mr. Verley is a graduate of the University of British Columbia where he received his Bachelor of Science Degree in May of 1974. From August of 1990 to January 2002, he has served on the Board of Directors of Gee-Ten Ventures Inc. He is a registered Professional Geoscientist with both the Association of Professional Geoscientists of Ontario and the British Columbia Association of Professional Engineers and Geoscientists. He has been a self-employed geologist since 1982. Since July 2003, he has been a director of La Plata Gold Corporation and a director of African Metals Corporation since October 2007.

David E. Whittle, B.Comm., C.A.

A director of the Company since November 1997. He is a resident of British Columbia, Canada. A Chartered Accountant, Mr. Whittle was employed with Coopers & Lybrand, Chartered Accountants, from 1987 to 1992. From 1992 through 2004, Mr. Whittle served as operator or partner of a financial consulting and chartered accounting practice. From 1993 to June 2000, Mr. Whittle was President and director of Glenmore Highlands Inc. and President and director of 444965 B.C. Ltd. From November 1997 to April 1998, Mr. Whittle served as Secretary of the Company. From 1994 to January 1998, Mr. Whittle was CFO and a director of Lytton Minerals Limited. From 1993 to January 1998, Mr. Whittle was CFO, Corporate Secretary and a director of New Indigo Resources Inc. From 2004 to August 2007, Mr. Whittle was Chief Financial Officer of Hillsborough Resources Limited. From 2004 to the present, Mr. Whittle has been and is a director of Image Innovations Holdings Inc. From October 2007 to the present, Mr. Whittle's principal occupation has been and is Chief Financial Officer of Alexco Resource Corp., a company in the business of both undertaking mineral exploration and development and providing consulting services to third parties in respect of environmental remediation and permitting.

B. ***Compensation.***

The Company has two executive officers (collectively, the "Executive Officers"): Patrick Evans, the President and CEO, and Jennifer Dawson, the Chief Financial Officer and Corporate Secretary. For particulars on these executive officers, reference should be made to "Item 6A - Directors and Senior Management".

The compensation paid to the executive officers and details of management contracts and incentive options granted to the two executive officers of the Company for the Company's most recently completed financial years is as follows:

- Patrick Evans, President and Chief Executive Officer, earned other annual compensation of $155,000 in the most recent fiscal year including $150,000 pursuant to a Consulting Agreement for his services as President and CEO, as well as a director's fee of $5,000 for the year ended March 31, 2008. He has 200,000 stock options granted with 100,000 options granted November 1, 2005 with 50,000 vesting upon acceptance of the Consulting Agreement and 50,000 vesting on the first anniversary of acceptance of the Consulting Agreement – all have an exercise price of $2.63, and are exercisable for a period of 5 years; and 100,000 options granted on January 30, 2006 with an exercise price of $4.50 and with 50% of the options vesting immediately, and 50% vesting January 31, 2007. All 100,000 options granted January 30, 2006 are exercisable for a period of 5 years from grant.

- Jennifer Dawson, Chief Financial Officer and Corporate Secretary, was paid $103,012 pursuant to a Consulting Agreement for her services as CFO and Corporate Secretary for the year ended March 31, 2008. There have been no stock options granted to her.

Compensation for the directors has been approved effective April 1, 2005 at the following levels: the Chairman of the Board receives $10,000 per annum, the Chairman of the Audit Committee receives $7,500 per annum, and all other Directors receive $5,000 per annum. All are paid semi-monthly, in advance.

During the year ended March 31, 2006, Elizabeth Kirkwood earned $10,000 for the director's fees in her capacity as Chairperson of the Board. Director fees were also earned by the following directors: David Whittle ($7,500 in his capacity as Chair of the Audit Committee), Carl Verley ($5,000), Patrick Evans ($5,000 prorated for part year service), Harry Dobson ($5,000) and Jonathan Comerford ($5,000).

During each of the years ended March 31, 2008 and March 31, 2007, director fees were earned by the following directors: Jonathan Comerford ($10,000 as Chair of the Board), David Whittle ($7,500 as Chair of the Audit Committee), Carl Verley ($5,000), Elizabeth Kirkwood ($5,000), Patrick Evans ($5,000) and Harry Dobson ($5,000, and for the year ended March 31, 2008 only, Peeyush Varshney ($5,000). In the year ended March 31, 2008, three directors were compensated for their work in the Company's Gahcho Kué Project strategic alternatives review (David Whittle $25,000, Jonathan Comerford $20,000 and Peeyush Varshney $20,000).

The Company has no Long-Term Incentive Plan ("LTIP) in place and therefore there were no awards made under any long-term incentive plan to the Executive Officers during the Company's most recently completed financial year. A "Long-Term Incentive Plan" is a plan providing compensation intended to motivate performance over a period of greater than one financial year, other than a plan for options, SARs (stock appreciation rights) or compensation through shares or units that are subject to restrictions on resale.

The following table sets out incentive stock options exercised by the Executive Officers during the most recently completed financial year, as well as the financial year end value of stock options held by the Executive Officers. During this period, no outstanding SARs were held by the Executive Officers.

Name	Securities, Acquired on Exercise (#)	Aggregate Value Realized ($)(1)	Unexercised Options at Financial Year-End Exercisable / Unexercisable (#)	Value of Unexercised In-the-Money Options at Financial Year-End Exercisable / Unexercisable ($)(2)
Patrick Evans	Nil	Nil	200,000/0	287,000/0
Jennifer Dawson (since May 11, 2006)	Nil	Nil	Nil/Nil	Nil/Nil

(1) Based on the difference between the option exercise price and the closing market price of the Company's shares on the date of exercise.

(2) In-the-Money Options are those where the market value of the underlying securities as at the most recent financial year end exceeds the option exercise price. The closing market price of the Company's shares as at March 31, 2008, (ie. financial year end) was $5.00.

There were no options or freestanding SARs held by the Executive Officers that were re-priced downward during the most recently completed financial year of the Company.

The Company does not have a defined benefit/actuarial plan, under which benefits are determined primarily by final compensation and years of service of the Company's officers and key employees.

In addition to the foregoing, some of the executive officers of the Company are also entitled to medical and dental benefits, reimbursement of all reasonable business expenses and, from time to time, the grant of stock options.

No plan exists, and no amount has been set aside or accrued by the Company or any of its subsidiaries, to provide pension, retirement or similar benefits for directors and officers of the Company, or any of its subsidiaries.

C. *Board practices.*

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders of the Company or until their successors in office are duly elected or appointed. The Company does not have an executive committee. All directors are elected for a one-year term. All officers serve at the pleasure of the Board. The next Annual General Meeting of the shareholders of the Company has been scheduled for September 11, 2008.

The Board has adopted a Charter under which it and the Board's committees operate. The Company's board of directors has three committees- the Audit Committee, the Nominating/Corporate Governance Committee and the Compensation Committee.

Audit Committee

The members of the Audit Committee do not have any fixed term for holding their positions and are appointed and replaced from time to time by resolution of the Board of Directors. It is composed of at least three directors, and the Board has determined that David Whittle, C.A. of the Audit Committee meets the requirement of an "audit committee financial expert" as defined in Item 16A of Form 20-F. Each member of the Audit Committee has the financial ability to read and understand a balance sheet, an income statement and a cash flow statement.

The current members of the Audit Committee are Jonathan Comerford, Peeyush Varshney and David Whittle. Elizabeth Kirkwood was appointed to the Audit Committee in September 2007, but shortly thereafter, it was determined that she was not considered an independent director and Jonathan Comerford assumed her position on the Audit Committee. There had been no business transacted by the Audit Committee between the time Ms. Kirkwood had been appointed, and her replacement was appointed. Except for the chairman, David Whittle, the Audit Committee members receive no separate remuneration for acting as such and their appointments are not for any fixed term.

The Audit Committee is appointed by the Board to assist the Board in fulfilling its oversight responsibilities. Its primary duties and responsibilities are to:

a. identify and monitor the management of the principal risks that could impact the financial reporting of the Company;
b. monitor the integrity of the Company's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
c. make recommendations regarding the selection of the Company's external auditors (by shareholders) and monitor their independence and performance;
d. provide an avenue of communication among the external auditors, management and the Board;
e. handle complaints regarding the Company's accounting practices; and
f. administer and monitor compliance with the Company's Ethics and Conflict of Interest Policy.

Corporate Governance Committee

The members of the Corporate Governance Committee are Elizabeth Kirkwood (Chair), Carl Verley and Harry Dobson, a majority of whom are unrelated.

The Corporate Governance Committee is responsible for assessing directors on an ongoing basis and for developing the Company's approach to governance issues and for the Company's response to the Sarbanes-Oxley Act of 2002, as implemented by the U.S. Securities and Exchange Commission, and the Toronto Stock Exchange's governance guidelines.

Compensation Committee

The Compensation Committee is composed of Carl Verley (Chair), David Whittle, and Jonathan Comerford, a majority of whom are unrelated. The Committee, in consultation with the Chairman and CEO of the Company, makes recommendations to the Board on the Company's framework of executive remuneration and its cost and on specific remuneration packages for each of the executives. The remuneration of non-executives, including members of the Compensation Committee, is determined by the Board.

D. *Employees.*

As at the end of the fiscal years March 31, 2008, March 31, 2007, and March 31, 2006, the Company had no full-time employees (not including the former President and CEO Jan Vandersande; the current President and CEO, Patrick Evans; the former CFO and Corporate Secretary, Elizabeth Kirkwood; and the current CFO and Corporate Secretary, Jennifer Dawson). The Toronto administrative and executive office uses outsourced administrative assistance on an as-needed, part-time basis.

De Beers Canada employs personnel who conduct the exploration, permitting and other activities on the AK Property.

E. *Share ownership.*

The following table sets forth, as of June 27, 2008, the number of the Company's common shares beneficially owned by (a) the directors and members of senior management of the Company, individually, and as a group, and (b) the percentage ownership of the outstanding common shares represented by such shares. The security holders listed below are deemed to be the beneficial owners of common shares underlying options and warrants which are exercisable within 60 days from the above date.

Name of Beneficial Owner [11]	Amount and Nature	Percentage [9][10] of Class
D. Harry Dobson[1]	1,192,510	2.0%
Patrick C. Evans[2]	303,400	*%
Carl G. Verley[3]	215,250	*%
Jonathan Comerford[4]	150,000	*%
Peeyush Varshney[5]	80,122	*%
Elizabeth Kirkwood[6]	55,000	*%
David E. Whittle[7]	25,600	*%
Officer and Directors as a Group[8]	2,021,882	3.4%

*** less than 1%**

(1) Includes 1,192,510 shares and nil options.

(2) Includes 103,400 shares and 200,000 options (exercisable presently). 100,000 options are exercisable at a price of $2.63 per share and expire on November 1, 2010. 100,000 options are exercisable at a price of $4.50 per share and expire on January 30, 2011.

(3) Includes 215,250 shares and nil options.

(4) Includes nil shares and 150,000 options (exercisable presently). The options are exercisable at a price of $1.96 per share and expire on October 1, 2009.

(5) Includes 80,122 shares and nil options.

(6) Includes 5,000 shares and 50,000 options (exercisable presently or within 60 days). The options are exercisable at a price of $1.96 per share and expire on October 1, 2009.

(7) Includes 25,600 shares and nil options.

(8) Includes 400,000 options (exercisable).

(9) The calculation does not include stock options that are not exercisable presently or within 60 days.

(10) Total issued and outstanding capital as at the close of June 27, 2008 was 59,932,381 shares.

(11) The Company has no actual knowledge of the holdings of each individual. The above information was provided by the respective individuals to the Company.

The Company has a Stock Option Plan pursuant to which stock options may be granted to its directors, officers and employees. Stock options are awarded by resolution of the board of directors.

Item 7. Major Shareholders and Related Party Transactions

A. *Major shareholders.*

A major shareholder is a shareholder beneficially owning more than 5% of the issued shares of the Company.

As at June 27, 2008, the Company's issued and outstanding capital was 59,932,381 shares.

The Company is a publicly-owned corporation the majority of the common shares of which are owned by persons resident outside the United States. To the best of the Company's knowledge, the Company is not directly owned or controlled by another corporation or any foreign government. As at June 27, 2008, the Company believes that approximately 14,421,550 of the issued and outstanding common shares were held by 74 shareholders with addresses in the United States. A number of these shares are held in "street" name and may, therefore, be held by several beneficial owners.

The following table shows, to the best knowledge of the Company, the number (as at June 27, 2008) and percentage of shares, warrants and options held by the Company's major shareholders on a partially diluted basis.

Name of Shareholder[1]	No. of Shares Held	Percentage of issued and outstanding share capital of 59,932,381 shares (as at June 27, 2008)
Bottin (International) Investments Ltd. (controlled by Dermot Desmond)	13,253,430	22.11%
Desmond P. Sharkey Dublin, Ireland	5,206,001	8.69%
De Beers Canada Exploration Ltd. (formerly Monopros Limited)	3,103,543	5.18%

(1) The Company has no actual knowledge of the above shareholdings. The above information was provided to the Company by the named shareholders.

Major shareholders of the Company do not have any special voting rights.

B. *Related party transactions.*

The Company is not directly or indirectly controlled by any enterprise and does not control, directly or indirectly, any other enterprises other than its subsidiaries listed under "Item 4A. Bottin (International) Investments Ltd.", which is controlled by Dermot Desmond, has significant influence over the Company as its largest single shareholder: see "Item 7A - Major shareholders", above.

Key management personnel of the Company are Patrick Evans, who is President and CEO, and Jennifer Dawson, who is Chief Financial Officer and Corporate Secretary. Patrick Evans is also a director of the Company. See "Item 6B – Compensation".

Both Mr. Evans and Ms. Dawson have Consulting Agreements with the Company. See Item 10C - Material Contracts.

The Company entered into a Corporate Services Agreement effective September 1, 2003 with 1014620 Ontario Inc. Elizabeth J. Kirkwood, the Chairman, Chief Financial Officer, Secretary and a director of the Company until May 10, 2006, is also the sole director, officer and shareholder of 1014620 Ontario Inc. which performed bookkeeping and accounting services and corporate secretarial services for the Company.

The two-year term of the Corporate Services Agreement expired on August 31, 2005. During the term, 1014620 Ontario Inc. was paid a monthly fee of $3,000 ($36,000 *per annum*) for providing the Corporate Services, and was also reimbursed for all reasonable out-of-pocket expenses properly incurred in connection with the performance of the Corporate Services. During the year ended March 31, 2006, the Company paid $18,000 for corporate services to 1014620 Ontario Inc. before the Corporate Services Agreement was terminated on September 30, 2005. Ms. Kirkwood was also paid $6,000 for consulting services in the year ended March 31, 2006.

During the year ended March 31, 2006, Elizabeth Kirkwood, in her individual capacity, also earned $10,000 for the director's fees in her capacity as Chairperson of the Board.

During the year ended March 31, 2006, the Company paid a total of $102,127 to Jan W. Vandersande, the former President, Chief Executive Officer and a director of the Company, for consulting, management, property evaluation and administration services to the Company and for drug, medical and dental benefits. There are no debts owing directly or indirectly to the Company or its subsidiaries by any director or officer of the Company or vice versa.

There is no indebtedness between the directors and the Company.

C. *Interests of experts and counsel.*

Not Applicable

Item 8. Financial Information

A. *Consolidated Statements and Other Financial Information*

Listed in Item 19 hereto are audited consolidated financial statements as at March 31, 2008 and 2007 and for the fiscal years ended March 31, 2008, 2007 and 2006, accompanied by the report of our independent registered accounting firm.

There are no legal proceedings currently pending.

The Company has not paid dividends in the past and does not expect to pay dividends in the near future.

B. *Significant Changes.*

There have been no significant changes to the Company since the end of last fiscal year.

Item 9. The Offer and Listing.

A. *Offer and listing details.*

The common shares of the Company were listed and posted for trading on The Toronto Stock Exchange (the "TSX") on January 22, 1999. The Company's shares were delisted from the Vancouver Stock Exchange ("VSE", now known as the TSX Venture Exchange and before that, the Canadian Venture Exchange ("CDNX")) on January 31, 2000, and from the Nasdaq Smallcap Market on September 29, 2000. The Company's shares traded on the OTC-Bulletin Board ("OTCBB") under the symbol "MPVI" until June 1, 2005. Commencing on April 4, 2005, the Company's shares were listed for trading on the AMEX under the symbol "MDM".

The following tables set forth the reported high and low prices on the TSX, and for Amex, Nasdaq and/or OTCBB (combined for the period ended March 2006), for (a) the five most recent fiscal years; (b) each quarterly period for the past two fiscal years, and (c) for the most recent six months.

High and Low Prices for the Five Most Recent Fiscal Years				
Fiscal Year Ended	**TSX**		**AMEX / NASDAQ [1] / OTCBB**	
	High (CDN$)	**Low (CDN$)**	**High (US$)**	**Low (US$)**
March 31, 2008	$5.93	$3.79	$5.49	$3.54
March 31, 2007	$5.05	$3.05	$4.40	$2.70
March 31, 2006	$4.90	$2.26	$4.26	$1.90
March 31, 2005	$2.68	$1.61	$2.00	$1.19
March 31, 2004	$3.00	$0.60	$2.25	$0.37

(1) The Company's shares were listed on the Nasdaq Smallcap Market on May 1, 1996 and delisted from the Nasdaq Smallcap Market on September 29, 2000, at which time they commenced trading on the OTCBB and continued through April 1, 2005. On April 4, 2005, the Company's shares began trading on the AMEX.

High and Low Prices for Each Quarterly Period for the Past Two Fiscal Years				
	TSX		**Amex / OTCBB**	
Period Ended:	**High (CDN$)**	**Low (CDN$)**	**High (US$)**	**Low (US$)**
March 31, 2008	$5.10	$4.12	$5.12	$4.07
December 31, 2007	$5.10	$4.00	$5.23	$4.07
September 30, 2007	$5.51	$3.79	$5.26	$4.15
June 30, 2007	$5.93	$4.17	$5.49	$4.34
March 31, 2007	$4.46	$3.40	$3.79	$2.93
December 31, 2006	$4.65	$3.30	$4.10	$2.89
September 30, 2006	$4.20	$3.35	$3.73	$3.06
June 30, 2006	$5.05	$3.05	4.40	$2.70

High and Low Prices for the Most Recent Six Months				
	TSX (CDN$)		**AMEX[1]**	
Month Ended	**High**	**Low**	**High**	**Low**
May, 2008	$4.72	$4.20	$4.69	$4.30
April, 2008	$5.05	$4.66	$4.95	$4.67
March, 2008	$5.09	$4.72	$5.18	$4.67
February, 2008	$5.10	$4.12	$5.06	$4.07
January, 2008	$4.79	$4.15	$4.68	$4.20
December, 2007	$4.50	$4.00	$4.62	$4.07

[1] On April 4, 2005, the Company's Common Shares began trading on the American Stock Exchange. On March 31, 2008, the closing price of the Common Shares on the TSX was $5.00 and on June 27, 2008 was $4.25. The shares commenced trading on AMEX on April 4, 2005 and the closing price of the Common Shares on March 31, 2008 was US$5.18 per share. The closing price on June 27, 2008 on the AMEX was US$4.15 per share.

B. Plan of distribution.

Not Applicable.

C. Markets.

The Company's shares are listed on the Toronto Stock Exchange under the symbol "MPV" and were also quoted on the over-the-counter (OTC) Bulletin Board pursuant to Rule 6530(a) of the NASD's OTC Bulletin Board Rules under the symbol "MPVI.OB" until April 1, 2005. Commencing April 4, 2005, the Company's shares commenced trading on the AMEX under the symbol "MDM". The Common Shares are not registered to trade in the United States in the form of American Depository Receipts or similar certificates.

D. Selling shareholders.

Not Applicable.

E. Dilution.

Not Applicable.

F. Expenses of the issue.

Not Applicable.

Item 10. Additional Information.

A. *Share capital.*

This Form 20-F is being filed as an annual report and, as such, there is no requirement to provide information under this sub-item.

B. *Memorandum and articles of association.*

Incorporation

The Company was amalgamated in British Columbia under incorporation number 553442 on November 1, 1997 under the name of Mountain Province Mining Inc. The Company changed its name to Mountain Province Diamonds Inc. on October 16, 2000.

The Company is also registered as an extra-territorial corporation in the Northwest Territories (Registration no. E 6486, on February 25, 1998, amended October 16, 2000 for the name change).

The Company does not have any stated "objects" or "purposes" as such are not required by the corporate laws of the Province of British Columbia. Rather, the Company is, by such corporate laws, entitled to carry on any activities whatsoever, which are not specifically precluded by other statutory provisions of the Province of British Columbia.

The Company was amalgamated under the British Columbia *Company Act* (the "Company Act"), which has now been replaced by the British Columbia *Business Corporations Act* (the "BCA"). The BCA came into effect on March 29, 2004. The Company has completed its transition from the Company Act to the BCA and adopted new Articles which reflect the provisions of the BCA. The Company's Memorandum of Articles has been replaced by a Notice of Articles. Pursuant to the Shareholders special resolution on September 20, 2005 approving the continuance of the Company into Ontario, the Company continued under the laws of the Province of Ontario pursuant to Articles of Continuance dated May 8, 2006.

Powers, functions and qualifications of Directors

The powers and functions of directors are set forth in the Ontario Securities Act and in the Bylaws of the Company.

With respect to the voting powers of directors, the Ontario Securities Act provides that a director (or senior officer) has a disclosable interest in a contract or transaction if the contract or transaction is material to the Company and the director has a material interest in the contract.

The Bylaws provide that a director or senior officer who has, directly or indirectly, a material interest in an existing or proposed material contract or transaction of the Company or who holds any office or possesses any property whereby, directly or indirectly, a duty or interest might be created to conflict with his duty or interest as a director or senior officer, has to disclose the nature and extent of this interest or conflict with his duty and interest as a director or senior officer, in accordance with the provisions of the Ontario Securities Act.. A director is also prohibited from voting in respect of any such proposed material contract or transaction and if he does so, his vote shall not be counted, but he shall be counted in the quorum at the meeting at which such vote is taken. Notwithstanding this, if all of the directors have a material interest in a proposed material contract or transaction, any or all of those directors may vote on a resolution to approve the contract or transaction. However, in this case the directors must have the contract or transaction approved by special resolution of the shareholders to avoid accountability for any profits.

The Bylaws further provide that, subject to the provisions of the Ontario Securities Act, no disclosure is required of a director or senior officer, and a director need not refrain from voting in respect of the following types of contracts and transactions:

a) A contract or transaction where both the Company and the other party to the contract or transaction are wholly owned subsidiaries of the same corporation;

b) A contract or transaction where the Company is a wholly owned subsidiary of the other party to the contract or transaction;

c) A contract or transaction where the other party to the contract or transaction is a wholly owned subsidiary of the Company;

d) A contract or transaction where the director or senior officer is the sole shareholder of the Company or of a corporation of which the Company is a wholly owned subsidiary;

e) An arrangement by way of security granted by the Company for money loaned to, or obligations undertaken by, the director or senior officer, or a person in whom the director or senior officer has a material interest, for the benefit of the Company or an affiliate of the Company;

f) A loan to the Company, which a director or senior officer or a specified corporation or a specified firm in which he has a material interest has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan;

g) Any contract or transaction made or to be made with, or for the benefit of a corporation that is affiliated with the Company and the director or senior officer is also a director or senior officer of that corporation or an affiliate of that corporation;

h) Any contract by a director to subscribe for or underwrite shares or debentures to be issued by the Company or a subsidiary of the Company;

i) Determining the remuneration of the director or senior officer in that person's capacity as director, officer, employee or agent of the Company or an affiliate of the Company;

j) Purchasing and maintaining insurance to cover a director or senior officer against liability incurred by them as a director or senior officer; or

k) The indemnification of any director or senior officer by the Company.

The Ontario Securities Act provides that a contract or transaction with a company is not invalid merely because a director or senior officer of the company has an interest, direct or indirect, in the contract or transaction, a director or senior officer of the company has not disclosed an interest he or she had in the contract or transaction, or because the directors or shareholders of the company have not approved the contract or transaction in which a director or senior officer of the company has an interest.

The Ontario Securities Act also provides that a director or senior officer with a "disclosable interest" in a contract or transaction with the Company is liable to account for any profit made from the contract or transaction unless disclosure of the director's interest in such contract or transaction had been made and the director abstained from voting on the approval of the transaction.

Subject to the provisions of the Ontario Securities Act, the directors may vote on compensation for themselves or any members of their body. A contract relating primarily to a fiduciary's remuneration as a director, officer, employee or agent of the Company or its affiliates is a permitted conflict of interest under the Company's Corporate Governance Policy.

There are no limitations on the exercise by the board of directors of the Company's borrowing powers.

There are no provisions for the retirement or non-retirement of directors under an age limit.

There is no requirement for any director to hold any shares in the Company.

Rights and Restrictions Attached to Shares

As all of the Company's authorized and issued shares are of one class, there are no special rights or restrictions of any nature or kind attached to any of the shares. All authorized and issued shares rank equally in respect of the declaration and receipt of dividends, and the rights to share in any profits or surplus on liquidation, dissolution or winding up of the Company. Each share has attached to it one vote.

Alteration of Share Rights

To alter the rights of holders of issued shares of the Company, such alteration must be approved by a majority vote of not less than two-thirds of the votes cast by shareholders voting in person or by proxy at a meeting of the shareholders of the Company.

Annual General Meetings

Annual general meetings are called and scheduled upon decision by the board of directors. The directors may also convene a general meeting of shareholders at any time. There are no provisions in the Company's Bylaws for the requisitioning of special meetings by shareholders. However, the Ontario Securities Act provides that the holders of not less than 5% of the issued shares of the Company may requisition the directors to call a general meeting of the shareholders for the purposes stated in the requisition. All meetings of the shareholders may be attended by registered shareholders or persons who hold powers of attorney or proxies given to them by registered shareholders.

Foreign Ownership Limitations

There are no limitations prohibiting shares being held by non-residents, foreigners or any other group.

Change of Control

There are no provisions in the Company's Bylaws that would have the effect of delaying, deferring or preventing a change in the control of the Company, or that would operate with respect to any proposed merger, acquisition or corporate re-structuring of the Company.

At the September 13, 2006 Annual and Special Meeting of the shareholders, a Shareholder Rights Plan dated August 4, 2006 was approved, ratified, confirmed and adopted by the shareholders of the Company in accordance with and subject to its terms and conditions. The objectives of the Rights Plan are to ensure, to the extent possible, that all shareholders of the Company are treated equally and fairly in connection with any Take-Over Bid for the Company.

The Rights Plan is designed to discourage discriminatory or unfair Take-Over Bids for the Company and gives the Board time, if appropriate, to pursue alternatives to maximize shareholder value in the event of an unsolicited (or "hostile") Take-Over Bid for the Company. The Rights Plan will encourage a person

proposing to make, or who has made, a Take-Over Bid for the Company (an "Offeror") to proceed by way of a Permitted Bid or to approach the Board with a view to negotiation, by creating the potential for substantial dilution of the Offeror's position. The Permitted Bid provisions of the Rights Plan are designed to ensure that, in any Take-Over Bid, all shareholders are treated equally, receive the maximum value for their investment and are given adequate time to properly assess the Take-Over Bid on a fully informed basis.

The Rights Plan may, however, increase the price to be paid by a potential Offeror to obtain control of the Company and may discourage certain transactions, including a Take-Over Bid for less than all the common shares of the Company. Accordingly, the Rights Plan may deter some Take-Over Bids.

In addition, the Rights Plan Agreement provides that the continued existence of the Rights Plan must be ratified by a majority of the shareholders of the Company at a meeting of shareholders of the Company to be held not earlier than January 31, 2010 and not later than the date on which the 2010 annual meeting of shareholders of the Company terminate.

Share Ownership Reporting Obligations

There are no provisions in the Company's Bylaws requiring share ownership to be disclosed. The securities laws of the Province of Ontario and other provinces in Canada having jurisdiction over the Company require disclosure of shareholdings by:

(a) insiders who are directors or senior officers of the Company; and

(b) a person who has direct or indirect beneficial ownership of, control or direction over, or a combination of direct or indirect beneficial ownership of and of control or direction over securities of the Company carrying more than 10% of the voting rights attached to all the Company's outstanding voting securities.

The threshold of share ownership percentage requiring disclosure of ownership is higher in the home jurisdiction of Ontario than in the United States where United States law prescribes a 5% threshold for ownership disclosure.

C. *Material contracts.*

The following is a list of material contracts, other than contracts entered into in the ordinary course of business, to which the Company or any member of the group is a party, for the two years immediately preceding publication of the document, including dates, parties, general nature of the contracts, terms and conditions, and amount of any consideration passing to or from the company or any other member of the group.

1. Consulting Agreement with Patrick Evans, as President and CEO and director, effective November 1, 2005 at a monthly rate of $12,500.00.

3. Consulting Agreement with Jennifer Dawson to act as Chief Financial Officer and Corporate Secretary, effective May 11, 2006 on a time-worked basis.

D. Exchange controls.

Exchange Controls and Investment Canada Act

Canada has no system of exchange controls. There are no exchange restrictions on borrowing from foreign countries nor on the remittance of dividends, interest, royalties and similar payments, management fees, loan repayments, settlement of trade debts, or the repatriation of capital. Any such remittances to United States residents, however, may be subject to a withholding tax pursuant to the Canadian Income Tax Act as modified by the reciprocal tax treaty between Canada and the United States. See "Item 10E, Taxation".

The Investment Canada Act (the "Act"), enacted on June 20, 1985, requires prior notification to the Government of Canada on the "acquisition of control" of Canadian businesses by non-Canadians, as defined

in the Act. Certain acquisitions of control, discussed below, are also to be reviewed by the Government of Canada. The term "acquisition of control" is defined as any one or more non-Canadian persons acquiring all or substantially all of the assets used in the Canadian business, or the acquisition of the voting shares of a Canadian corporation carrying on the Canadian business or the acquisition of the voting interests of an entity controlling or carrying on the Canadian business. The acquisition of the majority of the outstanding shares is deemed to be an "acquisition of control" of a corporation. The acquisition of less than a majority, but one-third or more, of the outstanding voting shares of a corporation is presumed to be an "acquisition of control" of a corporation unless it can be established that the purchaser will not control the corporation.

Investments requiring notification and review are all direct acquisitions of Canadian businesses with assets of CDN$5,000,000 or more (subject to the comments below on WTO investors), and all indirect acquisitions of Canadian businesses (subject to the comments below on WTO investors) with assets of more than CDN$50,000,000 or with assets of between CDN$5,000,000 and CDN$50,000,000 which represent more than 50% of the value of the total international transaction. In addition, specific acquisitions or new businesses in designated types of business activities related to Canada's cultural heritage or national identity could be reviewed if the Government of Canada considers that it is in the public interest to do so.

The Act was amended with the implementation of the Agreement establishing the World Trade Organization ("WTO") to provide for special review thresholds for "WTO investors", as defined in the Act. "WTO investor" generally means (i) an individual, other than a Canadian, who is a national of a WTO member (such as, for example, the United States), or who has the right of permanent residence in relation to that WTO member, (ii) governments of WTO members, and (iii) entities that are not Canadian controlled, but which are WTO investor controlled, as determined by rules specified in the Act. The special review thresholds for WTO investors do not apply, and the general rules described above do apply, to the acquisition of control of certain types of businesses specified in the Act, including a business that is a "cultural business". If the WTO investor rules apply, an investment in the shares of the Company by or from a WTO investor will be reviewable only if it is an investment to acquire control of the Company and the value of the assets of the Company is equal to or greater than a specified amount (the "WTO Review Threshold"). The WTO Review Threshold is adjusted annually by a formula relating to increases in the nominal gross domestic product of Canada. The 2006 WTO Review Threshold is CDN$265,000,000.

If any non-Canadian, whether or not a WTO investor, acquires control of the Company by the acquisition of shares, but the transaction is not reviewable as described above, the non-Canadian is required to notify the Canadian government and to provide certain basic information relating to the investment. A non-Canadian, whether or not a WTO investor, is also required to provide a notice to the government on the establishment of a new Canadian business. If the business of the Company is then a prescribed type of business activity related to Canada's cultural heritage or national identity, and if the Canadian government considers it to be in the public interest to do so, then the Canadian government may give notice in writing within 21 days requiring the investment to be reviewed.

For non-Canadians (other than WTO investors), an indirect acquisition of control, by the acquisition of voting interests of an entity that directly or indirectly controls the Company, is reviewable if the value of the assets of the Company is then CDN$50,000,000 or more. If the WTO investor rules apply, then this requirement does not apply to a WTO investor, or to a person acquiring the entity from a WTO investor.

Special rules specified in the Act apply if the value of the assets of the Company is more than 50% of the value of the entity so acquired. By these special rules, if the non-Canadian (whether or not a WTO investor) is acquiring control of an entity that directly or indirectly controls the company, and the value of the assets of the Company and all other entities carrying on business in Canada, calculated in the manner provided in the Act and the regulations under the Act, is more than 50% of the value, calculated in the manner provided in the Act and the regulations under the Act, of the assets of all entities, the control of which is acquired, directly or indirectly, in the transition of which the acquisition of control of the Company forms a part, then the thresholds for a direct acquisition of control as discussed above will apply, that is, a WTO Review Threshold of CDN$265,000,000 (in 2006) for a WTO investor or a threshold of CDN$5,000,000 for a non-Canadian other than a WTO investor. If the value exceeds that level, then the transaction must be reviewed in the same manner as a direct acquisition of control by the purchase of shares of the Company.

If an investment is reviewable, an application for review in the form prescribed by the regulations is normally required to be filed with the Director appointed under the Act (the "Director") prior to the investment taking place and the investment may not be consummated until the review has been completed. There are, however, certain exceptions. Applications concerning indirect acquisitions may be filed up to 30 days after the investment is consummated and applications concerning reviewable investments in culture-sensitive sectors are required upon receipt of a notice for review. In addition, the Minister (a person designated as such under the Act) may permit an investment to be consummated prior to completion of the review, if he is satisfied that delay would cause undue hardship to the acquiror or jeopardize the operations of the Canadian business that is being acquired. The Director will submit the application to the Minister, together with any other information or written undertakings given by the acquiror and any representation submitted to the Director by a province that is likely to be significantly affected by the investment.

The Minister will then determine whether the investment is likely to be of net benefit to Canada, taking into account the information provided and having regard to certain factors of assessment where they are relevant. Some of the factors to be considered are (i) the effect of the investment on the level and nature of economic activity in Canada, including the effect on employment, on resource processing, and on the utilization of parts, components and services produced in Canada; (ii) the effect of the investment on exports from Canada; (iii) the degree and significance of participation by Canadians in the Canadian business and in any industry in Canada of which it forms a part; (iv) the effect of the investment on productivity, industrial efficiency, technological development, product innovation and product variety in Canada; (v) the effect of the investment on competition within any industry or industries in Canada; (vi) the compatibility of the investment with national industrial, economic and cultural policies taking into consideration industrial, economic and cultural objectives enunciated by the government or legislature of any province likely to be significantly affected by the investment; and (vii) the contribution of the investment to Canada's ability to compete in world markets.

The Act sets certain time limits for the Director and the Minister. Within 45 days after a completed application has been received, the Minister must notify the acquiror that (a) he is satisfied that the investment is likely to be of net benefit to Canada, or (b) he is unable to complete his review, in which case he shall have 30 additional days to complete his review (unless the acquiror agrees to a longer period), or (c) he is not satisfied that the investment is likely to be of net benefit to Canada.

Where the Minister has advised the acquiror that he is not satisfied that the investment is likely to be of net benefit to Canada, the acquiror has the right to make representations and submit undertakings within 30 days of the date of the notice (or any further period that is agreed upon between the acquiror and the Minister). On the expiration of the 30 day period (or the agreed extension), the Minister must forthwith notify the acquiror (i) that he is now satisfied that the investment is likely to be of net benefit to Canada or (ii) that he is not satisfied that the investment is likely to be of net benefit to Canada. In the latter case, the acquiror may not proceed with the investment or, if the investment has already been consummated, must divest itself of control of the Canadian business.

E. *Taxation.*

A brief description of certain provisions of the tax treaty between Canada and the United States, *Canada-United States Income Tax Convention (1980)*, as amended, (the "Convention"), is included below, together with a brief outline of certain taxes, including withholding provisions, to which United States security holders are subject under the *Income Tax Act* (Canada) (the "Canadian Tax Act"). The consequences, if any, of provincial, territorial, state, local or foreign taxes (other than Canadian federal income taxes) are not considered.

The following information is general and security holders should seek the advice of their own tax advisors, tax counsel or accountants with respect to the applicability or effect on their own individual circumstances of the matters referred to herein.

Certain Canadian Federal Income Tax Consequences

The discussion under this heading summarizes the principal Canadian federal income tax consequences of acquiring, holding and disposing of shares of common stock of the Company for a shareholder of the

Company who, at all relevant times and for purposes of the Canadian Tax Act, is solely a resident of the United States for purposes of the Convention, holds shares of common stock of the Company as capital property, deals at arm's length and is not affiliated with the Company, and, does not use or hold, is not deemed to use or hold shares of the common stock of the Company in, or in the course of, carrying on business in Canada. (a "U.S. Holder"). This summary is based on the current provisions of the Canadian Tax Act and the regulations to it and on the Company's understanding of the administrative practices of Canada Revenue Agency, in effect as of the date hereof, and takes into account all specific proposals to amend the Canadian Tax Act and regulations to it publicly announced by the Minister of Finance of Canada prior to the date hereof. No assurances can be given that such proposed amendments will be enacted in the form proposed, or at all. This summary is not exhaustive of all potential Canadian federal income tax consequences to a U.S. Holder and does not take into account or anticipate any other changes in law or administrative practices, whether by judicial, governmental or legislative action or decision.. This discussion is general only and is not a substitute for independent advice from a shareholder's own Canadian and U.S. tax advisors.

The provisions of the Canadian Tax Act are subject to income tax treaties to which Canada is a party, including the Convention.

Dividends on Common Shares and Other Income

Under the Canadian Tax Act, a non-resident of Canada is generally subject to Canadian non-resident tax at the rate of 25 percent on amounts that are paid or credited or deemed under the Canadian Tax Act to be paid or credited as, on account or in lieu of payment of, or in satisfaction of dividends to a U.S. Holder by a corporation resident in Canada. The Convention limits the rate to 15 percent if the shareholder is a resident of the United States and the dividends are beneficially owned by and paid to such shareholder, and to 5 percent if the shareholder is also a corporation that beneficially owns at least 10 percent of the voting stock of the Canadian payor corporation.

The Convention generally exempts from Canadian non-resident tax dividends paid to certain religious, scientific, literary, educational or charitable organizations and certain pension organizations that are resident in the United States and are exempt from income tax under the laws of the United States.

The non-resident tax payable on dividends is to be withheld at source by the Company or people acting on its behalf.

Dispositions of Common Shares

Under the Canadian Tax Act, a U.S. Holder will generally not be subject to tax in respect of capital gains realised on the disposition or deemed disposition of shares of the common stock of the Company unless, at the time of disposition, the shares constitute "taxable Canadian property."

Shares of common stock of the Company will not constitute taxable Canadian property of a U.S. Holder at a particular time unless at any time in the 60 months immediately preceding the disposition of such shares 25% or more of the issued shares of any class or series in the capital stock of the Company belonged to one or more persons in a group comprising the U.S. Holder and persons with whom the U.S. Holder did not deal at arm's length.

The Convention relieves U.S. Holders from liability for Canadian tax on capital gains derived on a disposition of shares that are "taxable Canadian property" unless

(c) the value of the shares is derived principally from "real property" situated in Canada, including the right to explore for or exploit natural resources and rights to amounts computed by reference to production, or

(d) the shareholder was an individual resident in Canada for 120 months during any period of 20 consecutive years preceding the disposition of the shares, and at any time during the 10 years

immediately preceding the disposition of the shares the individual was a resident of Canada, and the shares were owned by the individual when he or she ceased to be resident in Canada.

If a U.S. Holder realizes a capital gain or capital loss from a disposition of a share of common stock of the Company which constitutes taxable Canadian property for purposes of the Canadian Tax Act and is not otherwise exempt under the Convention, then the capital gain or capital loss is the amount, if any, by which the U.S. Holder's proceeds of disposition exceed (or are exceeded by, respectively) the aggregate of the U.S. Holder's adjusted cost base of the share and reasonable expenses of disposition. The capital gain or loss must be computed in Canadian currency using a weighted average adjusted cost base for identical properties. Fifty percent of a capital gain ("taxable capital gain") is included in income for Canadian tax purposes. The amount by which one half of a U.S. Holder's capital loss from the disposition of taxable Canadian property exceeds the taxable capital gain in a year may generally be deducted for Canadian tax purposes from taxable capital gains realized by the shareholder from the disposition of taxable Canadian property in the three years previous or any subsequent year, in the manner permitted under the Canadian Tax Act. A U.S. Holder whose shares do not constitute taxable Canadian property for purposes of the Canadian Tax Act should not be subject to Canadian income tax on any gain realized on the disposition of a share of the capital stock of the Company.

United States Federal Income Tax Consequences

The following is a summary of certain anticipated material U.S. federal income tax consequences to a U.S. Holder (as defined below) arising from and relating to the acquisition, ownership, and disposition of shares of common stock of the Company ("Common Shares").

This summary is for general information purposes only and does not purport to be a complete analysis or listing of all potential U.S. federal income tax consequences that may apply to a U.S. Holder as a result of the acquisition, ownership, and disposition of Common Shares. In addition, this summary does not take into account the individual facts and circumstances of any particular U.S. Holder that may affect the U.S. federal income tax consequences of the acquisition, ownership, and disposition of Common Shares. Accordingly, this summary is not intended to be, and should not be construed as, legal or U.S. federal income tax advice with respect to any U.S. Holder. Each U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding the U.S. federal, U.S. state and local, and foreign tax consequences of the acquisition, ownership, and disposition of Common Shares.

Circular 230 Disclosure

Any tax statement made herein regarding any U.S. federal tax is not intended or written to be used, and cannot be used, by any taxpayer for purposes of avoiding any penalties. Any such statement herein is written in connection with the marketing or promotion of the transaction to which the statement relates. Each taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

Scope of this Disclosure

Authorities

This summary is based on the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations, published Internal Revenue Service ("IRS") rulings, published administrative positions of the IRS, the Convention Between Canada and the United States of America with Respect to Taxes on Income and on Capital, signed September 26, 1980, as amended (the "Canada-U.S. Tax Convention"), and U.S. court decisions that are applicable as of the date of this Annual Report. Any of the authorities on which this summary is based could be changed in a material and adverse manner at any time, and any such change could be applied on a retroactive basis. This summary does not discuss the potential effects, whether adverse or beneficial, of any proposed legislation or proposed changes to the Canada-U.S. Tax Convention.

U.S. Holders

For purposes of this summary, a "U.S. Holder" is a beneficial owner of Common Shares that, for U.S. federal income tax purposes, is (a) an individual who is a citizen or resident of the U.S., (b) a corporation, or other entity classified as a corporation for U.S. federal income tax purposes, that is created or organized in or under the laws of the U.S. or any state in the U.S., including the District of Columbia, (c) an estate if the income of such estate is subject to U.S. federal income tax regardless of the source of such income, or (d) a trust if (i) such trust has validly elected to be treated as a U.S. person for U.S. federal income tax purposes or (ii) a U.S. court is able to exercise primary supervision over the administration of such trust and one or more U.S. persons have the authority to control all substantial decisions of such trust.

Non-U.S. Holders

A "non-U.S. Holder" is a beneficial owner of Common Shares other than a U.S. Holder. This summary does not address the U.S. federal income tax consequences of the acquisition, ownership, and disposition of Common Shares to non-U.S. Holders. Accordingly, a non-U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding the tax consequences (including the potential application of and operation of any tax treaties) of the acquisition, ownership, and disposition of Common Shares.

U.S. Holders Subject to Special U.S. Federal Income Tax Rules Not Addressed

This summary does not address the U.S. federal income tax consequences of the acquisition, ownership, and disposition of Common Shares to U.S. Holders that are subject to special provisions under the Code, including but not limited to the following U.S. Holders: (a) U.S. Holders that are tax-exempt organizations, qualified retirement plans, individual retirement accounts, or other tax-deferred accounts; (b) U.S. Holders that are financial institutions, insurance companies, real estate investment trusts, or regulated investment companies or that are broker-dealers or dealers in securities; (c) U.S. Holders that have a "functional currency" other than the U.S. dollar; (d) U.S. Holders that are subject to the alternative minimum tax provisions of the Code; (e) U.S. tax expatriates; (f) U.S. Holders that own Common Shares as part of a straddle, hedging transaction, conversion transaction, constructive sale, or other arrangement involving more than one position; (g) U.S. Holders that acquired Common Shares in connection with the exercise of employee stock options or otherwise as compensation for services; (h) partners of partnerships that hold Common Shares or owners of other entities classified as partnerships or "pass-through" entities for U.S. federal income tax purposes that hold Common Shares, (i) U.S. Holders that hold Common Shares other than as a capital asset within the meaning of Section 1221 of the Code. U.S. Holders that are subject to special provisions under the Code, including U.S. Holders described immediately above, should consult their own financial advisor, legal counsel or accountant regarding the tax consequences of the acquisition, ownership, and disposition of Common Shares.

Tax Consequences Other than U.S. Federal Income Tax Consequences Not Addressed

This summary does not address the U.S. state, local or foreign, tax consequences to U.S. Holders of the acquisition, ownership, and disposition of Common Shares, nor U.S. federal tax consequences other than income tax. Each U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding these and other tax consequences of the acquisition, ownership, and disposition of Common Shares.

U.S. Federal Income Tax Consequences of the Acquisition, Ownership, and Disposition of Common Shares

Distributions on Common Shares

General Taxation of Distributions

A U.S. Holder that receives a distribution, including a constructive distribution, with respect to the Common Shares will be required to include the amount of such distribution in gross income as a dividend (without reduction for any Canadian income tax withheld from such distribution) to the extent of the current or accumulated "earnings and profits" of the Company (as determined under U.S. tax principles). To the extent that a distribution exceeds the current and accumulated "earnings and profits" of the Company, such distribution will be treated (a) first, as a tax-free return of capital to the extent of a U.S. Holder's tax basis in

the Common Shares and, (b) thereafter, as gain from the sale or exchange of such Common Shares. (See more detailed discussion at "Disposition of Common Shares" below).

Reduced Tax Rates for Certain Dividends

For taxable years beginning after December 31, 2002 and before January 1, 2011, a dividend paid by the Company generally may be taxed at the preferential tax rates applicable to long-term capital gains (generally, a 15% federal tax rate) if (a) the Company is a "qualified foreign corporation" (as defined below), (b) the U.S. Holder receiving such dividend is an individual, estate, or trust, and (c) such dividend is paid on Common Shares that have been held by such U.S. Holder for at least 61 days during the 121-day period beginning 60 days before the "ex-dividend date" (i.e., the first date that a purchaser of such Common Shares will not be entitled to receive such dividend).

The Company generally will be a "qualified foreign corporation" under Section 1(h)(11) of the Code (a "QFC") if (a) the Company is incorporated in a possession of the U.S., (b) the Company is eligible for the benefits of the Canada-U.S. Tax Convention, or (c) the Common Shares are readily tradable on an established securities market in the U.S. However, even if the Company satisfies one or more of such requirements, the Company will not be treated as a QFC if the Company is a "passive foreign investment company" ("PFIC") (as defined below) for the taxable year during which the Company pays a dividend or for the preceding taxable year.

As discussed below, the Company believes that it is a "passive foreign investment company" (see more detailed discussion at "Additional Rules that May Apply to U.S. Holders-Passive Foreign Investment Company" below). Accordingly, the Company does not believe that it will be a QFC. If the Company is not a QFC, a dividend paid by the Company to a U.S. Holder, including a U.S. Holder that is an individual, estate, or trust, generally will be taxed at ordinary income tax rates (and not at the preferential tax rates applicable to long-term capital gains). As discussed below, additional U.S. tax consequences may arise on such a dividend under the PFIC rules. The dividend rules are complex and each U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding the dividend rules.

Distributions Paid in Foreign Currency

The amount of a distribution paid to a U.S. Holder in foreign currency generally will be equal to the U.S. dollar value of such distribution based on the exchange rate applicable on the date of receipt. A U.S. Holder that does not convert foreign currency received as a distribution into U.S. dollars on the date of receipt generally will have a tax basis in such foreign currency equal to the U.S. dollar value of such foreign currency on the date of receipt. Such a U.S. Holder generally will recognize ordinary income or loss on the subsequent sale or other taxable disposition of such foreign currency (including an exchange for U.S. dollars).

Dividends Received Deduction

Dividends paid on the Common Shares generally will not be eligible for the "dividends received deduction." The availability of the dividends received deduction is subject to complex limitations that are beyond the scope of this discussion, and a U.S. Holder that is a corporation should consult its own financial advisor, legal counsel, or accountant regarding the dividends received deduction.

Disposition of Common Shares

A U.S. Holder will recognize gain or loss on the sale or other taxable disposition of Common Shares in an amount equal to the difference, if any, between (a) the amount of cash plus the fair market value of any property received and (b) such U.S. Holder's tax basis in the Common Shares sold or otherwise disposed of. Any such gain or loss generally will be capital gain or loss, which will be long-term capital gain or loss if the Common Shares are held for more than one year.

Although preferential tax rates generally apply to long-term capital gains of a U.S. Holder that is an individual, estate, or trust, such preferential tax rates are not available if the Company is a PFIC, unless a QEF election is made, as described below. There are currently no preferential tax rates for long-term capital gains of a U.S.

Holder that is a corporation. Deductions for capital losses and net capital losses are subject to complex limitations. For a U.S. Holder that is an individual, estate, or trust, capital losses may be used to offset capital gains and up to U.S.$3,000 of ordinary income. An unused capital loss of a U.S. Holder that is an individual, estate, or trust generally may be carried forward to subsequent taxable years, until such net capital loss is exhausted. For a U.S. Holder that is a corporation, capital losses may be used to offset capital gains, and an unused capital loss generally may be carried back three years and carried forward five years from the year in which such net capital loss is recognized.

Foreign Tax Credit

A U.S. Holder who pays (whether directly or through withholding) Canadian income tax with respect to the Common Shares generally will be entitled, at the election of such U.S. Holder, to receive either a deduction or a credit for such Canadian income tax paid. Generally, a credit will reduce a U.S. Holder's U.S. federal income tax liability on a dollar-for-dollar basis, whereas a deduction will reduce a U.S. Holder's income subject to U.S. federal income tax. This election is made on a year-by-year basis and applies to all foreign taxes paid (whether directly or through withholding) by a U.S. Holder during a year.

Complex limitations apply to the foreign tax credit, including the general limitation that the credit cannot exceed the proportionate share of a U.S. Holder's U.S. federal income tax liability that such U.S. Holder's "foreign source" taxable income bears to such U.S. Holder's worldwide taxable income. In applying this limitation, a U.S. Holder's various items of income and deduction must be classified, under complex rules, as either "foreign source" or "U.S. source." In addition, this limitation is calculated separately with respect to specific categories of income known as "baskets". Dividends paid by the Company generally will constitute "foreign source" income. In addition, a U.S. Holder that is a corporation and that owns 10% or more of the voting stock of the Company may, subject to complex limitations, be entitled to an "indirect" foreign tax credit under Section 902 of the Code with respect to dividends paid by the Company. Unused foreign tax credits generally can be carried back one year and forward ten years. The foreign tax credit rules are complex, and each U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding the foreign tax credit rules.

Information Reporting; Backup Withholding Tax

Payments of dividends made on, and proceeds arising from certain sales or other taxable dispositions of, Common Shares generally will be subject to information reporting and backup withholding tax, at the rate of 28%, if a U.S. Holder (a) fails to furnish such U.S. Holder's correct U.S. taxpayer identification number (generally on Form W-9), (b) furnishes an incorrect U.S. taxpayer identification number, (c) is notified by the IRS that such U.S. Holder has previously failed to properly report items subject to backup withholding tax, or (d) fails to certify, under penalty of perjury, that such U.S. Holder has furnished its correct U.S. taxpayer identification number and that the IRS has not notified such U.S. Holder that it is subject to backup withholding tax. However, U.S. Holders that are corporations generally are excluded from these information reporting and backup withholding tax rules. Any amounts withheld under the U.S. backup withholding tax rules will be allowed as a credit against a U.S. Holder's U.S. federal income tax liability, if any, or will be refunded, if such U.S. Holder furnishes required information to the IRS. Each U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding the information reporting and backup withholding tax rules.

Additional Rules that May Apply to U.S. Holders

If the Company is a "controlled foreign corporation" or a "passive foreign investment company" (each as defined below), the preceding sections of this summary may not describe the U.S. federal income tax consequences to U.S. Holders of the acquisition, ownership, and disposition of Common Shares.

Controlled Foreign Corporation

The Company generally will be a "controlled foreign corporation" under Section 957 of the Code (a "CFC") if more than 50% of the total voting power or the total value of the outstanding shares of the Company is owned, directly or indirectly, by citizens or residents of the U.S., domestic partnerships, domestic

corporations, domestic estates, or domestic trusts (each as defined in Section 7701(a)(30) of the Code), each of which own, directly or indirectly, 10% or more of the total voting power of the outstanding shares of the Company (a "10% Shareholder").

If the Company is a CFC, a 10% Shareholder generally will be subject to current U.S. federal income tax with respect to (a) such 10% Shareholder's pro rata share of the "subpart F income" (as defined in Section 952 of the Code) of the Company and (b) such 10% Shareholder's pro rata share of the earnings of the Company invested in "United States property" (as defined in Section 956 of the Code). In addition, under Section 1248 of the Code, any gain recognized on the sale or other taxable disposition of Common Shares by a U.S. Holder that was a 10% Shareholder at any time during the five-year period ending with such sale or other taxable disposition generally will be treated as a dividend to the extent of the "earnings and profits" of the Company that are attributable to such Common Shares.

The Company does not believe that it has previously been, or currently is, a CFC. However, there can be no assurance that the Company will not be a CFC for the current or any future taxable year.

Passive Foreign Investment Company

The Company generally will be a "passive foreign investment company" under Section 1297 of the Code (a "PFIC") if, for a taxable year, (a) 75% or more of the gross income of the Company for such taxable year is passive income or (b) 50% or more of the assets held by the Company either produce passive income or are held for the production of passive income. "Passive income" includes, for example, dividends, interest, certain rents and royalties, certain gains from the sale of stock and securities, and certain gains from commodities transactions.

For purposes of the PFIC income test and assets test described above, if the Company owns, directly or indirectly, 25% or more of the total value of the outstanding shares of another foreign corporation, the Company will be treated as if it (a) held a proportionate share of the assets of such other foreign corporation and (b) received directly a proportionate share of the income of such other foreign corporation. In addition, for purposes of the PFIC income test and asset test described above, "passive income" does not include any interest, dividends, rents, or royalties that are received or accrued by the Company from a "related person" (as defined in Section 954(d)(3) of the Code), to the extent such items are properly allocable to the income of such related person that is not passive income.

The Company believes that it was a PFIC for the taxable year ended March 31, 2008 and that it will be a PFIC for the taxable year ending March 31, 2009. There can be no assurance, however, that the IRS will agree with a determination made by the Company concerning its PFIC status.

Default PFIC Rules Under Section 1291 of the Code

If the Company is a PFIC, the U.S. federal income tax consequences to a U.S. Holder of the acquisition, ownership, and disposition of Common Shares will depend on whether such U.S. Holder makes an election to treat the Company as a "qualified electing fund" or "QEF" under Section 1295 of the Code (a "QEF Election") or makes a mark-to-market election under Section 1296 of the Code (a "Mark-to-Market Election"). A U.S. Holder that does not make either a QEF Election or a Mark-to-Market Election will be referred to in this summary as a "Non-Electing U.S. Holder."

A Non-Electing U.S. Holder will be subject to the rules of Section 1291 of the Code with respect to (a) any gain recognized on the sale or other disposition of Common Shares and (b) any excess distribution paid on the Common Shares. A distribution generally will be an "excess distribution" to the extent that such distribution (together with all other distributions received in the current taxable year) exceeds 125% of the average distributions received during the three preceding taxable years (or during a U.S. Holder's holding period for the Common Shares, if shorter).

Under Section 1291 of the Code, any gain recognized on the sale or other taxable disposition of Common Shares, and any excess distribution paid on the Common Shares, must be rateably allocated to each day in a Non-Electing U.S. Holder's holding period for the Common Shares. The amount of any such gain or excess

distribution allocated to prior years of such Non-Electing U.S. Holder's holding period for the Common Shares will be subject to U.S. federal income tax at the highest tax applicable to ordinary income in each such prior year. A Non-Electing U.S. Holder will be required to pay interest on the resulting tax liability for each such prior year, calculated as if such tax liability had been due in each such prior year. The amount of any such gain or excess distribution allocated to the current year of such Non-Electing U.S. Holder's holding period for the Common Shares will be treated as ordinary income in the current year (but will not qualify for the preferential dividend rate previously discussed), and no interest charge will be incurred with respect to the resulting tax liability for the current year.

If the Company is a PFIC for any taxable year during which a Non-Electing U.S. Holder holds Common Shares, the Company will continue to be treated as a PFIC with respect to such Non-Electing U.S. Holder, regardless of whether the Company ceases to be a PFIC in one or more subsequent years. A Non-Electing U.S. Holder may terminate this deemed PFIC status by electing to recognize gain (which will be taxed under the rules of Section 1291 of the Code discussed above) as if such Common Shares were sold on the last day of the last taxable year for which the Company was a PFIC.

QEF Election

A U.S. Holder that makes a QEF Election generally will not be subject to the rules of Section 1291 of the Code discussed above. However, a U.S. Holder that makes a QEF Election will be subject to U.S. federal income tax annually on such U.S. Holder's pro rata share of (a) net capital gain of the Company, which will be taxed as capital gain to such U.S. Holder, and (b) the ordinary earnings of the Company, which will be taxed as ordinary income to such U.S. Holder. Generally, "net capital gain" is the excess of (a) net long-term capital gain over (b) net short-term capital loss, and "ordinary earnings" are the excess of (a) "earnings and profits" over (b) net capital gain. A U.S. Holder that makes a QEF Election will be subject to U.S. federal income tax on such amounts for each taxable year in which the Company is a PFIC, regardless of whether such amounts are actually distributed to such U.S. Holder by the Company. However, a U.S. Holder that makes a QEF Election may, subject to certain limitations, elect to defer payment of current U.S. federal income tax on such amounts, subject to an interest charge. A U.S. Holder that makes a QEF Election also must report certain information concerning the Company to the IRS.

A U.S. Holder that makes a QEF Election generally also (a) may receive a tax-free distribution from the Company to the extent that such distribution represents "earnings and profits" of the Company that were previously included in income by the U.S. Holder because of such QEF Election and (b) will adjust such U.S. Holder's tax basis in the Common Shares to reflect the amount included in income or allowed as a tax-free distribution because of such QEF Election. In addition, a U.S. Holder that makes a QEF Election generally will recognize capital gain or loss on the sale or other taxable disposition of Common Shares.

Each U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding the availability of, and procedure for making, a QEF Election. U.S. Holders should be aware that there can be no assurance that the Company will satisfy record keeping requirements that apply to a QEF, or that the Company will supply U.S. Holders with information that such U.S. Holders are required to report under the QEF rules, in the event that the Company is a PFIC and a U.S. Holder wishes to make a QEF Election. A U.S. Holder will not recognize capital gain on the disposition of the shares and will be subject to tax under section 1291 if the U.S. holder owned the shares for any period when the Company was not a QEF with respect to the U.S. Holder, unless a purging election has been made immediately prior to the QEF election.

Mark-to-Market Election

A U.S. Holder may make a Mark-to-Market Election only if the Common Shares are marketable stock. The Common Shares generally will be "marketable stock" if the Common Shares are regularly traded on (a) a national securities exchange that is registered with the Securities and Exchange Commission, (b) the national market system established pursuant to section 11A of the Securities and Exchange Act of 1934, or (c) a foreign securities exchange that is regulated or supervised by a governmental authority of the country in which the market is located, provided that (i) such foreign exchange has trading volume, listing, financial disclosure, and other requirements and the laws of the country in which such foreign exchange is located,

together with the rules of such foreign exchange, ensure that such requirements are actually enforced and (ii) the rules of such foreign exchange ensure active trading of listed stocks.

A U.S. Holder that makes a Mark-to-Market Election generally will not be subject to the rules of Section 1291 of the Code discussed above. However, if a U.S. Holder makes a Mark-to-Market Election after the beginning of such U.S. Holder's holding period for the Common Shares and such U.S. Holder has not made a timely QEF Election, the rules of Section 1291 of the Code discussed above will apply to certain dispositions of, and distributions on, the Common Shares.

A U.S. Holder that makes a Mark-to-Market Election will include as ordinary income, for each taxable year in which the Company is a PFIC, an amount equal to the excess, if any, of (a) the fair market value of the Common Shares as of the close of such taxable year over (b) such U.S. Holder's tax basis in such Common Shares. A U.S. Holder that makes a Mark-to-Market Election will be allowed a deduction in an amount equal to the lesser of (a) the excess, if any, of (i) such U.S. Holder's adjusted tax basis in the Common Shares over (ii) the fair market value of such Common Shares as of the close of such taxable year or (b) the excess, if any, of (i) the amount included in ordinary income because of such Mark-to-Market Election for prior taxable years over (ii) the amount allowed as a deduction because of such Mark-to-Market Election for prior taxable years.

A U.S. Holder that makes a Mark-to-Market Election generally also will adjust such U.S. Holder's tax basis in the Common Shares to reflect the amount included in gross income or allowed as a deduction because of such Mark-to-Market Election. In addition, upon a sale or other taxable disposition of Common Shares, a U.S. Holder that makes a Mark-to-Market Election will recognize ordinary income or loss (not to exceed the excess, if any, of (a) the amount included in ordinary income because of such Mark-to-Market Election for prior taxable years over (b) the amount allowed as a deduction because of such Mark-to-Market Election for prior taxable years).

Each U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding the availability of, and procedure for making, a Mark-to-Market Election.

Other PFIC Rules

Under Section 1291(f) of the Code, the IRS has issued proposed Treasury Regulations that, subject to certain exceptions, would cause a U.S. Holder that had not made a timely QEF Election to recognize gain (but not loss) upon certain transfers of Common Shares that would otherwise be tax-deferred (e.g., gifts and exchanges pursuant to corporate reorganizations).

An individual U.S. Holder's estate may not receive a step-up in basis in the Common Shares at the U.S. Holder's death, if the Company is or was a PFIC during the U.S. Holder's period of ownership of the Common Shares.

Certain additional adverse rules will apply with respect to a U.S. Holder if the Company is a PFIC, regardless of whether such U.S. Holder makes a QEF Election. For example under Section 1298(b)(6) of the Code, a U.S. Holder that uses Common Shares as security for a loan will, except as may be provided in Treasury Regulations, be treated as having made a taxable disposition of such Common Shares.

The PFIC rules are complex, and each U.S. Holder should consult its own financial advisor, legal counsel, or accountant regarding the PFIC rules and how the PFIC rules may affect the U.S. federal income tax consequences of the acquisition, ownership, and disposition of Common Shares.

F. *Dividend and paying agents*

Not Applicable

G. *Statement by experts.*

Not Applicable.

H. *Documents on display.*

Any statement in this Annual Report about any of the Company's contracts or other documents is not necessarily complete. If the contract or document is filed as an exhibit to this Annual Report, the contract or document is deemed to modify the description contained in this Annual Report. Readers must review the exhibits themselves for a complete description of the contract or document.

Readers may review a copy of the Company's filings with the U.S. Securities and Exchange Commission ("the "SEC"), including exhibits and schedules filed with it, at the SEC's public reference facilities at 100 F Street, N.E., Washington, D.C. 20549. Readers may call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. The SEC maintains a Web site (http://www.sec.gov) that contains reports, submissions and other information regarding registrants that file electronically with the SEC. The Company has only recently become subject to the requirement to file electronically through the EDGAR system most of its securities documents, including registration statements under the Securities Act of 1933, as amended and registration statements, reports and other documents under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Readers may read and copy any reports, statements or other information that the Company files with the SEC at the address indicated above and may also access them electronically at the Web site set forth above. These SEC filings are also available to the public from commercial document retrieval services.

The Company is required to file reports and other information with the SEC under the Exchange Act. Reports and other information filed by the Company with the SEC may be inspected and copied at the SEC's public reference facilities described above. As a foreign private issuer, the Company is exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements and the Company's officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in section 16 of the Exchange Act. Under the Exchange Act, as a foreign private issuer, the Company is not required to publish financial statements as frequently or as promptly as United States companies.

Any of the documents referred to above can also be viewed at the offices of the Company's solicitors, Hodgson Russ, 150 King Street West, Suite 2309, Toronto, Ontario M5H 1J9. All of the documents referred to above are in English.

I. *Subsidiary Information.*

Not applicable.

Item 11. Quantitative and Qualitative Disclosures About Market Risk.

The Company owns shares of other listed companies. Certain of these shares are listed under current assets on the Company's balance sheet as at March 31, 2008 as "Marketable Securities" at an amount of $37,569, which is their quote market value. Market risk represents the risk of loss that may impact the financial position, results of operations, or cash flows of the Company due to adverse changes in financial market prices, including interest rate risk, foreign currency exchange rate risk, commodity price risk, and other relevant market or price risks.

As the Company is in the permitting and advanced exploration stage, it presently has no activities related to derivative financial instruments or derivative commodity instruments.

The financial results are quantified in Canadian dollars. In the past, the Company has raised equity funding through the sale of securities denominated in Canadian dollars, and the Company may in the future raise additional equity funding or financing denominated in Canadian dollars. The Company currently does not believe it currently has any materially significant market risks relating to operations resulting from foreign exchange rates. However, if the Company enters into financing or other business arrangements denominated in currency other than the Canadian or United States dollar, variations in the exchange rate may give rise to foreign exchange gains or losses that may be significant.

The Company currently has no long-term debt obligations. The Company does not use financial instruments for trading purposes and is not a party to any leverage derivatives. In the event the Company experiences substantial growth in the future, the Company's business and results of operations may be materially affected by changes in interest rates and certain other credit risk associated with the Company's operations.

Item 12. Description of Securities Other than Equity Securities

Not Applicable.

PART II

Item 13. Defaults, Dividend Arrearages and Delinquencies.

There are none.

Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds.

Not Applicable.

Item 15. Controls and Procedures.

(a) **Disclosure Controls and Procedures**.

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15 and 15d-15 under the "Exchange Act" as of the end of the period covered by this annual report (the "Evaluation Date"). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective in alerting them on a timely basis to material information relating to the Company required to be included in our reports filed or submitted under the Exchange Act.

(b) **Management's Annual Report on Internal Control Over Financial Reporting.**

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Management has designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP, and reconciled to US GAAP, as applicable.

Because of its inherent limitations, the Company's internal control over financial reporting may not prevent or detect all possible misstatements or frauds. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

To evaluate the effectiveness of the Company's internal control over financial reporting, Management has used the Internal Control – Integrated Framework, which is a suitable, recognized control framework established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Management has assessed the effectiveness of the Company's internal control over financial reporting and concluded that such internal control over financial reporting is effective as of March 31, 2008.

(c) **Attestation Report of the Company's Registered Accounting Firm.**

The Registrant's independent registered public accounting firm, KPMG LLP, has issued an attestation report expressing an opinion on the Company's internal control over financial reporting as of March 31, 2008. For KPMG LLP's report, see Item 19 of this Annual Report on Form 20-F.

(d) Changes in Internal Controls over Financial Reporting.

There have not been any changes in the Company's internal controls over financial reporting or in other factors that have been identified in connection with the evaluation described above that occurred during the period covered by this Annual Report that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

Item 16. [Reserved]

Item 16A. Audit Committee Financial Expert.

The Company's Board of Directors has determined that there is at least one audit committee financial expert, as defined under Item 16A of Form 20-F, serving on its audit committee, namely, David Whittle, whose qualifications are set out in Item 6, above. Mr. Whittle is independent, as such term is defined by the listing standards of the AMEX.

Item 16B. Code of Ethics.

The Board of Directors, on February 2, 2003, adopted a Code of Ethics (the "Code") entitled "Ethics and Conflict of Interest Policy" which applies to each of the directors and officers of the Company and its affiliates. A copy of the 2003 Code has been previously filed. On May 29, 2006 the Board of Directors adopted an updated and expanded set of Corporate Governance Policies, which replaced the 2003 Code.

The Corporate Governance Policy governs the actions of and is applicable to all of the directors and officers of the Company and its subsidiaries, and their affiliates. The 2006 Corporate Governance Policies address the following:

- compliance with all the laws and regulations identified therein and with the requirements of the U.S. Securities and Exchange Commissions as mandated by the Sarbanes-Oxley Act of 2002, and the requirements of the Toronto Stock Exchange;
- corporate opportunities and potential conflicts of interest;
- the quality of public disclosures;
- the protection and appropriate use of the Company's assets and resources;
- the protection of confidential information;
- insider trading;
- fair behaviour; and
- reporting violations of the Policy or Board Directives

The Company has also adopted an Insider Trading Policy which applies to all employees of the Company.

There were no waivers to the 2006 Corporate Governance Policies during fiscal 2007. A copy of the 2006 Corporate Governance Policies is filed as Exhibit 11.1 to this Annual Report.

Item 16C. Principal Accountant Fees and Services.

A. *Audit Fees*

"Audit Fees" are the aggregate fees billed by KPMG LLP for the audit of the Company's consolidated annual financial statements, assistance with interim financial statements, attestation services that are provided in connection with statutory and regulatory filings or engagements, services associated with registration statements, prospectuses, periodic reports and other documents filed with securities regulatory bodies and stock exchanges and other documents issued in connection with securities offerings and admissions to trading, and assistance in responding to comment letters from securities regulatory bodies, and consultations

with the Company's management as to accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the securities regulatory authorities, accounting standard setting bodies, or other regulatory or standard setting bodies.

Aggregate audit fees billed in fiscal 2008 by KPMG were $57,978, and the Company was billed $60,182 in the fiscal year 2007. All such fees were approved by the Audit Committee.

B. *Audit-Related Fees*

"Audit-Related Fees" are fees that are or would be charged by KPMG for presentations or training on accounting or regulatory pronouncements, due diligence services related to accounting and tax matters in connection with potential acquisitions/dispositions, advice and documentation assistance with respect to internal controls over financial reporting and disclosure controls and procedures of the Company, and if applicable, audits of financial statements of a company's employee benefit plan. "Audit Related Fees" charged by KPMG during the fiscal period ended March 31, 2008 were $nil and $55,820 for March 31, 2007. All such services were approved by the Audit Committee.

C. *Tax Fees*

"Tax Fees" are fees for professional services rendered by KPMG for tax compliance, tax advice on actual or contemplated transactions.

Aggregate tax fees billed in fiscal 2008 by KPMG were $nil (2007 - $12,000) pertaining to tax compliance. These services were approved by the Audit Committee.

D. *All Other Fees*

There were no other fees charged by KPMG during the fiscal years ended March 31, 2008 and 2007.

The Audit Committee pre-approves all audit services to be provided to the Company by its independent auditors. The Audit Committee's policy regarding the pre-approval of non-audit services to be provided to the Company by its independent auditors is that all such services shall be pre-approved by the Audit Committee. Non-audit services that are prohibited to be provided to the Company by its independent auditors may not be pre-approved. In addition, prior to the granting of any pre-approval, the Audit Committee must be satisfied that the performance of the services in question will not compromise the independence of the independent auditors. All non-audit services, performed by the Company's auditor, for the fiscal year ended March 31, 2008, have been pre-approved by the Audit Committee of the Company. No non-audit services were approved pursuant to the *de minimis* exemption to the pre-approval requirement.

Item 16D. Exemptions from the Listing Standards for Audit Committees.

Not Applicable.

Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

There were no purchases made by or on behalf of the Company or any affiliated purchaser of shares or other units of the Company's equity securities.

PART III

Item 17. Financial Statements.

The Company's consolidated financial statements are stated in Canadian dollars (CDN$) and are prepared in accordance with Canadian Generally Accepted Accounting Principles (GAAP). Material measurement differences between GAAP in Canada and GAAP in the United States applicable to the Company, are described in Note 9 to the Consolidated Financial Statements.

The financial statements and notes thereto as required under Item 17 are attached hereto and filed as part of this Annual Report, are individually listed under Item 19, and are found immediately following the text of this Annual Report. The audit report of KPMG LLP, independent registered public accounting firm, is included herein immediately preceding the financial statements.

For audited financial statements for Fiscal 2008, Fiscal 2007 and Fiscal 2006, please see Item 19 below.

Item 18. Financial Statements.

Not Applicable.

Item 19. Exhibits

Financial Statements

The Consolidated Financial Statements of the Company and exhibits listed below are filed with this annual report on Form 20-F in the United States. This report is also filed in Canada as an Annual Information Form and the Canadian filing does not include the Consolidated Financial Statements and exhibits listed below. Canadian investors should refer to the audited Financial Statements of the Company for the years ended March 31, 2008 and 2007 filed with Canadian Securities Regulators on SEDAR under "Audited Annual Financial Statements - English" and incorporated herein by reference.

The following financial statements are attached to and form a part of this report filed with the SEC (see Appendix):

Consolidated Financial Statements of the Company:

- Report of Independent Registered Public Accounting Firm.
- Consolidated Balance Sheets as of March 31, 2008 and 2007.
- Consolidated Statements of Operations and Deficit for the years ended March 31, 2008, 2007 and 2006.
- Consolidated Statements of Cash Flows for the years ended March 31, 2008, 2007 and 2006.
- Notes to the Consolidated Financial Statements.

Consolidated Financial Statements
(Expressed in Canadian dollars)

Mountain Province Diamonds Inc.

Years ended March 31, 2008, 2007 and 2006

MOUNTAIN PROVINCE DIAMONDS INC.

REPORT OF MANAGEMENT

The accompanying consolidated financial statements are the responsibility of management. These statements have been prepared in accordance with generally accepted accounting principles in Canada, and reflect management's best estimates and judgments based on currently available information.

Management has developed and maintains systems of internal accounting controls in order to ensure, on a reasonable and cost effective basis, the reliability of its financial information and the safeguarding of assets.

The Board of Directors is responsible for ensuring that management fulfils its responsibilities through the Audit Committee of three independent directors which meets with management and the auditors during the year, to review reporting and control issues and to satisfy itself that each party has properly discharged its responsibilities. The Committee reviews the financial statements before they are presented to the Board of Directors for approval and considers the independence of the auditors.

The consolidated financial statements have been audited by KPMG LLP, an independent firm of chartered accountants appointed by the shareholders at the Company's last annual meeting. Their report outlines the scope of their examination and opinion on the consolidated financial statements.

"Patrick Evans"
Patrick C. Evans
President and Chief Executive Officer

"Jennifer Dawson"
Jennifer M. Dawson
Chief Financial Officer and Corporate Secretary

June 23, 2008

KPMG LLP
Chartered Accountants
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of Mountain Province Diamonds Inc.

We have audited Mountain Province Diamonds Inc.'s ("the Company") internal control over financial reporting as of March 31, 2008, based on the criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting with this Form 20-F. Our responsibility is to express an opinion the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

KPMG LLP, is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International, a Swiss cooperative. KPMG Canada provides services to KPMG LLP.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2008, based on the criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of the Company as of March 31, 2008 and March 31, 2007, and the related consolidated statements of operations and deficit and cash flows for each of the years in the three-year period ended March 31, 2008 and the consolidated statements of comprehensive income and accumulated other comprehensive income for the year ended March 31, 2008, and our report dated June 23, 2008, expressed an unqualified opinion on those consolidated financial statements.

KPMG LLP

Chartered Accountants, Licensed Public Accountants

Toronto, Canada

June 23, 2008

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of Mountain Province Diamonds Inc.

We have audited the accompanying consolidated balance sheets of Mountain Province Diamonds Inc. ("the Company") as of March 31, 2008 and 2007 and the related consolidated statements of operations and deficit and cash flows for each of the years in the three-year period ended March 31, 2008 and the consolidated statements of comprehensive income and accumulated other comprehensive income for the year ended March 31, 2008. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2008 and 2007 and the results of its operations and its cash flows for each of the years in the three-year period ended March 31, 2008 in conformity with Canadian generally accepted accounting principles.

Canadian generally accepted accounting principles vary in certain significant respects from U.S. generally accepted accounting principles. Information relating to the nature and effect of such differences is presented in note 8 to the consolidated financial statements.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of March 31, 2008, based on the criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated June 23, 2008 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

KPMG LLP

Chartered Accountants, Licensed Public Accountants

Toronto, Canada

June 23, 2008

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COMMENTS BY AUDITOR FOR U.S. READERS ON CANADA-U.S. REPORTING DIFFERENCES

The standards of the Public Company Accounting Oversight Board (United States) require the addition of an explanatory paragraph when the financial statements are affected by conditions and events that cast substantial doubt on the Company's ability to continue as a going concern, such as those described in Note 1 to the consolidated financial statements, when as a result of the correction of an error in the reconciliation from Canadian generally accepted accounting principles to U.S. generally accepted accounting principles has been restated as described in note 8(c) to the consolidated financial statements, and when there is a change in accounting principle that has a material effect on the comparability of the Company's financial statements, such as the change described in note 8(b). Although we conducted our audits in accordance with Canadian generally accepted auditing standards and with the standards of the Public Company Accounting Oversight Board (United States), our report to the shareholders dated June 23, 2008 is expressed in accordance with Canadian reporting standards which do not permit a reference to such conditions or events in the auditors' report when these are adequately disclosed in the financial statements.

KPMG LLP

Chartered Accountants, Licensed Public Accountants

Toronto, Canada

June 23, 2008

KPMG LLP, is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International, a Swiss cooperative. KPMG Canada provides services to KPMG LLP.

MOUNTAIN PROVINCE DIAMONDS INC.
Consolidated Balance Sheets
(Expressed in Canadian dollars)
March 31, 2008 and 2007

	2008	2007
Assets		
Current assets		
Cash	$ 144,750	$ 179,970
Term deposit	1,437,377	275,000
Marketable securities (Note 3)	37,569	4,632
Amounts receivable	103,399	127,487
Advances and prepaid expenses	56,932	11,260
	1,780,027	598,349
Long-term investment (Note 3)	-	920,000
Investment in Camphor Ventures (Note 4)	-	7,519,747
Investment in Gahcho Kué Project (Note 5)	64,984,140	32,570,324
Equipment	-	7,407
Total assets	$ 66,764,167	$ 41,615,827
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities	$ 213,078	$ 418,799
Long-term liabilities		
Future income tax liabilities (Note 7)	5,909,363	-
Shareholders' equity:		
Share capital (Note 6)	85,581,729	66,579,083
Contributed surplus (Note 6)	945,210	701,626
Deficit	(25,918,150)	(26,083,681)
Accumulated other comprehensive income	32,937	-
Total shareholders' equity	60,641,726	41,197,028
Total liabilities and shareholders' equity	$ 66,764,167	$ 41,615,827

See accompanying notes to consolidated financial statements
Nature of operations (Note 1)
Going concern (Note 1)
Subsequent event (Note 6)

On behalf of the Board of Directors:

"Jonathan Comerford"
Jonathan Comerford, Director

"Patrick Evans"
Patrick Evans, Director

MOUNTAIN PROVINCE DIAMONDS INC.
Consolidated Statements of Operations and Deficit
(Expressed in Canadian dollars)
Years ended March 31, 2008, 2007, and 2006

	2008	2007	2006
Expenses:			
Amortization	$ (14,239)	$ (1,675)	$ (1,082)
Consulting fees	(474,704)	(476,754)	(309,217)
Interest and bank charges	(4,605)	(1,200)	(1,231)
Office and administration	(115,079)	(80,998)	(54,043)
Professional fees	(202,245)	(198,628)	(166,150)
Promotion and investor relations	(86,380)	(124,467)	(108,184)
Salary and benefits	(129,291)	(56,101)	(37,500)
Stock-based compensation (Note 6)	-	(186,321)	(314,879)
Transfer agent and regulatory fees	(106,343)	(190,121)	(99,794)
Travel	(61,324)	(45,672)	(39,981)
Net loss for the period before the undernoted	(1,194,210)	(1,361,937)	(1,132,061)
Other earnings (expenses):			
Interest income	62,155	23,940	12,173
Write-down of long-term investment	-	(480,000)	(1,080,000)
Gain on sale of long-term investment (Note 3)	1,075,420	-	-
Share of loss of Camphor Ventures	-	(143,266)	-
	1,137,575	(599,326)	(1,067,827)
Net loss for the year before tax recovery	(56,635)	(1,961,263)	(2,199,888)
Future income tax recovery (Note 7)	222,166	-	-
Net income (loss) for the year	165,531	(1,961,263)	(2,199,888)
Deficit, beginning of year	(26,083,681)	(24,122,418)	(21,922,930)
Deficit, end of year	$ (25,918,150)	$ (26,083,681)	$ (24,122,418)
Basic and diluted earnings (loss) per share	$ 0.00	$ (0.04)	$ (0.04)
Weighted average number of shares outstanding	59,674,830	55,092,966	52,783,833

See accompanying notes to consolidated financial statements

MOUNTAIN PROVINCE DIAMONDS INC.
Consolidated Statement of Comprehensive Income
(Expressed in Canadian dollars)
Year ended March 31, 2008

		2008
Net income for the year	$	**165,531**
Other Comprehensive Income		
Unrealized loss on marketable securities		**(14,239)**
Increase in value of long-term investment		**795,420**
Recycling of gain on sale of long-term investment (Note 3)		**(1,075,420)**
Recycling of opening unrealized gain on long-term investment		**280,000**
Comprehensive Income	$	**151,292**

Consolidated Statement of Accumulated Other Comprehensive Income
(Expressed in Canadian Dollars)
Year Ended March 31, 2008

,		2008
Balance, on initial adoption of CICA 3855		
Marketable securities	$	**47,176**
Long-term investment		**280,000**
Increase in value of long-term investment		**795,420**
Recycling of gain on sale of long-term investment through other comprehensive income		**(1,075,420)**
2008 Other Comprehensive Loss		**(14,239)**
Balance, end of year	$	**32,937**

MOUNTAIN PROVINCE DIAMONDS INC.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)
Years ended March 31, 2008, 2007, and 2006

	2008	2007	2006
Cash provided by (used in):			
Operating activities:			
Net income (loss) for the year	$ 165,532	$ (1,961,263)	$ (2,199,888)
Items not involving cash:			
Future income tax recovery	(222,166)	-	-
Amortization	14,239	1,675	1,082
Stock-based compensation (Note 6)	-	186,321	314,879
Write-down of long-term investment	-	480,000	1,080,000
Gain on sale of long-term investment (Note 3)	(1,075,420)	-	-
Share of loss of Camphor Ventures	-	143,266	-
Changes in non-cash operating working capital			
Amounts receivable	139,668	(60,850)	(40,313)
Advances and prepaid expenses	(45,672)	(5,208)	30,827
Accounts payable and accrued liabilities	(205,722)	237,533	86,290
	(1,229,541)	(978,526)	(727,123)
Investing activities:			
Deferred exploration costs	(13,496)	(88,722)	(63,379)
Investment in term deposit	(912,377)	(275,000)	-
Purchase of equipment	-	(5,929)	-
Proceeds from sale of investment	1,995,420	-	-
Acquisition of Camphor Ventures, net of cash acquired (Note 4)	(16,274)	(205,755)	-
	1,053,273	(575,406)	(63,379)
Financing activities:			
Shares issued for cash	141,048	888,450	634,850
Increase (decrease) in cash and cash equivalents	(35,220)	(665,482)	(155,652)
Cash, beginning of year	179,970	845,452	1,001,104
Cash, end of year	$ 144,750	$ 179,970	$ 845,452

Supplementary non-cash investing and financing activities (Note 4)

See accompanying notes to consolidated financial statements

1. Nature of operations:

The Company is in the process of exploring and permitting its mineral properties primarily in conjunction with De Beers Canada Inc. ("De Beers Canada") (Note 5), and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The underlying value and recoverability of the amounts shown for mineral properties and deferred exploration costs is dependent upon the ability of the Company and/or its mineral property partner to complete exploration and development and discover economically recoverable reserves, successful permitting, and upon future profitable production or proceeds from disposition of the Company's mineral properties. Failure to discover economically recoverable reserves will require the Company to write-off costs capitalized to date.

The Company's ability to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities is dependent on the discovery of economically recoverable mineral reserves, the ability of the Company to obtain necessary financing to fund its operations, and the future production or proceeds from developed properties. These financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate.

2. Significant Accounting Policies and Future Accounting Policies Changes:

A. Significant Accounting Policies

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. A reconciliation of material measurement differences between Canadian generally accepted accounting principles and United States generally accepted accounting principles and practices prescribed by the Securities and Exchange Commission, is included in Note 8.

(a) Basis of consolidation:

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany amounts and transactions have been eliminated on consolidation.

(b) Cash and cash equivalents:

Cash and cash equivalents consists of highly liquid short-term investments that are readily convertible to known amounts of cash and have original maturities of three months or less when acquired.

(c) Marketable securities:

Marketable securities are considered to be available-for-sale securities and are carried at fair market value. Prior to the adoption of CICA Handbook Section 3855 "Financial Instruments – Recognition and Measurement", the Company carried marketable securities at the lower of cost and quoted fair market value.

2. Significant accounting policies (continued):

(d) Long-term investments:

(i) The long-term investment arose on the sale of mineral property interests in exchange for shares of the purchaser (Northern Lion Corp.) and was accounted for by the cost method since the Company did not have significant influence over the operating, investing and financing activities of the purchaser. Earnings from long-term investment have been recognized only to the extent received.

(ii) The Company's 34% investment in common shares of Camphor Ventures Inc. ("Camphor") as at March 31, 2007 was accounted for using the equity method, as the Company had significant influence over Camphor's operating, investing, and financing activities. Under the equity method, the investment in common shares of Camphor was recorded at cost and was adjusted periodically to recognize the Company's proportionate share of Camphor's net income or losses after the date of the investment, additional contributions made, and dividends received.

(e) Mineral properties and deferred exploration costs:

Direct property acquisition costs, advance royalties, holding costs, field exploration and field supervisory costs relating to specific properties are deferred until the properties are brought into production, at which time, they will be amortized on a unit of production basis, or until the properties are abandoned, sold or considered to be impaired in value, at which time an appropriate charge will be made. The recovery of costs of mining claims and deferred exploration is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and development, and future profitable production or proceeds from disposition of such properties.

The Emerging Issues Committee of the CICA issued EIC-126 – "Accounting by Mining Enterprises for Exploration Costs" which interprets how Accounting Guideline No. 11 entitled Enterprises in the Development Stage - (AcG 11) affects mining companies with respect to the deferral of exploration costs. EIC-126 refers to CICA Handbook Section 3061 "Property, Plant and Equipment", paragraph .21, which states that for a mining property, the cost of the asset includes exploration costs if the enterprise considers that such costs have the characteristics of property, plant and equipment. EIC-126 then states that a mining enterprise that has not established mineral reserves objectively, and therefore does not have a basis for preparing a projection of the estimated cash flow from the property, is not precluded from considering the exploration costs to have the characteristics of property, plant and equipment. EIC-126 also sets forth the Committee's consensus that a mining enterprise in the development stage is not required to consider the conditions in AcG-11 regarding impairment in determining whether exploration costs may be initially capitalized. With respect to impairment of capitalized exploration costs, EIC-126 sets forth the Committee's consensus that a mining enterprise in the development stage that has not established mineral reserves objectively, and therefore does not have a basis for preparing a projection of the estimated cash flow from the property is not obliged to conclude that capitalized costs have been impaired. However, such an enterprise should consider the conditions set forth in AcG-11 and CICA Handbook sections relating to long-lived assets in determining whether subsequent write-down of capitalized exploration costs related to mining properties is required. Any resulting writedowns are charged to the statement of operations.

2. Significant accounting policies (continued):

(e) Mineral properties and deferred exploration costs (continued):

The Company considers that exploration costs have the characteristics of property, plant and equipment, and, accordingly, defers such costs. Furthermore, pursuant to EIC-126, deferred exploration costs would not automatically be subject to regular assessment of recoverability, unless conditions, such as those discussed in AcG 11, exist.

AcG 11 also provides guidance on measuring impairment of when pre-operating costs have been deferred. While this guidance is applicable, its application did not result in impairment.

(f) Equipment:

Equipment is initially recorded at cost and amortized over their estimated useful lives on the declining balance basis at the following annual rates:

Asset	Rate
Furniture and equipment	20%
Computers	30%

(g) Asset retirement obligations:

The fair value of a liability for an asset retirement obligation, such as site reclamation costs, is recognized in the period in which it is incurred if a reasonable estimate of the fair value of the costs to be incurred can be made. The Company is required to record the estimated present value of future cash flows associated with site reclamation as a liability when the liability is incurred and increase the carrying value of the related assets for that amount. Subsequently, these capitalized asset retirement costs will be amortized to expense over the life of the related assets using the unit-of production method. At the end of each period, the liability is increased to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying any initial fair value measurements (additional asset retirement costs).

As of March 31, 2008 and 2007, the Company has determined that it does not have material obligations for asset retirement obligations.

(h) Stock-based compensation:

The Company expenses the fair value of all stock options awarded, calculated using the Black-Scholes option pricing model, over the vesting period.

Direct awards of stock are expensed based on the market price of the shares at the time of the granting of the award.

2. Significant accounting policies (continued):

(i) Income taxes:

The Company uses the asset and liability method of accounting for income taxes. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The amount of future income tax assets recognized is limited to the amount that is more likely than not to be realized.

(j) Earnings (loss) per share:

Basic earnings (loss) per share is calculated by dividing the earnings (loss) attributable to common shareholders by the weighted average number of common shares outstanding during the year. For all periods presented, earnings (loss) available to the common shareholders equals the reported earnings or loss. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Diluted earnings per share is similar to basic earnings per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential dilutive common shares had been issued. The treasury stock method assumes that the proceeds received on exercise of stock options is used to repurchase common shares at the average market value for the period.

(k) Foreign currency translation:

Monetary assets and liabilities denominated in a currency other than the Canadian dollar are translated at rates of exchange in effect at the balance sheet date. Revenue and expense items are translated at the average rates for the months in which such items are recognized during the year. Exchange gains and losses arising from the translation are included in the statement of operations.

(l) Financial instruments:

The fair values of the Company's cash, term deposit, amounts receivable, advances and accounts payable and accrued liabilities approximate their carrying values because of the immediate or short term to maturity of these financial instruments. The fair value of marketable securities and long-term investments are disclosed in Note 3.

(m) Use of estimates:

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of the assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of impairment of mineral properties, deferred exploration, and long-term investment, as well as the assumptions used in determining the fair value of stock-based compensation. Actual results could differ from these estimates.

2. Significant accounting policies (continued):

(n) Comparative figures:

Certain of the prior year's comparative figures have been reclassified to conform with the current year's presentation.

B. Newly adopted accounting Standards

Effective April 1, 2007, the Company adopted the new CICA Handbook Standards relating to financial instruments. These new standards have been adopted on a prospective basis with no restatement of prior period financial statements.

a) Section 3855, "Financial Instruments – Recognition and Measurement" provides guidance on the recognition and measurement of financial assets, financial liabilities and derivative financial instruments. This new standard requires that all financial assets and liabilities be classified as either: held-to-maturity, held-for-trading, loans and receivables, available-for-sale, or other financial liabilities. The initial and subsequent recognition depends on their initial classification.

Held-to-maturity financial assets are initially recognized at their fair values and subsequently measured at amortized cost using the effective interest method. Impairment losses are charged to net earnings in the period in which they arise.

Held-for-trading financial instruments are carried at fair value with changes in the fair value charged or credited to net earnings in the period in which they arise.

Loans and receivables are initially recognized at their fair values, with any resulting premium or discount from the face value being amortized to income or expense using the effective interest method. Impairment losses are charged to net earnings in the period in which they arise.

Available-for-sale financial instruments are carried at fair value with changes in the fair value charged or credited to other comprehensive income. Impairment losses are charged to net earnings in the period in which they arise.

Other financial liabilities are initially measured at cost or at amortized cost depending upon the nature of the instrument with any resulting premium or discount from the face value being amortized to income or expense using the effective interest method.

All derivative financial instruments meeting certain recognition criteria are carried at fair value with changes in fair value charged or credited to income or expense in the period in which they arise.

The standard requires the Company to make certain elections, upon initial adoption of the new rules, regarding the accounting model to be used to account for each financial instrument. This new section also requires that transaction costs incurred in connection with the issuance of financial instruments either be capitalized and presented as a reduction of the carrying value of the related financial instrument or expensed as incurred. If capitalized, transaction costs must be amortized to income using the effective interest method. This section does not permit the restatement of financial statements of prior periods.

2. Significant accounting policies (continued):

B. Newly Adopted Accounting Standards (continued):

The following is a summary of the accounting model the Company has elected to apply to each of its significant categories of financial instruments outstanding as of April 1, 2007:

Cash and cash equivalents	Held-for-trading
Marketable securities	Available-for-sale
Amounts receivable	Loans and receivables
Long-term investments	Available-for-sale
Accounts payable and accrued liabilities	Other liabilities

With respect to embedded derivatives, the Company has elected to recognize only those derivatives embedded in contracts issued, acquired or substantively modified on or after January 1, 2003 as permitted by the transitional provisions set out in section 3855. The Company did not identify any such embedded derivatives.

The impact of the initial adoption of this section resulted in the Company increasing the value of marketable securities and long-term investment by $47,176 and $280,000, respectively, to their fair values at April 1, 2007 with an offsetting adjustment to accumulated other comprehensive income.

b) Section 3865, “Hedges” allows optional treatment providing that hedges be designated as either fair value hedges, cash flow hedges or hedges of a self-sustaining foreign operation.

There was no impact to the Company upon initial adoption of this section on April 1, 2007.

c) Section 1530, “Comprehensive Income”, along with Section 3251, “Equity” which amends Section 3250, “Surplus”, requires enterprises to separately disclose comprehensive income and its components in the financial statements. Further, enterprises are required to present changes in equity during the period as well as components of equity at the end of the period, including comprehensive income. Major components of Other Comprehensive Income include changes in fair value of financial assets classified as available-for-sale, the changes in fair value of effective cash flow hedging items, and exchange gains and losses arising from the translation of the financial statements of self-sustaining foreign operations.

The Company implemented this section on April 1, 2007.

2. Significant accounting policies (continued):

C. Future Accounting Policy Changes

The Company will be required to adopt the following new accounting standards under Canadian GAAP for interim and annual financial statements relating to its fiscal year commencing April 1, 2008.

(a) Capital Disclosures

New CICA Accounting Handbook Section 1535, *"Capital Disclosures"*, establishes standards for disclosing information about an entity's capital, and how it is managed and requires the following disclosures:

(i) qualitative information about the entity's objectives, policies and processes for managing capital;
(ii) summary quantitative data about what it manages as capital;
(iii) whether during the period it complied with any externally imposed capital requirements to which it is subject; and
(iv) when it has not complied with such externally imposed capital requirements, the consequences of such non-compliance.

There will be no impact on the Company's financial statements from the adoption of this standard as it affects only disclosure requirements.

(b) Financial Instruments

New CICA Accounting Handbook Sections 3862, *"Financial Instruments – Disclosures"*, and 3863, *"Financial Instruments – Presentation"*, replace existing Handbook Section 3861, *"Financial Instruments – Disclosure and Presentation"*, revising and enhancing its disclosure requirements and carrying forward unchanged its presentation requirements. The revised and enhanced disclosure requirements are intended to enable users to evaluate the significance of financial instruments for the entity's financial position and performance, and the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date and how the entity manages those risks. There will be no impact on the Company's financial statements from the adoption of these standards as the changes arising affect only disclosure requirements.

(c) Inventories

New CICA Accounting Handbook Section 3031, *"Inventories"*, prescribes the accounting treatment for inventories and provides guidance on the determination of costs and its subsequent recognition as an expense, including any write-down to net realizable value. It also provides guidance on the cost formulas that are used to assign costs to inventories. The adoption of this standard is not expected to have a material impact on the Company's financial statements as it has not held significant inventories in the past and does not anticipate holding any in the period of initial application.

2. Significant accounting policies (continued):

C. Future Accounting Policy Changes (continued):

(d) Goodwill and Intangible Assets

For interim and annual financial statements relating to its fiscal year commencing April 1, 2009, the Company will be required to adopt new CICA Accounting Handbook Section 3064, *"Goodwill and Intangible Assets"*, replacing existing Handbook Section 3062 *"Goodwill and Other Intangible Assets"*. Section 3064 establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The Company has not yet determined the effect if any that the adoption of this new standard will have on its financial statements.

(e) International Financial Reporting Standards

The Canadian Accounting Standards Board will require all public companies to adopt International Financial Reporting Standards ("IFRS") for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Companies will be required to provided IFRS comparative information for the previous fiscal year. The convergence from Canadian GAAP to IFRS will be applicable for the Company for the first quarter of 2011 when the Company will prepare both the current and comparative financial information using IFRS. The Company expects the transition to IFRS to impact financial reporting, business processes, and information systems. The Company will assess the impact of the transition to IFRS and will continue to invest in training and resources throughout the transition period to facilitate a timely conversion.

3. Marketable Securities

In July, 2007, the Company sold its 4,000,000 shares in Northern Lion Gold Corp. ("Northern Lion") for net proceeds of $1,995,420.

The quoted market value of remaining marketable securities at March 31, 2008 was $37,569 (March 31, 2007 - $51,808).

The Company has assessed the risk associated with its available-for-sale securities to include market risk, since the market value of the available-for-sale securities is subject to fluctuations.

4. Investment in Camphor Ventures Inc.

During the fiscal year ending March 31, 2007, the Company acquired 4,892,750 common shares of Camphor Ventures Inc. ("Camphor"), representing approximately 33.5 percent of the issued and outstanding common shares of Camphor. The acquisition was undertaken through a private agreement exempt share exchange with five Camphor shareholders. The Camphor shares were acquired on the basis of 39.75 Mountain Province shares for each 100 Camphor shares, resulting in the issuance of 1,944,868 Mountain Province common shares. The investment in Camphor was valued at cost based on the closing price ($3.80) of Mountain Province common shares on July 24, 2006, the date the shares were issued. The Company already owned 100,000 common shares (previously reported under Marketable Securities) at a cost of $66,760, bringing its total shareholdings in Camphor to 4,992,750 common shares.

4. Investment in Camphor Ventures Inc. (continued):

During the year, the Company acquired 9,884,915 common shares of Camphor Ventures Inc. ("Camphor"), representing approximately 66 percent of the issued and outstanding common shares of Camphor that the Company did not already own, and bringing the Company's holdings in Camphor to 100%, and the Company's interest in the Gahcho Kué project to 49%, with De Beers Canada holding a 51% interest. A total of 4,052,816 Mountain Province shares were issued in exchange for the Camphor shares. The Company has valued the common shares issued in this transaction based on the market price of the Company's shares on the various dates the consideration was exchanged.

In addition to the issuance of common shares, the Company took up the 485,000 stock options of Camphor, and exchanged them for 198,850 stock options of the Company. These replacement stock options were valued at their estimated fair market value using the Black-Scholes model with the following assumptions: dividend yield of 0%; expected volatilities of 34% to 64%; risk-free interest rate of 4.64% and expected lives between 2.83 and 10.33 months.

The allocation of the purchase price is summarized in the table below.

Purchase price:		
4,052,816 Common shares issued in exchange for 9,884,915 Camphor common shares outstanding (net of 4,992,750 shares in Camphor held by the Company)	$	18,330,842
Value of replacement options issued		774,340
Transaction costs		233,879
Camphor shares previously owned by the Company		7,313,992
	$	26,653,053
Purchase price allocation		
Net assets	$	384,262
Mineral properties		32,400,320
Future income taxes		(6,131,529)
	$	26,653,053

5. Investment in Gahcho Kué Project:

	2008	2007
Opening balance	**$ 32,570,324**	$ 32,481,602
Mineral Acquisition Properties – Camphor acquisition	**32,400,320**	-
Consulting	-	77,801
Mining lease costs	**13,496**	10,921
	$ 64,984,140	$ 32,570,324

5. Investment in Gahcho Kué Project (continued):

Gahcho Kué Project:

The Company holds a 49% interest (see Note 4) in the Gahcho Kué project located in the District of Mackenzie, Northwest Territories, Canada, and De Beers Canada ("De Beers Canada") holds the remaining 51% interest. De Beers Canada may under certain circumstances earn up to a 60% interest in the Gahcho Kué project.

6. Share Capital and Contributed Surplus:

(a) Authorized

Unlimited number of common shares without par value

(b) Issued and fully paid:

	Number of shares	Amount
Balance, March 31, 2005	52,610,847	$ 57,607,786
Exercise of stock options	465,000	634,850
Value of stock options exercised	-	11,027
Balance, March 31, 2006	53,075,847	58,253,663
Exercise of stock options	650,000	888,450
Value of stock options exercised	-	46,472
Issued shares in exchange for shares in Camphor Ventures (Note 4)	1,944,868	7,390,498
Balance, March 31, 2007	55,670,715	66,579,083
Exercise of stock options	147,350	141,048
Value of stock options exercised	-	530,756
Issuance of shares upon investment in Camphor Ventures (Note 4)	4,052,816	18,330,842
Balance, March 31, 2008	59,870,881	$ 85,581,729

(c) Stock options:

The Company, through its Board of Directors and shareholders, adopted a November 26, 1998 Stock Option Plan (the "Plan") which was amended on February 1, 1999, and subsequently on September 27, 2002. The Board of Directors has the authority and discretion to grant stock option awards within the limits identified in the Plan, which includes provisions limiting the issuance of options to insiders and significant shareholders to maximums identified in the Plan. The aggregate maximum number of shares pursuant to options granted under the Plan will not exceed 3,677,300 shares, and as at March 31, 2008, there were 1,337,432 shares available to be issued under the Plan.

6. Share Capital and Contributed Surplus (continued):

(c) Stock options (continued):

The following presents the continuity of stock options outstanding:

	Number of Options	Weighted Average Exercise Price
Balance, March 31, 2005	1,325,000	$ 1.48
Granted	200,000	3.57
Exercised	(465,000)	1.37
Balance, March 31, 2006	1,060,000	$ 1.90
Exercised	(650,000)	1.37
Balance, March 31, 2007	410,000	$ 2.73
Granted	198,850	0.92
Exercised	(147,350)	1.05
Balance, March 31, 2008	461,500	$ 2.47

The following are the stock options outstanding and exercisable at March 31, 2008.

Expiry Date	Black Scholes Value	Number of Options	Weighted Average Remaining Life	Exercise Price
April 30, 2008	$ 254,610	61,500	0.08 years	$ 0.56
October 1, 2009	189,400	200,000	1.50 years	1.96
November 1, 2010	180,100	100,000	2.59 years	2.63
January 30, 2011	321,100	100,000	2.84 years	4.50
	$ 945,210	461,500	1.84 years	

Subsequent to March 31, 2008, 61,500 options with an exercise price of $0.56 each were exercised for proceeds of $34,501.

The fair value of the options granted has been estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions:

Fiscal Year:	2008	2006
Dividend yield	0%	0%
Expected volatility	34%-64%	84%-89.78%
Risk-free interest rate	4.64%	3.9%
Expected lives	2.83-10.33 months	5 years

6. Share Capital and Contributed Surplus (continued):

(d) Contributed surplus:

		Amount
Balance, March 31, 2005	$	257,925
Recognition of stock-based compensation expense		314,879
Value on exercise of stock options transferred to share capital		(11,027)
Balance, March 31, 2006		561,777
Recognition of stock-based compensation expense		186,321
Value on exercise of stock options transferred to share capital		(46,472)
Balance, March 31, 2007		701,626
Value of options issued to Camphor option holders (Note 4)		774,340
Value on exercise of stock options transferred to share capital		(530,756)
Balance, March 31, 2008	$	945,210

(e) Shareholder Rights Plan:

On August 4, 2006, the Board of Directors of the Company approved a Shareholder Rights Plan (the “Rights Plan”). The Rights Plan is intended to provide all shareholders of the Company with adequate time to consider value enhancing alternatives to a take-over bid and to provide adequate time to properly assess a take-over bid without undue pressure. The Rights Plan is also intended to ensure that the shareholders of the Company are provided equal treatment under a takeover bid.

7. Income Taxes:

Income tax recovery differs from the amounts that would have been computed by applying the combined federal and provincial tax rates of 26.5% for the years ended March 31, 2008 (2007 - 34.25% and 2006 – 36.12%) to loss before income taxes. The reasons for the differences are primarily as a result of the following:

	2008	2007	2006
Loss before income taxes	$ 56,635	$ 1,961,263	$ 2,199,888
Tax recovery (payable) calculating using statutory rates	15,000	671,700	794,600
Earnings not subject to taxation/(expenses not deductible for taxation)	207,166	(195,000)	(308,800)
	222,166	476,700	485,800
Valuation allowance	-	(476,700)	(485,800)
	$ 222,166	$ -	$ -

The components that give rise to future income tax assets and future tax liabilities are as follows:

	2008	2007	2006
Mineral properties and deferred exploration	$ (6,131,529)	$ 869,900	$ 682,300
Loss carry forwards	872,259	810,200	1,962,200
Equipment	-	143,000	155,300
Long-term investment	-	590,000	503,100
	(5,257,270)	2,413,100	3,302,900
Valuation allowance	(652,093)	(2,413,100)	(3,302,900)
Net future income tax asset (liability)	$ (5,909,363)	$ -	$ -

At March 31, 2008, the Company has available losses for income tax purposes totaling approximately $3.5 million, expiring at various times from 2009 to 2028. Of the available losses, $0.9 million are subject to acquisition of control rules which may restrict their future deductibility. The Company also has available resource tax pools of approximately $40 million, which may be carried forward and utilized to reduce future taxable income. Included in the $40 million of tax pools is $30 million which can only be utilized against taxable income from specific mineral properties.

8. Reconciliation to United States generally accepted accounting principles ("US GAAP"):

As disclosed in Note 2, these financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“Canadian GAAP”). A description and reconciliation of material measurement differences to US GAAP and practices prescribed by the US Securities and Exchange Commission (“SEC”) follows:

(a) Mineral properties and deferred exploration costs:

Under United States GAAP, exploration expenditures relating to mining interests prior to the completion of a definitive feasibility study, which establishes proven and probable reserves, must be expensed as incurred. Under Canadian GAAP these costs may be deferred.

For Canadian GAAP, cash flows relating to mineral property costs are reported as investing activities. For US GAAP, these costs would be characterized as operating activities.

(b) Stock-based compensation

On April 1, 2006, the Company adopted the provisions of SFAS 123(R) on a modified prospective application for stock options granted. The effect of applying SFAS 123(R) on this basis resulted in the same stock-based compensation cost as has been recognized for Canadian GAAP.

Prior to the adoption of SFAS 123(R), the Company accounted for stock-based compensation using the intrinsic value method of accounting for stock-based compensation as prescribed by APB Opinion 25.

For Canadian GAAP purposes, the Company adopted the fair value based method to all employee and director stock options granted on or after April 1, 2002, without restatement of prior periods. An adjustment was made to contributed surplus and deficit as at April 1, 2004 in the amount of $74,900 to reflect the cumulative effect of the change in accounting policy. An amount of $20,314 was also transferred from contributed surplus to share capital as at April 1, 2004 in respect of employee and director options exercised during the years ended March 31, 2004 and 2003. In addition, the Company booked stock-based compensation during the year ended March 31, 2006 of $314,879 for employee and director stock options. Prior to the adoption of the fair value based method for Canadian GAAP, the stock-based compensation expense in respect of stock options granted to non-employees, under US GAAP determined using an option pricing model, would cumulatively be $1,704,000 from the date of adoption of SFAS 123 to March 31, 2002.

(c) Unrealized holding gains and losses on marketable securities, long-term investments:

Effective April 1, 2007, changes to Canadian GAAP were harmonized with the FASB Statement of Financial Accounting Standards Board No. 115, “Accounting for Investments in Debt and Equity Securities” (“SFAS 115”) resulting in no continuing differences between Canadian GAAP and U.S. GAAP.

8. Reconciliation to United States generally accepted accounting principles ("US GAAP") (continued):

(c) Unrealized holding gains and losses on marketable securities, long-term Investments (continued):

SFAS 115 requires that the Company's marketable securities be classified as available-for-sale securities and that they be recorded at market value with unrealized gains or losses recorded outside of income as a component of shareholders' equity unless a decline in value is considered to be other than temporary. Prior to April 1, 2007, the Company's marketable securities were presented at the lower of cost or market value under Canadian GAAP. At March 31, 2007, there was a cumulative unrealized gain of $47,176 (2006 - $146,120) between the carrying value and fair value of marketable securities which has been recorded through comprehensive income for US GAAP purposes in the amounts of $8,704 and $82,740 for each of the years ended March 31, 2007 and 2006 respectively.

The Company's long-term investments are presented at the market value under Canadian GAAP and as available-for-sale securities under US GAAP. During 2008, these investments were disposed of for total proceeds of $1,995,420. At March 31, 2007, there is a cumulative unrealized gain of $280,000 (2006 – gain of $880,000) between the carrying value and fair value of long-term investments which has been recorded through comprehensive income for US GAAP purposes in the amounts of $600,000 (2006- $880,000) for each of the years ended March 31, 2007 and 2006 respectively. The Company has restated the 2007 balance to reflect the correct mark-to-market difference as at March 31, 2007.

(d) Reporting comprehensive income:

Statement of Financial Accounting Standards No. 130 ("SFAS 130") "Reporting Comprehensive Income", establishes standards for the reporting and display of comprehensive income and its components in a full set of general purpose financial statements. Comprehensive income equals net income (loss) for the period as adjusted for all other non-owner changes in shareholders' equity. SFAS 130 requires that all items that are required to be recognized under accounting standards as components of comprehensive income be reported in a financial statement.

(e) Recent accounting pronouncements:

Statement of Financial Accounting Standards No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS 159"), was issued in February 2007. The statement permits entities to choose to measure many financial instruments and certain other items at fair value, providing the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without the need to apply hedge accounting provisions. SFAS 159 is effective for fiscal years beginning after November 15, 2007, with earlier adoption permitted. The Company is currently reviewing the impact of this statement.

8. Reconciliation to United States generally accepted accounting principles ("US GAAP") (continued):

(e) Recent accounting pronouncements (continued):

In June 2006, the FASB issued FIN No. 48, “Accounting for Uncertainty in Tax Positions, an Interpretation of FASB Statement No. 109” (“FIN 48”). FIN 48 addresses the recognition and measurement of all tax positions. The recognition process involves determining whether it is more likely than not that a tax position would be sustained on audit based solely on its technical merits. The amount of benefit recognized in the financial statements is the maximum amount which is more likely than not to be realized based on a cumulative probability approach. FIN 48 is effective for the Company on April 1, 2007. The Company has determined that the impact of FIN 48 is not material to its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), “Business Combinations” (“SFAS 141(R)”). SFAS 141(R) establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non-controlling interest in the acquiree and the goodwill acquired. SFAS 141(R) also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008. The Company is currently reviewing the impact of the adoption of this statement.

In December 2007, the FASB issued SFAS No. 160, “Non-controlling Interests in Consolidated Financial Statements” (SFAS 160), which is effective for fiscal years beginning after December 15, 2008. Under SFAS 160, non-controlling interests will be measured at 100% of the fair value of assets acquired and liabilities assumed. Under current standards, the non-controlling interest is measured at book value. For presentation and disclosure purposes, non-controlling interests will be classified as a separate component of shareholders’ equity. In addition, SFAS 160 changes the manner in which increases and decreases in ownership percentages are accounted for. The Company is currently reviewing the impact of this statement.

In March 2008, the FASB issued SFAS No. 161, “Disclosures About Derivative Instruments and Hedging Activities – an amendment to FASB Statement No. 133” (“SFAS 161”). SFAS 161 change the disclosure requirements for derivative instruments and hedging activities. Entities will now be required to provide enhanced disclosures about how and why an entity uses derivative instruments, how the instruments are accounted for under SFAS 133, and how the instruments and related hedged items affect an entity’s financial position, financial performance, and cash flows. SFAS 161 is effective for fiscal years beginning after November 15, 2008. The Company is currently reviewing the impact of this statement.

8. Reconciliation to United States generally accepted accounting principles ("US GAAP") (continued):

(f) Reconciliation:

The effect of the differences between Canadian GAAP and US GAAP (including practices prescribed by the SEC) on the consolidated balance sheets, statements of loss and cash flows is summarized as follows:

As at March 31	2008	2007
(i) Total assets:		
Total assets, under Canadian GAAP	$ 66,764,167	$ 41,615,827
Adjustment for deferred exploration costs (Note 8(a))	(31,031,267)	(31,017,771)
Adjustment for change in fair value of available-for-sale marketable securities (Note 8(c))	-	47,176
Adjustment for change in fair value of long-term investments (Note 8(c))(restated – Note 8(c))	-	280,000
Total assets, under US GAAP (restated Note 8(c))	$ 35,732,900	$ 10,925,232
(ii) Shareholders' equity:		
Shareholders' equity, under Canadian GAAP	$ 60,641,726	$ 41,197,028
Adjustment for deferred exploration costs (Note 8(a))	(31,031,267)	(31,017,771)
Adjustment for fair value of available for sale marketable securities (Note 8(c))	-	47,176
Adjustment for fair value of long-term investments (Note 8(c))(restated – Note 8(c))	-	280,000
Shareholders' equity, under US GAAP (restated – Note 8(c))	$ 29,610,459	$ 10,506,433

8. Reconciliation to United States generally accepted accounting principles ("US GAAP") (continued):

(f) Reconciliation (continued):

Years ended March 31	**2008**	**2007**	**2006**
(iii) Income (loss) and loss per share for the year:			
Income (loss) for the year, under Canadian GAAP	$ 165,531	$ (1,961,263)	$ (2,199,888)
Adjustment for deferred exploration expenditures (Note 8(a))	(13,496)	(88,722)	(63,379)
Adjustment for stock-based compensation (Note 8(b))	-	-	314,879
Income (loss) for the year, under US GAAP	152,035	(2,049,985)	(1,948,388)
Other Comprehensive income:			
Change in fair value of available for sale marketable securities (Note 8(c))	(14,239)	8,704	82,740
Change in fair value of long-term investments (Note 8(c))	(280,000)	(600,000)	880,000
Comprehensive loss for the year under US GAAP	$ (142,204)	$ (2,641,281)	$ (985,648)
Basic and diluted income (loss) per share, under US GAAP	$ 0.00	$ (0.05)	$ (0.04)
(iv) Cash used in operating activities:			
Cash used in operating activities, under Canadian GAAP	$ (1,229,541)	$ (978,527)	$ (727,123)
Adjustment for deferred exploration costs (Note 8(a))	(13,496)	(88,722)	(63,376)
Cash used in operating activities, under US GAAP	$ (1,243,037)	$ (1,067,249)	$ (790,502)
(v) Cash provided (used) in investing activities:			
Cash provided (used) in investing activities , under Canadian GAAP	$ 1,053,273	$ (575,405)	$ (63,379)
Adjustment for deferred exploration (Note 8(a))	13,496	88,722	63,379
Cash provided (used) in investing activities under US GAAP	$ 1,066,769	$ (486,683)	$ -

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Mountain Province Diamonds Inc.
(Company)

By: "Patrick C. Evans"
(Signature)*

Date: June 30, 2008

Patrick C. Evans
President, CEO and Director

*Print the name and title of the signing officer under this signature.

EXHIBIT INDEX

The following exhibits are attached to and form part of this Annual Report: *Exhibit*		*Remarks.*
1.1	By-Laws of the Company	(3)
1.2	Arrangement Agreement between the Company and Glenmore Highlands Inc. dated May 10, 2000.	(5)
1.3	Joint Information Circular of the Company and Glenmore Highlands Inc.	(4)
4.1	Transfer agreement between MPV, Monopros and Camphor dated November 24, 1999 pursuant to which MPV and Camphor transferred the GOR to Monopros.	(3)
4.2	Letter Agreement between MPV, Monopros, Glenmore and Camphor dated December 17, 1999 relating to acquisition of property, within the "Area of Interest" as defined in the agreement and acquisition of property through third party agreements.	(3)
4.3	Letter Agreement dated December 17, 1999 between MPV, Monopros, Camphor and Glenmore amending the Monopros Joint Venture Agreement.	(3)
4.4	Form of Subscription Agreement for the private placement described in item 1 of "Material Contracts".	(3)
4.5	Agreement dated as of January 1, 2002 between the Company, Camphor Ventures Inc. and De Beers Canada Exploration Inc.	(1)
4.6	Second Amendment Agreement dated January 1, 2002 between the Company and Paul Shatzko.	(3)
4.7	Second Amendment Agreement dated January 1, 2002 between the Company and Jan Vandersande.	(3)
4.8	Third Amendment Agreement dated December 13, 2002 between the Company and Jan Vandersande	(3)
4.9	Letter agreement dated December 13, 2002 between the Company and Elizabeth Kirkwood	(3)
4.10	Consulting Agreement dated January 1, 2004 between the Company and Jan W. Vandersande	(3)
4.11	Consulting Agreement dated November 1, 2005 between the Company and Patrick Evans	(3)
4.12	Revised Consulting Agreement dated January 31, 2006 between the Company and Patrick Evans	(3)
4.13	Consulting Agreement dated May 11, 2006 between the Company and Jennifer Dawson	(3)
8.1	List of Subsidiaries	(2)
11.1	Corporate Governance Policies dated May 29, 2006.	(3)
12.1	Section 302 Certification of the Company's Chief Executive Officer	-
12.2	Section 302 Certification of the Company's Chief Financial Officer	-
13.1	Section 906 Certification of the Company's Chief Executive Officer	-
13.2	Section 906 Certification of the Company's Chief Financial Officer	-
14.1	Independent Qualified Person's Review and Technical Report dated June 16, 2003 entitled *Gahcho Kué, Northwest Territories, Canada* prepared by Malcolm L. Thurston, Ph.D., MAusimm	(3)
15	Revised Charter of the Board of Directors and Committees thereof of Mountain Province Diamonds Inc.	(3)

(1) The Registrant has received approval for confidential treatment with respect to certain portions of this Agreement, which have been omitted, pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

(2) See list of subsidiaries on page 11 of this Annual Report.

(3) Previously filed and incorporated by reference. 11.1 was included in the Company's Form 20-F filing of June 30, 2006.

(4) Previously furnished under cover of Form 6K dated June 2, 2000 and incorporated by reference.

(5) Attached as Appendix A to the Joint Information Circular of the Company and Glenmore Highlands Inc. which information circular was previously furnished under cover of Form 6K dated June 2, 2000, and incorporated by reference.