

MANICOUAGAN MINERALS INC.

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News Release

**MANICOUAGAN MINERALS SIGNS A LETTER OF INTENT TO AMALGAMATE WITH
FLEMISH GOLD CORP.**

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TORONTO, December 21, 2012 - Manicouagan Minerals Inc. (“Manicouagan”) (TSX-V:MAM), is pleased to announce that it has entered into a binding letter of intent (the “LOI”) dated December 21, 2012 for the arm's length acquisition of 100% of the common shares of Flemish Gold Corp. (“Flemish”), a company incorporated under the laws of Canada (the “Amalgamation”). The terms of the LOI require the completion of certain conditions precedent to the Amalgamation, including among other things, satisfactory due diligence, execution of a definitive agreement and receipt of all necessary regulatory, third party and shareholder approvals.

As a condition of the completion of the transaction, Manicouagan shall have arranged a financing (the “Private Placement”) for a minimum of 1,250,000 units (each, a “Unit”) of Flemish at a price of \$0.40 per Unit for gross proceeds of a minimum of \$500,000. Each Unit shall consist of one common share in the capital of Flemish and one common share purchase warrant of Flemish, each warrant entitling the holder to acquire one additional common share of Flemish for twenty-four (24) months from the date of issuance at a price of \$0.60 per common share of Flemish. The directors and/or officers of Manicouagan may participate in the financing on the same terms as other subscribers.

Prior to closing of the proposed Amalgamation, Manicouagan will consolidate its shares on a one (1) for six (6) basis. Upon closing of the Amalgamation, each shareholder of Flemish shall receive one post-consolidation common share of Manicouagan for each common share of Flemish held, and all convertible securities of Flemish outstanding shall be exchanged for, or become exercisable to acquire, equivalent securities of Manicouagan in lieu of securities of Flemish upon the same terms. This will result in the former shareholders of Manicouagan owning approximately 8.6% of the outstanding shares of the resulting issuer and the current shareholders of Flemish owning approximately 91.4% of the shares of the resulting issuer, on a non-diluted basis, not including shares issuable pursuant to the proposed Private Placement. Accordingly, the Amalgamation will constitute a reverse take-over of Manicouagan.

The parties anticipate that upon completion of the Amalgamation and subject to the approval of the TSXV, the board of directors shall consist of seven (7) members, six (6) of whom are to be nominated by Flemish and one (1) of whom is to be nominated by Manicouagan as follows:

David Pyper, B.Eng., MBA

David Pyper is the Chairman of Flemish. David is currently the Managing Partner at Blair Franklin Capital Partners Inc. of Toronto. Blair Franklin is a leading independent Canadian Mergers and Acquisitions advisory firm. David has over 21 years of M&A and corporate finance experience in a wide variety of industries including the mining sector. David is a director and chairman of Pinestar Gold Inc., a TSXV listed company. He is also a director and past president of the Esprit Orchestra.

Denis C. Arsenault, B.Comm., CPA, CA

Denis Arsenault is Chief Financial Officer of Sulliden Gold Corporation Ltd., a TSX-listed company. Denis has more than 28 years' of professional experience and has held senior financial positions in a range of sectors including mining and resources. He has extensive board and governance committee experience with private and publicly-listed companies. Denis is also a director of the following publicly-listed and traded companies: Thompson Creek Metals Company Inc. (since 2005), Rockcliff Resources Inc. (since 2006), Stonegate Agricom Ltd. (since 2008), and MBAC Fertilizer Corp. (since 2009).

John G.P. Dixon, Ph.D.

John Dixon is President and CEO of Oryx Mining and Exploration Ltd., a mineral exploration company focused on gold in Africa, since 2006. John was a founding member of Africo Resources Ltd. and Montero Mining and Exploration Limited., both traded and listed on the TSX. He has worked throughout the African continent as a geologist. John has served as a consultant to Placer Dome Inc. and Tiomin Resources Inc.

Joseph Hasabumutima, MBA (Major International Business)

Joseph Hasabumutima is an IT and Transactions Analyst for Suncor Energy Inc. and has extensive experience working with the public and corporations in both Africa and North America. Prior to moving to Canada in 1998, Joseph was Senior Advisor and Head of the National Bureau of Social Affairs reporting directly to the Cabinet of the President in Bujumbura, Burundi.

Robert Jackson, M.Sc., MBA, CFA, P.Eng.

Robert Jackson has 30 years of experience in the mining and investment banking industries and in serving on the boards of private and public companies. He played a key role in the creation of Jaguar Mining Inc., a TSX-listed gold producer; and, prior to that, he was a mining specialist for companies in the investment industry including Burns Fry Limited, SG Warburg and Midland Walwyn.

Donald K. Johnson, O.C, LL.D.

Donald K. Johnson currently serves as a Member of the Advisory Board of BMO Capital Markets, having joined a predecessor firm in 1963. During his career with the firm, he was President of Burns Fry from 1984 to 1989 and subsequently served as Vice Chairman of BMO Nesbitt Burns until 2004. He is currently Chairman of Easyhome Limited and serves as a volunteer board member on four not-for-profit organizations. He has an Engineering Degree from the University of Manitoba and an MBA from the Richard Ivey School of Business and was formerly a Director of the Toronto Stock Exchange and Chairman of the Investment Dealers Association of Canada. He is an Officer of the Order of Canada. Mr. Johnson currently holds 350,000 (0.5%) common shares of Flemish.

Jean-Charles Potvin, B.Sc (Hon), MBA

Jean-Charles Potvin, a co-founder of Flemish, is President, CEO, and a director since 2007. Jean Charles was President and CEO of Pangea Goldfields Inc., which had extensive holdings in Tanzania, until its acquisition in July 2000 by Barrick Gold Corporation for \$204 million. Until 1994, he was a Director and Vice-President of Burns Fry (subsequently BMO Nesbitt Burns and currently BMO Capital Markets) and responsible for evaluating world-wide mining investment opportunities as a top-ranked Equity Research Gold Analyst. Jean-Charles served as the Chairman of Vaaldiam Mining Inc. from 1992 to 2012 (formerly Tiomin Resources which acquired Vaaldiam under a plan of arrangement and changed its name to that of the latter). He is currently a director of Azimut Exploration Inc., GéoMégA, and Gold Reserve Inc. all public exploration and development companies.

In addition, it is anticipated that following completion of the Amalgamation the officers will be Jean-Charles Potvin (President and Chief Executive Officer) and Erik H. Martin (Chief Financial Officer and Corporate Secretary). Mr. Martin, CPA, CMA, has 19 years of financial disclosure and management experience with a focus on publicly listed resource companies. He is currently Chief Financial Officer and Corporate Secretary of both Manicouagan and Flemish.

About Flemish Gold Corp.

Flemish Gold is a Canadian-based private mineral exploration and development company with a portfolio of promising mineral exploration licenses in Burundi and Uganda. Flemish holds 4 licenses in Burundi covering 4,300 km². Three of these licenses located in proximity to the Kabanga Nickel deposit in western Tanzania, owned by X - Strata and Barrick, cover the entire 85 km - long quartzite - argillite belt intercalated by granitic intrusions where numerous gold and tungsten artisanal mining sites have been identified in north - eastern Burundi. The Murchison project in Uganda covers a 1,210 km² magnetic anomaly postulated to be a large mafic - ultramafic layered complex intruded by a granite intrusive. The presence of Ni - Cu - Co has been detected in soil sampling. The qualified person who has reviewed the technical disclosure contained in this release is Martin Taylor, PGeo, who is the primary independent geological consultant for Flemish Gold.

About Manicouagan

Manicouagan Minerals Inc. is a Canadian based exploration company focused on advancing its aluminous clay property in the Gaspé Peninsula of Quebec, which also contains significant values of rare earths (REE) and its gold projects in the Pickle Lake Gold Belt, Ontario. Manicouagan also has commodity projects including the Brabant Lake Zinc deposit in Saskatchewan, and the Mouchalagane Nickel/Copper/PGE and HPM/Forgues Nickel/Copper/Cobalt projects in Quebec.

Additional information about Manicouagan and its exploration projects can be found at www.manicouaganminerals.com.

Une traduction française de ce communiqué de presse est disponible à www.manicouaganminerals.com.

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Forward Looking Statements

Completion of the transaction is subject to a number of conditions, including Exchange acceptance and disinterested Shareholder approval. The transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular, if applicable, to be prepared in connection with the transaction, any information released or received with respect to the RTO may not be accurate or complete and should not be relied upon. Trading in the securities of Manicouagan should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding potential mineralization and reserves, exploration results, and future plans and objectives of the Company, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are exploration risks detailed herein and from time to time in the filings made by the Company with securities regulators.

Neither the TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.