MAGELLAN AEROSPACE CORPORATION

ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2008

MARCH 24, 2009

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ADVISORY

In the interest of providing the shareholders and potential investors of Magellan Aerospace Corporation ("Magellan" or the "Corporation") with information regarding the Corporation, including management's assessment of the Corporation's future plans and operations, this Annual Information Form and certain documents incorporated by reference into this Annual Information Form contain forward looking information that represents the Corporation's internal projections, expectations, estimates or beliefs concerning, among other things, future operating results and various components thereof or the Corporation's future economic performance. These statements relate to future events or Magellan's future performance. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. The projections, expectations, estimates, assumptions and beliefs contained in such forward looking statements necessarily involve known and unknown risks and uncertainties which may cause the Corporation's actual performance and financial results in future periods to differ materially from any projections, expectations, estimates, assumptions and beliefs of future performance or results expressed or implied by such forward looking statements. These risks, assumptions and uncertainties include, among other things, such risks, assumptions and uncertainties described in this Annual Information Form and in documents incorporated by reference into this Annual Information Form and the Corporation's other reports and filings with the Canadian securities authorities. Magellan believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in, or incorporated by reference into, this Annual Information Form should not be unduly relied upon. These statements speak only as of the date of this Annual Information Form or as of the date specified in the documents incorporated by reference into this Annual Information Form, as the case may be. Accordingly, shareholders and potential investors are cautioned that events or circumstances could cause actual results to differ materially from those predicted.

In particular, this Annual Information Form, and the documents incorporated by reference, contain forward-looking statements pertaining to the following:

- projections of market prices and costs;
- supply and demand for products and services in the aerospace industry;
- expectations regarding the ability to raise capital;
- treatment under governmental regimes;
- expectations regarding foreign exchange fluctuations and changes to interest rate;

- revenues, timing of receipts and duration of multi year supply contracts; and
- capital expenditure programs.

The actual results could differ materially from those results anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Annual Information Form:

- the state of the North American and European economy in general and the aerospace industry in particular;
- uncertainties relating to the weakened global economic situation and consequential restricted access to capital, increased borrowing costs and refinancing risk for existing debt;
- the level of indebtedness or inability to refinance indebtedness;
- competition for, among other things, capital, supply contracts and skilled personnel;
- incorrect assessments of the value of acquisitions;
- increased learning in manufacturing new products;
- foreign exchange fluctuations;
- changes in income tax laws or changes in other tax laws;
- changes in governmental laws and regulations, including environmental laws and regulations; and
- the other factors discussed under *"Risks Inherent in Magellan's Business"*.

The actual results could differ materially from those results anticipated in these forward-looking statements as a result of the assumptions set forth below and elsewhere in this Annual Information Form being incorrect:

- interest rates incurred on the Corporation's borrowing facility and any future indebtedness;
- foreign exchange rates;
- the continuance of current tax, environmental and other laws;
- the continuance of contracts to manufacture goods and the customers' delivery projections and Magellan's relationship with certain of its key customers;
- inflation rates in the jurisdictions where Magellan conducts its business;
- the success in improving results at underperforming business units; and
- no labour disruptions during the year.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this Annual Information Form and the documents incorporated by reference herein are expressly qualified by this cautionary statement. Magellan does not undertake any obligation to publicly update or revise any forward-looking statements except as required by securities laws or regulators.

All dollars amounts in this Annual Information Form are expressed in Canadian dollars unless specifically designated to be in United States dollars or United Kingdom pounds sterling.

THE CORPORATION

General

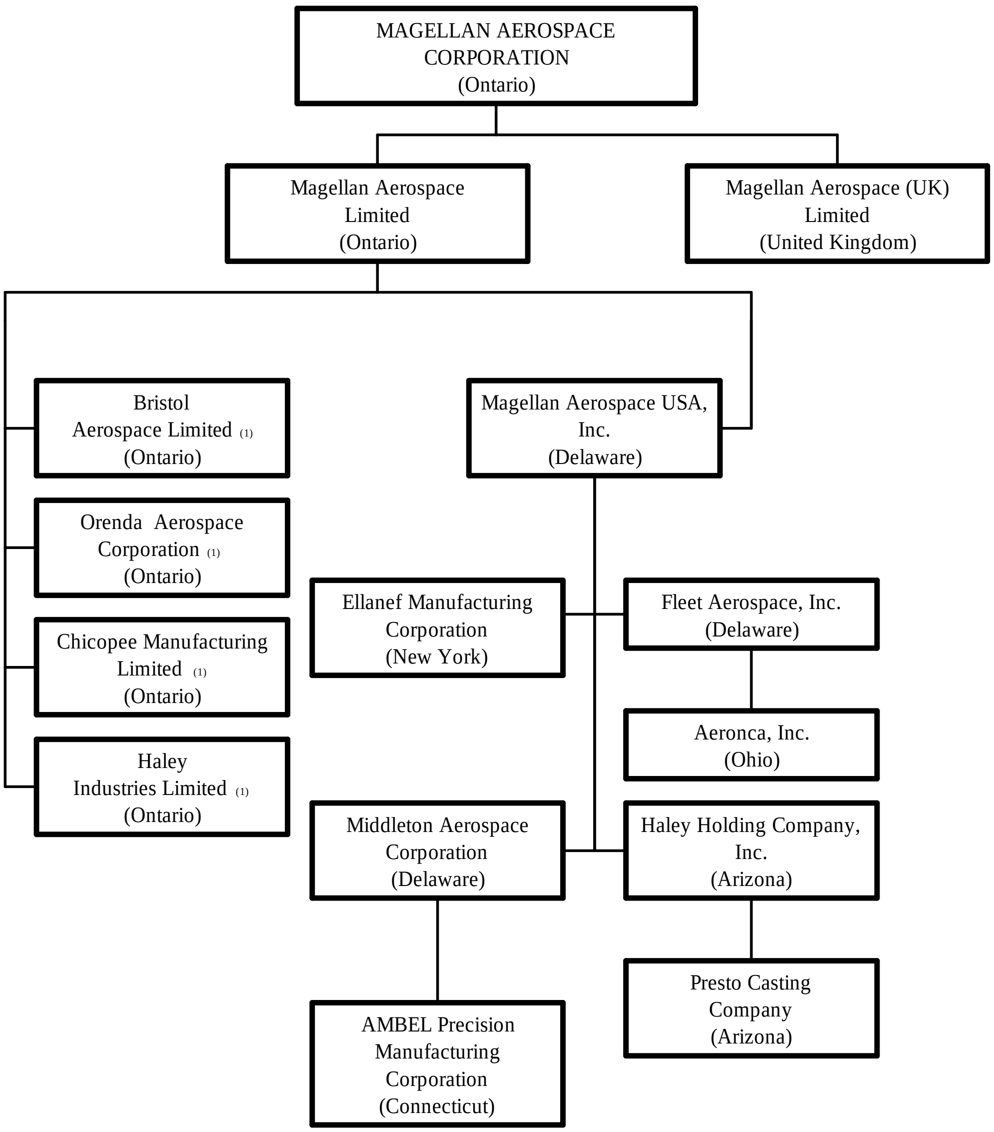
Magellan Aerospace Corporation ("Magellan" or the "Corporation") was incorporated on February 15, 1996 under the *Business Corporations Act* (Ontario). On October 17, 1996 the Corporation changed its name to Magellan Aerospace Corporation. The Corporation's registered office and head office is located at 3160 Derry Road East, Mississauga, Ontario, L4T 1A9.

Magellan's shareholders approved the consolidation of the Common Shares at the annual and special meeting of shareholders held on May 13, 2008 on the basis of one consolidated common share for five pre-consolidated common shares, which was effective May 21, 2008. In this Annual Information Form, the numbers of Common Shares stated for years previous to 2008 have been restated on the basis of the consolidation of the Common Shares and the applicable conversion ratios and related prices on convertible securities have been restated to take into account the consolidation of the Common Shares.

Magellan, through its wholly owned subsidiaries, is involved in the engineering, manufacture and repair and overhaul of sophisticated components and assemblies for the aerospace industry, modernizing, repairing and overhauling jet engines, defence aircraft and helicopters, the design and manufacture of rocket and satellite systems and the design and production of magnesium and aluminium castings, primarily for the aerospace industry.

Corporate Structure

The following chart shows Magellan's material subsidiaries and their respective holding companies, all wholly owned, directly or indirectly, and their respective jurisdiction of incorporation as at December 31, 2008.



Note:

(1) These corporations carry on business as directed by, and as agent on behalf of, Magellan Aerospace Limited.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

The following comprises a description of the development of the Corporation's business over the last three completed financial years.

On February 15, 2006, Magellan was awarded a major Airbus A380 landing gear package expected to generate estimated revenues of $150 million. The package includes the main pistons for the main and wing landing gear (MLG and WLG) of the aircraft, and covers a period of performance of 10 years with an additional 5-year option. Magellan currently manufactures landing gear components and assemblies for a number of civil and military aircraft, including other components of the Airbus A380 landing gear.

Magellan announced on June 14, 2006 a Teaming Agreement with Kongsberg Defence & Aerospace AS (KDA), Kongsberg, Norway, to develop and produce a guided 2.75" (70mm) weapon system for air, land, and naval military platforms. The CRV7- Precision Guided (CRV7-PG) combines the performance of Magellan's CRV7 rocket system with KDA's guidance technology from Penguin and Naval Strike Missile (NSM).

On July 17, 2006 Pratt & Whitney, a unit of United Technologies Corp., signed a letter of intent with Magellan for work on the F135 engine that will power the newly named F-35 Joint Strike Fighter ("JSF") "Lightning II". The agreement has potential revenues of more than US $20 million over the first 20 years of the JSF program. Under the agreement, Magellan will produce F135 fan sync rings, critical hardware that requires advanced machining capabilities and strict quality standards. This award is in addition to previous contracts between Pratt & Whitney and Magellan for engine hardware.

On July 19, 2006, BAE Systems announced a letter of intent with Magellan for work on the F-35 Joint Strike Fighter "Lightning II" airframe. Magellan will produce approximately 50% of the horizontal tails for the Conventional Takeoff and Landing (CTOL) variant of the F-35 aircraft. The agreement has potential revenues estimated at more than US $425 million over the next 20 years.

On February 5, 2007 Magellan announced the formation of a 50:50 joint ownership company with QuEst Machining & Manufacturing to launch an independent processing facility in India to cater to the needs of the aerospace manufacturing industry. This facility, at 17,500 square feet, will initially focus on processes for aluminium, titanium, and stainless steel components for aero-structure and aero-engine components. This new facility opened for operations in January 2009.

Magellan had a record year in 2007 for orders for the Corporation's proprietary products; the level of orders in 2007 surpassed $50 million for the year. Orders included a number of modern rocket motor products that have been developed by Magellan for use as drone booster motors, air-to-ground rockets, test firing support, various aerial targets, and meteorological data gathering. Magellan's MAC-200 small satellite bus (platform) was designed by Magellan to fill the Canadian Space Agency's requirement for a general bus to support a variety of missions and a wide range of payloads to meet the needs of the scientific community, industry, and the Government of Canada. Magellan is currently working on the CASSIOPE bus, the first application of the MAC-200, which is scheduled for launch in 2009. On July 9, 2008, Magellan announced successful formal delivery acceptance of the CASSIOPE small satellite bus by McDonald, Dettwiler and Associates Ltd. of Vancouver. The bus completed integration and testing at Magellan’s Winnipeg facilities, and is now undergoing instrument integration and spacecraft-level testing.

On February 13, 2008, Magellan acquired 100% of the outstanding common shares of Verdict Aerospace Components Ltd. ("Verdict"), a corporation in the United Kingdom for approximately $4.2 million. Verdict is a high precision manufacturer of make to print components and assemblies for the global aerospace industry. Verdict specializes in precision airframe components and assemblies for aerostructures, orbit payloads and missile seeker systems.

On January 30, 2008, Magellan closed a private placement of an aggregate of $20.95 million principal amount 8.5% convertible unsecured subordinated debentures due January 31, 2010 (the "New Debentures") the proceeds of which were used to fund a portion of the repayment of approximately $70 million principal amount of outstanding 8.5% unsecured subordinated debentures which matured on January 31, 2008 (the "Old Debentures").

For additional information about the terms of the New Debentures and the private placement, see "*Borrowings – New Debentures due January 31, 2010*" and "*Interest of Management and Others in Material Transactions*".

In order to fund the remaining balance of approximately $50 million on the maturity of the Old Debentures, Edco Capital Corporation (“Edco”), a corporation controlled by N. Murray Edwards, the Chairman of the Board of the Corporation, has provided a loan of $50 million (the "Original Loan") and a $15 million bridge loan (the "Bridge Loan") to Magellan. All of the funds from the Bridge Loan and approximately $35 million of the funds from the Original Loan were used to repay the balance of the Old Debentures and the $15 million additional funds from the Original Loan was provided to the Corporation to retire $15 million of subordinated debt due to Balinhard Capital Corporation ("Balinhard"), a corporation wholly-owned by Larry Moeller, a director of the Corporation. In addition, on January 24, 2008, in consideration for the provision of additional security for the Corporation's obligations under its existing secured bank credit facility, Magellan has increased the standby guarantee fee payable to Mr. Edwards from 0.1% per annum to 1.0% per annum of the principal amount guaranteed. The fee payable to Mr. Edwards subsequently increased to 1.35% on June 24, 2008 as a result of the amended and restated credit facility agreement.

For additional information about the Original Loan, the Bridge Loan and other indebtedness of Magellan, see "*Borrowings*", "*Interest of Management and Others in Material Transactions*" and "*Material Contracts*".

On May 1, 2008, Magellan announced an agreement between Airbus and its Magellan Aerospace (UK) Limited (“Magellan UK”) operating division that provides an increase in order value of £35 million in 2008 to £72 million in 2012. The contract, which we believe has potential revenues totalling £300 million, was agreed as part of the Airbus Power 8 cost reduction initiative and includes increasing volumes of the wing components that Magellan is currently producing for Airbus as well as new packages of work.

An announcement was made on May 22, 2008 that a contract was awarded by GKN Aerospace to Magellan’s UK operating division to supply metal components for retrofit winglets on the Boeing 767, supporting GKN Aerospace’s design and development contract for these winglets with Aviation Partners Boeing. The contract calls for up to 450 aircraft sets over the performance period of three to four years. The contract has potential revenues of up to $13.5 million.

Magellan announced it had amended and restated its credit agreement (the "Bank Facility Agreement") with its existing lenders on June 24, 2008. Under the terms of the Bank Facility Agreement, the maximum amount available was increased by $20 million to a Canadian limit of $95 million plus a U.S. limit of US$90 million (approximately $204 million at December 31, 2008) with a maturity date of May 23, 2009. The Bank Facility Agreement is extendable for unlimited one-year renewal periods, subject to mutual consent of the syndicate of lenders and the Corporation, and has been fully guaranteed by N. Murray Edwards, the Chairman of the Board of Directors of the Corporation. For more information, see "*Borrowings – Bank Credit Facility*".

Magellan was awarded a contract to build the development of heat shields for the Orion program by Lockheed Martin Space Systems Division in Denver, Colorado. Magellan’s facility in Middletown, Ohio, will develop the lightweight titanium honeycomb heat shield panels that help protect the space capsule from the temperature extremes experienced during re-entry. The US$12 million contract includes engineering, tooling, hardware, and fabrication of two development heat shield panels.

Subject to corporate approvals and favourable contract awards, an investment of up to $120 million may be made in Magellan’s Winnipeg facility to facilitate work on the JSF program over approximately the next 5-7 years. Subject to corporate approvals and favourable contract awards, the Canadian Government’s Strategic Aerospace and Defence Initiative (SADI) program has agreed to provide repayable cash-flow support of up to $43.4 million for technology and process development. Magellan estimates that the scope of the deliveries by Magellan of aircraft and engine components over the next 25-30 years as a result of the JSF program could be as much as US$3 billion, with revenues of up to US$120 million per year once full rate production is achieved.

RECENT DEVELOPMENTS

Recent Financing Arrangements

Magellan announced on February 4, 2009 that the independent members of its Board of Directors have approved additional financing initiatives for Magellan consisting of a new secured subordinated loan in the amount of $15 million, the extension of the maturity of the Original Loan from Edco of $50 million to July 1, 2010, the issuance of up to $40 million principal amount of 10% convertible secured subordinated debentures (the "Convertible Secured Subordinated Debentures") and the continuation of one of Magellan's existing securitization programs of up to $35 million of Canadian based accounts receivables, declining to $20 million by April 30, 2009 and to nil by December 31, 2009.

On February 4, 2009 Edco and Mr. Edwards and Magellan agreed to the following financing transactions:

(a) the subscription by Mr. Edwards, directly or indirectly, for the purchase of a minimum of $25 million principal amount of a new issue of Convertible Secured Subordinated Debentures;

(b) the extension of the Original Loan from Edco to Magellan in the principal amount of $50 million to July 1, 2010 in consideration of the payment of a one time fee to Edco equal to 1% of the principal amount outstanding and increasing the interest rate on the loan from 10% to 12% per annum (the "Amended Original Loan"); and

(c) an additional secured subordinated loan from Edco of $15 million (the "New Loan") maturing on July 1, 2010 with an interest rate of 12% per annum, payable monthly in arrears with similar terms as the Amended Original Loan.

(together the "2009 Financing Arrangements")

The agreement of Magellan, Edco and Mr. Edwards is subject to the extension of the Bank Facility Agreement for a period of at least one year on or before April 30, 2009 on terms satisfactory to the Board of Directors of Magellan. In addition, the agreement of Mr. Edwards and Edco is subject to there being no material adverse change in the business, operations or capital of Magellan.

The acquisition of a minimum of $25 million of Convertible Secured Subordinated Debentures would result, in the event of conversion of all of such Convertible Secured Subordinated Debentures, in Mr. Edwards holding in excess of 66 2/3% of the Common Shares of Magellan on a fully diluted basis. As a result, if the acquisition of such Convertible Secured Subordinated Debentures by Mr. Edwards occurs, such holdings by Mr. Edwards would constitute a change of control of Magellan (as defined in the New Debentures) and consequently Magellan would have an obligation to make an offer to purchase the New Debentures, which are due January 31, 2010 and outstanding in the principal amount of $20.95 million, at a price of 102.5% of the principal amount plus accrued and unpaid interest. In addition, subject to law, pursuant to a similar change of control definition in the preference share terms, Magellan will be required to retract its outstanding First Preference Shares Series A in whole or in part at a price of $10.00 per share plus accrued and unpaid dividends. Dividends declared on the First Preference Shares Series A have been fully paid to date.

In order to provide Magellan with sufficient funds to honour the obligation to purchase the New Debentures, Mr. Edwards has agreed to purchase the additional $15 million of the offering of Convertible Secured Subordinated Debentures. These funds plus available working capital will be used to repurchase the New Debentures for 102.5% of the principal amount of the New Debentures or $21.5 million. This will result in Magellan satisfying the obligations to purchase the New Debentures and dealing with the maturity of the New Debentures, which occurs in the next 12 months.

On March 20, 2009, the Board of Directors of Magellan determined to commence negotiations with its lenders on the extension of its Bank Facility Agreement and instructed management to formulate plans for the offer to purchase the outstanding New Debentures, if and when required. The Board of Directors also determined not to declare or pay dividends due on April 30, 2009 on the First Preference Shares Series A as it was unable to obtain reasonable assurances that such declaration and payment would not contravene the Ontario Business Corporations Act. Magellan does not currently believe it will be able to retract the First Preference Shares Series A as it does not expect to have the funds to do so, and in any event it is prohibited from doing so by the terms of its Bank Facility Agreement, and would result in Magellan being unable to pay its liabilities as they become due and constitute a contravention of the Ontario Business Corporations Act.

Magellan has commenced initial discussions, but has not yet engaged in any negotiations, with its lenders to renew the Bank Facility Agreement. At this early stage, no assurance can be given that the Bank Facility Agreement will be renewed on terms satisfactory to the Board of Directors of Magellan. There can be no assurance that the additional financing initiatives will be completed on the terms set forth or at all. For more information on the Bank Facility Agreement, see "*Borrowings – Bank Credit Facility*". See "*Risks Inherent in Magellan's Business - The Corporation faces risks from downturns in the domestic and global economies*" and "*Risks Inherent in Magellan's Business – Weak capital markets reduce our financial flexibility and may result in less than optimal financing results*" and "*Risk Inherent in Magellan's Business – The Corporation's debt is significant and may need to be refinanced and such refinancing may not be available*".

For more information in relation to the 2009 Financing Arrangement, see the Material Change Report dated February 13, 2009 which is filed on SEDAR at www.sedar.com and which is incorporated herein by reference.

DESCRIPTION OF THE BUSINESS

The Corporation's principal business activities are the engineering, design and manufacture of sophisticated components and assemblies for civil and defence aircraft and helicopters, the manufacture, modernization, repairing and overhauling of jet engines, the design and manufacture of rocket and satellite systems and the design and production of magnesium and aluminium castings, primarily for the aerospace industry.

The Corporation operates a single business segment: the manufacture of aerospace components and related services. In this segment, the Corporation has four product groupings: aerostructures, aeroengines, rockets and space systems. Aerostructure and aeroengine products are both used in new aircrafts, as well as for spares and replacement parts, and for commercial and military applications. Rockets and space systems are used for scientific and reconnaissance applications, defence tasks and space exploration. Additional proprietary products are used in flight safety and energy delivery roles.

The Corporation's strategy is to focus on selected core competencies within the aerospace industry. These include design and manufacture of aircraft structural components, precision machining of a wide variety of aerospace material, composites, complex high technology magnesium and aluminium alloy castings, and repair and overhaul technologies. The Corporation is now seeking to leverage these core competencies by achieving growth in aerospace applications where these abilities are critical to meeting customer needs.

The Corporation supplies aerostructures products to an international customer base in the civil and defence markets. Components are manufactured to aerospace tolerances using conventional and high-speed automated equipment. Capabilities also include precision casting of engine and airframe mounted components. Within the aeroengines product grouping, the Corporation manufactures complex cast, fabricated and machined gas turbine engine components, both static and rotating, and integrated nacelle components, flow paths and engine exhaust systems for some of the world's leading aeroengines manufacturers. The Corporation also performs repair and overhaul services for jet engines, nacelle components, landing gears and related components. Management believes that Magellan's dedication to technological innovation combined with low cost sourcing from emerging markets will position Magellan attractively to capture targeted complex assembly programs.

Industry Overview

The aerospace supplier industry differs from traditional manufacturing industries in a number of material respects. An aerospace manufacturer develops relatively small quantities of highly specialized products on a contract basis. Accordingly, an aerospace manufacturer is more like a contractor, hired to complete a very customized and specialized project to the specifications of a customer. The up-front costs in developing such products that are incurred prior to the completion of the first production unit are significant. Up-front costs generally include engineering, design and manufacture of tooling, test units required for certification and learning hours (first units have much higher production hours due to employee training and modification of tools and fixtures). These up-front costs of developing products are borne by the manufacturer, and therefore, are only recovered when the project reaches the production phase, and then usually on an amortization basis over the projected program life. See "*Risks Inherent in Magellan's Business – Customer unit deliveries may not reach the number projected when the basis for amortization of non-recurring costs is established*".

The business carried on by the Corporation involves firm contracts generally having terms of three to ten years. Component products and systems supplied are related to end-product sales by the Corporation's customers, and in accordance with industry practice, are generally subject to termination, modification or reduction at the option of the Corporation's customers. However, if a program is so terminated, the terms of the underlying contracts generally provide that the Corporation will be reimbursed for its allowable costs to the date of termination plus any proportionate amount of profits attributable to the work actually performed. Products that are delivered directly to the end-user generally involve contracts for specific quantities over specific time periods, and are less likely to experience variations to the terms.

Many new aircraft and aircraft engine programs require that major suppliers become risk-sharing partners, meaning that the cost of design, development and engineering work associated with the development of the aircraft or the aircraft engine is partially born by the supplier, usually in exchange for a life-time agreement to supply those critical parts once the aircraft or the aircraft engine is in production. In the event that the aircraft or the aircraft engine fails to reach the production stage, inadequate number of units is produced, or actual sales otherwise do not meet projections, the Corporation may incur significant costs without any corresponding revenues. See "*Risks Inherent in Magellan's Business - Most of the Corporation's contracts are subject to competitive bidding. If the Corporation is unable to successfully compete in the bidding process, the Corporation's results of operations could suffer*".

The aerospace industry is highly regulated in most countries, including Canada, the United States and the United Kingdom, by specialized government agencies. The Corporation must be certified in such jurisdictions and, in some cases, by individual original equipment manufacturers in order to engineer and service parts and components used in specific aircraft models. See "*Risks Inherent in Magellan's Business – The Corporation may incur significant expenses to comply with new or more stringent governmental regulation*".

Locations and Core Capabilities

The Corporation operates 15 plants, 4 of which are located in Canada, 6 plants in the United States and 5 plants in 3 separate locations in the United Kingdom, and co-operates a jointly owned facility in India. The Corporation believes that the available capacity at its facilities is sufficient to meet its current and anticipated manufacturing requirements as indicated by contract requirements and current growth trends in the industry.

Four plant rationalization and modernization projects were completed over the past three years. The Corporation's operation in the UK completed a major re-allocation of work within its facilities, and to its supply base, to improve efficiencies and provide capacity for increased workloads. The Corporation's casting operations also completed upgrades to equipment and facilities and re-allocated product families between sites which achieved efficiency gains that increased throughput by approximately 30%. The Corporation's aeroengine machining operations in Massachusetts re-started operations in 2007 in new facilities that offer room to expand production to accommodate increasing demand. Finally, the Corporation's operations in New York completed Phase I of its upgrade program, upgrading and augmenting its production equipment, and consolidating operations to achieve greater flow and efficiency. This project is expected to complete its final phase of upgrade in 2009-2010. A fifth plant upgrade and capitalization is expected to commence in 2009 to support the Joint Strike Fighter Program.

Business Unit	Location	Approximate Size	Core Capabilities
Canada			
Bristol Aerospace Limited	Winnipeg, Manitoba	69,700 square meters	Manufacture of composite structures and engine components for aircraft Manufacture of rocket systems, target systems and satellites
Chicopee Manufacturing Limited	Kitchener, Ontario	7,500 square meters	Machining of medium and large aerospace components
Haley Industries Limited	Haley, Ontario	18,000 square meters	Production of precision magnesium and aluminium sand castings for the aerospace industry
Orenda Aerospace Corporation	Mississauga, Ontario	69,700 square meters	Manufacture of components for commercial, regional and military jet engines Repair and overhaul of military aircraft engines Manufacture, repair and overhaul of gas turbine and other industrial components
United States			
Aeronca, Inc.	Middletown, Ohio	17,700 square meters	Manufacture of jet engine nacelle, exhaust components, and heat-resistant space products
AMBEL Precision Manufacturing Corporation	Bethel, Connecticut	2,000 square meters	Machining of jet engine components
Ellanef Manufacturing Corporation	Corona, New York Bohemia, New York	8,200 square meters 13,200 square meters	Manufacture and assembly of complex components and sub-assemblies for civil and military aircraft and helicopters
Middleton Aerospace Corporation	Haverhill, Massachusetts	7,700 square meters	Manufacture of critical rotating and non-rotating engine components for civil and defence use
Presto Casting Company	Glendale, Arizona	8,300 square meters	Production of small to medium magnesium and aluminium sand castings for the aerospace industry
United Kingdom			
Magellan Aerospace (UK) Limited	Wrexham Bournemouth Chalfont St Peter	24,400 square meters combined in the 5 facilities	Design and manufacture of airframe components

Production and Services

Magellan is a diversified supplier of components to the aerospace industry. Through its wholly owned subsidiaries, Magellan designs, engineers, and manufactures aeroengine and aerostructure components for aerospace markets, advanced products for military and space markets, and complementary specialty products. The Corporation also supports the aftermarket through supply of spare parts as well as performing repair and overhaul services. The Corporation relies on a mix of commercial and defence aerospace programs.

Specialized Skill and Knowledge

The Corporation's strategy has been to focus on several core competencies within the aerospace industry. These include precision machining of a wide variety of aerospace material, composites, complex high technology magnesium and aluminium alloy castings, repair and overhaul technologies and design of structures. The Corporation is now seeking to leverage these core competencies by seeking growth in aerospace applications where these abilities are critical in meeting customer needs. See "*Risks inherent in Magellan's Business –The Corporation may need to expend significant capital to keep pace with technological developments in its industry."*

Competitive Conditions

Competition for airframe and engine parts and assemblies comes from companies in Europe, Asia and North America. Aircraft manufacturers continue to develop their supply chains by increasing the amount of outsourcing to suppliers with design and supply-base management capabilities, and reducing the number of commodity suppliers. The Corporation continues to successfully develop relationships with its most important customers based on the value it can provide: design, engineering, supply-base management, emerging market sourcing and other measures to improve value for customers. The strong growth in orders of civil aircraft over the past three years has slowed significantly in 2008 and is expected to continue lower in 2009. A large firm order backlog in civil airliners should moderate any declines in production in 2009 of civil aircraft, with a less certain outlook for production in 2010. Business aviation demand has abruptly fallen in late 2008, and continues to weaken in 2009. Production is expected to fall below 2008 levels through 2009 and 2010. Defence markets continue to be solid, although changes are expected to be made in the United States over the mid-term. An important defence development activity in 2009 and 2010 is the plan in the United States to transition to new platforms, such as the JSF program and the tanker replacement, amongst others. See "*Risks Inherent in Magellan's Business – Competitive Pressures may adversely affect the Corporation."*

Raw Materials and Components

The Corporation is continuing its efforts to utilize the buying power of its customer base, where possible, in order to reduce or minimize the increase in cost of bought-in materials and parts. While raw materials such as aluminium and titanium are typically supplied on long-term agreements, in general, supply and costs are somewhat out of the Corporation's control. Magellan procures raw materials and components necessary to fulfill contractual requirements at competitive prices from the global marketplace. To the extent possible, Magellan includes price escalation formulas and other clauses in contracts with its customers to share the risk of price increases in, or lack of availability of, raw materials and components. See "*Risks Inherent in Magellan's Business – Fluctuations in availability and prices of raw materials used in production may adversely impact the financial results of the Corporation."*

Markets and Economic Dependence

The markets for the Corporation's products are primarily in Canada, the United States, the United Kingdom and other parts of Europe. The Corporation serves both the commercial and defence markets. In 2008, 68% of sales were derived from the commercial markets (2007 – 66%, 2006 – 64%) while 32% of sales related to defence markets (2007 – 34%, 2006 – 36%).

The total revenue, the number of principal customers accounting for more than 10% of the consolidated revenues in each of the last two completed financial years, and the total revenues in each of Canada, the United States and the United Kingdom from the operations of the Corporation's business are set forth in the following table:

(thousands of dollars)	Year ended Dec. 31 2008	Year ended Dec. 31 2007
Canadian operations		
Total revenues	$304,123	$289,904
Number of principal customers	3	3
Percentage of total revenue from principal customers	36%	37%
U.S. operations		
Total revenues	$245,455	$188,330
Number of principal customers	2	1
Percentage of total revenue from principal customers	50%	39%
U.K. operations		
Total revenues	$136,858	$119,574
Number of principal customers	1	1
Percentage of total revenue from principal customers	75%	81%
Total Corporation		
Total revenues	$686,436	$597,808
Number of principal customers	2	2
Percentage of total revenue from principal customers	29%	30%

For the year ended December 31, 2008, direct sales to The Boeing Company represented approximately 14% of consolidated revenues and is expected to remain at approximately the same level of consolidated revenues in 2009. In 2008, direct sales to Airbus represented approximately 15% of consolidated revenues and is expected to remain at approximately the same level of consolidated revenues in 2009.

See "*Risks Inherent in Magellan's Business - The loss of one of the Corporation's key customers could have a material adverse effect on the Corporation*".

Changes to Contracts

From time to time circumstances under which long-term contracts are negotiated change and require amendment so that the Corporation does not incur a loss. See "*Risks Inherent in Magellan's Business - The Corporation may not be able to successfully negotiate long-term contracts to eliminate losses*" and "*Risks Inherent in Magellan's Business – Cancellations, reductions or delays in customer orders may adversely affect the Corporation's results of operations."*

Environmental Matters

Environmental protection requirements

The Corporation’s manufacturing activities are subject to environmental law and regulations associated with risks to the environment and human health in each of Canada, the United States and the United Kingdom. Legislation at country, provincial and state levels provide for restrictions and prohibitions on emissions, discharges and releases of various substances produced in association with manufacturing operations. It is expected legislation will become more stringent and necessitate additional environmental controls. There are several initiatives under review by the Corporation to ensure that it meets the new legislated requirements. These initiatives include, but are not limited to, replacement of trichloroethylene used for degreasing, chromium replacement, replacement of CFCs and HCFCs used as refrigerant, and greenhouse gas reduction.

Environmental policies and programs

The Corporation’s environmental programs are monitored to ensure that they comply with all government environmental regulations and with the Corporation's own environmental policies. The results of these programs are reviewed with Magellan’s management and operations personnel. See "Risks Inherent in Magellan's Business – Any exposure to environmental liabilities may adversely affect the Corporation".

Employees

The number of employees employed by the Corporation as of December 31, 2008 was approximately 3,600 employees in Canada, the United States and the United Kingdom. Approximately half of the Corporation's employees are unionized. As a result the Corporation is a party to numerous collective bargaining agreements which expire from time to time. A labour agreement at one of the Corporation’s facilities expired on December 31, 2008 and two additional labour agreements expired on March 15, 2009 and management is currently in negotiations. Labour agreements at two additional facilities will expire in 2009. See *"Risks Inherent in Magellan's Business - The agreements with labour unions representing certain of the Corporation's employees are subject to renewal"*.

Foreign Operations

Magellan sells products and services in the global marketplace and has manufacturing facilities in Canada, the United States, the United Kingdom, and India (jointly owned). See "*Risks Inherent in Magellan's Business - Fluctuations in the value of foreign currencies could result in currency exchange losses*".

Further Information

For more information in relation to the business and development of business of Magellan, reference is made to the information under "Company Overview" in Management Discussion and Analysis for the year ended December 31, 2008 which is filed on SEDAR at www.sedar.com and which information is hereby incorporated by reference.

RISKS INHERENT IN MAGELLAN'S BUSINESS

The following risks and uncertainties apply to the Corporation:

The Corporation faces risks from downturns in the domestic and global economies

Recent market events and conditions, including disruptions in the international credit markets and other financial systems and the deterioration of global economic conditions, have caused significant volatility to commodity prices. These conditions worsened in 2008 and are continuing in 2009, causing a loss of confidence in the broader U.S. and global credit and financial markets and resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially. These factors have negatively impacted company valuations and will impact the performance of the global economy going forward.

The Corporation cannot predict the depth or duration of downturns in the domestic and global economies nor the effects on markets that the Corporation serves, particularly the airline industry. The Corporation's ability to increase or maintain its revenues and operating results may be impaired as a result of negative general economic conditions. The current economic uncertainty renders estimates of future revenues and expenditures even more difficult than usual to formulate. The future direction of the overall domestic and global economies could have a significant impact on the Corporation's overall financial performance and impair the value of its Common Shares.

Weak capital markets reduce our financial flexibility and may result in less than optimal financing results.

As a result of the weakened global economic situation, the Corporation will have restricted access to capital and increased borrowing costs. Although Magellan's business and asset base have not changed, the lending capacity of all financial institutions has diminished and risk premiums have increased. As future capital expenditures will be financed out of cash generated from operations, borrowings and possible future equity sales, our ability to do so is dependent on, among other factors, the overall state of capital markets and investor appetite for investments in the aerospace industry and Magellan's securities in particular.

To the extent that external sources of capital become limited or unavailable or available on onerous terms, the Corporation's ability to make capital investments may be impaired, and its assets, liabilities, business, financial condition and results of operations may be materially and adversely affected as a result.

Alternatively, the Corporation may need to issue additional Common Shares or other convertible securities from treasury at low prices to refinance existing debt or to finance the capital costs of significant projects or may wish to borrow to finance significant projects to accomplish Magellan's long-term objectives on less than optimal terms or in excess of its optional capital structure.

Based on current funds available and expected cash flow from operating activities, management believes that the Corporation has sufficient funds available to fund its projected capital expenditures. However, if cash flow from operating activities is lower than expected or capital costs for these projects exceed current estimates, or if the Corporation incurs major unanticipated expenses, it may be required to seek additional capital to maintain its capital expenditures at planned levels. Failure to obtain any financing necessary for the Corporation's capital expenditure plans may affect it in a materially adverse manner.

The Corporation's debt is significant and needs to be refinanced and such refinancing may not be available.

The Corporation and its subsidiaries have significant debt obligations. The degree to which this indebtedness could have consequences on the Corporation's prospects include the effect of such debts on the ability to obtain additional financing for working capital, capital expenditures or acquisitions, the portion of available cash flow that will need to be dedicated to repayment of principal and interest on indebtedness, thereby reducing funds available for expansion and operations, and the Corporation's vulnerability to economic downturn and its ability to withstand competitive pressure. If the Corporation is unable to meet its debt obligations, it may need to consider refinancing or adopting alternative strategies to reduce or delay capital expenditures, selling assets or seeking additional equity capital.

The Corporation amended and restated its Bank Facility Agreement with its existing lender on June 24, 2008. Under the terms of the Bank Facility Agreement, the Corporation has an operating credit facility, expiring on May 23, 2009, and extendable for unlimited one year periods by agreement of the Corporation and the lenders. The Corporation's Bank Facility Agreement also requires the Corporation to maintain specified financial ratios. For more information, see "*Borrowing – Bank Credit Facility*". The Corporation's ability to meet the financial ratios can be affected by events beyond the Corporation's control, and there can be no assurance that the Corporation will be able to meet the ratios. There is no assurance that the Bank Facility Agreement will be renewed every year or that the terms of renewal will not be materially adverse to the Corporation. This credit facility is fully guaranteed by Mr. Edwards, a director and Chairman of the Board of the Corporation. There is also no assurance that Mr. Edward's guarantee, if required, will be available beyond the term of the current commitment which ends on May 23, 2009. There is no assurance that Magellan will be in compliance with its bank covenant at all times during the upcoming twelve months due to unforeseen events or circumstances, some of which are outlined in this "*Risks Inherent in Magellan's Business*".

The $20.95 million principal amount of New Debentures are due January 31, 2010 and the Corporation will need to finance repayment of such amount. The Corporation has borrowed $50 million pursuant to the Original Loan which is due July 1, 2009 unless extended to July 1, 2010 pursuant to the 2009 Financing Arrangements. In addition, the completion of the 2009 Financing Arrangements, will result in Magellan being required to offer to purchase the New Debentures at 102.5% of the principal amount plus unpaid and accrued interest. The completion of the 2009 Financing Arrangements provide most of the funding to purchase the New Debentures but completion is subject to conditions which may not be fulfilled. There is no assurance that alternative debt or equity financing will be available, or will be available on satisfactory terms, to the Corporation to refinance the repayment of, or to fund the offer to purchase, the New Debentures or the Original Loan. Credit ratings and access to the capital markets may be impacted by a number of matters, include those set forth in this Annual Information Form, and a number of external factors beyond the Corporation's control and there can be no assurance that access to the capital markets will be available to refinance, or to fund the offer to purchase, the New Debentures or the Original Loan.

Pursuant to the 2009 Financing Arrangements, if completed, the Original Loan and the New Loan will be due on July 1, 2010. Subject to law, the holders of the First Preference Shares Series A issued for $20 million have the right to retract the First Preference Shares Series A for the issue price plus accrued and unpaid dividends from July, 2010 in the event the volume weighted average trading price of the Common Shares on the TSX for at least 20 trading days in any consecutive 30 day period ending on the fifth trading day prior to such date is less than $12.00 per Common Share, or upon the occurrence of a change of control of the Corporation involving the acquisition or voting control or direction over at least 66 2/3% of the Common Shares and instruments convertible into Common Shares. If the 2009 Financing Arrangements are completed, subject to law, the Corporation would be required to retract the First Preference Shares Series A in whole or in part. Magellan does not currently believe it will be able to retract the First Preference Shares Series A as it does not expect to have the funds to do so, and in any event, it is prohibited from doing so by the terms of its Bank Facility Agreement, and would result in the Corporation being unable to pay its liabilities as they become due and constitute a contravention of the Ontario Business Corporation Act. There can be no assurance that the Corporation will determine to or be able to pay future dividends on the First Preference Shares Series A.

For more information, see "Recent Developments – Recent Financing Arrangements".

The Corporation’s Bank Facility Agreement, the New Debentures, and the Original Loan are due within a one-year period. If the Corporation is unable to renew or re-finance these facilities, its ability to continue as a going concern is uncertain.

Factors that have an adverse impact on the aerospace industry may adversely affect the Corporation's results of operations.

The majority of the Corporation's gross profit and operating income is derived from the aerospace industry. The Corporation's aerospace operations are focused on engineering and manufacturing aircraft components on new aircraft, selling spare parts and performing repair and overhaul services on existing aircraft and aircraft components. Therefore, the Corporation's business is directly affected by economic factors and other trends that affect the Corporation's customers in the aerospace industry, including a possible decrease in outsourcing by aircraft operators and original equipment manufacturers ("OEMs"), decreased demand for air travel or projected market growth that may not materialize or be sustainable. When these economic and other factors adversely affect the aerospace industry, they tend to reduce the overall customer demand for the Corporation's products and services, which decreases the Corporation's operating income. Economic and other factors, both internal to the aerospace industry or general economic factors that might affect the aerospace industry may have an adverse impact on the Corporation's results of operations.

Cancellations, reductions or delays in customer orders may adversely affect the Corporation's results of operations.

The Corporation's overall operating results are affected by many factors, including the timing of orders from large customers and the timing of expenditures to manufacture parts and purchase inventory in anticipation of future sales of products and services. A large portion of the Corporation's operating expenses is relatively fixed. Because several of the Corporation's operating locations typically do not obtain long-term purchase orders or commitments from customers, the Corporation must anticipate the future volume of orders based upon the historic purchasing patterns of customers and upon discussions with customers as to their anticipated future requirements. These historic patterns may be disrupted by many factors, including changing economic conditions, inventory adjustments, work stoppages or labour disruptions. Cancellations, reductions or delays in orders by a customer or group of customers could have a material adverse effect on the Corporation's business, financial condition and results of operations.

A reduction in defence spending by the United States or other countries could result in a decrease in revenue.

The Corporation relies on sales to military customers particularly in the United States. A significant reduction in military expenditures by the United States or other countries with which the Corporation has contracts could materially adversely affect the Corporation's business and financial condition. The loss or significant reduction in government funding of a large program in which the Corporation participates could also materially adversely affect sales and earnings.

Fluctuations in the value of foreign currencies could result in currency exchange losses.

A portion of the Corporation's revenues and expenses are not currently denominated in Canadian dollars, and it is expected that some revenues and expenses will continue to be based in currencies other than the Canadian dollar. Therefore, fluctuations in the Canadian dollar exchange rate will impact the Corporation's results of operations and financial condition from period to period. In addition, such fluctuations affect the translation of the Corporation's results for purposes of its consolidated financial statements. The Corporation's activities to manage its currency exposure may not be successful.

The agreements with labour unions representing certain of the Corporation's employees are subject to renewal.

The Corporation is party to collective bargaining agreements throughout its business which are subject to expiration at various times in the future. Currently, management is in negotiation for three of its labour agreements. One agreement expired on December 31, 2008 and the other two agreements expired on March 15, 2009. If the Corporation is unable to renew all agreements as they become subject to renegotiation from time to time, it could result in work stoppages and other labour disturbances which could have a material adverse effect on its business.

The Corporation may need additional financing for acquisitions and capital expenditures and additional financing may not be available on acceptable terms.

A key element of the Corporation's strategy has been, and continues to be, internal growth and growth through the acquisition of additional companies and product lines engaged in the aerospace industry. In order to grow internally, the Corporation may need to make significant capital expenditures and may need additional capital to do so. The Corporation's ability to grow is dependent upon, and may be limited by, among other things, availability under the credit facilities and by particular restrictions contained therein and the Corporation's other financing arrangements. In that case, additional funding sources may be needed, and the Corporation may not be able to obtain the additional capital necessary to pursue its internal growth and acquisition strategy or, if the Corporation can obtain additional financing, the additional financing may not be on financial terms which are satisfactory to it.

The loss of one of the Corporation's key customers could have a material adverse effect on the Corporation.

For the year ended December 31, 2008, direct sales to The Boeing Company represented approximately 14% of consolidated revenues and is expected to remain at approximately the same level of consolidated revenues in 2009. In 2008, direct sales to Airbus represented approximately 15% of consolidated revenues and is expected to remain at approximately the same level of consolidated revenues in 2009. The loss of either of these customers or any significant decline in purchasing by either customer from the Corporation could have a material adverse impact on the Corporation.

Customer unit deliveries may not reach the number projected when the basis for amortization of non-recurring costs is established.

The Corporation relies on customers' delivery projections to determine the number of units over which to amortize non-recurring costs. Should deliveries not reach the number projected, any unamortized balance that remains would then need to be written off which could have a material adverse impact on the Corporation.

Competitive pressures may adversely affect the Corporation.

The Corporation competes in the aerospace industry primarily with OEMs and the manufacturers that supply them, some of which are divisions or subsidiaries of OEMs, and other large companies that manufacture aircraft components and subassemblies. Competition for the repair and overhaul of aerospace components comes from three primary sources: OEMs, major commercial airlines and other independent repair and overhaul companies. Some of the competitors' financial and other resources and name recognition are substantially greater than the Corporation's and constitute significant competitive advantages. There can be no assurance that we will be able to compete successfully against our current and future competitors or that the competitive pressures that we face will not adversely affect the Corporation's operating revenues and, in turn, the Corporation's business and financial condition.

The Corporation may need to expend significant capital to keep pace with technological developments in its industry.

The aerospace industry is constantly undergoing development and change and it is likely that new products, equipment and methods of repair and overhaul service will be introduced in the future. In order to keep pace with any new developments, the Corporation may need to expend significant capital to purchase new equipment and machinery or to train the Corporation's employees in the new methods of production and service. In addition, the Corporation makes significant expenditures for the research and development of new products and services. The Corporation may not be successful in developing new products and these capital expenditures may have a material adverse effect on the Corporation.

The Corporation may not realize the Corporation's anticipated return on capital commitments made to expand its capabilities.

From time to time, the Corporation makes significant capital expenditures to implement new processes and to increase both efficiency and capacity. Some of these projects require additional training for the Corporation's employees and not all projects may be implemented as anticipated. If any of these projects do not achieve the anticipated increase in efficiency or capacity, the Corporation's returns on these capital expenditures may not be as expected.

The Corporation may incur significant expenses to comply with new or more stringent governmental regulation.

The aerospace industry is highly regulated in most countries by specialized government agencies. The Corporation must be certified in such jurisdictions and, in some cases, by individual OEMs in order to engineer and service parts and components used in specific aircraft models. If any of the Corporation's material authorizations or approvals were revoked or suspended, the Corporation's operations would be adversely affected. New or more stringent governmental regulations may be adopted, or industry oversight heightened, in the future, and the Corporation may incur significant expenses to comply with any new regulations or any heightened industry oversight.

The Corporation may be unable to successfully achieve "key supplier" status with OEMs, and may be required to risk capital to achieve key supplier status.

Many OEMs are moving toward developing strategic partnerships with their key suppliers. Each key supplier provides an array of integrated services including purchasing, warehousing and assembly for OEM customers. The Corporation has been designated as a key supplier by some OEMs and is striving to achieve a higher level of integrated supply with other OEMS. In order to achieve key status, the Corporation may need to expand the Corporation's existing capacities or capabilities, and there is no assurance that the Corporation will be able to do so.

Many new aircraft and aircraft engine programs require that major suppliers become risk-sharing partners, meaning that the cost of design, development and engineering work associated with the development of the aircraft or the aircraft engine is partially born by the supplier, usually in exchange for a life-time agreement to supply those critical parts once the aircraft or the aircraft engine is in production. In the event that the aircraft or the aircraft engine fails to reach the production stage, inadequate number of units is produced, or actual sales otherwise do not meet projections, the Corporation may incur significant costs without any corresponding revenues.

Most of the Corporation's contracts are subject to competitive bidding. If the Corporation is unable to successfully compete in the bidding process, the Corporation's results of operations could suffer.

The Corporation obtains most of its contracts through a competitive bidding process that subjects it to the risk that it will expend substantial time and effort on the design, development and marketing of proposals for contracts that may not be awarded to it. The Corporation is sometimes required to bid on programs in advance of the completion of the prime vehicle or system design. This creates a risk that it will experience unforeseen technological difficulties and cost overruns. The Corporation cannot ensure that it will continue to win competitively awarded contracts at the same rate as in the past.

The Corporation may not be able to successfully negotiate long-term contracts to eliminate losses.

From time to time circumstances under which long-term contracts are negotiated change and require amendments so the Corporation does not incur a loss. If these negotiations or future negotiations on other contract negotiations are not successful or the final terms are different from what the Corporation expects, the Corporation may be required to record a loss provision on these contracts which will be materially adverse to the Corporation. The amount of such provision, if any, cannot be reasonably estimated until such amendments are finalized.

The Corporation may be affected by interest rate fluctuations.

The Corporation's operations have been significantly financed by debt, and it has significant debt obligations. The majority of the Corporation's interest bearing long-term debt bears a variable interest rate. Consequently, the Corporation is sensitive to fluctuations in interest rates and increases in interest costs may adversely and materially affect the Corporation's financial results.

Any exposure to environmental liabilities may adversely affect the Corporation.

The Corporation's business, operations and facilities are subject to numerous stringent federal, provincial, state, local and foreign environmental laws and regulations in Canada, the United States and the United Kingdom. In Canada, the Corporation is required to maintain certificates of approval, permits or licenses with respect to its water discharges, air emissions and land fill sites. The ministry in charge of environmental matters in each province conducts periodic compliance reviews, and the Corporation engages in regular monitoring and measuring of its discharges. From time to time due to non-compliance matters that arise, containment, mitigation and remedial orders are received, which require action by the Corporation. The Corporation commits financial and technical resources as is deems necessary, including outside consultants, to develop action plans in accordance with the requirements of the various jurisdictions within which it operates.

The Corporation with regulatory body approval has implemented remedial systems at Bristol Aerospace Limited and Aeronca Inc. to address trichloroethylene-impacted groundwater. These remedial systems have been in operation for more than 5 years and continue to show decreasing levels of contamination with capital costs already incurred and ongoing operating expenses. At the former Fleet Industries site, the regulatory authorities and the Corporation have agreed on a remediation plan for the same contaminant. While it is expected that the remediation will be successful, the plan incorporates a new technique, which may not be successful within the time and budget contemplated. Remedial plans are also being developed in conjunction with the governing environmental authorities at the Orenda site and Bournemouth site. The final costs of remediation at these sites are not known at this time and could adversely and materially affect the Corporation's financial results. Although management believes that the Corporation's operations and facilities are in material compliance with environmental laws and regulations, future changes in these laws, regulations or interpretations thereof or the nature of the Corporation's operations may require the Corporation to make significant additional capital expenditures to ensure compliance in the future.

In November 2006 Middleton Aerospace received notification from the United States Environmental Protection Agency ("USEPA") that they are a potentially responsible party at the Remacor Inc. superfund site in Pittsburgh PA, where waste magnesium chips were improperly stored. Although Magellan believes Middleton's potential contribution is minor (0.1% of the total waste), USEPA review is currently in progress and the actual financial impact to the Corporation by way of settlement, penalties or cost to clean up is unknown. Negotiation with the USEPA has also been initiated regarding contamination at the former Lightman Drum disposal site in Camden County, New Jersey. The Corporation may be required to contribute significant financial resources towards the remediation effort.

A condition for use and operation of the Haley Industries landfill site is to provide financial assurance to provide sufficient funds to the Ministry of Environment for landfill closure and related post-closure activities. An irrevocable letter of credit is in place in the amount of $1,000,000 for both planned and emergency closure. The costs of the closure of this landfill site may exceed the amount of our letter of credit and may adversely and materially affect our financial results.

Management believes the current political climate may lead to new environmental laws and programs setting reduction for discharges into the environment, which may be costly or not possible for the Corporation to meet, and thereby result in cost, penalties or charges to the Corporation. Examples are the New Environmental Penalties regulation in Ontario and European REACH legislation affecting manufacturers and importers of chemical substances and articles to the EU.

In December 2002 the Government of Canada ratified the Kyoto Protocol and it became legally binding on February 16, 2005. This protocol calls for Canada to reduce its greenhouse gas emissions to 6 percent below 1990 levels during the period between 2008 and 2012. Details of specific requirements relating to the aerospace industry have not been enacted and accordingly the impact of the Kyoto Protocol is unknown. In addition, the governments of Canada, the USA and the UK have each put forward clean air acts and related policies that propose reductions of emissions and target deadlines which differ from those outlined in the Kyoto Protocol and, if enacted, may adversely affect our financial condition and results of operations.

Fluctuations in availability and prices of raw materials used in production may adversely impact the financial results of the Corporation.

The main raw materials purchased by the Corporation are aluminium and titanium. Supply and cost of these materials is somewhat outside the Corporation's control. Difficulty in procuring raw materials in sufficient quantities and in a timely fashion, along with cost increases for these materials, could have a material adverse affect on the Corporation's operations and financial condition.

Potential for unforeseen costs associated with warranty claims.

Some of the products manufactured by the Corporation are complex and sophisticated and may contain defects despite having in place procedures and processes to detect and correct any defects before shipment to its customers. Errors may be found in the Corporation's products after they are delivered to the customers. As a result, the Corporation may be exposed to legal claims relating to the products it manufactures or the loss of customers. In addition, due to the nature of the Corporation's business, the Corporation may be subject to liability claims involving its products or products for which it provides services. The Corporation maintains product liability insurance for its business. However, there is potential that the insurance coverage will not be sufficient to cover all relevant claims. Furthermore, there is no assurance that the Corporation will be able to obtain insurance coverage at acceptable levels and costs in the future. The occurrence of errors, failures, and claims could adversely affect the Corporation's operation results and business.

Competitive market for skilled labour may adversely impact the Corporation's operation.

The Corporation's success and growth will depend on, in part, on its ability to attract and retain the necessary skilled labour. The competition for skilled labour in the aerospace industry has been and is generally expected to be intense in the future. The Corporation's inability to attract and retain skilled labour, particularly engineers, machinists and programmers, could adversely affect its operation, financial results, and ability to attract and retain work.

The Corporation's risk management strategy may not be effective to the risks faced by the Corporation.

The Corporation maintains policies of insurance of the types and in the amounts that are comparable to companies of similar sizes and industry. The Corporation's risk management programs and claims handling and litigation processes utilize internal professionals and external technical expertise. If this risk management strategy is not effective to mitigate the risks faced by the Corporation, these risks could have a material adverse affect on the business, results of operations, financial condition and liquidity.

Changes in estimates used in accounting for long term contracts could adversely affect the Corporation's future results.

Accounting for long term contracts require judgment related to assessing risks, estimating contract revenues and costs and making assumptions for schedule and technical issues. Due to the size and nature of the Corporation's contracts, average unit cost for products produced is determined based on the estimated total production costs for a predetermined program quantity. Program quantities are established based on management's assessment of market conditions and foreseeable demand at the beginning of the production stage for each program, taking into consideration both customer supplied and independent data. Management conducts regular reviews of its cost estimates and program quantities, however, changes in underlying assumptions, circumstances or estimates concerning quantities or change in the market conditions, along with not realizing estimated total production costs, may adversely affect future financial performance.

DIVIDENDS

The Corporation has not declared or paid any dividends on any of its Common Shares in the last three financial years. It is intended that the Corporation will not pay any dividends on its Common Shares in the near future and that future earnings will be retained to finance further expansion of the business and operations of the Corporation. Any decision to pay dividends on the Corporation's Common Shares will be made by the board of directors on the basis of the Corporation's earnings, financial requirements and other conditions existing at such future time.

In 2005, the Corporation paid dividends of thirty-four cents ($0.34) per share on the Corporation's 2,000,000 8% Cumulative Redeemable First Preference Shares Series A, which were issued on May 27, 2005. The first dividend the holders were entitled to receive was paid on October 31, 2005 in the amount of $0.34 per share, being 8% multiplied by the number of days from the date of issue of the First Preference Shares Series A (May 27, 2005) to October 31, 2005. On December 8, 2005, the Directors declared dividend of twenty cents ($0.20) per share of the Corporation's First Preference Shares Series A payable on January 31, 2006 to shareholders of record of the First Preference Shares Series A at the close of business on January 20, 2006. For the years ended December 31, 2006, 2007 and 2008, the Corporation paid dividends of eighty cents ($0.80) per share of the Corporation's First Preference Shares Series A. The Corporation pays the quarterly dividend on these shares as required by the terms of the shares. See "*Description of Share Capital - Preference Shares*".

The Board of Directors of Magellan recently determined not to declare or pay dividends on the First Preference Shares Series A for the period ended April 30, 2009. There can be no assurance that the Corporation will determine to pay future dividends on the First Preference Shares Series A, or that the Corporation will legally be entitled to pay dividends or that the terms of the Bank Facility Agreement will continue to allow the payment of such dividends.

See "*Risks Inherent in Magellan's Business – Weak capital markets reduce our financial flexibility and may result in less than optimal financing results*" and "*Risks Inherent in Magellan's Business – The Corporation's debt is significant and may need to be refinanced and such financing may not be available*".

DESCRIPTION OF SHARE CAPITAL

Common Shares

Magellan has authorized for issuance an unlimited number of Common Shares of which 18,198,757 Common Shares were outstanding as at December 31, 2008. On May 13, 2008, Magellan's shareholders approved the consolidation of the Common Shares at the annual and special meeting of shareholders held on May 13, 2008 at the ratio of one consolidated share for five pre-consolidated shares. The holders of Common Shares are entitled to notice of, to attend and to one vote per share held at any meeting of the shareholders of Magellan; to receive dividends as and when declared by the Board of Directors of Magellan on the Common Shares as a class, and subject to prior satisfaction of all preferential rights to dividends attached to all shares of other classes; and in the event of any liquidation, dissolution or winding-up of Magellan, whether voluntary or involuntary, or any other distribution of the assets of Magellan among its shareholders for the purpose of winding-up its affairs, and subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of Magellan ranking in priority to the Common Shares in respect of return of capital on dissolution, to share rateably, together with the shares of any other class of shares of Magellan ranking equally with the Common Shares in respect of return of capital on dissolution, in such assets of Magellan as are available for distribution.

Preference Shares

Magellan also has authorized an unlimited number of Preference Shares which may at any time or from time to time be issued in one or more series. Before any shares of a particular series are issued, the board of directors of Magellan shall, by resolution, fix the number of shares that will form such series and shall, subject to the limitations set out in the Corporation's articles, by resolution fix the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series. The Preference Shares of each series shall rank on parity with the Preference Shares of every other series with respect to accumulated dividends and return of capital. The Preference Shares are entitled to a preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preference Shares with respect to priority in the payment of dividends and in the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. As at the date hereof, 2,000,000 8.0% cumulative redeemable first preference shares series A of the Corporation (the "First Preference Shares Series A") have been issued and are outstanding.

First Preference Shares Series A

On May 27, 2005 the Corporation issued 2,000,000 First Preference Shares Series A at a price of $10.00 per First Preference Shares Series A (the "Issue Price").

Conversion: Each First Preference Shares Series A is convertible into 0.67 Common Shares of the Corporation (1,333,333 Common Shares in aggregate) at a price of $15.00 per Common Share at any time at the holder's option, or, in the case such shares are called for redemption, on or prior to the third business day prior to the date fixed for redemption.

Redemption: Subject to law, the First Preference Shares Series A will be redeemable in whole or in any part from July 1, 2008 to June 30, 2010 by the Corporation at the Issue Price plus accrued and unpaid dividends, provided that the volume weighted average trading price of the Common Shares on the TSX for at least 20 trading days in any consecutive 30-day period ending on the fifth trading day prior to the date on which the notice of redemption exceeds 125% of the conversion price. From July 1, 2010, the First Preference Shares Series A will be redeemable at the Issue Price plus accrued and unpaid dividends. Notice of any redemption must be given by the Corporation at least 30 days and not more than 60 days prior to the date fixed for redemption.

Retraction: Subject to law, the First Preference Shares Series A will be retractable by the holder at the Issue Price plus accrued and unpaid dividends (i) from July 1, 2010 in the event that at any point after such date the volume weighted average trading price of the Common Shares on the TSX for at least 20 trading days in any consecutive 30-day period ending on the fifth trading day prior to such date is less than $12.00 per Common Share; or (ii) upon the occurrence of a change of control of the Corporation involving the acquisition of voting control or direction over at least 66-2/3% of the Common Shares and instrument convertible into Common Shares.

Dividends: The holders of the First Preference Shares Series A are entitled to receive cumulative preferential cash dividends, accruing daily, as and when declared by the board of directors, payable quarterly on the last day of January, April, July, and October in each year in an amount per share equal to $10.00 and the amount of all accrued and unpaid dividends on such dividend payment date multiplied by 2%.

Cancellation: In addition to its right to redeem First Preference Shares Series A, the Corporation may at any time or times purchase (if obtainable) for cancellation the whole or any part of the First Preference Shares Series A in the open market or by invitation for tenders at the lowest price or prices which, in the opinion of the board of directors, such shares are obtainable.

Voting: Subject to applicable law, the holders of the First Preference Shares Series A shall not be entitled (except as hereinafter specifically provided) to any voting rights or to receive notice of or to attend any meeting of the shareholders of the Corporation or to vote at any such meeting unless and until the Corporation from time to time shall fail to pay, in the aggregate, four quarterly dividends on the First Preference Shares Series A on the dates on which the same should be paid, whether or not consecutive and whether or not such dividends have been declared and whether or not there are moneys of the Corporation properly applicable to the payment of dividends; thereafter but only so long as any dividends on the First Preference Shares Series A are not declared and actually paid, the holders of First Preference Shares Series A shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and shall be entitled to 3.33 votes in respect of each First Preference Shares Series A held at all shareholders' meetings (other than meetings of holders of another class or series of shares required by law to be held separately).

For further information on the current status of the First Preference Shares Series A, see "Recent Developments".

BORROWINGS

The Corporation has the following financing arrangements as at the date hereof:

Bank Credit Facility

The Corporation has an operating credit facility pursuant to the Bank Facility Agreement of a Canadian limit of $95 million plus a U.S. limit of US$90 million (approximately $204 million at December 31, 2008) which expires on May 23, 2009 and is extendable for unlimited one-year renewal periods by agreement of the lenders and the Corporation. The operating credit facility is fully guaranteed by Mr. Edwards. Magellan has agreed in the amended and restated Bank Facility Agreement to maintain a fixed charge coverage ratio and to limit capital expenditures, the failure of which will create an event of default pursuant to the Bank Facility Agreement. The fixed charge coverage ratio is the ratio of (a) earnings before interest, taxes, depreciation and amortization less unfinanced capital expenditures less cash taxes less distributions permitted by the lenders, to (b) the sum of scheduled principal payments paid plus interest expense plus capital lease payments made. The Corporation has agreed that its capital expenditures will not exceed a specified amount agreed upon with the lenders. For more information in relation to the Bank Facility Agreement, reference is made to Note 8 of our audited consolidated financial statements for the year ended December 31, 2008 which is incorporated by reference into this Annual Information Form and see "*Material Contracts*" and "*Interest of Management and Others in Material Transactions*".

The Bank Facility Agreement restricts the payment of dividends on the Common Shares but currently permits dividends to be paid on the First Preference Shares Series A. The Bank Facility Agreement prohibits the acquisition of the First Preference Shares Series A by the Corporation.

See *"Risks Inherent in Magellan's Business – The Corporation's debt is significant and may need to be refinanced and such refinancing may not be available".*

New Debentures due January 31, 2010

On January 30, 2008 Magellan issued $20.95 million of 8.5% convertible unsecured subordinated debentures due January 31, 2010 (the "New Debentures") with the following terms:

Interest: The New Debentures pay interest at a rate of 8.5% per annum on a semi-annual basis on January 31 and July 31 in each year commencing July 31, 2008.

Conversion: The New Debentures are convertible, at any time after 6 months from the date of issuance and prior to the maturity date, by holders into Common Shares of the Corporation at a conversion price of $10.00 per Common Share.

Redemption: The New Debentures are redeemable by the Corporation for a period ending July 31, 2008 at a price equal to 102.5% of the principal amount, plus accrued and unpaid interest, if any.

Change of Control: Upon a change of control involving the acquisition by any person of voting control or direction over Common Shares, or securities convertible into or carrying the right to Common Shares, representing an aggregate of 66 23% or more of the outstanding Common Shares, Magellan will be required to make an offer to acquire all of the New Debentures at a price equal to 102.5% of the principal amount of the New Debentures, plus accrued and unpaid interest, if any.

Rank: The New Debentures are direct unsecured obligations of Magellan ranking subordinate to all liabilities except liabilities which by their terms rank in right of payment equally with or subordinate to the New Debentures. The New Debentures will rank *pari passu* with all subordinate debentures issued by Magellan from time to time.

For more information, see "*Interest of Management and Others in Material Transactions*" and "*Material Contracts*". See also "*Risks Inherent in Magellan's Business – The Corporation's debt is significant and may need to be refinanced and such refinancing may not be available*".

For further information on the current status of the New Debentures, see "Recent Developments").

Original Loan and Bridge Loan

Magellan borrowed an aggregate amount of $65 million, principally, to fund the repayment of the Old Debentures pursuant to the Original Loan and Bridge Loan. Both the Original Loan and the Bridge Loan bear interest at a rate of 10% per annum calculated and payable monthly and are collateralized and subordinated to the operating credit facility. The Original Loan is repayable on July 1, 2009 and the Bridge Loan was repayable on July 31, 2008. Magellan repaid the Bridge Loan on June 24, 2008. For more information in relation to the Original Loan and Bridge Loan, reference is made to Note 9 of our audited consolidated financial statements for the year ended December 31, 2008 which is incorporated by reference into this Annual Information Form and see "*Material Contracts*" and "*Interest of Management and Others in Material Transactions*". See "*Risks Inherent in Magellan's Business – The Corporation's debt is significant and may need to be refinanced and such refinancing may not be available*".

Financing by Sale of Accounts Receivable

Magellan Aerospace Limited ("MAL Ltd.") entered into numerous separate financing agreements from time to time during 2008 with Balinhard, a corporation wholly-owned by Larry Moeller, a director of Magellan, pursuant to which an aggregate of $405.2 million of accounts receivable related to the Canadian operations were sold to Balinhard at an aggregate discount of $3.2 million. MAL Ltd. agrees to forward the amount of the receivables promptly to Balinhard as collected and retains the right, but not the obligation to purchase any or all of the receivables. On February 4, 2009, Balinhard agreed to the continuance of this securitization program for up to $35 million of accounts receivable declining to $20 million by April 30, 2009 and to nil by December 31, 2009. As of March 24, 2009 MAL Ltd. and Balinhard have entered into agreements in 2009 for the purchase of an aggregate of $42.3 million of receivables on the basis of similar discounts. For more information, see "*Interest of Management and Others in Material Transactions*" and "*Material Contracts*".

MARKET FOR SECURITIES

The Corporation's Common Shares are listed and posted for trading on the TSX under the symbol "MAL".

The following chart shows the high and low closing prices and the aggregate volumes traded of the Common Shares on the TSX for each month in 2008:

Month	Low - $	High - $	Volume
January	1.05	1.48	1,120,515
February	1.16	1.43	525,432
March	1.05	1.34	425,584
April	0.65	1.15	3,764,563
May	0.91	5.48	1,213,495
June	5.00	5.20	173,468
July	4.40	5.50	364,161
August	4.07	5.24	229,867
September	3.01	4.37	465,592
October	1.08	3.15	372,097
November	0.75	1.40	1,637,290
December	0.55	1.00	1,023,794

The following chart shows the high and low closing prices and the aggregate volumes traded of the Old Debentures on the TSX for January in 2008:

Month	Low - $	High - $	Volume
January	99.51	100.00	20,795

The First Preference Shares Series A are not listed or quoted on a marketplace. In 2005 the Corporation issued 2,000,000 First Preference Shares Series A at a price of $10.00 per First Preference Shares Series A.

The New Debentures are not listed or quoted in any marketplace. On January 30, 2008, the Corporation issued $20,950,000 of the New Debentures at a price equal to the principal amount.

DIRECTORS AND OFFICERS

The names and municipalities of residence of the directors and officers of the Corporation, the offices held by them in the Corporation, their principal occupations and the year each director first became a director are set out below. Each of the directors, except for Larry G. Moeller who was not a director for the period from August 14, 1999 to March 3, 2000, has served continuously as a director since the date he was first elected or appointed, which date is indicated below such director's name. The present term of each director will expire immediately prior to the election of directors at the next annual meeting of shareholders, which is scheduled for May 12, 2009. All of the directors are nominees for election at such annual meeting. The information below concerning each of the Corporation's directors (except for information relating to the committee on which such director is a member) has been provided by the individual director.

To the knowledge of the Corporation, no director of the Corporation is, or has been in the last ten years, a director or executive officer of an issuer that, while that person was acting in that capacity, (a) was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days, (b) was subject to an event that resulted, after that person ceased to be a director or executive officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under Canadian securities legislation, for a period of more than 30 consecutive days, or (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except as disclosed in the notes to the following table.

Director's Name and Municipality of Residence	Office Held	Principal Occupation
N. MURRAY EDWARDS (5) Calgary/Banff, Alberta, Canada(1995)	Chairman of the Board and Director	President, Edco Financial Holdings Ltd. (private consulting and management company)
RICHARD A. NEILL(4) (8) Oakville, Ontario, Canada(1996)	Vice-Chairman of the Board and Director	Vice-Chairman of the Board, Magellan Aerospace Corporation
HON. WILLIAM G. DAVIS (3)(6) Brampton, Ontario, Canada(1989)	Director	Counsel, TORYS LLP (law firm)
WILLIAM A. DIMMA (1)(2)(7) Toronto, Ontario, Canada(1989)	Director	Corporate Director
BRUCE W. GOWAN (1) (2) (3) Huntsville, Ontario, Canada(1990)	Director	Corporate Director
DONALD C. LOWE (1)(4) Toronto, Ontario, Canada(1992)	Director	Corporate Director
LARRY G. MOELLER (4)(5) Calgary, Alberta, Canada(1995)	Director	President, Kimball Capital Corporation (private consulting and management company)
JAMES S. PALMER (2)(3) Calgary, Alberta, Canada(1995)	Director	Chairman, Burnet, Duckworth & Palmer LLP (law firm)
JAMES S. BUTYNIEC(9) Carlyle, Ontario, Canada(2008)	Director	President and Chief Executive Office, Magellan Aerospace Corporation

Notes:

(1) Member of the Audit Committee

(2) Member of the Governance and Nominating Committee

(3) Member of the Human Resources and Compensation Committee

(4) Member of the Health, Environmental and Safety Committee

(5) N. Murray Edwards and Larry G. Moeller were each directors of Imperial Metals Corporation, a corporation engaged in mining, oil and gas exploration in the year prior to that corporation implementing a plan of arrangement under the *Company Act* (British Columbia) and under the Companies' Creditors Arrangement Act (Canada) in 2003 which resulted in the separation of its two businesses. The reorganization resulted in the creation of two public corporations, Imperial Metals Corporation and IEI Energy Inc. (became Rider Resources Ltd. which subsequently completed a plan of arrangement with NuVista Energy Ltd.) both of which trade on the TSX. Mr. Moeller is currently a director of Imperial Metals Corporation.

(6) William G. Davis was a director of Dylex Limited during the period 1995 to May 16, 2001 when he resigned as a result of a change of control transaction. Subsequently Dylex Limited was adjudged bankrupt in September 2001 with an effective date of mid-June 2001. The Trustee in Bankruptcy of Dylex Limited commenced proceedings against the former directors, officers, and legal counsel of Dylex Limited in connection with the change of control transaction. The claim was defended and the matter was settled in January 2006 without admission of liability.

(7) Mr. Dimma was a director of American Eco Corporation from 1997 until the year 2000. In the year 2000, American Eco went into Chapter 11 of the United States Bankruptcy Code ("Chapter 11") and obtained recognition of the Chapter 11 filing under the Companies' Creditors Arrangement Act in Canada. Subsequently American Eco moved to Chapter 7 of the United States Bankruptcy Code and into insolvency. A lawsuit by bondholders against all officers and directors was settled in the amount of the liability insurance outstanding for directors and officers. The lawsuit was launched in 2004 and settled in 2006.

(8) Richard A. Neill served as President and Chief Executive Officer of Magellan Aerospace Corporation from November 2, 2002 to December 31, 2006. Effective January 1, 2007, Mr. Neill was appointed Vice-Chairman of the Magellan Board of Directors.

(9) Effective January 28, 2008, Mr. Butyniec was appointed President and Chief Executive Officer of the Corporation. Prior thereto Mr. Butyniec was President and Chief Operating Officer from January 1, 2007. Prior thereto Mr. Butyniec was Executive Vice-President and Chief Operating Officer, North America from March 10, 2005 and Executive Vice-President and Chief Operating Officer, Canadian Operations from May 14, 2003. For the prior 5 years he was Vice-President and General Manager of Magellan's subsidiary, Bristol Aerospace Limited.

Executive Officer's Name and Municipality of Residence	Office Held	Principal Occupation
JO ANN C. BALL Toronto, Ontario, Canada	Vice President, Human Resources	Vice President, Human Resources, Magellan Aerospace Corporation
JAMES S. BUTYNIEC Carlisle, Ontario, Canada	President and Chief Executive Officer [(1)]	President and Chief Executive Officer, Magellan Aerospace Corporation
JOHN B. DEKKER Burlington, Ontario, Canada	Vice President, Finance and Corporate Secretary	Vice President, Finance and Corporate Secretary, Magellan Aerospace Corporation
KONRAD B. HAHNELT Waterloo, Ontario, Canada	Vice President, Strategic Global Sourcing	Vice President, Strategic Global Sourcing, Magellan Aerospace Corporation
WILLIAM A. MATTHEWS Mississauga, Ontario, Canada	Vice President, Marketing	Vice President, Marketing, Magellan Aerospace Corporation
LARRY A. WINEGARDEN Markham, Ontario, Canada	Vice President, Corporate Strategy	Vice President, Corporate Strategy, Magellan Aerospace Corporation

Note:

(1) Effective January 28, 2008, Mr. Butyniec was appointed as the President and Chief Executive Officer of the Corporation.

During the past five years, all of the directors and officers of the Corporation have been engaged in their principal occupations or in other executive capacities with the corporations or firms with which they currently hold positions.

As at March 24, 2009, the directors and executive officers of the Corporation, as a group, beneficially own, directly or indirectly, or exercise control or direction over, 5,482,816 Common Shares representing approximately 30.1% of the outstanding Common Shares of the Corporation.

Circumstances may arise where members of the Board of Directors of Magellan serve as directors or officers of corporations which are in competition to its interests. No assurances can be given that opportunities identified by such board members will be provided to the Corporation.

The Business Corporations Act (Ontario) provides that in the event that a director has an interest in a contract or proposed contract or agreement with the Corporation, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under such Act. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of such Act.

AUDIT COMMITTEE

The Audit Committee's Charter

The Board of Directors of the Corporation has established an audit committee (the "Audit Committee") with the responsibility for monitoring the Corporation's systems and procedures for financial reporting, risk management and internal controls, for reviewing all public disclosure documents containing financial information, and for monitoring the performance of the Corporation's external auditors. The responsibilities of the Audit Committee are set out in a written charter, which is reviewed and approved annually by the Board of Directors. The current Charter of the Audit Committee was approved by the board on May 17, 2006 and is set out in full in Appendix "A" to this Annual Information Form.

Composition of the Audit Committee

As at March 20, 2008, the Audit Committee is composed of the following three members: William A. Dimma, Bruce W. Gowan and Donald C. Lowe. Each of the Audit Committee members is independent and financially literate within the meaning of Multilateral Instrument 52-110 – Audit Committees ("MI 52 101") which means that each of them (i) has no direct or indirect material relationship with the Corporation, other than being one of its directors, and (ii) has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience

Each member of the Audit Committee has developed considerable experience and expertise related to financial and accounting matters which are relevant to the performance of their respective responsibilities as an Audit Committee member. More particularly, each of them has developed and acquired (i) an understanding of the accounting principles used by the Corporation to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting estimates, accruals and reserves; (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting.

The following is a description of the education and experience of each Audit Committee member that is relevant to the performance of their responsibilities as Audit Committee members.

William A Dimma

Mr. Dimma is the Chairman of the Audit Committee. Mr Dimma has been a director of the Corporation since 1989 and a member and chairman of the Audit Committee since 1995.

Mr. Dimma received an engineering degree (B.A. Sc.) from the University of Toronto, an M.B.A. from York University, and a D.B.A. from Harvard University. He is also a P.Eng. and an ICD.D. He has been or continues to be a member of twelve audit committees over the past forty years.

Bruce W. Gowan

Mr. Gowan, a Chartered Accountant, has been a director of the Corporation since 1990, a member of the Audit Committee since 2000 and was Chief Financial Officer of the Corporation during the period 1983 to 1999.

Mr. Gowan completed his academic requirements for his Chartered Accountancy designation, Ontario, through Queen's University.

Donald C. Lowe

Mr. Lowe has been a director of the Corporation since 1992 and a member of the Audit Committee since 2005. Mr. Lowe is an experienced business executive.

A graduate of Oshawa Collegiate & Vocational Institute, Mr. Lowe also holds a Bachelor of Applied Science degree from the University of Toronto, a Masters of Science degree from the University of Birmingham, England and attended the Harvard International Senior Managers Program, Switzerland.

Pre-Approval Policies and Procedures

The Audit Committee pre-approves all permitted audit, audit–related and non-audit services to be performed by Ernst & Young LLP, the Corporation's external auditors.

External Auditor Service Fees

The following is the aggregate fees billed by the Corporation's external auditors, Ernst & Young LLP in each of the last two fiscal years by category of services provided:

	Fiscal year ended December 31	
	2008	2007
Audit Fees	$1,411,200	$1,732,715
Audit-related Fees	10,500	2,000
Tax Fees	46,207	70,756
All Other Fees	0	0
Total	$1,467,907	$1,805,471

Audit Fees. Audit fees include fees for services that would normally be provided by the external auditor in connection with statutory and regulatory filings or engagements, including fees for services necessary to perform an audit or review in accordance with generally accepted auditing standards. This category also includes services that generally only the external auditor reasonably can provide, including comfort letters, statutory audits, attest services, consents and assistance with and review of certain documents filed with securities regulatory authorities.

Audit-Related Fees. Audit-related fees are for assurance and related services, such as due diligence services that traditionally are performed by the external auditor. More specifically, these services include, among others, assistance in preparing for requirements of Bill 198, employee benefit plan audits, due diligence related to mergers and acquisitions, accounting consultations and audits in connection with acquisitions, attest services that are not required by statute or regulation, and consultation concerning financial accounting and reporting standards.

Tax Fees. Tax fees are principally for assistance in tax compliance, tax return preparation, tax advisory services and support regarding tax audits.

All Other Fees. All other fees include fees for litigation and advisory support services.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

During the Corporation's last three completed financial years or during the current financial year as of March 20, 2009, no director or executive officer of the Corporation, or any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10 percent of any class or series of the Corporation's outstanding voting securities, or an associate or affiliate of any of the foregoing persons or companies, had or has as any material interest, direct or indirect, in any transaction with the Corporation that has materially affected or will materially affect the Corporation other than as described herein and below.

1. The obligations of Magellan under the Bank Facility Agreement are fully guaranteed and secured by Mr. Edwards. On January 24, 2008, the fee payable to Mr. Edwards was increased from 0.1% per annum ($0.2 million in 2007 and 2006) to 1.0% per annum of the principal amount guaranteed as compensation for this guarantee and in consideration of a requirement for the provision of additional security from Mr. Edwards. On June 24, 2008, the fee payable to Mr. Edwards increased to 1.35% as a result of the amended and restated credit facility agreement with its lenders. The amount paid to Mr. Edwards in 2008 was $2.06 million. For additional information, reference is made to "*General Development of the Business*", "*Borrowings – Bank Credit Facility*" and "*Material Contracts*".

2. MAL Ltd. sold receivables pursuant to numerous financing agreements entered into during 2008 and 2009 to Balinhard, a corporation wholly-owned by Mr. Moeller, a director of the Corporation, in the aggregate amount of $405.2 million in 2008 ($228.1 million in 2007), for a discount of $3.2 million in 2008 ($2.5 million in 2007. Included in this balance, as at December 31, 2008, is a reserve of $4.4 million ($5.9

million in 2007). All these sales were made at market rates. For additional information see "*Borrowings – Financing by Sale of Accounts Receivable*" and "*Material Contracts*". For further information, in relation to the transactions entered into in 2009, reference is made to the Material Change Report dated February 13, 2009, which is hereby incorporated by reference in this Annual Information Form.

3. On January 30, 2008, Mr. Edwards acquired $17.5 million principal amount of the New Debentures. Another director of Magellan, Mr. Moeller, acquired $0.65 million principal amount of the New Debentures. For additional information, reference is made to "*Borrowings – New Debentures due January 31, 2010*" and "*Material Contracts*".

4. On January 30, 2008, Edco Capital Corporation, a corporation wholly-owned by Mr. Edwards, loaned the Corporation $65 million, which is comprised of the Original Loan and the Bridge Loan. The Bridge Loan was repaid on June 24, 2008. For additional information as to the terms of the Original Loan and the Bridge Loan, see "*General Development of the Business", "Borrowings – Original Loan and Bridge Loan*" and "*Material Contracts*". In addition, reference is made to Note 9 of the Corporation's audited consolidated financial statements, both of which are hereby incorporated by reference into this Annual Information Form and filed on SEDAR at www.SEDAR.com.

5. Letter Agreement dated February 4, 2009 between Edco Capital Corporation, Mr. Edward and Magellan in relation to certain financing transactions. For more information, in relation to these recent financing arrangements, see "*Recent Developments*"", note 23 to the Corporation’s audited financial statements for the year ended December 31, 2008 and the Material Change Report dated February 13, 2009, both of which have been filed on SEDAR at www.sedar.com and which are both incorporated herein by reference.

For additional information on certain of these transactions, see note 19 to the Corporation's audited financial statements for the year ended December 31, 2008 which have been filed on SEDAR, at www.SEDAR.com, which note is hereby incorporated herein by reference.

To the knowledge of the directors and officers of the Corporation, other than as set out in the table below, no person beneficially owns or exercises control or direction over shares carrying more than 10% of the voting rights attached to any class of voting shares of the Corporation.

Name and Address of Holder	**Class of Shares**	**Type of Ownership**	**Number of Common Shares**	**Percentage of Common Shares**
N. Murray Edwards Calgary/Banff, Alberta	Common Shares	Direct and Indirect	5,056,979	27.8%

MATERIAL CONTRACTS

The material contracts of the Corporation that were entered into within the most recently completed financial year, or entered into before the most recently completed financial year which are still in effect, other than contracts entered into in the ordinary course of business are as follows:

1. Trust Indenture dated as of January 30, 2008 between Magellan and Computershare Trust Company of Canada in relation to the issuance of the New Debentures. For more information, see "*General Development of the Business*" and "*Borrowings – New Debentures*".

2. Promissory Note and Guarantee Agreement dated January 30, 2008 for the Original Loan in the principal amount of $50 million due July 1, 2009 by Magellan in favour of Edco Capital Corporation dated January 30, 2008 and guaranteed by Magellan and Magellan Aerospace USA, Inc. See "*General Development of the Business*” and "*Borrowings- Original Loan and Bridge Loan*".

3. Credit Agreement dated May 27, 2005 between Magellan and a number of lenders, as amended May 2, 2006, September 28, 2006, March 30, 2006, December 31, 2007 and January 30, 2008, and amended and

restated on June 24, 2008 (the "Bank Facility Agreement") which is the subject of guarantees by Mr. Edwards dated as of May 27, 2005. Undertaking between Mr. Edwards and MAL in respect of the guarantees, dated May 27, 2005 and as amended January 24, 2008, as amended and restated June 24, 2008. See "*General Development of the Business*" and "*Borrowings – Bank Credit Facility*".

4. Financing agreements dated and entered into separately on various dates during 2008 between MAL Ltd., as seller, and Balinhard, as buyer, of certain accounts receivable related to the Canadian operations, at a discount, and subject to a reserve, all as reflected in the audited consolidated financial statements of the Corporation. Letter agreement dated February 4, 2009, between MAL Ltd., as seller, and Balinhard, as buyer, of certain accounts receivable, at a discount, and subject to a reserve from time to time. See "*Borrowings – Financing By Sale of Accounts Receivables*" and "*Interest of Management and Others in Material Transactions*".

5. Letter Agreement dated February 4, 2009 between Edco Capital Corporation, Mr. Edward and Magellan in relation to certain financing transactions. For more information, in relation to these recent financing arrangements, see "*Recent Developments*", note 23 to the Corporation's audited financial statements for the year ended December 31, 2008 and the Material Change Report dated February 13, 2009, which is filed on SEDAR at www.sedar.com and which is incorporated herein by reference.

TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc., Toronto, Ontario is the transfer agent and registrar for the Corporation's Common Shares. The Corporation is the transfer agent and registrar for the Corporation's First Preference Shares Series A.

INTERESTS OF EXPERTS

There is no person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made under National Instrument 51-102 by the Corporation during, or related to, its most recently completed financial year other than Ernst & Young LLP, the Corporation's external auditors. Ernst & Young LLP is independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on SEDAR at www.sedar.com. Additional information relating to directors' and officers' remuneration and indebtedness, principal holders of the Corporation's voting shares and options to purchase the Corporation's shares is contained in the Corporation's Management Information Circular prepared in connection with the annual meeting of shareholders of the Corporation to be held on May 12, 2009. Additional financial information is provided in the Corporation's consolidated financial statements for the year ended December 31, 2008 and Management's Discussion and Analysis which have been filed on SEDAR at www.sedar.com

Copies of the Management Information Circular, the financial statements, including any interim financial statements, Management's Discussion and Analysis, additional copies of this Annual Information Form, any other documents incorporated therein by reference may be obtained upon request from the Secretary of the Corporation at the head office, Magellan Aerospace Corporation, 3160 Derry Road East, Mississauga, Ontario, L4T 1A9. Telephone: (905) 677 1889; Facsimile: (905) 677 5658.

APPENDIX "A"

MAGELLAN AEROSPACE CORPORATION

CHARTER OF THE AUDIT COMMITTEE

MANDATE

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Magellan Aerospace Corporation (the "Corporation") to assist the Board in its oversight of the reliability and integrity of the accounting principles and practices, financial statements and other financial reporting, and disclosure practises followed by the Corporation and its subsidiaries.

The Committee's primary duties and responsibilities are to:

- Review and assess management's identification of principal financial risks and monitor the process to manage such risks.

- Review and assess management's overall process to identify principal risks that could affect the achievement of the Corporation's business plans.

- Monitor and report on the integrity of the Corporation's financial statements, financial reporting processes and systems of internal controls regarding financial reporting and accounting compliance and compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts.

- Select and recommend to the Board for appointment by the shareholders, the Corporation's external auditors and the fee of the external auditors.

- Oversee the work of the external auditors.

- Pre-approve all audit and non-audit services to be provided by the Corporation's external auditors consistent with all applicable laws and establish the fees and other compensation to be paid to the external auditors.

- Monitor the independence and performance of the Corporation's external auditors.

- Monitor the performance of the internal audit processes.

- Establish procedures for the receipt, retention, response to and treatment of complaints, including confidential anonymous submissions by the Corporation's employees, regarding accounting, internal control or auditing matters.

- Provide an avenue of communication among the external auditors, management, the internal auditing function, and the Board.

- Report to the Board.

The Committee has the authority to conduct any review or investigation appropriate to fulfilling its responsibilities. The Committee shall have unrestricted access to personnel and information, and any resources necessary to carry out its responsibility. In this regard, the Committee may direct management to particular areas of examination.

MAJOR RESPONSIBILITIES AND FUNCTIONS

Review Procedures

Review and update the Committee's Charter at least annually and provide a summary of the Committee's composition and responsibilities in the Corporation's annual report or other public disclosure documentation. Ensure the processes are in place to annually evaluate the performance of the Committee and report to the Board on the results of such evaluation.

Annual Financial Statements

1. Review the Corporation's annual audited financial statements and related documents prior to their filing or distribution. Such review to include:

   (a) A review with the external auditors and management of the annual financial statements and related footnotes including significant issues and disclosures regarding accounting policies and practices and any changes thereto.

   (b) A review with the external auditors and management of the use of off-balance sheet financing, if any, including management's risk assessment and adequacy of disclosure.

   (c) A review with the external auditors of the audit plan and the results of the audit including any significant changes required in the audit plan.

   (d) A review of any significant disagreements between the external auditors and management encountered during the course of the audit, including any restrictions on the scope of the external auditors' work or access to required information.

   (e) A review of other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.

2. Review and formally recommend approval to the Board of the Corporation's:

   (a) Year-end audited financial statements and disclosures.

   (b) Annual earnings press releases.

   (c) Management's Discussion and Analysis.

   (d) Annual Information Form.

   (e) All prospectuses and information circulars as to financial information provided therein.

Quarterly Financial Statements

1. Review with management and the external auditors and recommend for approval to the Board the Corporation's:

   (a) Quarterly unaudited financial statements and related documents, including management's discussion and analysis and interim earnings press releases.

   (b) Any significant changes to the Corporation's accounting principles.

Other Financial Filings and Public Documents

1. Review financial information contained in any filings with the securities regulators or news releases related thereto and consider whether the information is consistent with the information contained in the financial statements of the Corporation.

Internal Control Environment

1. Ensure that management and the external auditors provide to the Committee an annual report on the Corporation's financial control environment as it pertains to the Corporation's financial reporting process and controls.

2. Review and discuss significant financial risks or exposures and assess the steps management has taken to monitor, control, report and mitigate such risk to the Corporation.

3. Review the effectiveness of the overall process for identifying the principal risks affecting the achievement of business plans and provide the Committee's view to the Board.

4. Review in consultation with management and the external auditors the degree of coordination in management's audit plans relating to the internal control environment and the external auditors audit plan and enquire as to the extent the planned scope can be relied upon to detect weaknesses in internal controls, fraud, or other illegal acts. The Committee will assess the coordination of audit effort to assure completeness of coverage and the effective use of audit resources. Any recommendations made by the auditors for the strengthening of internal controls shall be reviewed and discussed with management.

5. Review the hedging and risk management policies and procedures of the Corporation.

6. Review legal and regulatory matters that may have a material impact on the interim or annual financial statements, related Corporation compliance policies and programs and reports received from regulators.

7. Review policies and procedures with respect to officers' and directors' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the internal auditor or the external auditors.

8. Review all related party transactions between the Corporation and any officers or directors.

External auditors

1. Meet quarterly with the external auditors to review amongst other things the quarterly and annual financial statements of the Corporation and have the external auditors be available to attend Committee meetings or portions thereof at the request of the Chairman of the Committee or by a majority of the members of the Committee.

2. Review and discuss with the external auditors all significant relationships that the external auditors and their affiliates have with the Corporation and its affiliates in order to determine the external auditors' independence, including, without limitation, (i) requesting, receiving and reviewing, no less than annually, a formal written statement from the external auditors delineating all relationships that may reasonably be thought to bear on the independence of the external auditors with respect to the Corporation and its affiliates, (ii) discussing with the external auditors any disclosed relationships or services that the external auditors believe may affect the objectivity and independence of the external auditors, and (iii) recommending that the Board take appropriate action in response to the external auditors' report to satisfy itself of the external auditors' independence.

3. Review:

   (a) The external auditor's performance, and make a recommendation to the Board regarding the reappointment of the external auditors at the annual meeting of the Corporation's shareholders or regarding the discharge of such external auditors.

   (b) The terms of engagement of the external auditors together with their proposed fees.

   (c) External audit plans and results.

   (d) Any other related audit engagement matters.

   (e) The engagement of the external auditors to perform non-audit services, if any, together with the fees therefor, and the impact thereof, on the independence of the external auditors.

4. Consider with management and the external auditors the rationale for employing audit firms other than the principal external auditors, including a review of management consulting services and related fees provided by the external auditors compared to those of other audit firms.

Other matters

1. Review and concur in the appointment, replacement, reassignment, or dismissal of the Chief Financial Officer.

2. Report Committee actions to the Board with such recommendations, as the Committee may deem appropriate.

3. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation.

4. Perform such other functions as required by law, the Corporation's mandate or By-laws, or the Board.

5. Consider any other matters referred to it by the Board.

6. Nothing contained in this charter is intended to transfer to the Committee the Board's responsibility to ensure the Corporation's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements for the directors or the members of the Committee. While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits, to determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles, or to design or implement an effective system of internal controls. Such matters are the responsibility of management and the independent external auditors, as the case may be. Members of the Committee are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided, and (iii) representations made by management as to the non-audit services provided to the Corporation by the external auditors.

<u>OPERATION OF COMMITTEE</u>

Reporting

The Committee shall report to the Board following each meeting of the Committee.

Composition of Committee

The Committee shall consist of not less than 3 nor more than 5 directors all of whom shall qualify as independent directors. All members of the Committee shall have the financial literacy to be able to read and understand the

Corporation's financial statements and to understand the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. In addition, the Committee's composition, including the qualifications and experience of its members, shall comply with the applicable requirements of the Toronto Stock Exchange ("TSX"), the Ontario Securities Commission (the "OSC") and other securities regulatory authorities to which the Corporation may be subject, as adopted or in force or amended from time to time. The Board will consider the appropriateness of the application of all TSX guidelines and OSC rules and recommendations regarding the composition of the Committee.

Appointment of Committee Members

Members of the Committee shall be appointed by the Board at a meeting, typically held immediately after the annual shareholders' meeting, provided that any member may be removed or replaced at any time by the Board and shall in any event cease to be a member of the Committee upon ceasing to be a member of the Board.

Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

Chairman

The Chairman of the Board, based on the recommendation of the Corporate Governance and Nominating Committee, will recommend an independent director as Chairman of the Committee to the Board for approval.

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.

The Chairman presiding at any meeting shall not have a casting vote.

Secretary

The Committee shall appoint a Secretary who need not be a member of the Committee or a director of the Corporation. The Secretary shall keep minutes of the meetings of the Committee.

Committee Meetings

The Committee shall meet at least quarterly at the call of the Chairman. In addition, a meeting may be called by any director or by the external auditors.

Committee meetings may be held in person, by video-conference, by means of telephone or by any combination of any of the foregoing.

Notice of Meeting

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee and to external auditors at least 48 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

Quorum

A majority of committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.

Attendance at Meetings

The President and Chief Executive Officer, the Chief Financial Officer, the Corporate Controller and the head of internal audit are expected to be available to attend meetings, but a portion of every meeting will be reserved for in-camera discussion without members of management, being present.

The Committee may by specific invitation have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

Minutes

Minutes of Committee meetings shall be sent to all Committee members and to the external auditors.

Engaging Outside Resources

The Committee is empowered to engage outside resources, as it deems advisable, at the expense of the Corporation.